



**Creative.  
Resilient.  
Sustainable.**

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### PROMISES ARE ONLY AS GOOD AS THE RESULTS THEY BRING IN.

Over the years we have made commitments to make innovation an indelible part of our work process inclusive approach towards sustainability; to meet consumer demands with products that are truly up to the mark. We have resolved to create maximum value for our stakeholders by bettering ourselves each day and creating maximum value for our customers. We have promised ourselves to be at par with the ever-evolving fashion trends and promote sustainable behavior to drive change.

In other words, we have been committed to delivering on all fronts. And we have done our best to make good on that promise!

# CREATIVE. RESILIENT. SUSTAINABLE.



Numerous advancements in fibre and textile technology are providing innovative concepts in denim since today's discerning consumers of denim clothing want a variety of visual appeal, fit, lasting comfort, efficiency, and sustainability in all elements of its manufacture. Today's denim is a highly modified new generation fabric that was traditionally made from 100% cotton and stained with natural indigo.

Once incorporated into garments, Nandan maintains its superiority over cotton in several ways. It resists colour bleeding, shrinking and fading even after multiple washes, drapes in a wrinkle-free and soft manner and is particularly suitable for sensitive skin due to its hypoallergenic, anti-microbial, anti-bacterial and anti-fungal properties.

Technological advancements provide a more environmentally responsible and sustainable substitute for conventional cotton denim that is produced without the use of toxic pesticides and chemicals.

# About CHIRIPAL GROUP

## An Generating Conglomerate

We are among the largest manufacturers and exporters of various types of Textile, petrochemicals, BOPP Film products and Educational Initiatives in India and generating employment more than 20,000 people directly or indirectly.

Chiripal Industries was established by Mr. Vedprakash Chiripal with 12 powerlooms in Ahmedabad, initially focusing on textile trading. The Group quickly ascended to a leadership position in polyester yarn manufacturing, becoming the largest and most renowned processing house. Our extensive expertise, capabilities and experience have empowered us to establish a successful business spanning from petrochemicals, chemicals, infrastructure to spinning, weaving, knitting, fabric processing, BOPP film manufacturing and educational initiatives. Alongside, we have also been committed to maintaining a sustainable balance and aspire energy demand with renewable energy.

The Group has also established itself as a global player in the textile and packaging industry by expanding vertically across the value chain. It is dedicated to maintaining a sustainable balance and contributing to India's energy needs while minimising environmental impact.



# About Nandan Denim

**Nandan Denim Limited (NDL) is the fastest-growing denim player in India, renowned for its innovative approach and commitment to quality.**

Established in 1994, NDL is on a mission to become Asia's largest denim manufacturer and the world's fourth-largest. With cutting-edge technology and a vertically integrated production process, we are redefining fashion denim for global markets.

As a flagship company of the Chirpal Group, Nandan Denim showcases an impressive fabric production capacity of 110 MMPA and exports about 15 countries, serving numerous international and domestic brands. Our in-house creative design studio and Product Development Cell ensure we stay ahead of fashion trends. With OEKO-Tex certifications, robust quality systems and a dedicated team of over 2,000 manpower, we are poised to be the preferred supplier for valued customers and a trusted partner for vendors worldwide.



## VISION

Bringing abundance in economic, creative, and emotional potential of our customers and stakeholders by infusing style and colorful fashion in every life



## MISSION



To be on every garment cutter's table

To become a Fashion Brand.



Transition from Manufacturing to Services mindset.



## VALUES

Flow and Rhythm

Quality and Pride in our work

Customer Centricity

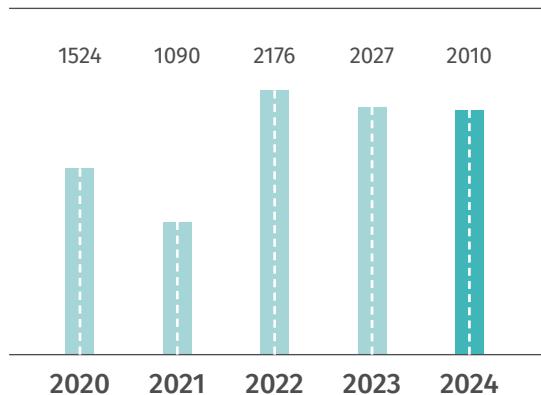
Being Oneself

Ownership and Integrity

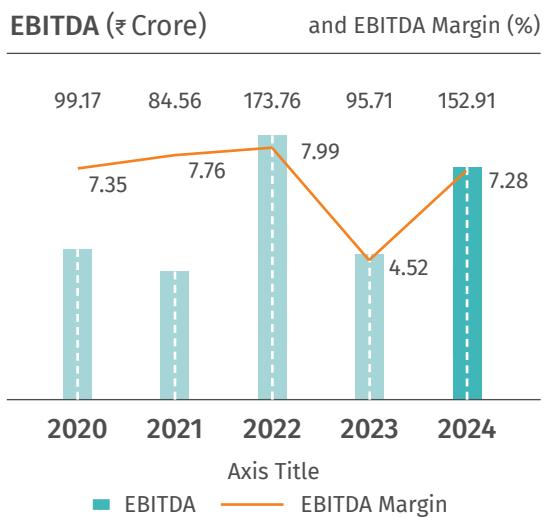
Respect for humans

# Our Financial Performance

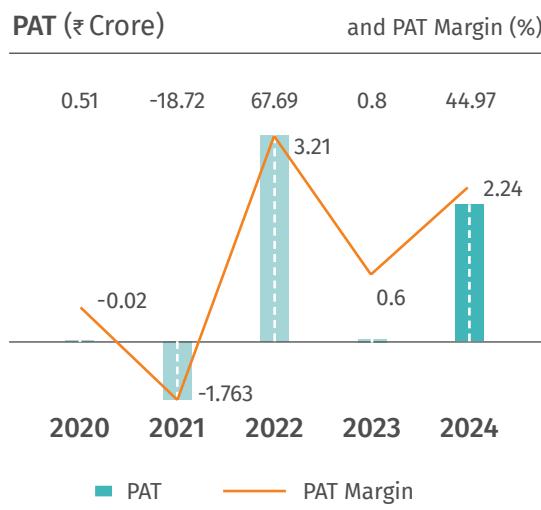
Revenue (₹ Crore)



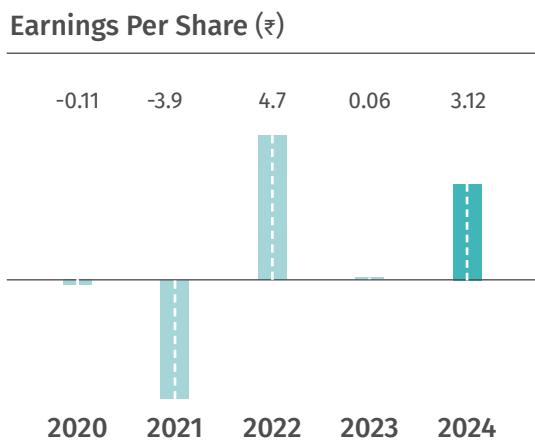
EBITDA (₹ Crore)



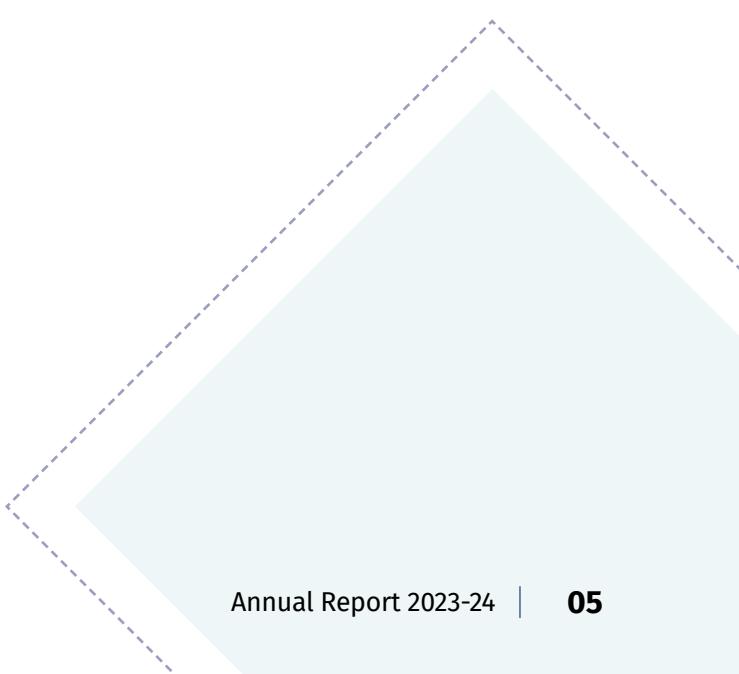
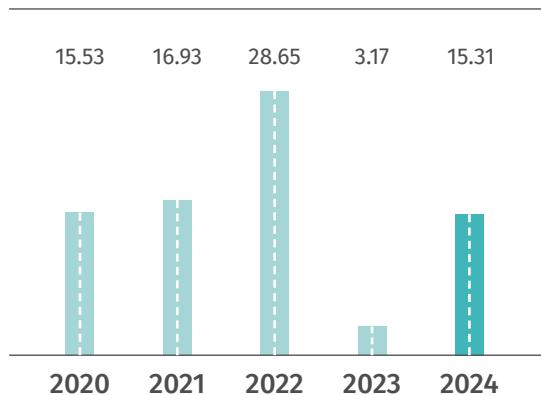
PAT (₹ Crore)



Earnings Per Share (₹)



Cash and Cash Equivalent (₹ Crore)

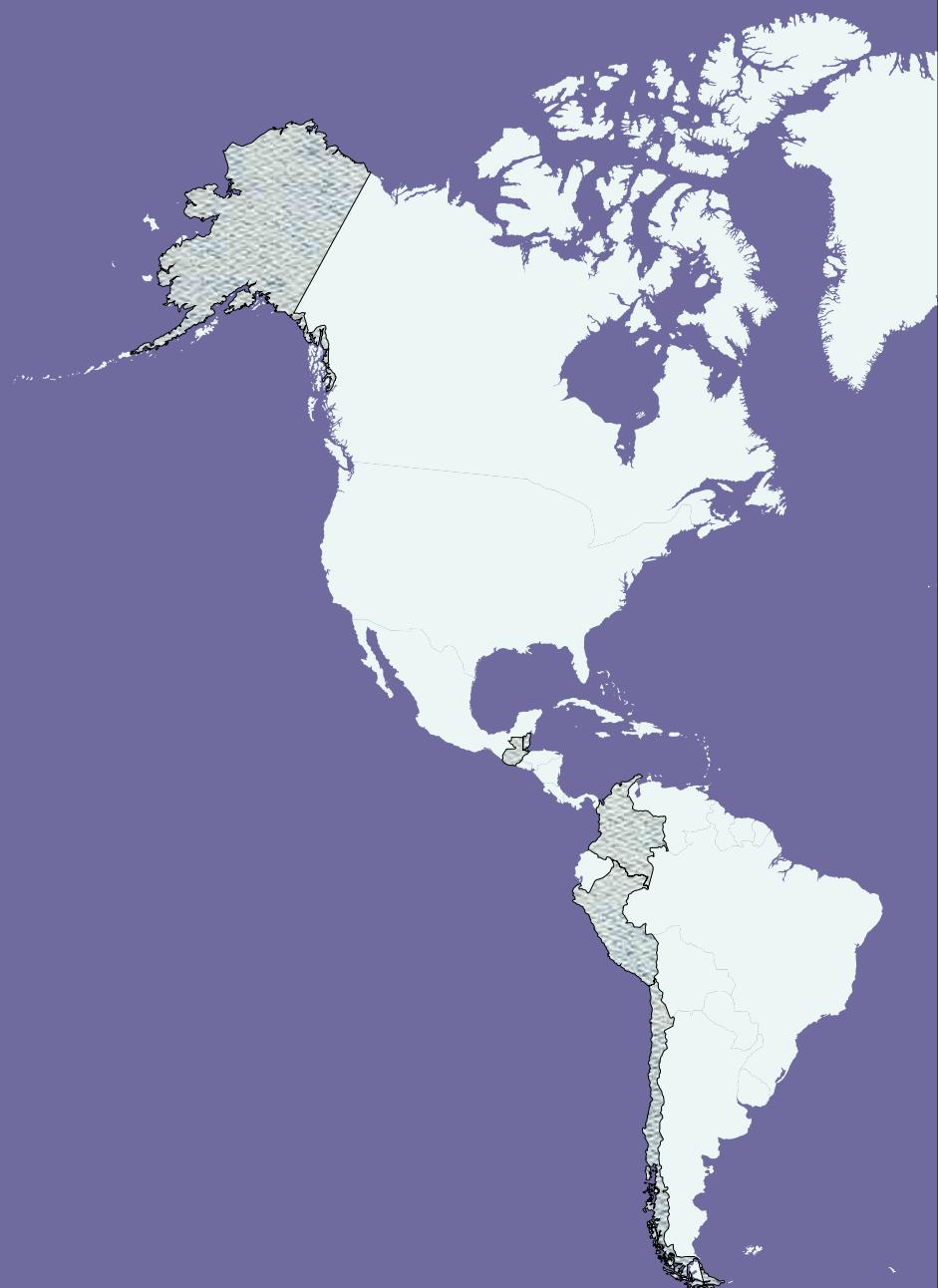


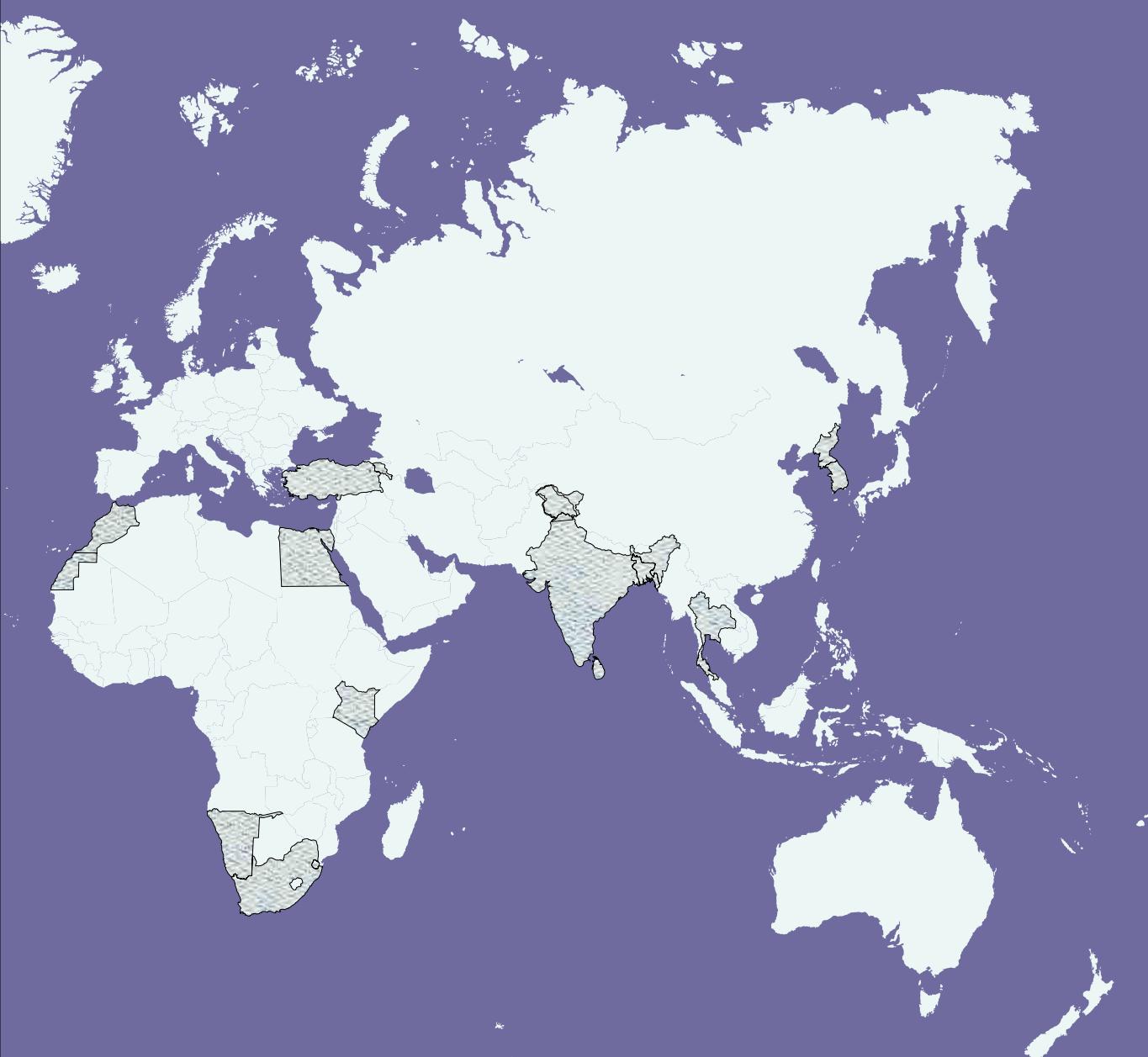
# Our Global Presence

We export to more than 15 countries worldwide through our robust global dealer-distribution network. Leveraging the latest technology, we produce a diverse range of high-quality denim fabrics, meeting the needs of international markets.

## Countries we are present in

- ▶ Central America
- ▶ Columbia
- ▶ Peru
- ▶ Chile
- ▶ Morocco
- ▶ Egypt
- ▶ Turkey
- ▶ South Africa
- ▶ Sri Lanka
- ▶ Bangladesh
- ▶ Korea
- ▶ Thailand
- ▶ Kenya
- ▶ Guatemala





*Map not to scale. For illustration only*

# Managing Director's Message

Redefining Strength,  
Sustaining Performance



In a rapidly changing business environment, we have remained steadfast in our dedication to delivering supreme quality products in full and on time, thereby ensuring that Nandan Denim consistently stays ahead of the fashion curve.

## Dear Stakeholders,

I am immensely pleased to present the Annual Report of Nandan Denim Limited for FY 2023-24. Since our establishment, we have embraced a forward-thinking approach, constantly seeking innovation in both our business strategies and product offerings. We deeply comprehend the importance of intertwining the strands of innovation, responsibility, and collaboration to forge a brighter future in the present moment. This overarching concept exemplifies our commitment to embracing transformative shifts, nurturing progress, and making a positive imprint on both society and the environment. It serves as a testament to our resolute dedication to augmenting operational efficacy, maximising the utilisation of resources, and providing ground-breaking solutions that cater to the ever-evolving needs of our esteemed customers.

At the heart of our operations lies a simple yet powerful principle – customer delight. Our unwavering commitment to understanding and meeting the evolving needs of our diverse customer base has been the driving force behind our success. In a rapidly changing business environment, we have remained steadfast in our dedication to delivering supreme quality products in full and on time, thereby ensuring that Nandan Denim consistently stays ahead of the fashion curve.

During the year under review, Nandan Denim recorded an outstanding financial performance. Our revenue stood at ₹ 2010.09 Crore in 2023-24 compared to ₹ 2026.76 Crore in 2022-23. Our profit after tax grew from ₹ 44.96 Crore in 2023-24 compared to ₹ 0.53 Crore in 2022-23. EBITDA stood at ₹ 152.91 Crore in 2023-24 compared to ₹ 95.71 Crore in 2022-23. The Company

performed well, reflecting our inherent strengths and our resilience and agility.

In line with our mission of developing Nandan Denim Ltd. into a Fashion brand and vision of becoming the number one choice for discerning customers worldwide, we have accelerated our efforts to improve our brand identity, integrate digital methods into our business, and further diversify our portfolio. These initiatives not only reinforce our commitment to innovation and excellence but also position us for sustained growth and success in the years to come.

As we look to the future, we are confident that our relentless focus on customer satisfaction, coupled with our commitment to operational efficiency and sustainability, will enable us to emerge stronger for the next chapter in Nandan Denim's history. Together, we will continue to innovate, evolve, and strive for excellence, knowing that our success is intrinsically linked to the trust and support of our valued shareholders.

In closing, I extend my heartfelt gratitude to each of you for your unwavering belief in our vision and your continued support as we embark on this exciting journey ahead. With your partnership, I am confident that the best is yet to come for Nandan Denim Ltd.

Warm regards,

**Mr. Jyotiprasad Chirpal**

Managing Director



# Maintaining Our Clear Focus on Innovation

Nandan Denim is reputed for having developed several product innovations with distinctive characteristics. We continue to invest in research & development aimed at product reengineering and product innovation to satiate the changing preferences of our consumers and to achieve revolutionary product development.

Nandan Denim is taking a lead role in innovation. Our quality fabric is produced from cotton fibre with due research & development backing our innovation and production techniques. The Company's world-class facilities are ably backed by a solid infrastructure to make our processes even more productive, people more efficient, and our products unbeatable in quality. The Company's innovative product designs help conserve water and new weave designs in the apparel industry. Our super-stretch and two-way stretch denims keep pace with evolving consumer preferences. We are also constantly developing novel weave designs, sustainable fibre blends and new chemical finishes for fabric dyeing and coating to keep up with our commitment on innovation combined with sustainability.

## Responsible Manufacturing

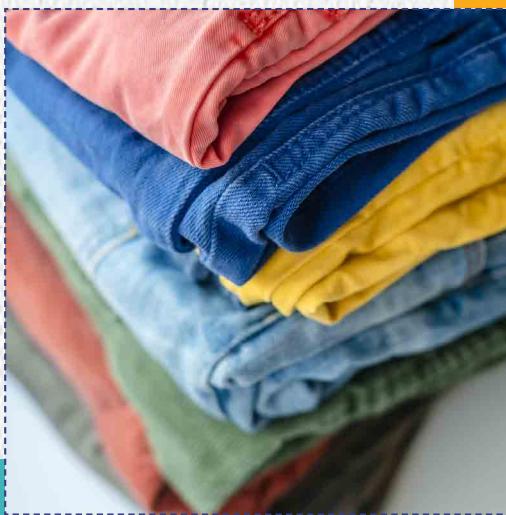
We consider it our utmost responsibility to create consciously, remedy the ruin and reclaim the quality of life by making use of our sustainable products. The renewable fibre utilised to manufacture these products not only promote resource conservation, it also reduces environmental impact.



## Pioneering Innovation and Sustainability

Nandan Denim is well-known for its pioneering product innovations, which have unique characteristics. Our continuous investment in research and development focuses on product reengineering and innovation to meet evolving consumer preferences and achieve revolutionary advancements.

Leading the charge in innovation, Nandan Denim produces high-quality fabrics from cotton fibre, supported by extensive research and advanced production techniques. Our world-class



facilities are backed by robust infrastructure, enhancing productivity, efficiency and product quality. Our innovative designs conserve water and introduce new weaves in the apparel industry. With super-stretch and two-way stretch denims, we stay ahead of consumer trends. We are also committed to developing sustainable fibre blends, novel weave designs and new chemical finishes for fabric dyeing and coating, ensuring our innovation aligns with sustainability.



### Responsible Manufacturing

We prioritise responsible manufacturing by creating sustainable products that promote resource conservation and reduce environmental impact. Utilising renewable fibres, we aim to remedy environmental damage and reclaim quality of life through conscious production practices.

# Committing to a Sustainable Future

**ESG excellence is fundamental to our corporate ethos. As a conscientious industry leader, we've delineated our ESG priorities and initiated a transformative journey to translate our sustainability blueprint into concrete, quantifiable actions that foster advancement for society, the environment and economic growth.**



## ENVIRONMENT

At Nandan Denim, our commitment to sustainability is our hallmark. We fully embrace our role as an environmentally and socially responsible enterprise. Our core objective is to craft ethical denim textiles that harmonise fashion with eco-consciousness. Catering to our environmentally aware clientele, we harness sustainable resources to produce cutting-edge, versatile apparel.

### Creating Sustainable Fabrics

As a sustainability-focused organization, we uphold the highest business ethics and standards through the following initiatives

- ◆  We implement extensive measures to minimize waste generation.
- ◆  Our sustainable practices consistently promote ethical denim for a brighter future.
- ◆  We adhere to rigorous sustainability standards, as demonstrated by our GOTS, RCS, GRS, OCS and OEKO-TEX certifications.
- ◆  We are developing a sustainable product range featuring fibre blends like Tencel, Rayon, and Exell, and exploring new applications for Indigo in ethnic and formal wear.
- ◆  Aiming towards carbon-neutral Company, we prioritize reducing the environmental impact of our operations and focus on lowering our energy consumption.

## Key Environmental Initiatives

### Water Management

We prioritize water reuse and recycling through our state-of-the-art Effluent Treatment Plant (ETP) and Reverse Osmosis (RO) facility. Our Sewage Treatment Plant (STP) processes wastewater for landscaping purposes. We've also implemented a pipeline system to utilize backwash water from our power plant in fabric production.

### Waste Management

Responsible waste management is a core focus. We're dedicated to handling all waste streams, including hazardous materials, e-waste, plastics, and solid waste. Our efforts include optimizing production processes, implementing rigorous waste management protocols, and recycling denim through our garneting process. Our Caustic Recovery Plant (CRP) further supports our circular approach by reprocessing caustic soda.

### Energy Management

We've embraced renewable energy by installing solar panels across our manufacturing sites. LED lighting and strategic inverter placements in key production areas contribute to our energy conservation efforts. Our on-site 15 MW power plant ensures reliable, efficient energy for our operations.

## Key Steps Towards Sustainable Manufacturing

- Utilizing eco-friendly fabrics made from recycled and regenerated fibres to minimize environmental impact
- Implementing water-saving techniques throughout the fabric production process
- Diverting significant textile waste from landfills through innovative recycling practices
- Developing high-performance regenerated fibres and luxe-soft denim with superior moisture management properties

## Sustainable Procurement and Responsible Sourcing

We're committed to a holistic sustainability approach that encompasses our entire supply network, including vendors, contractors and service providers. By prioritising ethically-sourced materials and fostering partnerships with like-minded suppliers, we aim to create a more sustainable value chain. Our strategy focuses on mitigating environmental, economic and social risks while promoting eco-efficient practices and sustainable behaviours throughout the product lifecycle.

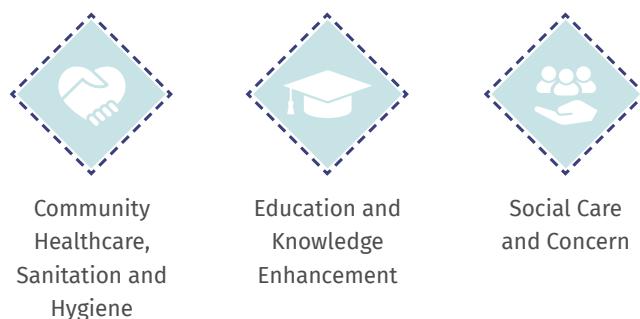
## SOCIAL

We place the health and safety of our employees above all else. We take pride in fostering a truly diverse and inclusive workforce, working collaboratively as a team, and actively promoting a culture built on collaboration, innovation and trust. We strive to create a conducive work environment where every employee can bring their best selves.

We uphold the highest standards of health, safety, and employee wellness in the workplace. To ensure maximum safety, we provide protective clothing, helmets, goggles, and other Personal Protective Equipment (PPE) to prevent injuries and accidents.

We have a zero-tolerance policy for discrimination based on religion, caste, creed, or gender and guide our stakeholders, including customers, suppliers, and employees, to follow our inclusive policies. We continuously organize employee engagement initiatives to motivate and empower our workforce. As a responsible corporate citizen, we also conduct various health and education programs for our communities.

## Thrust Areas of our CSR Policy



## GOVERNANCE

Adhering to good corporate governance and managing our affairs in a fair, honest, ethical, transparent, and legal manner is fundamental to our philosophy. In line with this, we are committed to acting with integrity and fairness in all our dealings. We have a robust governance framework and a streamlined reporting mechanism to ensure consistent compliance reporting to management. We follow strong and equitable corporate governance practices and strive to maintain transparency and open communication with stakeholders across all operations and business decisions.

### Key Policies of Nandan Denim

#### Anti-Bribery Policy

This policy underscores our zero-tolerance approach to bribery and corruption, requiring all employees to adhere to these principles.

#### Business Responsibility Policy

Aims to ensure a unified approach to business responsibility across the company, acting as a strategic driver to address emerging complexities and challenges.

#### Equal Opportunity Policy

Promotes diversity and inclusion, ensuring a harmonious workplace for all employees regardless of gender, nativity, community, religious beliefs, or physical and mental ability.

#### Grievance Redressal Policy

Facilitates a work culture free of grievances, improving performance and productivity.

#### Human Rights Policy

Commits to respecting the human rights of our workforce, communities and those affected by our operations.

#### IT Security Policy

Advocates a holistic approach to information security management, protecting information and technology against compromises in confidentiality, integrity, and availability.

# Board of Directors



## Mr. Jyotiprasad Chirpal

Managing Director

The Managing Director of the Company is a Commerce graduate with more than 42 years of business experience in fabric, yarn business and knitted apparels. His expertise is in finance, production, marketing and new customer development for various Group companies of Chirpal Group.



## Mr. Giraj Mohan Sharma

Independent Director

A seasoned management professional with three decades of varied experience, Mr. Sharma is the Founder-Director of a Brand & Strategy Consulting boutique – BehindTheMoon Consultants. He has been working towards facilitating and strengthening of brands by guiding companies on strategically working around their brand's identity and values.



## Mr. Shaktidan Gadhavi

Whole-Time Director

Mr. Gadhavi has been working with Nandan Denim Limited since 2007. He has earlier worked with Companies like Gomti Processors Limited and Manisha Fabrics Limited. He is a Commerce Graduate and has more than 22 years of experience in the field of excise, liaisoning and commercial aspects.



## Mr. Kirit Joshi

Independent Director

Mr. Kirit Joshi is B.Sc (Maths/Physics/Statistics), CAIIB (Part I) from Indian Institute of Bankers and Diploma in co-operation of M.S University Baroda (First Rank).

He is having 3 decades of experience with key focus on Banking operations, client relationship Management & team Management.

He was Asst. Vice President at SBI Factors & Commercial services Pvt. Ltd. (A subsidiary of SBI) from 1998 to 2004.

Currently he is associated with CA firm engaged in project finance for Mid corporates and large corporates, TVC Study work as knowledge Partner and Solution provider to Mid and Large Corporates in the field of banking, Debt Restructuring, export and import etc.

### Mr. Rahul Mehta

Independent Director



Mr. Rahul Mehta is MBA from Management Schools of India, the Bajaj Institute having 42 years of experience in the Garment Industry. He was Past President of the Clothing Manufacturers Association of India (CMAI), he is currently the Chief Mentor to CMAI since 2020. He is also a member of the Executive Committee of the Apparel Export Promotion Council. He is also the Immediate Past President of the International Apparel Federation (IAF) based out of Netherlands.

He is the first Indian to be elected as President of the IAF and only the second Asian to be in this position in the 40 years history of IAF.

He is extremely involved in Education, and is Chairman, Advisory Board, School of Fashion Technology, Pune, and on the Advisory Board of the Fashion Program at the Anant University in Ahmedabad.

He is also a Trustee with the Sadhana Education Society, which runs prestigious Educational Institutes in the suburbs of Mumbai, including the L. S. Raheja College of Commerce and on the Advisory Board of the Trust for Retailers and Retailers Associates of India (TRRAIN).

He was also a Past President of the Rotary Club of Bombay Mid Town.

### Ms. Nalini Nageswaran

Independent Director



Nalini Nageswaran has more than 15 years' of experience in Corporate Credit and over a decade of experience in handling RBI Audit. She has been associated with Sunil Poddar & Associates, Chartered Accountants followed by. CFML (Chartered Finance Management Advisors Pvt Ltd- a Mumbai head-quartered company) as the President-Debt Syndication.



# Corporate Information

## **Nandan Denim Limited**

CIN: L51909GJ1994PLC022719  
GST: 24AAACN5327L1ZG  
LEI: 335800W54W5SGHLKY444

### **Board of Directors**

**Mr. Jyotiprasad Chiripal**  
Managing Director

**Mr. Shaktidan Gadhavi**  
Whole Time Director

**Ms. Nalini Nageswaran**  
Independent Director  
(appointed w.e.f. May 30, 2023)

**Mr. Giraj Mohan Sharma**  
Independent Director

**Mr. Kirit Vaikunthraya Joshi**  
Independent Director

**Mr. Rahul Narendra Mehta**  
Independent Director

**Chief Executive Officer**  
**Mr. Deepak Chiripal**

**Chief Financial Officer**  
**Mr. Suresh Maheshwari**  
(appointed w.e.f. May 30, 2023)

### **Company Secretary**

**Ms. Renuka Upadhyay**  
(appointed w.e.f February 10, 2023  
and resigned on September 04, 2023)

**Ms. Rinku Patel**  
(appointed w.e.f November 09, 2023)

### **Bankers**

Bank of India  
Bank of Maharashtra  
Canara Bank  
Central Bank of India  
Karnataka Bank Limited  
IDBI Bank  
Punjab National Bank (erstwhile Oriental Bank of Commerce)  
Saraswat Co. Op. Bank  
State Bank of India  
UCO Bank  
Union Bank of India

### **Statutory Auditor**

M/s. J. T. SHAH & CO,  
Chartered Accountants  
(resigned on June 17, 2024)

M/s. Nahta Jain and Associates,  
Chartered Accountants (Appointed on  
Board Meeting held on June 17, 2024  
subject to ratification by shareholders)

### **Cost Auditor**

M/s. A.G. Tulsian & Co.,  
Cost Accountants

### **Secretarial Auditor**

M/s. Jay Khatnani & Associates  
Company Secretaries

### **Registered Office**

Survey No. 198/1 & 203/2,  
Saijpur – Gopalpur,  
Pirana Road, Piplej,  
Ahmedabad  
Gujarat- 382 405

### **Corporate Office**

'Chiripal House',  
Near Shivaranjani Cross Road,  
Satellite, Ahmedabad, Gujarat – 380 015  
Tel.: 079 69660000  
Fax: 079 26768656  
Email: cs.ndl@chiripalgroup.com

### **Registrar & Transfer Agent**

Datamatics Business Solutions Limited  
Plot No. A 16 & 17, Part B Cross Lane, MIDC,  
Andheri East, Mumbai 400093  
Tel.: 022 66712001-06,  
Fax: 022 66712011  
Email: investorsqry@datamaticsbpm.com

# Management Discussion and Analysis

## Economy Overview

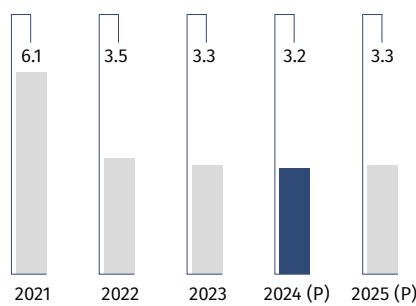
### Global economy<sup>1</sup>

The reported year recorded persistent geopolitical turmoil, disruptions in the key global shipping routes and tight monetary conditions rattling the global economy. However, the global economy exhibited remarkable resilience and achieved a growth rate of 3.3%. While steadily recovering from the past global uncertainties, emerging market and developing economies (EMDEs) grew by 4.3% and the advanced economies grew by 1.6%.

Along with this, the reported year also witnessed the global inflation level declining from 8.7% in CY 2022 to 6.8%. This decline can be primarily attributed to the effective monetary policies undertaken by the central banks of the major economies and reducing energy prices. However, the consumption of manufactured goods reduced due to persistent uncertainties in the global economy. This resulted in the global trade volume for merchandise goods anchored at 3.0%<sup>2</sup>.

Looking forward, despite some of the gloomy predictions, the global economy is anticipated to maintain its momentum at 3.2% in CY 2024 and 3.3% in CY 2025. With the decline in inflation and the steady easing of the monetary policies, economic activities are expected to gain momentum. It is anticipated that the global headline inflation will decline to 5.9% in CY 2024, with the advanced economies witnessing inflation rates reach their target levels faster as compared to EMDEs.

### Growth in the Global GDP (in %)



P- projected

Source: World Economic Outlook July 2024, IMF

### Indian economy

The Indian economy maintained its position as the fastest-growing major economy and a leading contributor to global

growth. In FY 2024, the economy's GDP growth was 8.2% in comparison to the FY 2023 of 7.0%, marking the third successive year with a growth rate of 7% or above. Additionally, the year witnessed the inflation level declining from 6.7% in FY 2023 to 5.4% in FY 2024.

The strong economic growth can be primarily attributed to the effective policies and initiatives undertaken by the Reserve Bank of India (RBI) along with the Indian Government. In addition to this, the Indian Government transformed the business environment of the country, attracting foreign direct investments (FDI) to the economy. In the year under review, the gross foreign direct investment (FDI) flows remained resilient at USD 71.0 billion. Similarly, the merchandise trade deficit narrowed to USD 238.3 billion in comparison to USD 264.9 billion in FY 2022-23. India's contribution to exports declined significantly in FY 2022-23 due to factors including geopolitical conflicts further the contribution of India to the total exports fell by 0.06% in the reported year. Also, in the reported year also recorded imports declined by 5.7%. Moreover, the Indian rupee (INR)'s value strengthened in the year under consideration.

In FY 2023-24, the manufacturing sector exhibited robust growth, achieving a growth rate of 9.9%<sup>3</sup>. This growth was primarily driven by strategic initiatives undertaken by the Government of India, such as 'Make in India', that focused on strengthening the country's manufacturing sector. Moreover, the 'Make in India' initiative attracted significant investments, aiding in the expansion of the manufacturing sector.

Looking forward, the outlook for the Indian economy remains bright and optimistic, underpinned by robust financial and corporate sectors. The Indian economy is expected to surpass the GDP of Japan and Germany and become the third-largest economy worth USD 5 trillion by FY 2027. As per the analysis, India needs to transit from an agrarian, informal economy to a service, advanced manufacturing economy to achieve the targeted growth.

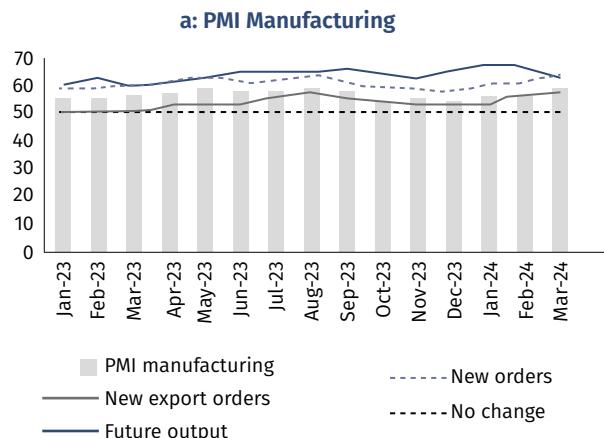
It is anticipated the Government of India will play a pivotal role in driving the growth of the economy. The Union Government's efforts to encourage economic growth through capital spending are expected to continue in FY 2025 as well. Additionally, the Indian Government is also focussed on improving the India's manufacturing sector for FY 2025. In the interim budget released, the corporate tax for some new manufacturing companies was reduced, bolstering the growth of the manufacturing units in the country in the coming years.

<sup>1</sup><https://www.imf.org/en/Publications/WEO/Issues/2024/04/16/world-economic-outlook-april-2024>

<sup>2</sup>Annual Report 2023-24. Reserve Bank of India.

<sup>3</sup><https://tradeStat.commerce.gov.in/eidb/ecom.asp>

<sup>4</sup><https://theprint.in/economy/manufacturing-sector-witnessed-growth-of-9-9-per-cent-in-2023-24-says-fm-sitharaman-hailing-gdp-growth/2110886/>



Source: Reserve Bank of India Bulletin April 2024, RBI

## Industry Overview

### Global Textile Industry

The global textile industry grew by USD 1,695.23 billion in CY 2023. The emerging markets in the Asia Pacific region offered untapped potential owing to their growing urban population along with the increased individual income. The global textile market's growth in the reported year was driven by the opportunities offered to the industry by evolving consumer preferences. Technological innovations, growth in the global population and increasing income levels in emerging economies, such as India and China have contributed to the growth of the industry. Additionally, the rapid expansion of the e-commerce platforms and innovative sustainable textile products have further contributed to the growth of the industry in CY 2023. The industry faced challenges including growing concerns for environmental sustainability and the rising cost of raw materials in the reported year.

However, as per the analysts, it is anticipated that overcoming these headwinds, the industry can grow in the coming years. Along with this, the textile manufacturing market is estimated to grow at a CAGR of 4.52% from 2023 to 2028 and attain a market size of USD 346.05 by CY 2028.<sup>5</sup> The global technical textile market is set to grow at a CAGR of 6.7% between 2023 and 2033.<sup>6</sup> This growth is to be driven by the increasing adoption of technical textiles in agriculture and farming. Increasing the textile production capacity along with technological innovation is anticipated to drive the growth of the industry.

### India's Textile Industry

India's textile industry has been growing constantly and has successfully placed itself as a global leader in the textile production market. The industry is supported by an abundant supply of raw materials and is the largest domestic textile industry in the world. The industry's adaptation to digital technologies and sustainable manufacturing practices has also helped in the growth of the industry. India is the largest producer of cotton, thus helping in the supply of raw materials for this market.

In FY 2024, this industry contributed to the country's Growth Domestic Product (GDP) by 13%, reflecting a significant contribution to the growth and development of the country. The industry provides employment in spinning, weaving, dyeing, printing, manufacturing and farming raw materials for the industry.

In the reported year, the industry overcame various challenges including fluctuations in cotton prices and challenges in the export of textile products. The Indian textile market remained sluggish in the reported year and even the festive season did not bring the market demand for the industry. The Government of India supported the industry by introducing various schemes and policies. They launched the PM Mega Integrated Textile Region and Apparel (PM MITRA) Parks Scheme with an outlay of INR 4,445 crore, to develop world-class infrastructure for textiles. The Ministry of Textiles approved 18 Research and Development (R&D) projects across key strategic areas of Geotech, Protech, Indutech, Sustainable Textiles, Sportech, Smart E-Textiles and Meditech segments<sup>8</sup> in FY 2024. The Ministry of Textiles and an assembly of 11 Textile Export Promotion Councils had organised Bharat Tex 2024, an event where the domestic industry targeted to attract policymakers and global buyers to support their businesses.

The Indian textile industry is expected to grow in the upcoming years. The contribution of this industry to the total production is expected to grow to a size of USD 250 billion. Additionally, the export industry is expected to attain a size of USD 100 billion<sup>9</sup>, by FY 2030. This growth can be achieved by the rise of disposable income and a growing population of the middle class. Support provided by the government through various schemes and policies is expected to fuel the growth of the industry.

<sup>5</sup><https://www.researchandmarkets.com/report/textile-manufacturing>

<sup>6</sup><https://www.futuremarketinsights.com/reports/technical-textiles-market>

<sup>7</sup><https://www.investindia.gov.in/sector/textiles-apparel>

<sup>8</sup><https://pib.gov.in/PressReleaseFramePage.aspx?PRID=1961802#:~:text=Ministry%20of%20Textiles%20approved%2018%20R%26D%20projects%20worth%20INR%2046.74,during%20the%207th%20MSG%20meeting>

<sup>9</sup><https://pib.gov.in/PressReleasePage.aspx?PRID=20090>

## Trends in the Indian Textile Industry



### Demand for natural fibres

The need for natural fibres has been increasing ever since people are getting aware of the adverse environmental conditions. The natural fibres include cotton, silk, jute and wool. India is in the forefront of this trend and actively promotes the usage of natural fibres.



### Demand for man-made fibres

India is the second-largest producer of man-made fibres in the world. The demand for man-made fibres like viscose and polyester, which provide durability and contribute to almost 100% of non-cotton and blended fabrics is expected to rise in the upcoming years.



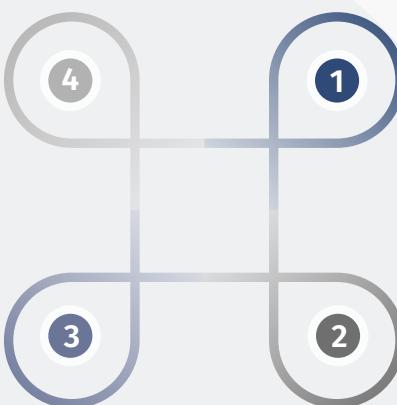
### Sustainability

The Indian textile industry is witnessing a rise in the demand for sustainable textile products. Thus, the companies in the industry are shifting to a circular operational model.



### Technical textiles

The demand for technical textiles is expected to increase in India. This growth is expected to be driven by applications in areas such as medicine, industry and sports. The technical textile sector is specialised in producing advanced fibres using cutting-edge technologies.



## Global Denim Industry

Denim jeans has been an integral part of everyone's life owing to its high durability and comfort. The global market for denim jeans reached a market size of USD 66.67 billion in CY 2023<sup>10</sup>. As per the industry reports, almost over 50% of the production of denim is in countries like China, India, Turkey, Pakistan and Bangladesh. Moreover, the ~ 70% of the global denim capacity was concentrated in the Asian countries. The US market for denim attained a market size of USD 21.1 million<sup>11</sup>. The denim jeans market in the US saw substantial growth for various reasons such as well-developed manufacturing sector and the promotion of new trends through social media. In addition to this, India offered numerous benefits to the global denim manufacturer and buyers owing to its large abundant availability of raw materials and availability skilled workforce. Denim fabric was a popular clothing in the Western countries initially. Gradually, the trends outgrew one part of the world and extended worldwide. The denim fabric has also undergone significant changes and over time.

The denim industry is anticipated to grow at a CAGR of 5.81% from CY 2024 to CY 2032 and attain a market size of USD 111.75 billion. The growth in the North American markets is expected to dominate the industry as consumers are leaning towards a preference for contemporary denim art.

The industry is likely to face challenges from factors such as a shift in consumer purchasing decisions, anticipated to be driven by their environmental consciousness and the ecological impact of denim production. Fashionable athleisure is expected to put the industry in competition. These challenges are expected to be overpowered by factors such as increasing awareness among consumers through strategic marketing and promotional activities. The industry's increasing adaptability to contemporary trends is further expected to drive the growth of this sector.

## India's Denim Industry

With time, the denim industry in India has evolved. Initially, denim was preferred to be worn occasionally, however, it became regular wear for consumers. The denim industry in India has succeeded owing to factors such as the availability of skilled workers, consumer's increased preference towards denim, cost-effective production process, the shift towards sustainability and the wide reach of retail outlets. The Indian denim industry contributes significantly to the global denim markets. The industry initially faced challenges such as temporary closure of retail stores and a reduction in consumer spending. The industry has revived itself over the years. The preference for denim textile products have increased throughout the country. The local denim jean brands have

<sup>10</sup><https://www.marketresearchfuture.com/reports/denim-market-7135#>

<sup>11</sup>[https://www.researchandmarkets.com/reports/1206792/denim\\_jeans\\_global\\_strategic\\_business\\_report](https://www.researchandmarkets.com/reports/1206792/denim_jeans_global_strategic_business_report)

been flourishing, however, with growth in the per capita income of the consumers and growth in the middle-class individuals, there has been growth in the demand for global denim jeans brand in the country. This further highlights the growth in the preference for denim jeans in the country.

The integration of technology has further transformed the denim textile landscape in India. The Indian markets have seen a shift in the consumer preferences for environment-friendly denim products. The manufacturing process of denim has also adopted practices that are sustainable.

Industry reports suggest that the sector's growth remains optimistic and expansion is expected to be driven by the increasing per capita income of the consumers. The expansion of this industry is being shaped by several trends including consumer's preference for sustainable fashion.

### Opportunities and Threats



#### Opportunities

- The domestic industry benefits from the increased disposable income along with rapid urbanisation. Urbanisation has helped in the expansion of the retail stores and increased disposable income. This has helped in the increased sales of the product, which facilitated in fuelling the demand for denim jeans products.
- Technological advancements has been a crucial component of the denim industry. Leveraging cutting-edge technology in the manufacturing of denim enhances the product quality and improve efficiency.
- Sustainability in the fashion and textile industry is a growing concern. The denim manufacturers adopting a sustainable approach through their production process is beneficial for the industry.
- The Indian Government signed a Trade and Economic Partnership Agreement (TEPA) with the European Free Trade Association in the reported year. This initiative is expected to revive the textile export and also increase the exports of denim.
- The growth of e-commerce platforms has helped the industry to cater to the demand of a larger consumer base across various geographic regions. Additionally, e-commerce platforms has also helped in the cost optimisation in the industry.



#### Threats

- The Indian denim industry faces stiff competition from the countries of China, Bangladesh and Vietnam for their ability to produce goods at a lower production cost. This impacted the domestic players in the market and the industry became more competitive.
- The production activities undertaken by the industry cause environmental degradation. This puts the industry under pressure to adhere to environmental regulations, which otherwise can impede the industry's growth.
- The manufacturers of this industry are always under the pressure as this industry is dynamic and the tastes and preferences of consumers change rapidly. New technologies and business strategies are crafted regularly to keep up with contemporary trends.

### Company Overview

#### Company Background

Nandan Denim Limited (NDL), a part of the business conglomerate Chiripal group, is a family-owned business based in Ahmedabad, Gujarat. The Company was founded on August 9, 1994 as Nandan Exim Private Limited. NDL was founded by Mr. Vedprakash Chiripal and Mr. Brijmohan Chiripal. The Company manufactures various types of textiles. The denim business is core to the Company and it brings the maximum amount of revenue. Denim products offered by NDL include knit denim, basic denim, lightweight shirting, classical twill denim and dobby. The Company provides shirting fabrics of various designs and textures. High-quality dyed yarn of numerous blends and thread counts are provided by the Company. The Company also produces grey cotton fabrics and khakis, highlighting the product diversification strategy.

NDL's presence is noticed in both domestic and international markets. Over the years, the Company became a trusted supplier of denim fabric, yarn/dyed yarn, cotton fabric and shirting fabric to more than 15 countries across the world including Central America, Bangladesh and Thailand.

NDL has specialised in manufacturing fabrics of a wide range of weaves, colours, textile combinations and weights. The Company has the largest denim-based integrated manufacturing facility in the country, helping in cost optimisation and monitoring quality control. This helped the

Company to maintain its profitability and stay updated about contemporary trends and prompted it to stay ahead of the fashion curve. The in-house production facility manufactures denim fabric, while the development department designs the prototype for denim. In FY 2024, the total installed capacity of the Company included 140.97 units of spinning (TPD).

### **Key Business Strengths**

#### **Skilled workforce**

NDL has a skilled, competent and efficient workforce who helps it to achieve its goals and targets successfully. The rich industry experience of the Chairman and the Managing Director of the Company further guides it towards excellence.

#### **Customer relationship**

The ability of the Company to maintain a strong and sustainable relationship with their clients along with timely delivery of their diversified needs has further strengthened the Company's customer base across its operating regions.

#### **Leading position in the market**

NDL is a leader in the denim manufacturing market, with its denim-based manufacturing facilities and diversified product portfolio.

#### **Economies of scale**

The Company benefits from its 37 megawatt (MW) power plant and 2MW Wind mill and 1MW Solar system power generation, incurring substantial cost savings for power and fuel expenses, thus helping NDL to maintain its profitability and strengthening its financial performance.

#### **State-of-the-art manufacturing facilities**

The in-house vertically integrated production capacity and the advanced manufacturing facilities has helped the Company to make products which adhere to the highest quality standards.

#### **Robust R&D activity**

The robust R&D activities is focused on constant product innovation and delivery that adhere to the industry trends, customer needs and quality standards.

### **Financial Highlights**

Particulars	FY2024	FY2023	YoY (%) Change
Revenue from operations (in ₹crore)	2,010.09	2,026.76	-0.82
PAT (In ₹ crore)	44.97	0.53	98.82
EBIDTA (In ₹ crore)	152.91	95.71	59.76
Debtor Turnover (days)	66.25	71.97	-7.95
Inventory Turnover (days)	41.97	49.64	-15.45
Interest Coverage Ratio (in times)	3.20	1.79	78.77
Current Ratio (in times)	1.46	1.32	10.61
Debt/Equity Ratio (in times)	0.56	0.86	-34.88
EBIDTA Margin (%)	7.61	4.72	61.23
Net Profit Margin (%)	2.24	0.03	-
Return on Net Worth	7.71	0.23	-

#### **Product quality**

Every product produced by the Company undergoes a quality evaluation process according to American Society for Testing and Materials (ASTM) and American Association of Textile Chemists and Colourists (AATCC).

#### **Exports**

The Company exports its products to more than 15 countries, diversifying its revenue sources and positioning itself into the international market.

#### **Operational Performance**

##### **Denim**

Denim is the core business of the Company, making it India's leading denim supplier. NDL provides core classics, reinvented classics, novelties, structured, knit denim, light weight denim, blends, feather touch, stretch tech and prints under its denim product categories. The capacity to produce denim was 110 million metres in FY 2024.

##### **Shirting**

The dyeing facility of the Company helps it to produce shirts of various colour ranges, this is primarily due to the ability of the organisation to its effective yarn dyeing plant. The cutting-edge weaving facility helps to produce high-quality fabrics including plain, twill, dobby, chambray, fil a fil, herringbone, basket weave and pin-point oxford. The shirting fabrics are made from 100% cotton. The production of shirts also is made from blending cotton with other fibres.

##### **Yarn Dyeing**

NDL's dyeing vessel capacity ranges from 6 kg to 900 kg giving the Company a competitive advantage in the industry. The yarn dyeing facility can provide packaged yarn of any colour in alignment with the market trends. NDL has yarn dye packages of sizes ranging from 1,200 grams to 1,300 grams. The manufacturing unit is OEKO-TEX certified which assures the product is harmless to human health and is essential for supplying yarn and fabrics made in Europe.

## Key Ratios

Particulars	FY2024	FY2023	Reasons of variance
Debt Service Coverage Ratio	1.06	0.54	Due to the increase in Profitability, the ratio has increased.
Return on Equity Ratio	0.08	0.00	Due to the increase in Profitability, the ratio has improved.
Inventory Turnover Ratio	8.70	7.35	-
Trade Receivables Turnover Ratio	5.42	4.97	-
Trade payables Turnover Ratio	8.71	7.36	-
Net Capital Turnover Ratio	9.39	11.30	-
Net Profit Ratio	0.02	0.00	Due to the increase in profitability, the ratio has increased.
Return on Capital Employed	0.18	0.10	Due to the increase in profitability, the ratio has increased.
Return on Investment	0.26	(0.39)	Due to the increase of market value in investment price, the ratio has increased.

## Human Resources

NDL considers its workforce as an integral component of the organisation. NDL has strong HR policies that promote a healthy working environment. This includes providing equal working opportunities to all employees and inclusive growth. The Company also provides healthy employee engagement opportunities and stresses learning and development programmes to encourage employees to enhance their skills. In the reported year, the Company promoted employee engagement through various activities including plantation activities, arranging picnics, celebrating Independence Day and Republic Day and promoting various cultural programmes within the workforce. These activities helped its employees to experience inter-department engagement. NDL also ensures the health and safety of its employees. The Company conducted a safety audit and fire safety audit. Along with this, the Internal standard operating procedure (SOP) was established to maintain occupational health and safety within the organisation. In addition to this, NDL implemented stringent measures such as providing safety training, access to first aid, using personal protective equipment (PPEs) and providing access to doctors and psychologists to its employees.

## Sustainability

NDL recognises its responsibility towards the environment and society. As a sustainable organisation, the Company adheres to the highest business ethics and standards of reducing waste generation. The Company is aiming towards carbon-neutral Company. The effective water management, waste management and energy management initiatives undertaken by the Company further support its efforts towards protecting the environment.

The Company integrates social and ethical principles in its core business. The Corporate Social Responsibility (CSR) activity of the Company aims to implement strategies that will support the upliftment of communities. NDL also collaborates with the government and civil societies to extend its CSR activities so that a large number of individuals can benefit from it.

## Key Risks

### Economic risk

Any changes in the economies of the Company's operating region such as a sluggish global economy, or a higher inflation rate can impact the operations of the Company in the international market.

### Mitigation strategy

The Company regularly evaluates its business plans and analyses opportunities provided in the market. Implementation of strategic planning related to production and sales is based on its experience and current trends in the market. The impact of competition in the market and changes in the economy are taken into consideration by the Company as well.

### Exchange rate volatility risk

NDL supplies its products to international markets and is exposed to the risks arising from fluctuations in the exchange rate, thereby, impacting the Company's position in the international market.

### Mitigation strategy

The Company successfully mitigates this risk from volatility in the exchange rates through adopting hedging practices. This is further reviewed regularly to ensure the effective management of the fluctuation in the currency rates. The Company also considers using forward contracts and foreign exchange options as its risk mitigation strategy.

### Raw material risk

The profitability and operational efficiency of the Company can be negatively impacted as it procures its raw materials such as cotton, speciality fibres and textiles.

### Mitigation strategy

The Company has strong measures to manage its inventory. NDL ensures monitoring the fluctuations of the price of its raw materials and a flexible procurement policy to ensure cost-effective methods to acquire raw materials. It also has strategic methods to maintain its profit margins.

**Competition risk**

The Company operates in a business which is competitive and there are key players who can collectively affect the profitability of the Company.

**Mitigation strategy**

NDL implements effective strategies to analyse the market demand and accordingly plans its level of production and sales. Thereby, helping the Company by not only sustaining the competition but also effective maintenance of inventory

**Logistic risk**

Any fluctuations in the logistics in regions where the Company is operational can adversely impact the operational efficiency of the Company.

**Mitigation strategy**

Over the years NDL has strengthened its supply networks which has contributed the Company to have successful movement of its goods across its operational region. Along with this, the long-term relations established by the Company with its suppliers have further helped the organisation to mitigate its risk from logistics.

**People risk**

The Company needs to retain a pool of skilled workers to achieve its goals and targets, otherwise the attrition rate can negatively impact the Company.

**Mitigation strategy**

The HR policies of the Company help it to not face any issues from a lower attrition rate and facilitate increased productivity.

**Technological risk**

It is essential for the Company to have advanced technology and also undergo constant technological innovation to maintain its position in the market. A failure in this can impact the organisation negatively by undermining its ability to meet the dynamic market demand.

**Mitigation strategy**

The Company invests in its R&D facilities and ensures the integration of advanced and sustainable technologies, machinery and equipment that enhances the quality of the products.

**Environment risk**

It is essential for the Company to adhere to environmental regulations so that their operational activities are not impacted negatively.

**Mitigation strategy**

As a socially responsible organisation, the Company ensures maintaining environmental sustainability. The Company established Common Effluent Treatment Plant (CETP) to control water pollution. Along with this, extensive tree plantation activity near the manufacturing plants was initiated to promote green belt development. Also, the Company successfully obtained the necessary environmental clearance to adhere to the local laws.

**Company Outlook**

The Company is concentrating on increasing the customer base, with more focus on sales to brands, product developments and sustainability without increasing any capacity. The Company expect to have incremental growth in turnover by 10 to 15% in the FY 2024-25 and consistently grow the market and capacity utilisation. Moreover, in FY 2025 the Company is anticipating to cater to the growing demand of denim as the textile industry is projected to grow.

**Internal Controls**

The Company's internal control system reflects its operations' size, nature and complexity. The internal control system is responsible for managing corporate risks, ensuring financial data correctness, reporting transactions on time, protecting assets and adhering to rules. These controls are regularly monitored and reviewed by the Company's internal auditors. The Audit Committee reviews audit reports and addresses any anomalies as needed. Important observations are communicated to management, who swiftly implement corrective actions.

**Disclaimer**

The MDA section may include forward-looking statements about future prospects that are subject to risks and uncertainties. Global pandemics such as COVID-19 may pose unforeseen, unprecedented, unascertainable and continuously changing risks to the Company and the environment in which it operates. The report's facts and numbers are based on assumptions developed using internal and external data. Assumptions can alter over time, affecting estimations. Forward-looking statements only apply to the date they were made and reflect the Company's current intentions, beliefs, or assumptions. The Company is not obligated to amend or update forward-looking statements based on new information or future events.

## **NANDAN DENIM LIMITED**

CIN: L51909GJ1994PLC022719

**Registered Office:** Survey No. 198/1 & 203/2, Saijpur – Gopalpur, Pirana Road, Piplej, Ahmedabad – 382 405

Corporate Office: Chiripal House, Near Shivranjani Cross Road, Satellite, Ahmedabad – 380 015

**Website:** [www.nandandenim.com](http://www.nandandenim.com), **Email:** [cs.ndl@chiripalgroup.com](mailto:cs.ndl@chiripalgroup.com)

**Tel No.:** 079 – 69660000

### **Notice**

Notice is hereby given that the **Thirtieth ANNUAL GENERAL MEETING** of the Members of Nandan Denim Limited will be held on Friday, September 06, 2024 at 03:00 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses: -

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2024 together with Report of the Board of Directors, Auditors thereon and in this regard pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2024 together with Report of the Board of Directors, Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To reappoint a Director in place of Mr. Jyotiprasad Chiripal (DIN: 00155695), who retires by rotation and being eligible, offers himself for reappointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Jyotiprasad Chiripal (DIN: 00155695), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

#### **SPECIAL BUSINESS:**

3. **Appointment of Statutory Auditor to fill casual vacancy**

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

**“RESOLVED THAT** pursuant to the provisions of section 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s. Nahta Jain and Associates, Chartered Accountants, (Firm Registration No. 106801W), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy in the office of Company's Statutory Auditor caused due to resignation

of the existing Statutory Auditors, M/s J.T. Shah & Co, Chartered Accountants, (Firm Registration No. 109616W).

**RESOLVED FURTHER THAT** M/s. Nahta Jain and Associates, Chartered Accountants, (Firm Registration No. 106801W), be and are hereby appointed as Statutory Auditors of the Company to hold the office from June 17, 2024, until the conclusion of this Annual General Meeting (30th) of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.”

- 4. Appointment of Statutory Auditor:**

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

**“RESOLVED THAT** pursuant to the provisions of section 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any and on the recommendation of the Audit Committee and Board of Directors of the Company, M/s. Nahta Jain and Associates, Chartered Accountants, (Firm Registration No. 106801W), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company to be held in the year 2029, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.

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

- 5. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2025**

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

**“RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors)

Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of an amount, not exceeding ₹ 3.00 lakhs (Rupees Three Lakhs Only) plus taxes and reimbursement of out of pocket expenses at actuals, if any, incurred in connection with the audit payable to M/s A.G. Tulsian & Co., Cost Accountants (Firm Registration Number:100629) who were appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audit relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 for the financial year ending March 31, 2025.

**RESOLVED FURTHER THAT** the Board of Directors and / or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

**6. Sub-Division/ Split of existing 1 (One) Equity Share of face value of ₹ 10/- (Rupees Ten Only) each of the company fully paid up into 10 (ten) equity shares of face value of ₹ 1 /- (Rupee one only) each, fully paid up**

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

**"RESOLVED THAT** pursuant to the provisions of Section 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Share

Capital and Debentures) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") [including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force], in accordance with the Memorandum and Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from concerned statutory authorities, approval of the members of the Company be and is hereby accorded for sub-division/ split of existing equity shares of the Company, such that 1 (one) equity share having face value of ₹ 10/- (Rupees ten only) each, fully paid-up, be sub-divided/split into 10 (Ten) equity shares having face value of ₹ 1 /- (Rupee One Only) each, fully paid- up, ranking pari- passu in all respects with effect from such date as may be fixed for this purpose ("Record Date") by the Board (hereinafter the term 'Board', shall be deemed to encompass any committee formed by the Board, including those constituted by the Board subsequently of the Company).

**RESOLVED FURTHER THAT** pursuant to the Sub-division/ split of Equity Shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten) each existing on the Record date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof), shall stand sub-divided into 10 (Ten) equity shares having face value of ₹ 1 /- (Rupee One) each fully paid up, the details of pre and post sub-division of equity share capital is as given below:

Type of Capital	Pre Sub -Division Share Capital Structure			Post Sub-Division Share Capital Structure		
	No of Equity shares	Face Value	Total Share Capital (₹)	No of Equity shares	Face Value	Total Share Capital (₹)
Authorized Share Capital	15,00,00,000	10	1,50,00,00,000	1,50,00,00,000	1	1,50,00,00,000
Issued and Subscribed share Capital	14,41,47,168	10	1,44,14,71,680	1,44,14,71,680	1	1,44,14,71,680
Paid Up share Capital	14,41,47,168	10	1,44,14,71,680	1,44,14,71,680	1	1,44,14,71,680

**RESOLVED FURTHER THAT** upon Sub-Division of face value of Equity Shares, as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the nominal value of ₹ 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the "Record Date" to be fixed by the Company and Company may without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu thereof, subject to the provisions of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time read with other applicable provisions, if any and in the case of members who hold the Equity Shares/ opt to receive

the sub-divided Equity Shares in dematerialized form, the subdivided Equity Shares of nominal value of ₹ 1 /- (Rupee One Only) each shall be credited to the respective beneficiary account of the members with their respective depository participants and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** upon sub-division/ split of equity shares as aforesaid and with effect from the Record Date upon sub-division of equity shares, as aforesaid for the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolutions and for removal of any doubts or difficulties, the Board of Directors of the Company or Company Secretary, be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub- division of Equity Shares and to fix the record date as per the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, cancellation or rectification of the existing physical share certificates without requiring the Board of Directors of the Company or Company Secretary, to secure any further consent or approval of the Members of the Company to that end and intend that they shall be deemed to have given their approval thereto, and further to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient and the Members hereby ratify and adopt all such decision, action, etc., as had been taken or undertaken by the Board of Directors of the Company or Company Secretary thereof in this regard.

**RESOLVED FURTHER THAT** any one of the Directors, Chief Financial Officer, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to: (a) execute and file any necessary applications, declarations, and other documents with stock exchanges, depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) Execute necessary corporate actions with the depositories to effect the split of equity shares (b) cancel the existing physical share certificates; (c) sign and issue new Share Certificates of Equity Shares of the face value of ₹1/- (Rupee One) each in lieu of the old/existing Share Certificates; (d) settle any question or difficulty that may arise with regard to the sub-division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (e) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution."

**7. Alteration of Capital Clause (Clause V) of Memorandum of Association of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the

time being in force, if any, prescribed by any relevant authorities from time to time and such other approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, the approval of the members of the company be and is hereby accorded to alter and substitute the existing Capital Clause (Clause V) of the Memorandum of Association of the Company with the following New Clause V:

V. The Authorised Share Capital of the Company is ₹ 1,50,00,00,000/- (Rupees One Hundred Fifty Crores Only) divided into 1,50,00,00,000 (One Hundred Fifty Crores) Equity Shares of ₹ 1/- (Rupee One Only) each.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board or any Committee constituted by the Board thereof be and is hereby authorised to give such directions, as may in their absolute direction deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities in connection with the amendment of Memorandum of Association of the Company and to settle any questions, doubts or difficulties that may arise in this regard."

**8. Approval of related party transaction in respect to hold office or place of profit in the Company by Mr. Deepak J. Chiripal, Chief Executive Officer of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Articles of Association of the Company and the provisions of Section 188 (1) (f) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions and upon recommendation of the Nomination and Remuneration Committee and Audit Committee, subject to such other consents, approvals and permissions, if any needed, the consent of the members be and is hereby accorded for revision in remuneration of Mr. Deepak J. Chiripal, Chief Executive Officer of the Company, on the terms and conditions hereinafter mentioned with effect from April 01, 2024.

**Consolidated Salary:** In the salary scale of 10.00 lakhs to 30.00 lakhs per month which includes the variable pay and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time.

**Benefits over annual CTC:** Incentives, Mediclaim and other Insurance Coverage and Gratuity: as per Company policy.

**RESOLVED FURTHER THAT** all other terms and conditions as per the HR policy of the Company be and is hereby

applicable including Earned/Privilege leave, contribution to Provident Fund, Superannuation fund or annuity fund/Gratuity in terms of applicable provisions of the relevant statutes.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorised to file necessary forms with the Registrar of Companies, Gujarat and to do or cause to do such other acts, deeds and things as may be considered necessary in connection with or incidental to the above."

**9. Re-appointment of Mr. Shaktidan Jayendrasingh Gadhavi as Whole-Time Director**

To consider and if deemed fit, pass with or without modification(s) the following resolution as a Special Resolution:

**"RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee, Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended and rules made

thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Shaktidan Jayendrasingh Gadhavi (DIN: 09004587) as Whole time Director of the Company for a period of 5 (Five) years with effect from August 14, 2024 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee of the Board be and is hereby authorized to revise from time to time during the tenure of Mr. Shaktidan Jayendrasingh Gadhavi as Whole time Director of the Company, the remuneration payable to him subject to overall limits laid down in Sections 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the Board and Members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

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

By order of the Board of Directors  
For **Nandan Denim Limited**

**Rinku Patel**  
Company Secretary  
Mem. No. A47703

July 10, 2024  
Ahmedabad

**NOTES:**

1. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and in terms of relaxations provided by Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is convening the 30th Annual General Meeting ('AGM') through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') only, on Friday, September 06, 2024 at 03:00 p.m. IST. The deemed venue for the AGM will be the Corporate Office of the Company i.e. Chiripal House, Shivaranjani Cross Road, Satellite, Ahmedabad - 380 015 Gujarat.
2. In accordance with the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014 read with the said MCA Circulars, the Annual Report of the Company is being sent through email only to the members whose email address are registered with the Company/Depositories, as the case may be. Member(s), however, are entitled to receive Annual Report in physical form, free of cost, on receipt of written request for the same. Members may also note that the Annual Report for the financial year 2023-24 together with the Notice of 30th Annual General Meeting is also available on the website of the Company viz. [www.nandandenim.com](http://www.nandandenim.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
3. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the 30th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at [cs.ndl@chiripalgroup.com](mailto:cs.ndl@chiripalgroup.com).
4. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
6. Members of the Company who are Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Corporate Members intending to authorize their representatives to participate and vote though e-voting on their behalf at the meeting are requested to send a certified copy of the Board Resolution/ Power of Attorney/ Authorization Letter to the Company.
7. The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 Members on a first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The Members will be able to view the proceedings on Central Depository Services (India) Limited ('CDSL') e-Voting website at [www.evotingindia.com](http://www.evotingindia.com).
8. (i) Information regarding re-appointment of Director as per SEBI Regulations and Secretarial Standards and (ii) Explanatory Statement in respect of special business to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed and forms integral part of the Notice.
9. Members who hold shares in physical form in multiple folios, in identical names or joint holding in the same order of names, are requested to send the share certificates to the RTA, for consolidation of such multiple folios into a single folio.
10. Members are requested to register or intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants with whom they are maintaining their demat accounts in case the shares are held by them in electronic form/ demat form and to our RTA in case the shares are held by them in physical form.

11. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN and Bank account details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank details to the RTA. The following documents need to be provided for updation of Bank Account Details - Name and Branch of the Bank in which you wish to receive the dividend, Bank Account type, Bank Account number, 9 digits MICR Code number, 11 digits IFSC Code and a Scanned Copy of the cancelled cheque bearing the name of the first shareholder.

**12. Book Closure:**

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 31, 2024 to Friday, September 06, 2024 (both days inclusive).

- B. During the financial year 2023-24, the Company has transferred amount of unclaimed dividend and corresponding shares thereto into the IEPF. The Details as follows:

<b>Dividend declared in Financial Year</b>	<b>Amount transferred to IEPF</b>	<b>Date on which amount has been transferred</b>	<b>Corresponding shares</b>
2015-16 (1st Interim)	437714	06/04/2023	25392
2015-16 (2nd Interim)	458762	07/08/2023	10081

Shareholders are requested to note that, pursuant to the provisions of section 124 of the Act read with IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the MCA.

In accordance with the aforesaid IEPF Rules, an individual communication is being sent to all Shareholders whose shares are due for transfer to the IEPF Authority and whose email IDs are available, informing them to claim their unclaimed/unpaid dividend before due date to avoid such transfer of shares to IEPF Authority and notice in this regard is being published in Newspapers.

The shareholders who have not claimed their dividend for the financial year 2016-17 and all subsequent years are requested to claim their dividend as early as possible, failing which it would be transferred to IEPF as per the (tentative) dates mentioned below and no claim shall lie against the Company for the said amount of unclaimed dividend so transferred.

<b>Financial Year ended</b>	<b>Date of declaration of dividend</b>	<b>Tentative Date for transfer to IEPF</b>
31st March, 2017	29th September, 2017	04th November, 2024
31st March, 2018	29th September, 2018	04th November, 2025

Shareholders whose unclaimed dividends/shares are/will be transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.

The details of unclaimed dividends are available on the Company's website under the heading 'Unpaid Dividend'

14. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
15. Members are requested to note that the Company's shares are under compulsory electronic trading for all investors. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository

Participants. Members are encouraged to use the Electronic Clearing Services (ECS) for receiving dividends.

SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI (LODR) and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the Company's RTA, for assistance in this regard.

Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

16. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed company can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, members are advised to dematerialize shares held by them in physical form.
17. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the meeting so that the information required may be made available at the meeting.
18. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in demat form; the nomination form may be filed with the respective Depository Participant.

**19. PROCEDURE FOR VOTING:**

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Section 109 of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014 along with Regulation 44 of the Listing Regulations (including any statutory modification(s) and / or enactment(s) thereof for the time being in force), members are provided with the following alternatives by which they may cast their votes by electronic means through the remote e-voting platform provided by the Central Depository Services (India) Limited (CDSL).
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall be entitled to avail the facility of remote e-Voting or e-Voting on the date of the AGM and

participating at AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, should treat this Notice as intimation only.

- iii. The e-voting period begins on Tuesday, September 03, 2024 and ends on Thursday, September 05, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, August 30, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iv. The Company has appointed Mr. Keyur Shah (Membership Number: FCS 9559; CP No. 8814) of M/s. Keyur J. Shah & Associates, Company Secretaries as the scrutineer for conducting the e-voting process in a fair and transparent manner. The e-voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on August 30, 2024 being the cut-off date.

Information and instructions relating to e-voting are as under:

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The e-voting period begins on Tuesday, September 03, 2024 at 09:00 a.m. (IST) and ends on Thursday, September 05, 2024 at 05:00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, August 30, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under **Regulation 44** of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by

the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp</a></p>

Type of shareholders	Login Method
	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533
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:helpdesk@nsdl.com">helpdesk@nsdl.com</a> , <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 022-48867000 and 022-24997000

### **Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(i) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

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

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

#### **For Shareholders holding shares in Demat Form other than individual and Physical Form**

PAN	Enter your 10 digit alphanumeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>

- | <b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b> |  |
|--|--|
| Dividend Bank Details OR Date of Birth (DOB)   | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul> |
- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant Company name (Nandan Denim Limited) on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - Ascanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs.ndl@chiripalgroup.com](mailto:cs.ndl@chiripalgroup.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/ EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository

Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compound, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33.

**OTHER INFORMATIONS**

- i. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company.
- ii. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.
- iii. The results shall be declared by the Chairperson or a person so authorized by him in writing on receipt of consolidated report from Scrutinizer. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.nandandenim.com](http://www.nandandenim.com) and on the website of CDSL [https:// www.evotingindia.co.in](https://www.evotingindia.co.in) within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- iv. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to the same being passed with requisite majority.

**Contact Details**

Company	: Nandan Denim Limited Corporate Office: 'Chiripal House', Near Shivranjani Cross Road, Satellite, Ahmedabad – 380 015.
CIN	: L51909GJ1994PLC022719
Email ID	: <a href="mailto:cs.ndl@chiripalgroup.com">cs.ndl@chiripalgroup.com</a>
Registrar and Transfer Agent	: Datamatics Business Solutions Limited Plot No. A 16 & 17, Part B Cross Lane, MIDC, Andheri (east), Mumbai – 400 093
Phone	: 022-66712001-06
E-voting Agency	: Central Depository Services (India) Limited
Email ID	: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
Scrutinizer	: CS Keyur Shah, Practicing Company Secretary
Email ID	: <a href="mailto:keyur@keyurshah.com">keyur@keyurshah.com</a>

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the Notice:

### **Item No. 3 & 4**

The Members of the Company at its 28th Annual General Meeting held on September 30, 2022 had appointed M/s J.T. Shah & Co, Chartered Accountants, (Firm Registration No. 109616W) as Statutory Auditor of the Company to hold office from the conclusion of 28th AGM till the conclusion of 33rd Annual General Meeting of the Company.

M/s J.T. Shah & Co, Chartered Accountants vide their letter dated June 17, 2024 have resigned from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on June 17, 2024, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, has appointed M/s. Nahta Jain and Associates, Chartered Accountants, (Firm Registration No. 106801W), to hold office as the Statutory Auditors of the Company till the conclusion of 30th Annual General Meeting and to fill the casual vacancy caused by the resignation of M/s J.T. Shah & Co, Chartered Accountants, subject to the approval by the members at the 30th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.

Accordingly, consent of the Members is sought for passing the Resolutions as set out in Item No. 3 of the Notice for appointment of M/s. Nahta Jain and Associates in the casual vacancy of statutory auditors caused by resignation of M/s J.T. Shah & Co., Chartered Accountants and payment of remuneration.

The Board of Directors at its meeting held on June 17, 2024, on the recommendation of the Audit Committee, has also considered and recommended M/s. Nahta Jain and Associates, Chartered Accountants, (Firm Registration No. 106801W), who were appointed to fill casual vacancy, to the members for appointment as the Statutory Auditors of the Company from the conclusion of the 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee and approved by the Managing Director of the Company. The Company has received consent letter and eligibility certificate from M/s. Nahta Jain and Associates, Chartered Accountants to act as Statutory Auditors of the Company in place of M/s J.T. Shah & Co, Chartered Accountants along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

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

### **Item No. 5:**

The Board of Directors at their meeting held on May 27, 2024, on the recommendation of the Audit Committee, had approved the appointment and remuneration of M/s A.G. Tulsian & Co., Cost Accountants, Ahmedabad (Firm Registration Number: 100629) as Cost Auditor to conduct the audit of the cost accounting records maintained by the Company in respect of textiles and related products for the financial year ending March 31, 2025 at a remuneration not exceeding ₹ 3.00 lacs (Rupees Three Lakhs Only) excluding taxes and reimbursement of out of pocket expenses at actuals, if any, in connection with the audit.

M/s A. G. Tulsian & Co., Cost Accountants (Firm Registration Number: 100629) have confirmed that they hold a valid certificate of practice under sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and / or re-enactment(s) for the time being in force), the remuneration payable to Cost Auditor has to be ratified by the members of the Company.

Accordingly, ratification by members is sought to the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company, if required, for the financial year ending March 31, 2025.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said Ordinary Resolution, save and except as shareholder and to the extent of their shareholding in the Company.

The Board accordingly recommends the resolution as set out in Item No. 5 of the Notice for the approval of the members.

### **Item No. 6:**

The members are informed that presently the Authorized share capital of the company is ₹ 1,50,00,00,000/- (Rupees One Hundred Fifty Crores Only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares having face value of ₹ 10/- each and the paid up share capital of the Company is ₹ 1,44,14,71,680 divided into 14,41,47,168 equity shares of ₹ 10/- each.

The members are informed that the equity shares of the Company are listed and are being traded on BSE Limited and National Stock Exchange of India Limited. In order to improve the liquidity of the Company's equity shares in the stock market and to make it more affordable to small retail investors and also to broad base the small retail investors, the Board of Directors of the company at their meeting held on June 17, 2024, considered and approved to sub-divide/ split the existing 1 (One) Equity Share of face value of ₹ 10/- (Rupees

Ten) each of the company into 10 (Ten) equity shares having face value of ₹1 / - (Rupee One) each fully paid- up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose by the Board ("Record Date") subject to receipt of necessary approvals from the members of the company and statutory authority(ies) as may be applicable pursuant to the provisions of Section 61(1)(d) of the Act, the rules made thereunder and other applicable provisions.

The record date for the aforesaid sub-division of equity shares shall be fixed by the Board, after the approval of the members is obtained for the proposed sub-division. In the opinion of the Board, proposed sub-division of the equity shares is in the

best interest of the Company and its investors and therefore the Board at its meeting held on June 17, 2024, approved the aforesaid sub-division of equity shares subject to requisite approval of the members.

The members are further informed that there will not be any change in the amount of authorized, subscribed and paid-up share capital of the Company on account of subdivision of equity shares. The authorized, issued, paid-up and subscribed share capital of the Company pre and post the proposed sub-division/ split is given below:

Type of Capital	Pre Sub -Division Share Capital Structure			Post Sub-Division Share Capital Structure		
	No of Equity shares	Face Value	Total Share Capital (₹)	No of Equity shares	Face Value	Total Share Capital (₹)
Authorized Share Capital	15,00,00,000	10	1,50,00,00,000	1,50,00,00,000	1	1,50,00,00,000
Issued and Subscribed share Capital	14,41,47,168	10	1,44,14,71,680	1,44,14,71,680	1	1,44,14,71,680
Paid Up share Capital	14,41,47,168	10	1,44,14,71,680	1,44,14,71,680	1	1,44,14,71,680

We may inform that upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date to be fixed by the board and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company or follow such other Rules/ Regulations/ Guidelines as may be prescribed by the Securities and Exchange Board of India/ Stock Exchanges for physical share certificates from time to time and in case of Members who hold the equity shares in dematerialized form, the subdivided equity shares be credited to the respective beneficiary account of the Members, with their respective depository participants, in lieu of the existing credits representing the equity shares of the Company on the Record Date.

None of the Directors or KMP of the Company or their respective relatives is concerned or interested in the said resolution.

Accordingly, Board of Directors of the Company recommends the said Ordinary Resolution at Item No. 6 regarding split/ Sub-division of existing Equity share capital of the company for the approval of members.

## Item No. 7

The sub-division of equity shares proposed under item No. 6 of this Notice shall also require amendment to the existing Clause V, Capital Clause of the Memorandum of Association of the Company to effect the change in the face value of equity share from ₹ 10 (Rupees 10) to ₹1 / - (Rupee One) each. Presently, the Clause V of the Memorandum of Association of the Company is as below:

### Existing Clause V

"The Authorised Share Capital of the Company is ₹1,50,00,00,000/- (Rupees One Hundred Fifty Crores Only) divided into 15,00,00,000 (Fifteen Crores Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each."

The existing Clause V of Memorandum of Association of the Company is now proposed to be amended as given below:

"The Authorised Share Capital of the Company is ₹1,50,00,00,000/- (Rupees One Hundred Fifty Crores Only) divided into 1,50,00,00,000 (One Hundred Fifty Crores Only) Equity Shares of ₹ 1/- (Rupee One Only) each."

Pursuant to Sections 13, 61 and other applicable provisions of the Act and the Rules made thereunder, approval of the members of the company is sought by way of an Ordinary Resolution for carrying out amendment to Clause V, Capital Clause of the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned with or interested, financially or otherwise in the proposed resolution as set out at Item No. 7 of the Notice except to the extent of their shareholding in the Company, if any.

## Item No. 8

As per Section 188(1)(a) of the Companies Act, 2013 and Director's relatives (Office or Place of Profit) Rules, 2014, no relative etc. of any director should either hold or continue to hold any office or place of profits in the company except with the prior consent of the Company by an Ordinary Resolution. Mr. Deepak Chiripal, Son of Mr. Jyotiprasad Chiripal, Managing Director of the Company would be covered by the above mentioned Section and Rules. Mr. Deepak Chiripal is a dynamic executive. He takes very keen interest in the business of the Company and is responsible for material planning, production planning, operational control and total management of Nandan Denim Limited. Your directors are fully confident that his services to the Company would be of great value. The Nomination and Remuneration Committee in its meeting held on May 27, 2024 has approved the resolution. Your

directors in their meeting held on May 27, 2024 have approved the revision in remuneration on terms and conditions as given below:-

Remuneration in the salary scale of ₹ 10,00,000 to ₹ 30,00,000 per month, P.F. on basic and other perquisites as admissible to the status and grade w.e.f. April 01, 2024.

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Deepak Chiripal will be entitled to receive the remuneration, perquisites and benefits as aforesaid or such remuneration as may be approved by the Board, subject to the compliance with the applicable provisions of Schedule V of the Act.

Except Mr. Deepak Chiripal, Mr. Jyotiprasad Chiripal and their Relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution, save and except as shareholder and to the extent of their shareholding in the Company.

The Board accordingly recommends the resolution as set out in Item No. 8 of the Notice for the approval of the members.

### **Item No. 9**

The Board of Directors of the Company has reappointed Mr. Shaktidan Jayendrasingh Gadhavi as the Whole Time Director of the Company on the recommendation of Nomination and Remuneration Committee for term of 5 (Five) years with effect from August 14, 2024, subject to approval of the members of the Company on the terms and conditions and remuneration as mentioned herein below:

- (a) Salary: Salary plus allowances with different breakup be payable on monthly / yearly basis within overall limit not exceeding ₹ 2,50,000/- per month. Annual increment maximum up to 30% of last remuneration depending upon work performance, working of the Company etc. as may be decided by Nomination and Remuneration Committee of the Board from time to time.
- (b) Perquisites: In addition to the salary as described in (a) above, he shall be eligible for the following perquisites, which shall not be included in the computation of ceiling on remuneration specified hereinabove.
  - (i) Provident Fund: Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
  - (ii) Gratuity: The Company shall pay gratuity as per the Company's Rules.
  - (iii) Encashment of leave at the end of the tenure.

(c) Other Perquisites:

- (i) Medical Reimbursement: Expenses incurred for self and family subject to the ceiling of one month's salary per year which can be carried forward for 3 years.
- (ii) Leave travel concession: For self and family once in a year within such limits as may be approved by the Nomination and Remuneration Committee from time to time.
- (iii) Bonus / Ex-gratia payments: The Company shall pay as per the rules of the Company.
- (iv) The Company shall pay the residence telephone expenses, however the long distance personal call shall be billed by the Company.
- (v) He shall be entitled to the benefits under all the other schemes, privileges and amenities as are granted to the senior executives of the Company in accordance with the company's practice, rules, regulations in force from time to time.
- (d) Contribution to Pension Scheme (NPS): The Company may contribute in Pension Scheme as per the Company's rules.
- (e) He will be entitled to all other benefits as applicable to the senior executives of the Company.
- (f) For all other terms and conditions not specifically spelt out above, the rules and order of the Company shall apply.

Notwithstanding anything to the contrary herein contained, where, in any financial year, the Company, has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary and perquisites and allowances as specified above subject to the limits as may be prescribed or amended in future from time to time under the provisions of the Companies Act, 2013, Schedule thereof and the Rules framed there under as well as any other statutory provisions as may be applicable.

Pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013, the approval of the members is being sought for re-appointment and payment of remuneration to Mr. Shaktidan Gadhavi as the Whole Time Director of the Company. In the opinion of the Board, Mr. Shaktidan Gadhavi fulfills the conditions specified in the Companies Act, 2013 and the rules made there under for his re-appointment as the Whole Time Director of the Company.

Except Mr. Shaktidan Jayendrasingh Gadhavi, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said Special Resolution, save and except as shareholder and to the extent of their shareholding in the Company.

By order of the Board of Directors  
For **Nandan Denim Limited**

## **ANNEXURE TO THE NOTICE DATED JULY 10, 2024**

DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 30TH ANNUAL GENERAL MEETING TO BE HELD ON SEPTEMBER 06, 2024 (PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015.

Name of Director	Mr. Jyotiprasad Chiripal (DIN: 00155695)	Mr. Shaktidan Gadhavi (DIN: 09004587)
Date of Birth	21/08/1953	05/09/1971
Age	71 years	53 years
Date of first appointment on the Board	29/05/2017	28/12/2020
Qualifications	Bachelor of Commerce	Bachelor of Commerce
Brief Resume / Experience (including expertise in specific functional area) /	Mr. Jyotiprasad Chiripal holds a Bachelor's degree in Commerce from Gujarat University. He was initially dealing with the finance & production functions of various companies of Chiripal Group. He obtained detailed knowledge and understanding of the functioning of the Company during his stint under various capacities. His expertise in the business of fabric, yarn and knitted apparels along with entrepreneurial acumen and leadership qualities guided the Group for more than four decades. In 2017, he joined as Managing Director of Nandan Denim Limited. During his tenure with the Company, his constant endeavor was to excel and sustain the position of the Company as a successful organization with best governance standards. With his in-depth knowledge of Company's functioning, he brings immense value in enhancing Board effectiveness.	Mr. Gadhavi is working with Nandan Denim Limited since 2007. He has earlier worked with Companies like Gomti Processors Limited and Manisha Fabrics Limited. He is a Commerce Graduate and has experience in the field of excise, liaisoning and commercial aspects.
Terms and Conditions of Appointment / Re-appointment	As per terms and conditions mentioned in appointment letter of the Company. His reappointment is as Executive Promoter Director.	As per terms and conditions mentioned in appointment letter of the Company. His reappointment is as Executive Director.
Details of remuneration paid	-	6.90 Lakhs
Details of remuneration to be proposed	As approved by the Nomination & Remuneration Committee / Board from time to time within the overall remuneration as stated in the regulation and approved by the shareholders.	As approved by the Nomination & Remuneration Committee / Board from time to time within the overall remuneration as stated in the regulation and approved by the shareholders.
Shareholding in the Company as on March 31, 2024	1890000 equity shares	NIL
Relationship with other Directors / Key Managerial Personnel	Father of Deepak Chiripal (CEO)	Not related to any Director or Key Managerial Personnel.
Number of meetings of the Board attended during the year	4 (Four) Board Meetings	3 (Three) Board Meetings
Name of entities in which the person also holds the Directorships as on March 31, 2024	Chiripal Poly Films Limited CIL Nova Petrochemicals Limited Chiripal Industries Limited Chiripal Infrastructure Limited Chiripal Energy Limited Picasso Flexibles Limited	NIL

Name of Director	Mr. Jyotiprasad Chiripal (DIN: 00155695)	Mr. Shaktidan Gadhavi (DIN: 09004587)
	Chiripal Industrial Park Private Limited Zemex Petrochemicals Private Limited Chiripal Nova Industries Private Limited Grew Technologies Private Limited Grew Solar Private Limited Grew Renewables Private Limited Grew Solartech Private Limited Grew Pvtech Private Limited Grew Green Private Limited Sparow Exports Private Limited * Chiripal Poly Films Limited	
Membership / Chairmanship of Committees of other Boards of entities as on March 31, 2024	Nomination & Remuneration Committee - Member * CIL Nova Petrochemicals Limited Audit Committee – Member Corporate Social Responsibility Committee - Member Stakeholders Relationship Committee – Member Nomination & Remuneration Committee – Member * Chiripal Industries Limited Audit Committee – Chairperson Corporate Social Responsibility Committee - Member	NIL
In case of Independent Director, the skills and capabilities required for the role and manner proposed person made such requirements	N.A.	N.A.

# Boards' Report

To,  
The Members

Your Directors are pleased to present their thirtieth Annual Report of Nandan Denim Limited ('the Company') along with the Audited Financial Statements for the financial year ended March 31, 2024.

## OPERATIONAL & FINANCIAL HIGHLIGHTS

Summary of the financial results of the Company for the year under review is as under:

Particulars	(₹ in Crores)	
	Year ended 31/03/2024	Year ended 31/03/2023
Revenue from Operations	2010.09	2026.76
Other Income	34.59	11.62
Total Income	2044.68	2038.38
Expenses		
Operating Expenses	1891.77	1942.67
Depreciation and Amortisation Expenses	40.55	37.19
Total Expenses	1932.33	1979.86
Profit before Finance Cost & Tax	112.35	58.52
Less: Finance Cost	47.23	53.38
Profit Before Tax	65.12	5.14
Less: Tax Expense	20.15	4.61
Profit After Tax	44.97	0.53
Other Comprehensive Income	0.14	0.69
Total Comprehensive Income	45.11	1.22
Earnings Per Share	3.12	0.04

## STATE OF AFFAIRS

The Company's Revenue from Operations during 2023-24 is ₹ 2010.09 Crores as against ₹ 2026.76 Crores during previous year. The Profit Before Tax (PBT) for the current year is ₹ 65.12 Crores against ₹ 5.14 Crores in the previous year. The Profit After Tax (PAT) Increased to ₹ 44.96 Crores against ₹ 0.53 Crores in previous year.

The finance cost (interest) for the current year is ₹ 47.23 Crores as compared to ₹ 53.38 Crores. The same is decreased to 11.52% from previous year.

## Dividend

### Dividend Distribution Policy

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), the Board has approved and adopted a Dividend Distribution Policy. The policy can be accessed on the Company's website at <https://nandandenim.com/wp-content/uploads/2023/07/Dividend-Distribution-Policy.pdf>

### Declaration and Payment of Dividend

In ordinary circumstances, the Board of Directors considers recommending dividend on interim / annual basis. Board usually considers the Company's profitability, cash needs for working capital, capital expenditure and other relevant factors

while recommending dividend for any financial year. Keeping in view the profit earned during the year, future outlook, investment plans, long term interest and working capital needs; the Company has not recommended any dividend for the year 2023-24. The decision has been taken mainly to provide financial flexibility for the future in the current circumstances.

### Transfer To Reserves:

The Board of Directors has decided to retain the entire amount of profit for FY 2023-24 in the distributable retained earnings.

### Transfer of Unclaimed Dividend to Investor Education and Protection Fund

In accordance with the provisions of Section 124 and Section 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), unclaimed or unpaid Dividend (declared on Board Meeting dated 11.03.2016) relating to the financial year 2015-16 has been transferred to Investor Education and Protection Fund (IEPF). Shareholders are required to lodge their claims with the Company's RTA for unclaimed dividend. Pursuant to the provisions of Investor Education and Protection Fund, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company <https://nandandenim.com/dividend>, and also on the website of the Ministry of Corporate Affairs <http://www.iepf.gov.in/>.

## Subsidiary, Joint Venture and Associate Companies

Nandan Denim Limited did not have any Subsidiary, Joint Venture or Associate Company for the year ended March 31, 2024.

## Financial Statements

The Financial Statements of the Company prepared in accordance with the Companies Act, 2013 and applicable Indian Accounting Standards along with all relevant documents and the Auditors' Report form part of this Annual Report.

The Financial Statements as stated above are also available on the website of the Company and can be accessed at the Web-link: <https://nandandenim.com/annual-reports/>.

## Compliance with Secretarial Standard

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India from time to time on Meetings of the Board of Directors and General Meetings.

## Credit Rating

The external credit rating from Infomerics Ratings affirmed IVR BBB-/ Stable (IVR Triple B Minus with Stable Outlook) and IVR A3 (IVR A Three).

The ratings assigned to the bank facilities of Nandan Denim Limited (NDL) factors in experienced promoters and established market position as leading denim manufacturers. The ratings also factors in availability of raw materials, comfortable capital structure of the company and improvement in margins in 6MFY24. The ratings are, however, constrained by cyclicalities in the denim industry, working capital intensive operations of the company.

## Share Capital

The paid up Equity Share Capital of the Company as on March 31, 2024 was ₹ 144.14 crores divided into 14,41,47,168 Equity Shares of ₹ 10 each fully paid.

As on March 31, 2024, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

The Company's equity shares are listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The shares are actively traded on BSE and NSE and have never been suspended from trading.

## Sub-division/ Split of Equity shares

The Board of Directors in their meeting held on June 17, 2024, has approved Sub-division/split of Equity Shares of the Company having face value of ₹ 10/- (Rupees Ten) each into 10 (Ten) equity shares having face value of ₹ 1 /- (Rupee One) each fully paid up, subject to the approval of Shareholders of the Company in ensuing Annual General Meeting and other statutory regulatory authorities, as may be required.

## Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under section 134 of the Act read with the Companies (Accounts) Rules, 2014, is set out in '**Annexure A**' to this report.

## Corporate Social Responsibility

The Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Act, comprising of three Directors including Independent Director. The composition and report on CSR is set out in '**Annexure B**' to this report.

Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%): The average net profit for the last three financial years was ₹ 43,93,767/- calculated in accordance with the provisions of Section 198 of the Companies Act, 2013. During the financial year 2023-24, the Company has spent ₹ 44,40,000/- (Rupees Forty Four Lakhs Forty Thousand Only) in defined Activities mentioned in Schedule VII and CSR policy of the Company.

## Business Responsibility and Sustainability Report (BRSR)

Pursuant to Regulation 34(2)(f) of the SEBI Listing Regulations, the Business Responsibility and Sustainability Report ('BRSR') on initiatives taken from an environmental, social and governance perspective, in the prescribed format is available as a separate section of the Annual Report and is also available on the Company's website URL: <https://www.nandandenim.com>

## Directors and Key Managerial Personnel

### Directors Retiring by Rotation

Mr. Jyotiprasad Devkinandan Chiripal (DIN: 00155695), Managing Director of the Company, aged 71 years, retires by rotation as a Director at the conclusion of this Annual General Meeting pursuant to the provisions of section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of your Company and being eligible have offered himself for re-appointment. Appropriate resolution for his re-appointment is being placed for your approval at the ensuing AGM.

In accordance with the provisions of the Act read with the Rules issued thereunder, the Listing Regulations and the Articles of Association of the Company, Additional Directors and Independent Directors are not liable to retire by rotation.

### Change in Directorate/ KMPs

- i. Resignation of Ms. Falguni Vasavada (DIN: 08921942)

Ms. Falguni Vasavada has been associated with Nandan Denim as Independent Director since November 2020. She has tendered her resignation from the post of Independent Director w.e.f. May 29, 2023.

**ii. Resignation of Mr. Ashok Jain (PAN: AFKPJ7012C)**

Mr. Ashok Kumar Jain has been associated with the Company as a CFO since February 2023. He has resigned for better prospects, from his position of Chief Financial Officer (CFO) of the Company from the close of business hours on May 29, 2023.

**iii. Appointment of Ms. Nalini Nageswaran as an Independent Director of the Company (DIN: 10128138) w.e.f. May 30, 2023.**

The Board of Directors at their meeting held on May 29, 2023, based on recommendations of the Nomination & Remuneration Committee approved the appointment of Ms. Nalini Nageswaran as an Additional Independent Director w.e.f. May 30, 2023. Her appointment has been regularised in Annual General Meeting held on August 28, 2023 from Additional Director to Director.

**iv. Appointment of Mr. Suresh Chand Maheshwari (PAN: AHAPM9992L)**

The Board of Directors at their meeting held on May 29, 2023, based on recommendation of the Audit Committee approved the appointment of Mr. Suresh Chand Maheshwari as a CFO. Mr. Suresh Chand Maheshwari is a Chartered Accountant and had almost 40 years relevant experience in different sectors and worked with organization(s), like Modern Terry Towel, Nandan Denim Limited, Maral Overseas, Welspun etc. He has appointed w.e.f. May 30, 2023.

**v. Resignation of Ms. Renuka Upadhyay (PAN: AAZPU7698H) as Company Secretary & Compliance Officer of the Company.**

Ms. Renuka Upadhyay has been associated with Nandan Denim as Company Secretary & Compliance Officer since February 2023. She has resigned for prospective growth and development, from her position of Company Secretary & Compliance Officer of the Company from the close of business hours on September 04, 2023.

**vi. Appointment of Ms. Rinku Patel (PAN: DEFPP3397F) as Company Secretary & Compliance Officer of the Company.**

The Board of Directors at their meeting held on November 9, 2023, based on recommendations of the Nomination & Remuneration Committee has appointed Ms. Rinku Patel as Company Secretary & Compliance Officer of the Company w.e.f. November 9, 2023.

Ms. Rinku Patel is qualified Company Secretary with 7 years of work experience in Secretarial and compliance of Company Law & Securities Law for Listed, Unlisted, Private Companies and she was previously associated with Oracle Granito Limited and Asian Granito India Limited.

**Key Managerial Personnel**

As per the provisions of sections 2(51) and 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 pertaining

to Key Managerial Personnel, the following officials were the 'Key Managerial Personnel' for the year 2023-24:

- Mr. Jyotiprasad Chiripal – Managing Director
- Mr. Deepak Chiripal – Chief Executive Officer
- Mr. Shaktidan Gadhavi – Whole Time Director
- Mr. Ashok Jain – Chief Financial Officer (Appointed w.e.f. February 10, 2023 & resigned w.e.f. May 29, 2023)
- Mr. Suresh Chand Maheshwari – Chief Financial Officer (Appointed w.e.f. May 30, 2023)
- Ms. Renuka Upadhyay – Company Secretary & Compliance Officer (Appointed w.e.f. February 10, 2023 & resigned w.e.f. September 04, 2023)
- Ms. Rinku Patel - Company Secretary & Compliance Officer (Appointed w.e.f. November 09, 2023)

**Declarations from Independent Directors**

The Company has received declarations from all the Independent Directors of the Company confirming that:

- (i) they meet the criteria of independence as prescribed under the Act;
- (ii) they have registered their names in the Independent Directors' Databank; and
- (iii) they have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

**Familiarization Programmes**

The Company has in place a structured induction and familiarization programme for independent directors. The objective of the programme is to provide insights into the Company to enable the Independent Directors to understand the Company's business in depth that would facilitate their active participation in managing the Company. The Company also educates them regarding their role, responsibility, and duties under the Act, and under the Listing Regulations.

Details of the familiarization programme imparted to independent directors are available on the Company's website <https://nandandenim.com/wp-content/uploads/2024/02/Familiarization-Programme.pdf>.

**Nomination and Remuneration Policy**

The Company has framed the Nomination and Remuneration Policy for appointment of directors, key managerial personnel, and senior management personnel, their remuneration, and the evaluation of directors and the Board pursuant to the provisions of the Act and the SEBI Listing Regulations.

The philosophy for appointment and remuneration of Directors, Key Managerial Personnel and all other Employees of the Company is based on the commitment of fostering a culture of leadership with trust. The Nomination and Remuneration Policy of the Company is aligned to this philosophy.

The Nomination and Remuneration Policy of the Company empowers the Nomination and Remuneration Committee to formulate a process for evaluating the performance of Individual Directors, Committees of the Board and the Board as a whole.

It is affirmed that the Remuneration paid to Directors, Key Managerial Personnel and all Other Employees is as per the Nomination and Remuneration Policy of the Company. Details of Remuneration paid to Directors are provided in the Corporate Governance Report forming part of this Annual Report. Nomination and Remuneration Policy is available on Company's Website at <https://nandandenim.com/wp-content/uploads/2024/07/Nomination-Remuneration-Policy.pdf>

### **Annual Performance Evaluation**

Pursuant to the provisions of the Act and Listing Regulations, the Board of Directors has carried out an annual performance evaluation of its own performance, its committees, and all the directors of the Company as per the guidance notes issued by SEBI in this regard. The Nomination and Remuneration Committee has also reviewed the performance of the Board, the committee and all directors of the Company as required under the Act and the Listing Regulations.

The criteria for evaluation of Individual Directors includes inter alia aspects such as knowledge and competency, fulfilment of functions, ability to function as a team, initiative taken, availability and attendance at the meeting, commitment, integrity, independence, contribution at Board/Committee Meetings and guidance/support to the Management outside Board/Committee Meetings. In addition, the Chairman is also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer the meetings, impartiality, ability to keep shareholders' interests in mind and motivating and providing guidance to the Executive Directors, etc.

The criteria for Board Evaluation includes inter alia, structure of the Board, meetings and functions of the Board, degree of fulfilment of key responsibilities, establishment and delineation of responsibility to Committees, effectiveness of Board processes, information and functioning and quality of relationship between the Board and the Management, etc.

Criteria for evaluation of the committee covers mandate and composition, effectiveness, structure and meetings, independence of the committee from the Board, and contribution to the decisions of the Board.

### **Remuneration of Directors, Key Managerial Personnel and particulars of employees**

The remuneration paid to the Directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with section 178 of the Act and regulation 19 of the SEBI Listing Regulations [including any statutory modification(s) or re-enactment(s) thereof for the time being in force.]

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the (Appointment and Remuneration of

Managerial Personnel) Rules, 2014 are set out in '**Annexure C**' to this report.

## **Human Resources / Industrial Relations**

### **Human Resources**

Framing the human resource/employee relationship helps maintain perspective on the Company's ultimate goal: to help employees do their best at their jobs. It is a function within an organisation concentrated on recruiting, managing and directing people who work in it. Human Resource Management deals with issues related to compensation, performance management, organisation development, safety, wellness, benefits, employee motivation, training and others.

Your Company attaches significant importance to continuous up gradation of Human Resources for achieving the highest levels of efficiency, customer satisfaction and growth. As part of the overall HR Strategy, training programmes have been organized for employees at various levels through both internal and external faculties during the year under review, thereby strengthening employee engagement and learning. This has helped to ensure that learning is not time bound and location bound, at the same time employees have access to the information.

A team of around 2078 passionate & motivated individuals drive Nandan Denim Limited. Your Company has taken various initiatives to engage the employees using digital and technology platforms.

### **Industrial Relations**

The industrial relations during the year under review continued to be cordial. The Directors place on record their sincere appreciation for the services rendered by employees at all levels.

### **Board Meetings**

The Board meets at regular intervals to discuss and decide on the Company's policies and strategies apart from other Board matters. The tentative dates of Board and Committee Meetings is decided and informed well in advance to facilitate the Directors to arrange their schedule and to ensure participation in the meetings.

During the financial year 2023-24, four Board Meetings were held on May 29, 2023, August 04, 2023, November 09, 2023 and February 12, 2024 respectively. The gap between two Board Meetings did not exceed 120 days and a meeting was held in every quarter.

The details of the meetings of the Board of Directors and its Committees, convened during the financial year 2023-24 are given in the Corporate Governance Report which forms a part of this Report.

### **Audit Committee**

The Company has in place an Audit Committee in terms of requirements of the Act read with rules framed thereunder and Listing Regulations. The details relating to the Audit

Committee are given in the Corporate Governance Report forming part of this report. During the year under review, there were no instances when the recommendations of the Audit Committee were not accepted by the Board.

### **Environment and Pollution Control**

Nandan Denim Limited strives to maintain good standards of environmental care and ensures that increasing level of operations do not adversely impact standards of health and environment. To combat pollution and strengthen the area ecology, considerable emphasis is placed on trees. All manufacturing facilities possess the required environmental clearance from the respective Pollution Control Boards and do comply with the relevant statutory provisions.

The Company is well aware of its responsibility towards a better and cleaner environment. Our efforts in environment management go well beyond mere compliance with statutory requirements.

We take the entire issue of water management with utmost seriousness and realize that we owe a lot to the environment. And that is why we reuse and recycle water by employing Effluent Treatment Plant (ETP) and Reverse Osmosis (RO) Plant. We also ensure we treat wastewater with responsibility through Sewage Treatment Plant (STP) and reuse the same for gardening purpose and rest of treated effluent as per the prescribed parameters goes to Common Effluent treatment plant.

As a part of our waste management compliance, we recycle our denim to minimize our wastages. Also, we are setting up garneting function to convert used garments into fibres and then recycle the same to denim. We are happy to inform that we have also set up our own Caustic Recovery Plant (CRP) to reuse and process caustic. At the same time, we keep upgrading our waste management policies closely examining our entire denim manufacturing process to further minimize any wastes that we may be generating.

### **Insider Trading Policy**

As Required Under The Insider Trading Policy Regulations Of Sebi And Amendments Thereto, Your Directors Have Framed Insider Trading Regulations And Code Of Internal Procedures And Conducts For Regulating, Monitoring And Reporting Of Trading By Insider As Well As Code Of Practices And Procedures For Fair Disclosure Of Unpublished Price Sensitive Information. The Same Is Also Posted On The Website Of The Company At <https://Nandandenim.com/Wp-Content/Uploads/2023/03/Code-Of-Conduct-For-Prevention-Of-Insider-Trading.pdf>

### **Directors Responsibility Statement**

Pursuant To Section 134 Of The Companies Act, 2013 (Including Any Statutory Modification(S) Or Re-Enactment(S) Thereof For The Time Being In Force), The Directors Of The Company Confirm That:

- A. In The Preparation Of The Annual Accounts For The Financial Year Ended March 31, 2024, The Applicable Accounting Standards And Schedule Iii Of The Companies Act, 2013, Have Been Followed And There Are No Material Departures From The Same;
- B. The Directors Have Selected Such Accounting Policies And Applied Them Consistently And Made Judgements And Estimates That Are Reasonable And Prudent So As To Give A True And Fair View Of The State Of Affairs Of The Company As At March 31, 2024 And Of The Profit And Loss Of The Company For The Financial Year Ended March 31, 2024;
- C. Proper And Sufficient Care Has Been Taken For The Maintenance Of Adequate Accounting Records In Accordance With The Provisions Of The Companies Act, 2013 For Safeguarding The Assets Of The Company And For Preventing And Detecting Fraud And Other Irregularities;
- D. The Annual Accounts Have Been Prepared On A 'Going Concern' Basis;
- E. Proper Internal Financial Controls Laid Down By The Directors Were Followed By The Company And That Such Internal Financial Controls Are Adequate And Operating Effectively; And
- F. Proper Systems To Ensure Compliance With The Provisions Of All Applicable Laws Were In Place And That Such Systems Are Adequate And Operating Effectively.

### **Management Discussion and Analysis**

Management Discussion And Analysis As Stipulated As Per Regulation 34(2)(E) Of Sebi (Listing Obligations And Disclosures Requirement) Regulations, 2015 Is Presented In A Separate Section Forming Part Of This Annual Report. It Speaks About The Overall Industry Structure, Global And Domestic Economic Scenarios, Developments In Business Operations / Performance Of The Company's Business And Other Material Developments During The Financial Year 2023-24.

### **Particulars of Loans, Guarantees or Investments**

Details of loans, guarantees given and investments under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2014, as on March 31, 2024, are set out in Note 5 and 6 to the Financial Statements of the Company.

### **Corporate Governance**

Corporate Governance is the application of best management practices, compliance of law in true letter and spirit and adherence to ethical standards for Effective Management and distribution of wealth and discharge of social responsibility for sustainable development of all stakeholders. Corporate governance is the system by which business corporations are directed and controlled. The corporate governance structure

specifies the distribution of rights and responsibilities among different participants in the corporation, such as, the board, managers, shareholders and spells out the rules and procedures for making decisions on corporate affairs. By doing this, it also provides the structure through which the Company objectives are set, and the means of attaining those objectives and monitoring performance. The concept of corporate governance hinges on total transparency, integrity and accountability of the management and the Board of Directors.

The Company is committed to maintaining good standards of Corporate Governance and adhering to the Corporate Governance requirements as set out by Securities and Exchange Board of India (SEBI). Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, a separate section titled 'Report on Corporate Governance' has been included as part of this Report which also contains certain disclosures required under the Companies Act, 2013. The Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also published in this Annual Report.

## **Auditors**

### **Statutory Auditor and Auditors' Report**

M/s. J.T. Shah & Co., Chartered Accountants (Firm Registration No. 109616W), were appointed as the Statutory Auditors of the Company for a tenure of 5 years commencing from the conclusion of the 28<sup>th</sup> AGM of the Company until the conclusion of the 33<sup>rd</sup> AGM of the Company to be held in the year 2027. But they have tendered their resignation on June 17, 2024 as Statutory Auditor of the Company.

In order to fill casual vacancy caused by resignation of M/s J.T. Shah & Co, Chartered Accountants, the Board of Directors has appointed M/s. Nahta Jain and Associates, Chartered Accountants (FRN: 106801W), as Statutory Auditor of the Company, to hold the office till the conclusion of the ensuing Annual General Meeting (AGM), on such terms and conditions as may be decided and finalised by the Board.

The Auditors' Report for the financial year ended March 31, 2024 does not contain any qualification, reservation or adverse remark.

## **Cost Auditor**

The Company is required to maintain cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 and accordingly such accounts and records are made and maintained by the Company for the year under review. M/s. A.G. Tulsian & Co., Cost Accountants, Ahmedabad [Firm Registration No. 100629], had been appointed as the cost auditors for conducting audit of the cost accounting records of the Company for F.Y. 2023-24. The due date of submitting the cost audit report by the cost auditor to the Company for F.Y. 2023-24 is within a period of one hundred eighty days from the end of the financial year. The Company shall file a copy of the cost audit report within a period of 30 (thirty) days from

the date of its receipt. The cost audit report for F.Y 2022-23 dated August 04, 2023 issued by M/s. A.G. Tulsian & Co., Cost Accountants, Ahmedabad [Firm Registration No. 100629], was filed with the Ministry of Corporate Affairs, Government of India, on September 02, 2023.

Further, in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of the Audit Committee, M/s. A.G. Tulsian & Co., Cost Accountants, Ahmedabad [Firm Registration No. 100629], have been appointed as Cost Auditors for conducting audit of the cost accounting records of the Company for F.Y. 2024-25 at a remuneration of ₹ 3 Lakhs, which remuneration shall be subject to ratification by the shareholders at the ensuing Annual General Meeting.

## **Internal auditor**

In terms of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, Mr. Talati & Talati LLP continues as the Internal Auditor of the Company.

During the year under review, there was no instance of fraud required to be reported to Central Government, Board of Directors or Audit Committee, as the case may be, by any of the auditors of the Company in terms of Section 143(12) of the Companies Act, 2013.

## **Secretarial Auditor**

M/s Jay Khatnani & Associates, Company Secretaries, Ahmedabad (Firm Registration Number: **S2018GJ620700**) was appointed as Secretarial Auditor of the Company for the financial year 2023-24 pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them in the prescribed form MR- 3 is set out in '**Annexure-D**' to this report.

The Secretarial Audit Report for the financial year ended March 31, 2024 does not contain any qualification, reservation or adverse remark.

M/s Jay Khatnani & Associates, Company Secretaries have been appointed to conduct the Secretarial Audit of the Company for the financial year 2024-25. They have confirmed that they are eligible for the said appointment.

## **Explanation to the observations of Secretarial Audit Report:**

Few E-forms were filled with required late filling fees as per the provisions of the Companies Act, 2013 on account of change in Company Secretary and Compliance Officer in the Company.

## **Auditors' certificate on corporate governance**

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors' Certificate on corporate governance is enclosed as part of Board's report. The Auditors' Certificate for F.Y 2023-24 does not contain any qualification, reservation or adverse remark.

**Details in respect of frauds reported by Auditors other than those which are reportable to the Central Government**

The Statutory Auditors, Cost Auditors or Secretarial Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

**Disclosure Under Schedule V(F) of The Sebi (LoDR) Regulations, 2015**

The Company does not have any Unclaimed Shares issued in physical form pursuant to Public Issue / Rights Issue.

**Particulars of Contracts or Arrangements With Related Parties**

All transactions entered with Related Parties during the year under review were on an arm's length basis and in the ordinary course of business. The same were placed before the audit committee and before the Board for their approval. The Company has also obtained omnibus approval on a yearly basis for transactions which are of a repetitive nature. All Related Party Transactions are placed before the audit committee and the Board for review and approval on a quarterly basis.

As per the SEBI Listing Regulations, if any Related Party Transactions ('RPT') exceeds 1,000 crores or 10% of the annual consolidated turnover as per the last audited financial statement whichever is lower, would be considered as material and would require Members approval. In this regard, during the previous year, the Company has taken necessary Members approval. Since the aggregate value of these transactions (proposed in 2023-24 and 2024-25) are likely to exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company and will thus require approval of the members of the Company through an Ordinary Resolution.

The details of the related party transactions as per Indian Accounting Standard 24 are set out in Note 38 to the Financial Statements forming part of this report.

Form AOC – 2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts)Rules, 2014 is set out as "**Annexure-E**" to this report.

During the F.Y. 2023-24, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than sitting fees, commission and reimbursement of expenses, as applicable.

Pursuant to the requirements of the Act and the SEBI Listing Regulations the Company has formulated a policy on RPTs and is available on Company's website <https://nandandenim.com/wp-content/uploads/2023/07/Related-Party-Transaction-Policy.pdf>

**Policies of The Company**

The Company is committed to good corporate governance and has consistently maintained its organizational culture as a remarkable confluence of high standards of professionalism and building shareholder equity with principles of fairness, integrity and ethics. The Board of Directors of the Company have from time to time framed and approved various Policies as required by the Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations. These Policies and Codes are reviewed by the Board and are updated, as and when required.

Some of the key policies as per the Companies Act, 2013 and Listing Regulations requirements, adopted by the Company are as follows:

Sr. No.	Name of Policies
1	Related Party Transaction Policy
2	Risk Management Policy
3	Whistle Blower Policy
4	Sexual Harassment Policy
5	Code of Conduct for Prevention of Insider Trading
6	Code Of Practices And Procedures For Fair Disclosure Of Unpublished Price Sensitive Information
7	Policy on Material Subsidiary/ies
8	Corporate Social Responsibility Policy
9	Familiarization Programme
10	Policy on Determination of materiality of events/information
11	Dividend Distribution Policy
12	Archival Policy
13	Nomination & Remuneration Policy
14	Code of Conduct and Ethics

ESG Policies adopted by the Company are as follows:

Sr. No.	Name of Policies
1	Anti-Bribery Policy
2	Business Responsibility Policy
3	Grievance Redressal Policy for Employees
4	Grievance Redressal Policy for Investors
5	Equal Opportunity Policy
6	Waste Management Policy
7	IT Security Policy
8	Human Rights Policy
10	Health and Safety Policy
11	Non Discrimination Policy

The above mentioned policies and code are available on the website of the Company.

**INTERNAL FINANCIAL CONTROLS**

The Company has in place a well-established internal control system commensurate with the nature of its business, size, scale, and complexity of its operations. Internal Control

Systems comprising policies and procedures are designed to ensure sound management of the Company's operations, safe-keeping of its assets, optimal utilization of resources, reliability of its financial information and compliance. Systems and procedures are periodically reviewed to keep pace with the growing size and complexity of the Company's operations.

The Statutory Auditors, Internal Auditors and Audit Committee periodically review the adequacy and effectiveness of Internal Control Systems and provides guidance for further strengthening them.

### **Risk Management**

As per the requirement of the Listing Regulations, the Company has constituted the Risk Management Committee. The Company is aware of the risks associated with its business. It regularly analyses and takes corrective actions for managing/mitigating these risks. The Company also periodically reviews its process for identifying, minimizing, and mitigating risks. The Board of Directors of the Company have framed a risk management policy that is being adhered to by the Company. There are no risks which, in the opinion of the Board, threaten the existence of the Company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis which forms part of this Report.

### **Insurance**

All properties and insurable interests of the Company including buildings, plant & machinery and stocks have been adequately insured.

### **Disclosure Under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

Your company has in place an anti-sexual harassment policy, in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints regarding sexual harassment at three places i.e. Corporate Office, Piplej Plant and Bareja Plant. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

There were no complaints received or disposed of during the year under review; there were no pending complaints till the end of the financial year, either.

### **Extract of Annual Return**

The Annual Return of the Company for FY 2023-24 in Form MGT-7 pursuant to the provisions of the Act and Rules made thereunder, is available on the Company's Website at [www.nandandenim.com](http://www.nandandenim.com).

### **Deposits**

During the year under review, the Company has not accepted any deposits within the meaning of section 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014

[including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Chapter V of the Companies Act, 2013.

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

The Company has established a Whistle Blower Policy (vigil mechanism) to provide adequate safeguards against victimization and to provide direct access to the chairman of the audit committee in appropriate cases.

The Policy also provides protection to the employees and business associates who report unethical practices and irregularities. Any incidents that are reported are investigated and suitable action is taken in line with the Whistle Blower Policy. The Whistle Blower Policy of the Company can be accessed at website of the Company at <https://nandandenim.com/wp-content/uploads/2023/06/Whistle-Blower-Policy.pdf>

### **Material Changes and Commitments**

There are no material changes affecting the financial position of the Company subsequent to the close of the FY 2023-24 till the date of this Report.

### **Annexures**

Following statements/reports/certificates are set out as Annexures to the Directors' Report:

- Energy Conservation, Technology Absorption and Foreign Exchange Earnings & Outgo
- Details of CSR activities and spends under Section 135 of the Companies Act, 2013.
- Secretarial Audit Report pursuant to Section 204 of the Companies Act, 2013.
- Information as per Section 197
- Form AOC – 2

### **General**

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

- The Company does not have any scheme or provision of money for the purchase of its own shares by employees/Directors or by trustees for the benefit of employees/Directors;
- The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares and Employee Stock Option Scheme) to employees of the Company under any scheme.
- 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.

- There is no application made / proceeding pending under the Insolvency and Bankruptcy Code, 2016.
- There was no instance of one-time settlement with any Bank or Financial Institution.

their continuous support to the Company and their confidence in its management.

**For and on behalf of the Board of Directors**

**Acknowledgements**

The Directors wish to place on record their appreciation of the contribution made by employees at all levels to the continued growth and prosperity of your Company. The Directors also wish to place on record their deep sense of appreciation to the members, employee unions, customers, dealers, suppliers, bankers, governments and all other business associates for

**Jyotiprasad Chiripal**

Managing Director  
(DIN: 00155695)

**Shaktidan Gadhavi**

Whole Time Director  
(DIN: 09004587)

Place: Ahmedabad

Date: June 17, 2024

# Annexure A

## Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

Particulars pursuant to Section 134 of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014

### A. Conservation of Energy:

#### a. Energy Conservation Measures taken:-

1. LAST YEAR FORBES MARSHALL STEAM AUDIT DONE & AS PER THEIR SUGGESTION WE IMPLEMENTED. we change steam line trap up time improved & steam leakages loss & UN INSULATED LINE COVERED THROUGH INSULATION to reduced heat losses.
2. Last year Systel Air Audit done & as per their suggestion we implemented.
3. Last year Sea Energy Audit for motor efficiency done & as per their suggestion we implemented.

#### b. Additional Investments and proposals, if any, being Implemented for Reduction of Consumption of energy:

1. Planning to replace old Air Compressor & install new high efficient Air Compressor for energy saving.
2. Planning to install new RO for RO reject water to reduce reject water qty.
3. To install Plate Heat Exchanger (PHE) for all singing m/c. Burner warm water cooling work & recycle to machine.
4. Install supply & return fan Inverter in H Plant Section-B.

#### c. Impact of Measures at (a) and (b) above for Reduction of Energy Consumption and Consequent Impact on the Cost of Production of Goods:

1. With implementation of above measure we will reduce :- Rs. 24.26 Lakhs/Year

### B. Technology:

#### i. Research & Development (R & D)

Company has in house R&D facilities in Piplej plant. Two major activities are in R&D.

##### a. Product Re-engineering

To reduce Dyestuff consumption & time by treating certain products with special finish route

##### b. Product innovations

1. Sustainable product range with sustainable fibres like Tencel / rayon/ Excel etc
2. New product design & dyeing technology/ route for saving water.

3. New weave design for fashion segments.

4. Super stretch denims as per upcoming fashion trends.
5. Special finish for good hand feel & to reduce Caustic mercerize
6. New colour denim range.
7. New "Ready to stitch & wear concept" for saving water in Laundry
8. Low Twist yarn products to increase softness & reduce chemical treatment for the same.

#### ii. Benefits derived as a Result of the above R & D

1. Product acceptance has increased.
2. Customer retention with price increase.
3. Image / Branding of the company has increased.
4. Penetration in all customer segment.

#### iii. Future Plan of Action

As Innovations is a continuous process for growth of a company, more and more work is going on in this area. More focus are on

1. More new weave design.
2. New sustainable fibre blend.
3. New chemical finish like fabric dyeing and coating.

### C. Technology Absorption, Adaptation and Innovation:

Efforts made towards Technology Absorption, Adaptation and Innovation:

1. New Technology of colorations which is sustainable technology also.

#### Benefits derived:

1. Increase company Image

### D. Foreign Exchange Earnings and Outgo:

Particulars	31.03.2024	31.03.2023
Foreign Exchange Earnings	26.71	101.93
Foreign Exchange Outgo	3.56	55.99

# Annexure B

## Annual Report on Corporate Social Responsibility (CSR) Activities 2023-24

### 1. Brief outline on CSR policy of the Company:

The Company has framed the Corporate Social Responsibility (CSR) Policy in terms of the provisions of Section 135(1) of the Companies Act, 2013.

Nandan is committed to provide society with environment friendly products which consumes less energy and have no harmful emissions. The Company believes in helping social economic development of society by providing fundamental facilities as provided in Section 135 of the Companies Act, 2013 read with Rules made thereunder. This is the cornerstone of our CSR policy.

The Company supports various bodies in carrying out activities in the areas of Community Healthcare, Sanitation and Hygiene, Education and Knowledge Enhancement, Social Care and concern, animal welfare etc.

CSR activities are implemented directly by the Company or indirectly by implementing agencies engaged in CSR activities.

The CSR activities of the Company are aligned with the activities specified in Schedule VII of the Companies Act, 2013.

### 2. Composition of the CSR Committee:

Sl. No	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Giraj Mohan Sharma	Chairman (Non-Executive Independent Director)	2	2
2	Mr. Jyotiprasad Chiripal	Member (Executive Director, Promoter)	2	2
3	Mr. Shaktidan Gadhavi	Member (Executive Director)	2	2

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

**For CSR Committee:** <https://nandandenim.com/wp-content/uploads/2023/05/Committee-Membership-and-Chairmanship.pdf>

**For CSR Policy:** <https://nandandenim.com/wp-content/uploads/2024/07/Corporate-Social-Responsibility-Policy.pdf>

**For CSR Projects:** <https://nandandenim.com/wp-content/uploads/2024/07/Corporate-Social-Responsibility-Policy.pdf>

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

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

Sl. No	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
---- Not Applicable as no amount is required to be set-off ---			

### 6. Average net profit of the Company as per section 135(5): ₹ 2,196 Lakhs

7. (a) Two percent of average net profit of the Company as per section135(5): ₹ 43.93 Lakhs  
 (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years:  
 NIL  
 Amount required to be set off for the financial year, if any: NIL  
 (c) Total CSR obligation for the financial year (7a+7b-7c): ₹ 43.93 Lakhs
8. (a) CSR amount spent or unspent for the Financial Year:

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

(b) Details of CSR amount spent against ongoing projects for the Financial Year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes / No)	Location of the Project STATE DISTRICT	Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation Direct (Yes/ No)	Mode of Implementation through Implementing Agency. CSR Name Registration number
----Not Applicable ---										

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	
Sr. No.	Name of project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No)	Location of the project STATE DISTRICT	Amount spent for the project (in ₹)	Mode of implementationDirect (Yes/ No)	Mode of implementation – Through implementing agency. CSR Name registration Number	
1.	Promotion of Education	Yes	Gujarat	Botad	₹ 39.00 Lakhs	No	Shree Shraddha Education And Charitable Trust	CSR00029026
2.	Education and cultural Activities	Yes	Gujarat	Ahmedabad	₹ 5.00 Lakhs	No	International Society for Krishna Consciousness (ISKCON)	CSR00005241
3.	Animal Welfare	Yes	MH	Raigarh	₹ 0.40 Lakhs	No	Bhutdaya Foundation	CSR00063128
<b>Total</b>					<b>₹ 44.40 Lakhs</b>			

- (d) Amount spent in Administrative Overheads: Not Applicable  
 (e) Amount spent on Impact Assessment, if applicable: Not Applicable  
 (f) Total amount spent for the Financial (8b + 8c + 8d + 8e): ₹ 44.40 Lakhs

<b>Sl. No</b>	<b>Particular</b>	<b>Amount</b>
(i)	Two percent of average net profit of the Company as per Section 135(5)	₹ 43.93 Lakhs
(ii)	Total amount spent for the Financial Year	₹ 44.40 Lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	₹ 0.47 Lakhs
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set-off in succeeding financial years [(iii) – (iv)]	₹ 0.47 Lakhs

**9. Details of Unspent CSR amount for the preceding three financial years**

<b>Sr. No.</b>	<b>Preceding Financial Year</b>	<b>Amount transferred to Unspent CSR Account under Section 135(6) (in ₹)</b>	<b>Amount spent in the reporting Financial Year (in ₹)</b>	<b>Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any.</b>			<b>Amount remaining to be spent in succeeding financial years (in ₹)</b>
				<b>Name of the Fund</b>	<b>Amount (in ₹)</b>	<b>Date of transfer</b>	
---- Not Applicable ---							

- 10. Whether any capital assets have been created or acquired through CSR amount spent in the financial year:** - No
- 11. Specify the reason(s), if the Company has failed to spend two percent of the average net profits as per Section135 (5):** - Not Applicable-

For and on behalf of the Board  
**Nandan Denim Limited**

Place: Ahmedabad  
Date: 27<sup>th</sup> May, 2024

**Giraj Mohan Sharma**  
Chairman of the CSR Committee  
DIN:01215950

**Jyotiprasad Chirpal**  
Managing Director and Member of CSR Committee  
DIN: 00155695

# Annexure C

**Information required under section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration) Rules, 2014**

- The ratio of the remuneration of each director to the median remuneration of the employees of the Company and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, during the financial year 2023-24 are given below:**

Name of Director(s)	Total Remuneration (in ₹ lakhs)	Ratio of Remuneration of Director to the Median Remuneration*	Percentage increase in remuneration*
<b>Executive Directors:</b>			
Mr. Jyotiprasad Chiripal	NIL	-	-
Mr. Shaktidan Gadhavi	6.90	4.75	6.65%
<b>Non-Executive Directors:</b>			
Ms. Falguni Vasavada * (Resigned w.e.f. 29/05/2023)	0.50	0.34	-
Ms. Nalini Nageswaran * (Appointed w.e.f. 30/05/2023)	1.50	1.03	-
Mr. Giraj Mohan Sharma	2.00	1.38	0
Mr. Kirit Joshi	2.00	1.38	100%
Mr. Rahul Mehta	1.50	1.03	200%
<b>Chief Executive Officer</b>			
Mr. Deepak Chiripal	120.00	-	42.86%
<b>Chief Financial Officer</b>			
Mr. Ashok Jain * (Resigned w.e.f. 29/05/2023)	8.02	-	-
Mr. Suresh Maheshwari * (Appointed w.e.f. 30/05/2023)	20.77	-	-
<b>Company Secretary</b>			
Ms. Renuka Upadhyay * (Resigned w.e.f. 04/09/2023)	7.00	-	-
Ms. Rinku Patel * (Appointed w.e.f. 09/11/2023)	1.97	-	-

**Notes:**

- Median remuneration for the financial year 2023-24 is ₹ 145392/-.
- The aforesaid details are calculated on the basis of remuneration for the financial year 2023-24.
- The remuneration of Non-Executive Directors includes sitting fees. The sitting fees mentioned is based on the number of meetings held and attended during the financial year 2023-24.
- \*Percentage increase in remuneration is not reported as they were holding Directorship/ KMP position for the part of financial year, thus remuneration is proportionately adjusted.
- Percentage increase in the median remuneration of all employees in the financial year 2023-24: -20.75%**
- Number of permanent employees on the rolls of the Company as on March 31, 2024: 2078**
- Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**  
Average increase for Key Managerial Personnel was 32.57% and for other employees was about -4.87%.
- Affirmation that the remuneration is as per the Nomination & Remuneration Policy of the Company:**  
It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Nomination & Remuneration Policy of the Company.

# **Annexure D**

## **FORM NO. MR-3**

### **SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2024

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

To,  
The Members,  
**NANDAN DENIM LIMITED**  
CIN: L51909GJ1994PLC022719

I/we have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices followed by **NANDAN DENIM 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 on that basis; we are expressing our opinion thereon.

Based on my/our verification of the records of **NANDAN DENIM LIMITED**, 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, I/We hereby report that in my/our opinion, the Company has, during the audit period covering **the financial year ended on 31<sup>st</sup> March 2024** complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliances mechanism in place to the extent , in the manner and subject to the reporting made hereinafter:

I/We have examined the books, papers, minute books, forms, and returns filed and record maintained by **NANDAN DENIM LIMITED (CIN: L51909GJ1994PLC022719)** for the financial year ended on 31.03.2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under; **Except Few E-Forms were filed with required late filing fees as per the provisions of the Companies Act, 2013.**
  - (ii) The Securities Contracts (Regulations) Act, 1956 ('SCRA') and the rules made there under;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulation made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - (v) The following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act') :-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(NO ESOS OR ESOPS WERE ISSUED DURING THE YEAR UNDER REVIEW)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**
  - (f) The Securities and Exchange Board of India (Registrar 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 FOR THE YEAR)**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; as applicable **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**
- (vi) The Management has identified and confirmed the Following laws as specifically applicable to the Company:-
1. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;

2. Acts as prescribed under Direct Tax and Indirect Tax;
3. Acts as prescribed under Shops and Establishment Act of various local authorities.
4. The Environment (Protection) Act, 1986, The Public Liability Insurance Act, 1991, The Water (Prevention and Control of Pollution) Act, 1974, The Air (Prevention and Control of Pollution) Act, 1981, The Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008

(Vi) No other major corporate events occurred during the year and various compliances made by the Company with applicable Laws, Rules, Regulations, Listing Agreements etc.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and as applicable to the Company have been adopted by passing requisite Board Resolutions and are complied with.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges.

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

**We further report that**

The Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non -Executives Directors, Independent Directors, and Woman Director. 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations, and guidelines.

**We further report that** during the audit period the company has not made any

- (I) Public/ Right/ Preferential issue of shares/ debentures/ sweat equity, etc.
- (II) Redemption/ buy-back of securities
- (III) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (IV) Foreign technical collaborations

**FOR J D KHATNANI & ASSOCIATES**  
PRACTICING COMPANY SECRETARIES

**(JAY D. KHATNANI)**

PROPRIETOR

ACS: 50727, COP: 18421

Peer Review No.1246/2021

FIRM REG. NO. S2018GJ620700

UDIN: A050727F000573458

Place: Ahmedabad

Date: 14<sup>th</sup> June, 2024

### **Securities Laws**

1. All Price Sensitive Information was informed to the stock exchanges from time to time.
2. All investors' complaints directly received by the RTA & Company is recorded and resolved.

### **Labour Laws**

1. All the premises and establishments have been registered with the appropriate authorities.
2. The Company has not employed any child labour/ Bonded labour in any of its establishments.
3. Provisions with relate to compliances of PF / Gratuity Act are applicable to Company.
4. The Company is regular in filing return of PF dues.
5. The Company is making payment of Gratuity to their Employees regularly when they become due and payable except dues which are under dispute.
6. The Company has framed a policy on prevention of Sexual Harassment of Women Employee at work place and also all preventive measure has been taken by the Company.

### **Environmental Laws**

1. The Company is not discharging the contaminated water at the public drains / rivers.
2. The Company has been disposing the hazardous waste as per applicable rules.

### **Taxation Laws**

1. The Company follows provisions of the taxation and Income Tax Act, 1961 and filing the returns with Income tax department and all other necessary departments.
2. The Company is normally making payment of TDS, GST, and other statutory payment with appropriate Authorities.

**FOR J D KHATNANI & ASSOCIATES  
PRACTICING COMPANY SECRETARIES**

**(JAY D. KHATNANI)**

PROPRIETOR

ACS: 50727, COP: 18421

Peer Review No.1246/2021

FIRM REG. NO. S2018GJ620700

UDIN: A050727F000573458

Place: Ahmedabad

Date: 14<sup>th</sup> June, 2024

To  
The Members,  
**NANDAN DENIM LIMITED**  
CIN: L51909GJ1994PLC022719  
SURVEY NO 198/1 203/2  
SAIJPUR GOPALPUR PIRANA ROAD,  
PIPEJ AHMEDABAD 382405 GUJARAT

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.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events.
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 and compliances done are on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. We have relied on Management Representation Letter provided by the Company before issuing this Report to the Company.

FOR **J D KHATNANI & ASSOCIATES**  
PRACTICING COMPANY SECRETARIES

**(JAY D. KHATNANI)**

PROPRIETOR

ACS: 50727, COP: 18421

Peer Review No.1246/2021

FIRM REG. NO. S2018GJ620700

UDIN: A050727F000573458

Place: Ahmedabad

Date: 14<sup>th</sup> June, 2024

# Annexure E

## FORM NO. AOC 2

[Pursuant to Clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Company (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: None
2. Details of material contracts / arrangements / transactions at arm's length basis:

<b>Name(s) of the related party / parties and nature of relationship</b>	<b>Nature of contracts / arrangements / transactions</b>	<b>Duration of contracts / arrangements / transactions</b>	<b>Salient terms of contracts / arrangements / transactions</b>	<b>Date(s) of approval by the Board</b>	<b>Amount paid as advances, if any</b>
Chiripal Industries Limited	<ul style="list-style-type: none"> <li>● Purchase, sale, supply of goods or materials</li> </ul>	-	At market price	29.05.2023	-
Nova Textiles Private Limited				04.08.2023	
Vishal Fabrics Limited				09.11.2023	
Chiripal Poly Films Limited				12.02.2024	
Shanti Exports Private Limited					
Chiripal Textile Mills Private Limited	<ul style="list-style-type: none"> <li>● Selling or otherwise disposing of or buying property of any kind or any capital asset</li> </ul>				
Vraj integrated Textile Park Limited	<ul style="list-style-type: none"> <li>● Giving on rent or leasing of property of any kind</li> </ul>				
CIL Nova Petrochemicals Ltd					
Nandan Terry Limited	<ul style="list-style-type: none"> <li>● Availing or rendering of services including job work</li> </ul>				
Shanti Educational Initiatives Limited					
Shanti Shirting Private Limited	<ul style="list-style-type: none"> <li>● Purchase or sale of investment</li> </ul>				
Dholi Spintex Private Limited	<ul style="list-style-type: none"> <li>● Electricity Expense and Commission Charges</li> </ul>				
Narol textile infrastructure & Enviro Management	<ul style="list-style-type: none"> <li>● Repairs and Maintenance and Other Charges</li> </ul>				
Hunkydory travel Private Limited	<ul style="list-style-type: none"> <li>● Tour &amp; Travels and Other Expenses</li> </ul>				

All related party transactions are in the ordinary course of business and on arm's length basis which are approved by Audit Committee of the Company.

**For and on behalf of the Board of Directors**

Place: Ahmedabad  
Date: June 17, 2024

**Jyotiprasad Chiripal**  
Managing Director  
(DIN: 00155695)

**Shaktidan Gadhwani**  
Whole Time Director  
(DIN: 09004587)

# Corporate Governance Report

Nandan Denim Limited (hereinafter referred to as 'Nandan' or 'the Company') believes in conducting its affairs in a fair, transparent, and professional manner, and maintaining good, ethical standards in its dealings with all its constituents. The Company's philosophy on corporate governance is based on the principles of integrity, fairness, equity, transparency, accountability, and commitment to values.

The Company is committed to following good corporate governance practices, such as having professional directors on the Board, adopting pragmatic policies and effective systems and procedures, and subjecting business processes to audits and checks, compliant with the required standards.

Corporate governance broadly refers to the mechanisms, processes, and relations by which the Company is controlled and directed. Corporate governance includes the processes through which the Company's objectives are set and pursued in the context of the social, regulatory, and market environments. Corporate governance mechanisms involve the monitoring of actions, policies, practices, and decisions of companies, their agents, and the affected stakeholders.

## • Board of Directors and Its Composition

As on March 31, 2024, the strength of the Board was six Directors. Of the six Directors, four (i.e. 67% percent) are Non-Executive Directors out of which four are Independent Directors. The Board Members consists of persons with professional expertise and experience in various fields of Textile, Marketing, Finance, Management, Accountancy, etc.

None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent

Directors serves as an Independent Director on more than seven Listed Companies. Necessary disclosures regarding Committee positions in other Public Companies as on March 31, 2024 has been made by the Directors. None of the Directors are related to each other.

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 along with rules framed thereunder. In terms of Regulation 25(8) of the SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from Independent Directors, the Board of Directors have confirmed that they meet the criteria of independence as mentioned under the SEBI Listing Regulations and that they are independent of management.

The meetings of the Board of Directors are generally held at the Corporate Office of the Company. Meetings are scheduled well in advance. The Board meets at regular intervals to review the quarterly performance and the financial results of the Company. The Members of the Board have access to all information on the Company and are free to recommend inclusion of any matter in the agenda for discussion. Senior Management persons are also invited to attend the Board meetings and provide clarifications as and when required. Four Board Meetings were held during the year under review and the gap between two meetings did not exceed one hundred and twenty days. The said meetings were held respectively on May 29, 2023; August 04, 2023; November 09, 2023; and February 12, 2024.

The necessary quorum was present for all the meetings.

The details of attendance of Directors at Board Meetings either in person or through video conference during the financial year 2023-24 and at the Annual General Meeting (AGM) of the Company are as reproduced below:

Name of Director	Board Meeting				Annual General Meeting
	2023		2024		2023
	May 29	August 04	November 09	February 12	August 28
Mr. Jyotiprasad Chirpal	Yes	Yes	Yes	Yes	Yes
Mr. Shaktidan Gadhavi	Yes	Yes	No	Yes	Yes
Mr. Giraj Mohan Sharma	Yes <sup>#</sup>	Yes <sup>#</sup>	Yes <sup>#</sup>	Yes <sup>#</sup>	Yes
Mr. Kirit Joshi	Yes	Yes	Yes	Yes	Yes
Mr. Rahul Mehta	No	Yes <sup>#</sup>	Yes <sup>#</sup>	Yes <sup>#</sup>	No
Ms. Falguni Vasavada <sup>@</sup>	Yes <sup>#</sup>	NA	NA	NA	NA
Ms. Nalini Nageswaran <sup>\$</sup>	NA	Yes	Yes	Yes <sup>#</sup>	Yes

\* NA – Not Applicable

# The Board Meeting was attended through video conferencing.

**Note:**

@ Ms. Falguni Vasavada has resigned as an Independent Director of the Company w.e.f. May 29, 2023.

§ Ms. Nalini Nageswaran has been appointed as an Independent Director w.e.f. May 30, 2023, has expertise/knowledge in the field of banking sector.

During FY 2024, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.

**Scheduling and selection of agenda items for Board Meetings:**

Dates of Board Meeting are decided well in advance. The Board Meetings are convened by giving appropriate notice after obtaining the approval of the Managing Director and the CEO. The Board meets at least once a quarter to review the results and other items on the agenda. Whenever necessary, additional meetings are held. In case of matters requiring urgent approval of the Board, resolutions are passed through circulation. The Company also provides video conferencing facility to its Directors to enable them to participate in the discussions held at the meetings, when it may not be possible for them to be physically present for the meeting.

The agenda of the Board Meetings is drafted by the Company Secretary along with explanatory notes in consultation with the Managing Director and CEO and these are distributed in advance to the Directors. All departments in the Company are advised to plan their functions well in advance with regard to matters requiring discussion or approval in the Board / Committee Meetings.

In the path of digitalization and with a view to ensure its commitment to Go Green Initiative of the Government, the Company circulates to its Directors, notes for Board / Committee Meetings through an E-mail.

All material information is circulated to the Directors before the meeting, including minimum information required to be made available to the Board as prescribed under Part A of Schedule II of SEBI Listing Regulations.

The Company Secretary attends all the Meetings of the Board and its Committees and is, inter alia, responsible for recording the minutes of such meetings. The draft minutes of the Board and its Committees are sent to the Members for their comments in accordance with the Secretarial Standards. Thereafter, the minutes are entered in Minutes Book within thirty days of conclusion of Meetings, subsequent to incorporation of comments, if any, received from Directors.

The Company adheres to the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Secretarial Standards and SEBI Listing Regulations with respect to convening and holding the Meetings of the Board of Directors, its Committees and General Meetings of the shareholders of the Company.

**Responsibilities of the Board of Directors:**

The Board has a variety of matters related to the operations of the Company for its consideration and decision, which includes reviewing corporate performance, ensuring adequate availability of financial resources and reporting to Shareholders.

The Board of Directors ensures that their other responsibilities do not materially impact their responsibility as Directors of the Company. The Company has not entered into any materially significant transactions with its Directors or their relatives etc. which affects the interest of the Company.

**Meeting of Independent Directors':**

The Independent Directors play an important role in deliberations at the Board Meetings and bring to the Company their wide experience in the fields of Textile, Technology, Management, Finance, Accountancy, etc.

Schedule IV of the Companies Act, 2013 and Secretarial Standard – 1 on Meetings of the Board of Directors mandates that the Independent Directors of the Company hold at least one meeting in a year, without the attendance of Non Independent Directors.

During the financial year 2023-24, the Independent Directors met on February 12, 2024 and following matters were, inter alia, reviewed and discussed in the meeting:

- Performance of Non-Independent Directors and the Board of Directors as a whole;
- Performance of the Chairman of the Company taking into consideration the views of Executive and Non-Executive Directors;
- Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**Tenure of Board of Directors:**

As per the provisions under section 152 of the Companies Act, 2013 and the Companies (Appointment and qualifications of Directors) Rules, 2014 as amended from time to time, every year one third (1/3) of the total strength of the Board, is liable to retire by rotation. The Directors, who are required to retire every year and if eligible, they qualify for re-appointment.

The tenure of Independent Directors is in accordance with Section 149(10) & (11) of the Companies Act, 2013.

**Non-Executive Directors with materially significant, pecuniary or business relationship with the Company:**

There has been no pecuniary or business relationship between the Non-Executive Directors and the Company, except for the sitting fees payable to them annually in accordance with the applicable laws and with the approval of shareholders. A declaration to this effect is also submitted by all the Directors at the beginning of each financial year.

**Directorship and Membership of Committees and Shareholding of Directors:****Board Membership**

- (i) Following is a table containing details of various listed entities where each board member is also a director, along with information about the category of directorship as on March 31, 2024:

Name of Director	Name of Listed Entities where the Person is a Director	Category of Directorship
Mr. Jyotiprasad Chirpal	Nandan Denim Limited CIL Nova Petrochemicals Limited	Executive - Managing Director Non-Executive - Non Independent Director-Chairperson
Mr. Giraj Mohan Sharma	Nandan Denim Limited	Non-Executive - Independent Director
Mr. Shaktidan Gadhavi	Nandan Denim Limited	Executive Wholetime Director
Mr. Kirit Joshi	Nandan Denim Limited	Non-Executive - Independent Director
Mr. Rahul Mehta	Nandan Denim Limited Kamadgiri Fashion Limited	Non-Executive - Independent Director Non-Executive - Independent Director
Ms. Nalini Nageswaran \$	Nandan Denim Limited	Non-Executive - Independent Director

\$ Ms. Nalini Nageswaran has been appointed as an Independent Director of the Company w.e.f. May 30, 2023.

- (ii) The names and categories of the Directors on the Board, name of other listed entities in which the Director is a Director and the number of Directorships and Committee Chairmanships / Memberships held by them in other Public Limited Companies as on March 31, 2024 are given herein below. Other Directorships do not include Directorships of Private Limited Companies, Foreign Companies and Companies registered under Section 8 of the Act. 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 / she is a Director. For the purpose of determination of limit of the Board Committees, Chairpersonship and Membership of the Audit Committee and Stakeholder's Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

Name of Director	Category	Relationship with each other	Directorships held in Listed Companies	Directorships held in other Public Companies	Committee Membership	Committee Chairmanship	No. of Shares Held as on March 31, 2024
Mr. Jyotiprasad Chirpal	Executive Managing Director	-	CIL Nova Petrochemicals Limited	6	4	0	18,90,000 (1.31%)
Mr. Giraj Mohan Sharma	Non Executive Independent Director	-	-	0	1	1	-
Mr. Shaktidan Gadhavi	Executive Whole Time Director	-	-	0	0	0	-
Mr. Kirit Joshi	Non Executive Independent Director	-	-	1	0	1	-
Mr. Rahul Mehta	Non Executive Independent Director	-	Kamadgiri Fashion Limited	1	2	0	-
Ms. Nalini Nageswaran \$	Non Executive Independent Director	-	-	0	2	0	-

**Note:**

\$ Ms. Nalini Nageswaran has been appointed as an Independent Director of the Company w.e.f. May 30, 2023.

**Changes in Board Structure**

During the year under review, based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors approved the appointment of:

The Board and shareholders approved the appointment of Ms. Nalini Nageswaran as Independent Director for tenure of five years commencing from May 30, 2023 till May 29, 2028.

The appointments and re-appointments were made keeping in mind proximity to seventy five years of age, in compliance with the requirements of SEBI Listing Regulations.

Ms. Falguni Vasavada has resigned as an Independent Director of the Company w.e.f. May 29, 2023.

**Changes in KMPs:**

Mr. Ashok Jain has resigned as a Chief Financial Officer of the Company w.e.f. May 29, 2023.

Ms. Renuka Upadhyay has resigned as a Company Secretary and Compliance Officer of the Company w.e.f. September 04, 2023.

Mr. Suresh Maheshwari has been appointed as a Chief Financial Officer of the Company w.e.f. May 30, 2023.

Ms. Rinku Patel has been appointed as a Company Secretary and Compliance Officer of the Company w.e.f. November 09, 2023

**Declarations:**

The Independent Directors have submitted declaration(s) that they meet the criteria of Independence laid down under the Companies Act, 2013 and SEBI Listing Regulations. The Independent Directors have also confirmed that they have registered themselves in the databank of persons offering to become Independent Directors.

The Board of Directors, based on the declaration(s) received from the Independent Directors, verified the disclosures and confirmed that the Independent Directors fulfil the conditions of independence specified in SEBI Listing Regulations. Based

on the intimations / disclosures received from the Directors, none of the Directors of the Company hold Memberships / Chairmanships in excess of the prescribed limits.

**Familiarisation Programme:**

The Company conducts familiarization programme for the Independent Directors to enable them to familiarize with the Company, its management and its operations so as to gain a clear understanding of their roles, rights and responsibilities for the purpose of contributing significantly towards the growth of the Company. They are given full opportunity to interact with senior management personnel and are provided with all the documents required and/or sought by them to have a good understanding of the Company, its business model and various operations and the industry of which it is a part. The initiatives undertaken by the Company in this respect has been disclosed on the website of the Company at <https://nandandenim.com/wp-content/uploads/2024/02/Familiarization-Programme.pdf>.

Quarterly updates on important changes in the regulatory environment is presented to the Board by the functional

heads. Apart from this, the statutory auditors present to the Audit Committee / Board, on regular intervals, on important regulatory changes while presenting the financial results.

**List of core skills/expertise/competencies identified by the board of directors as required in the context of its business(es) and sector(s)**

The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

<b>Financial</b>	Understanding the financial statements, financial controls, risk management, mergers and acquisitions, etc.
<b>Global Business</b>	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures and regulatory frameworks, and a board perspective on global market opportunities.
<b>Leadership</b>	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth.
<b>Technical</b>	Technical, professional skills and knowledge including legal and regulatory aspects.
<b>Board Service and Governance</b>	Service on a public company board to develop insights about maintaining board and management accountability, protecting shareholder interests, and observing appropriate governance practices.
<b>Sales and Marketing</b>	Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhance enterprise reputation

Sr. No.	Name of Director	Financial	Global Business	Leadership	Technical	Board Service and Governance	Sales and Marketing
1	Jyotiprasad Chiripal	✓	✓	✓	✓	✓	✓
2	Giraj Mohan Sharma	✓	✓	✓	✓	✓	✓
3	Falguni Vasavada @	✓	✓	✓	✓	✓	✓
4	Shaktidan Gadhavi	✓	X	✓	✓	✓	X
5	Kirit Joshi	✓	✓	✓	✓	✓	✓
6	Rahu Mehta	✓	✓	✓	✓	✓	✓
7	Nalini Nageswaran \$	✓	✓	✓	✓	✓	✓

@ Ms. Falguni Vasavada has resigned as an Independent Director of the Company w.e.f. May 29, 2023.

\$ Ms. Nalini Nageswaran has been appointed as an Independent Director w.e.f. May 30, 2023.

Board of Directors hereby confirm, in the opinion of the Board, that the Independent Directors fulfil the conditions specified in LODR regulations and are independent of the management.

- Committees of The Board**

The Board has constituted various Committees with specific terms of reference in line with the provisions of SEBI Listing Regulations; Companies Act, 2013 and Rules issued thereunder. The Board periodically reviews the composition and terms of reference of its Committees in order to comply with any amendments / modifications to the provisions relating to composition of Committees. During the year, the Board of Directors have, inter alia, revised the terms of reference of Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee of the Board of Directors of the Company in view of the amendments to SEBI Listing Regulations by way of notification of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2021 and amendments to the Companies Act, 2013.

### Audit Committee

The Company has an adequately qualified Audit Committee and its composition meets the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulation, 2015. The quorum of the said Audit Committee Meetings is 2 (Two) members or one third (1/3) of the members of the Audit Committee, whichever is greater, with at least two independent directors. The Audit Committee met four times during the financial year 2023-24. The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year 2023-24 are detailed below:

During the year under review, four meetings of the Audit Committee were held on May 29, 2023; August 04, 2023; November 09, 2023; and February 12, 2024 respectively.

Name of Members	Category	Number of Meetings attended during the year
Mr. Giraj Mohan Sharma	Member – Non-Executive Independent Director	4
Mr. Jyotiprasad Chirpal	Member – Executive Promoter Director	4
Ms. Falguni Vasavada @	Member – Non-Executive Independent Director	1
Mr. Kirit Joshi	Chairperson – Non-Executive Independent Director	4
Ms. Nalini Nageswaran \$	Member – Non-Executive Independent Director	3

**Note:**

@ Ms. Falguni Vasavada has resigned as an Independent Director of the Company w.e.f. May 29, 2023 and ceased to act as Member of the Committee.

\$ Ms. Nalini Nageswaran has been appointed as an Independent Director of the Company w.e.f. May 30, 2023 and she has given consent to act as Member of Audit Committee w.e.f May 30, 2023.

The Company Secretary acts as the Secretary to the Committee.

The Chief Executive Officer and Chief Financial Officer are invitees to the meetings of the Committee. All the members of the Audit Committee are financially literate and have accounting and related financial management expertise.

The terms of reference of Audit Committee, as approved by the Board and amended from time to time, includes the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Reviewing with the management quarterly, half-yearly, nine months and annual financial statements, standalone as well as consolidated, before submission to the Board for approval;
3. Reviewing the Management Discussion and Analysis of the financial condition and results of operations;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report as per Sec 134(3)(c) of the Companies Act, 2013;
  - b. Changes in the Accounting policies and practices and the reasons for the same, major accounting entries involving estimates based on the exercise of judgment by management and significant adjustments made in the financial statements arising out of audit findings;
  - c. Compliance with listing and other legal requirements relating to financial statements;
  - d. Disclosure of any related party transactions; and
  - e. Modified opinion(s) in the draft audit report, if any.
5. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, fixing of audit fees and approving payments for any other service;
7. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
8. Reviewing management letters/letters of internal control weaknesses issued by the statutory auditors and ensuring suitable follow-up thereon;
9. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
10. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
11. Reviewing the appointment, removal and terms of remuneration of the Internal Auditors of the Company;
12. Formulating in consultation with the Internal Auditors, the scope, functioning, periodicity and methodology for conducting the internal audit;
13. Evaluating the internal financial controls and risk management policies system of the Company;
14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
15. Review of internal audit reports relating to internal control weaknesses and discuss with internal auditors any significant findings and follow-up thereon;
16. Reviewing the internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
17. Review and comment upon the report made by the statutory auditors (before submission to the Central Government) with regard to any offence involving fraud committed against the Company by its officers/employees;
18. Approval or any subsequent modification of transactions of the company with related parties;
19. Reviewing the statements of significant related party transactions submitted by the management;
20. Reviewing and scrutinizing the inter-corporate loans and investments;
21. Review of the Whistle Blower mechanism of the Company as per the Whistle Blower Policy and overseeing the functioning of the same;
22. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
23. Approving the auditors (appointed under the Companies Act, 2013) to render any service other than consulting and specialized services along with approval of payment to statutory auditors for the same;
24. Recommending to the Board of Directors, the appointment, remuneration and terms of appointment of Cost Auditor for the Company;
25. Review the cost audit report submitted by the cost auditor on audit of cost records, before submission to the Board for approval;
26. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
27. Looking into reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any;
28. Review and approve, policy on materiality of related party transactions and also dealing with related party transactions;
29. Review compliance with provisions of Securities Exchange Board of India (Prevention of Insider Trading) Regulation,2015 (including any amendment or modification from time to time) at least once in a financial year and shall verify that the systems for internal controls for ensuring compliance to these Regulations, are adequate and are operating effectively; and
30. Such other activities as the Board of Directors may determine from time to time.

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee met four times during the financial year 2023-24. The composition of the

Stakeholders Relationship Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year 2023-24 are detailed below:

During the year under review, four meetings of the Stakeholders Relationship Committee were held on May 29, 2023; August 04, 2023; November 09, 2023; and February 12, 2024 respectively.

Name of Members	Category	Number of Meetings attended during the year
Mr. Giraj Mohan Sharma	Chairperson – Non Executive Independent Director	4
Mr. Jyotiprasad Chirpal	Member – Executive Promoter Director	4
Ms. Falguni Vasavada @	Member – Non Executive Independent Director	1
Ms. Nalini Nageswaran \$	Member – Non Executive Independent Director	3

#### Note:

@ Ms. Falguni Vasavada has resigned as an Independent Director of the Company w.e.f. May 29, 2023 and ceased to act as Member of the Committee.

\$ Ms. Nalini Nageswaran has been appointed as an Independent Director of the Company w.e.f. May 30, 2023 and she has given consent to act as Member of Stakeholders Relationship Committee w.e.f May 30, 2023.

The Company Secretary acts as the Secretary to the Committee. Ms. Rinku Patel, Company Secretary, is the Compliance Officer in accordance with Regulation 6 of Listing Regulations.

The Chief Executive Officer and Chief Financial Officer are invitees to the meetings of the Committee.

The terms of reference of Stakeholders Relationship Committee, as approved by the Board and amended from time to time, includes the following:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc;
2. Review of measures taken for effective exercise of voting rights by shareholders;

3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
5. Review of matters relating to unclaimed equity shares and dividend transferred to Investor Education and Protection Fund (IEPF) pursuant to the IEPF Rules.
6. Such other activities as the Board of Directors may determine from time to time.

Details relating to the number of complaints received and redressed during the financial year 2023-24 are asunder:

Nature of complaints received	Number of complaints received	Number of complaints redressed	Number of pending complaints
Non-receipt of dividend	0	0	0
Non-receipt of Annual Report	0	0	0
Dematerialization of securities	0	0	0
Others	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

Nature of complaints in the category "Others" include transfer of shares, transmission of shares, change in signatures, loss of shares and non-receipt of shares after split, etc.

#### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee met two times during the financial year 2023-24. The composition of the Corporate Social Responsibility Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year 2023-24 are detailed below:

During the year under review, two meetings of the Corporate Social Responsibility Committee was held on May 29, 2023 and February 12, 2024.

Name of Members	Category	Number of Meetings attended during the year
Mr. Giraj Mohan Sharma	Chairperson – Non Executive Independent Director	2
Mr. Jyotiprasad Chirpal	Member – Executive Promoter Director	2
Mr. Shaktidan Gadhavi	Member – Executive Director	2

The Company Secretary acts as the Secretary to the Committee.

The Chief Executive Officer and Chief Financial Officer are invitees to the meetings of the Committee.

The terms of reference of Corporate Social Responsibility Committee, as approved by the Board and amended from time to time, includes the following:

1. Recommend the amount of expenditure to be incurred on the activities;
2. Monitor implementation and adherence to the CSR Policy of the Company from time to time;
3. Prepare a transparent monitoring mechanism for ensuring implementation of the projects/programmes/activities proposed to be undertaken by the Company; and
4. Such other activities as the Board of Directors may determine from time to time.

The details of the CSR initiatives as per the CSR Policy of the Company forms part of the CSR Section in the Annual Report. The CSR Policy of the Company has been uploaded on the Company's website and can be accessed at: <https://nandandenim.com/wp-content/uploads/2024/07/Corporate-Social-Responsibility-Policy.pdf>

## **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee met four times during the financial year 2023-24. The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year 2023-24 are detailed below:

During the year under review, four meetings of the Nomination and Remuneration Committee were held on May 29, 2023, August 04, 2023, November 09, 2023 and February 12, 2024 respectively.

Name of Members	Category	Number of Meetings attended during the year
Mr. Kirit Joshi	Chairperson – Non-Executive Independent Director	4
Mr. Giraj Mohan Sharma	Member – Non-Executive Independent Director	4
Ms. Falguni Vasavada @	Member – Non-Executive Independent Director	1
Ms. Nalini Nageswaran \$	Member – Non-Executive Independent Director	3

### **Note :-**

@ Ms. Falguni Vasavada has resigned as an Independent Director of the Company w.e.f. May 29, 2023 and ceased to act as Member of the Committee.

\$ Ms. Nalini Nageswaran has been appointed as an Independent Director of the Company w.e.f. May 30, 2023 and she has given consent to act as Member of Nomination and Remuneration Committee w.e.f May 30, 2023.

The Company Secretary acts as the Secretary to the Committee.

The Managing Director, Chief Executive Officer and Chief Financial Officer are invitees to the meetings of the Committee.

The terms of reference of Nomination and Remuneration Committee, as approved by the Board and amended from time to time, includes the following:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management positions in accordance with the criteria laid down, recommend to the Board their appointment and removal.
2. To determine whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
3. To specify the manner for effective evaluation of Board, its Committees and individual directors to be carried out either by the Board, by the Committee

or by an independent external agency and review its implementation and compliance.

4. Devising a Policy on Board Diversity.
5. Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
6. To recommend a Policy to the Board relating to the remuneration for the Directors, KMP and other employees, for its approval.
7. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
8. To recommend to the Board remuneration proposed to be paid, to Executive Directors, Nonexecutive Directors (other than Independent Directors), Whole-time Key Managerial Personnel and Senior Management, with proper justification for such remuneration.
9. To seek information from management and have full access to the Company's records relevant to its functioning in discharge of its obligations.
10. To make recommendations to the Board on any matter within its purview, by passing appropriate resolutions.
11. To recommend the Board, all remuneration, in whatever form, payable to senior management.
12. To undertake related activities, functions and duties as the Board of Directors may from time to time, after deliberations, prescribe or as may be required to be undertaken in terms of any statutory or regulatory provisions.

On the recommendation of the Nomination and Remuneration Committee, the Board has, inter alia, approved the following evaluation criteria for the Independent Directors:

- Participation in Board in terms of adequacy (time & content);
- Contribution at meetings;
- Guidance / support to Management outside Board / Committee meetings;
- Fulfilment of functions;
- Independent views and judgement.

During the year under review, the Board of Directors amended the Nomination and Remuneration Policy to bring it in line with the amendments to Section 178 of Companies Act, 2013 and Listing Regulations. The Nomination and Remuneration Policy of the Company has been uploaded on the Company's website and can be accessed at: <https://nandandenim.com/wp-content/uploads/2024/07/Nomination-Remuneration-Policy.pdf>

#### **The salient features of the Nomination and Remuneration Policy and changes therein, are as follows:**

The Nomination and Remuneration Policy of the Company has been formulated in accordance with the Companies Act, 2013 and Listing Regulations and outlines the role of the Nomination and Remuneration Committee, inter alia, for determining the criteria for Board membership, approve, recommend compensation packages and policies for Directors

and Senior Management and lay down the effective manner of performance evaluation of the Board, its Committees and individual Directors. In accordance with the Policy, the responsibilities of Nomination and Remuneration Committee, inter alia, include:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Managing Director/ Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

#### **Remuneration to Executive Director, Kmp and Senior Management:**

##### **1. Fixed pay:**

Executive 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 in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

##### **2. Variable pay:**

Certain portion or additional pay can be linked to KPI and paid to the Designated Person so covered & as approved by Board/ committee or Managing Director as per authorization from Board.

##### **3. Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

**4. Provisions for excess remuneration:**

If any Executive Director, KMP and Senior Management draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**REMUNERATION TO NON-EXECUTIVE / INDEPENDENT DIRECTOR:**

**1. Remuneration / Commission:**

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

**2. Sitting Fees:**

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

The remuneration paid / payable to each Director for the financial year ended March 31, 2024 is as under:

Name of Directors	Tenure upto	No. of equity shares held by Directors as on March 31, 2024	Remuneration for the financial year ended March 31, 2024 (₹ In Lakhs)		
			Sitting Fees	Salary and Perquisites	Total
Mr. Jyotiprasad Chirpal	31.05.2027	18,90,000	-	-	-
Mr. Shaktidan Gadhavi	13.08.2024	-	-	6.90	6.90
Mr. Giraj Mohan Sharma	28.09.2025	-	2.00	-	2.00
Mr. Kirit Joshi	12.08.2027	-	2.00	-	2.00
Mr. Rahul Mehta	12.08.2027	-	1.50	-	1.50
Ms. Falguni Vasavada @	NA	-	0.50	-	0.50
Ms. Nalini Nageswaran \$	29.05.2028		1.50		1.50

**Notes:**

@ Ms. Falguni Vasavada has resigned as an Independent Director of the Company w.e.f. May 29, 2023.

\$ Ms. Nalini Nageswaran has been appointed as an Independent Director of the Company w.e.f. May 30, 2023.

- No commission has been paid to Executive and Non-Executive Directors (including Independent Directors) during the year ended March 31, 2024;
- There is no provision for payment of severance fees and no performance linked incentives are paid to any Director. The tenure of office of the Managing Director / Executive Director is for five years from their respective dates of appointments. The notice period of Managing Director / Executive Director is governed by service rules of the Company;
- None of the Directors hold any stock options and convertible instruments in the Company;
- The Non-Executive Directors on the Company's Board, apart from receiving sitting fees do not have any other

**3. Limit of Remuneration /Commission:**

Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

**4. Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

**Remuneration of Directors**

The remuneration of the Executive Directors is decided by the Board based on the recommendations of the Nomination and Remuneration Committee of the Company, within the limits fixed and approved by the shareholders at the general meeting. The remuneration of the Non-Executive Directors comprises of sitting fees and commission, if any. The Non-Executive Independent Directors are paid sitting fees of ₹ 50,000/- for each meeting of the Board, Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee attended by them and reimbursement of expenses towards attending the fees.

pecuniary relationship or transactions vis-à-vis the Company. The details of remuneration paid to Directors have also been disclosed under the heading 'Related Party Disclosures' of Notes to Financial Statement.

The other details about Independent Directors, Remuneration Policy, Performance Evaluation Criteria and Remuneration of Directors have also been provided in the Board's Report forming part of this Annual Report.

**Senior Management**

There were no changes in the senior management since the closure of the previous Financial year.

## Risk Management Committee

The Risk Management Committee has been constituted by the Board to carry out a number of responsibility of the Risk Management and monitoring and reviewing of the risk management plan.

During the year under review, two meetings of the Risk Management Committee were held on November 09, 2023 and February 12, 2024 respectively.

Name of Members	Category	Number of Meetings attended during the year
Mr. Jyotiprasad Chiripal	Chairperson – Executive Promoter Director	2
Mr. Shaktidan Gadhavi	Member – Executive Director	1
Ms. Falguni Vasavada @	Member – Non-Executive Independent Director	-
Ms. Nalini Nageswaran \$	Member – Non-Executive Independent Director	2

@ Ms. Falguni Vasavada has resigned as an Independent Director of the Company w.e.f. May 29, 2023 and ceased to act as Member of the Committee.

\$ Ms. Nalini Nageswaran has been appointed as an Independent Director of the Company w.e.f. May 30, 2023 and she has given consent to act as Member of Risk Management Committee w.e.f May 30, 2023.

The Company Secretary acts as the Secretary to the Committee.

The Chief Executive Officer and Chief Financial Officer are invitees to the meetings of the Committee.

The terms of reference of Risk Management Committee, as approved by the Board and amended from time to time, includes the following:

- The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.
- The role of the Risk Management Committee includes (a) establishing a framework for identification of internal and external risks specifically faced by the Company,

including financial, operational, sectoral, sustainability (particularly ESG related), information, and cyber security risks, or any other risks, as may be determined by the committee, (b) implementing measures for risk mitigation including systems and processes for internal control of identified risks, (c) developing a business continuity plan and other functions.

- Monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- Assisting the Board in effective operation of the risk management systems by performing specialized analyses and quality reviews;
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company

[nandandenim.com/wp-content/uploads/2023/07/Related-Party-Transaction-Policy.pdf](http://nandandenim.com/wp-content/uploads/2023/07/Related-Party-Transaction-Policy.pdf)

**Material Subsidiaries:** The Company does not have a material subsidiary as defined under Regulation 16(1)(c) SEBI (LODR) Regulations, 2015.

Further, no loans and advances in the nature of loans to firms/companies in which directors are interested was given by the Company and its subsidiaries.

## Recommendations of Committee(s) of the Board of Directors

During the year, all recommendations of Committee(s) of the Board of Directors, which are mandatorily required, were accepted by the Board.

### Disclosures:

#### Related Party Transactions:

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015 during the financial year were in the ordinary course of business and on arm's length basis. There were materially significant transactions with the related parties during the financial year that may have potential conflict with the interests of the Company at large and for that Company is in process to sought approval of members under requisite provisions of the Companies Act, 2013 and LODR. Related party transactions have been disclosed in Note 38 to the financial statements. A statement in summary form of transactions with related parties in the ordinary course of business and arm's length basis is periodically placed before the Audit Committee for its review. Related party transactions policy is available on the Company's website at <https://>

### Performance Evaluation Criteria

The Nomination and Remuneration Committee lays down the criteria for performance evaluation of Directors. In accordance with the provisions of SEBI Listing Regulations and the Act, the performance evaluation of the individual Directors shall be done by the entire Board of Directors, subject to the condition that the Director who is subject to evaluation should not participate. The criteria for performance evaluation covers parameters such as decision taken in the interest of the organization objectively; assisting the Company in implementing the Corporate Governance; monitoring performance of organization based on agreed goals & financial performance; fulfilment of the independence criteria

as prescribed and their independence from the management; and active participation in the affairs of the Company as Board / Committee Members.

### **CEO / CFO Certification**

Pursuant to Regulation 17(8) of the Listing Regulations, the CEO / CFO certificate for the financial year 2023-24 signed by Mr. Deepak Chiripal, CEO and Mr. Suresh Maheshwari, CFO was placed before the Board of Directors of the Company at their meeting held on May 27, 2024 and is annexed to this Report.

### **Compliance Certificate On Corporate Governance**

As required by Schedule V of the Listing Regulations, the Auditors Certificate on Corporate Governance is annexed to this Report.

### **General Body Meetings**

Details of last three AGM and summary of Special Resolutions passed therein, if any, are as under:

<b>Financial Year</b>	<b>Day and Date</b>	<b>Time</b>	<b>Location</b>	<b>No. of Special Resolutions set out at the AGM</b>
2022-23	Monday, August 28, 2023	03.00 p.m.	Conducted through video conferencing/Other Audio Visual Means.	1
2021-22	Friday, September 30, 2022	03.00 p.m.	Conducted through video conferencing/Other Audio Visual Means.	3
2020-21	Thursday, September 30, 2021	03.00 p.m.	Conducted through video conferencing/Other Audio Visual Means.	2

### **Other Disclosures:**

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

Pursuant to Section 177(9) and (10) of the Act and Regulation 22 of the Listing Regulations, the Company has formulated a Whistle Blower Policy for the vigil mechanism of directors and employees to report to management about unethical behaviour, fraud, or violation of the Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and directors who use such mechanisms and makes provisions for direct access to the chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. This policy is available on the Company's website at <https://nandandenim.com/wp-content/uploads/2023/07/Whistle-Blower-Policy.pdf>

### **Compliance With Regulation 26(6)**

In accordance with the provisions of Regulation 26(6) of the SEBI Listing Regulations, the Key Managerial Personnel, Director(s) and Promoter(s) of the Company have affirmed that they have not entered into any agreement for themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

### **Details of Non Compliance by The Company, Penalties, Strictures Imposed on The Company By Stock Exchange or Sebi or any Statutory Authority on any Matter Related to Capital Markets During The Last Three Years**

The Company has complied with all the requirements of the Stock Exchanges and SEBI on matters relating to Capital Markets except following late submissions to stock exchanges under various regulations of SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, for which respective penalties were paid by Company:

<b>Regulation of SEBI(LODR), 2015</b>	<b>Particulars</b>	<b>Notice of exchanges</b>	<b>Amount of penalty in Rupees</b>
Regulation 23 (9)	Late submission of Related party transactions within fifteen days from the date of publication of financial results for the half yearly ended on 31 March 2022	BSE notices dated 14 July 2022	82600
Regulation 31	Late submission of shareholding pattern for the quarter ended on 30 <sup>th</sup> Sep 2022 within twenty one days from the end of each quarter	BSE notices dated 29 Dec 2022	16520
Regulation 27(2)	Late submission of quarterly compliance report on corporate governance within 21 days from for the quarter ended on 30 <sup>th</sup> September 2022	BSE notices dated 29 Dec 2022	16520

Regulation of SEBI(LODR), 2015	Particulars	Notice of exchanges	Amount of penalty in Rupees
Regulation 23 (9)	Late submission of Related party transactions within fifteen days from the date of publication of financial results for the half yearly ended on 31 March 2022	NSE notices dated 14 July 2022	88500
Regulation 31	Late submission of shareholding pattern for the quarter ended on 30 <sup>th</sup> Sep 2022 within twenty one days from the end of each quarter	NSE notices dated 30 Nov 2022	16520
Regulation 27(2)	Late submission of quarterly compliance report on corporate governance within 21 days from for the quarter ended on 30 <sup>th</sup> September 2022	NSE notices dated 30 Nov 2022	16520

**SEBI had issued Administrative warning letter to the Company on June 19, 2024 regarding non-compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The Risk Management Committee meeting could not be held within 180 days of the previous Risk Management Committee meeting. The Company has held two consecutive meetings of Risk Management Committee on March 29, 2023 and November 09, 2023, the gap of 225 days between the said meetings is not in line with the provisions of Regulation 21(3C) of the SEBI (LODR) Regulations, 2015. In this connection SEBI has issued a letter no. SEBI/HO/CFD/SEC1/OW/P/2024/20153/1 dated June 19, 2024 advising the Company to ensure compliance with all applicable provisions of SEBI Regulations.

Explanations of the Company to the SEBI and Stock Exchanges: The said non-compliance was happened due to resignation of Company Secretary and Compliance Officer of the Company, the Risk Management Committee meeting could not have been conducted within due time mentioned in Regulation 21 (3C) of the SEBI (LODR) Regulations, 2015 at that time.

**Details of Preferential Allotment or Qualified Institutional Placement as Specified Under Regulation 32(7a) Of The Listing Regulations**

The Company has not raised funds through preferential allotment or qualified institutional placement.

**List of All Credit Ratings Obtained by The Entity Along With any Revisions Thereto During The Relevant Financial Year For All Debt Instruments Of Such Entity or Any Fixed Deposit Programme or any Scheme or Proposal of The Listed Entity Involving Mobilization of Funds, Whether in India or Abroad are as Under:**

Details of Credit Rating have been included as part of Boards' Report.

**Secretarial Compliance Report**

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019. & NSE Circular Ref No: NSE/CML/ 2023/30 dated April 10, 2023 read with Regulation 24(A) of the SEBI Listing Regulations, directed listed entities to conduct Annual

Secretarial Compliance Audit from Practicing Company Secretary of all applicable SEBI Regulations and circulars / guidelines issued thereunder. The said Secretarial Compliance Report is in addition to the Secretarial Audit Report by Practicing Company Secretaries under Form MR-3 and is required to be submitted to Stock Exchanges within 60 days of the end of financial year.

The Company has engaged the services of M/s J D Khatnani & Associates, Practicing Company Secretary for providing this certification.

**Certificate from Practising Company Secretary**

Certificate as required under Part C of Schedule V of Listing Regulations, received from Mr. Jay Khatnani (CP No. 18421), Proprietor of M/s J D Khatnani & Associates, Practicing Company Secretary, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

**Subsidiary Company/IES:**

The Company does not have any Subsidiary Company in terms of Regulation 16 of SEBI Listing Regulations.

**Disclosure Relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013**

The Company has in place, an effective mechanism for dealing with complaints relating to sexual harassment at workplace. The details relating to the number of complaints received and disposed of during the financial year 2023-24 are as under:

Particulars	No. of Complaints
Filed during the year	NIL
Disposed off during the year	NIL
Pending at the end of year	NIL

**Code of Conduct:**

The Company has adopted a Code of Conduct for all employees including the members of the Board and Senior Management Personnel. All members of the Board and Senior Management Personnel have affirmed compliance with the said Code of Conduct for the financial year 2023-24. The declaration to this effect signed by Mr. Deepak Chiripal – Chief Executive Officer of the Company forms part of this Report.

**Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons:**

SEBI notified several amendments to SEBI Insider Trading Regulations pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which were effective from April 1, 2019.

Pursuant to the amendment, the Company has adopted a Code of Conduct to regulate, monitor and report trading by Designated Persons (Insider Trading Code) under Securities and Exchange Board of India (Prohibition of Insider Trading Regulations).

The Code of Conduct to regulate, monitor and report trading by Designated Persons, Code of Fair Disclosure & Conduct have been uploaded on website of the Company.

All compliances relating to Code of Conduct for Prevention of Insider Trading are being managed through regular intimation on opening and closing window and time to time presentation of these codes. This code lays down guidelines advising the management, staff and other connected persons, on procedures to be followed and disclosures to be made by them while dealing with the shares of NDL, and while handling any unpublished price sensitive information, cautioning them of the consequences of violations.

**Resignation of Independent Directors:**

- (i) Ms. Falguni Vasavada has resigned as an Independent Director of the Company w.e.f. May 29, 2023.

**Detailed reasons for the resignation of an independent director**

During the year, Ms. Falguni Vasavada has resigned as an Independent Director of the Company w.e.f. May 29, 2023 who resigns before the expiry of her tenure. The reason of her resignation was preoccupations and confirmed that there were no other material reasons for her resignation as an Independent Director.

**Adoption of Discretionary Requirements**

The Company has complied with all mandatory requirements of Regulation 34 of the SEBI Listing Regulations. The Company has adopted the following discretionary requirements of the SEBI Listing Regulations:

1. Shareholders Rights – Yearly financial statements / Annual Reports are sent electronically to all shareholders possessing email ids every year. The same is also uploaded on the Company's website [www.nandandenim.com](http://www.nandandenim.com).
2. Modified opinion(s) in Audit Report – The Auditors have expressed an unmodified opinion on the financial statements of the Company.
3. Separate posts of Chairman and CEO – Separate persons have been appointed by the Company to the post of Chairman and CEO.
4. Reporting of Internal Auditors – The Internal Auditors of the Company report directly to the Audit Committee.

**MEANS OF COMMUNICATION:****Quarterly Results**

The quarterly financial results are normally published in edition of Financial Express (Gujarati) and The Indian Express (English) newspapers. Details of publication of financial results for the year under review are given below:

Description	Date
Unaudited Financial Results for the quarter ended June 30, 2023	August 04, 2023
Unaudited Financial Results for the quarter/ half year ended September 30, 2023	November 09, 2023
Unaudited Financial Results for the quarter/ nine months ended December 31, 2023	February 12, 2023
Audited Financial Results for the quarter/ financial year ended March 31, 2024	May 27, 2024

Quarterly / half yearly / nine months / annual results, notices and information relating to General Meetings, etc. are published in leading English newspapers viz. Indian Express, Business Standard, etc. and Gujarati newspapers viz. Financial Express, Jai Hind, etc. They are also notified to the stock exchanges as required under the Listing Regulations and other communications to shareholders and stock exchanges, inter alia, presentations to institutional investors & analysts, press releases, etc. are made available in the Company's website [www.nandandenim.com](http://www.nandandenim.com) under 'Investors' section.

**Annual Report**

Annual Report for FY 2023-24 containing inter-alia, audited Financial Statements, Directors' Report (including Management Discussion & Analysis, Corporate Governance Report) was sent via email to all shareholders who have provided their email ids and is also available at the Company's website at [www.nandandenim.com](http://www.nandandenim.com)

**Communication to shareholders on email**

Documents like Notices, Annual Report, ECS advices for dividends, etc. are sent to the shareholders at their email address, as registered with their Depository Participants/ Company/ Registrar and Transfer Agents (RTA). This helps in prompt delivery of document, reduce paper consumption, save trees and avoid loss of documents in transit. The

Company proposes to send documents like Shareholders Meeting Notice/ other Notices, Audited Financial Statements, Directors' Report, Auditor's Report or any other document, to its members in electronic form at the email address provided by them and/or made available to the Company by their depositories. Members who have not yet registered their email id (including those who wish to change their already registered email id) may get the same registered/ updated with their depositories for future correspondence.

### **News Releases and Presentations**

Official press releases, presentations made to the media, analysts, institutional investors, etc. are displayed on the Company's website [www.nandandenim.com](http://www.nandandenim.com)

### **Website**

The Company's website [www.nandandenim.com](http://www.nandandenim.com) contains a separate section 'Investors' for use of investors. The quarterly, half yearly and annual financial results, official news releases and presentations made to institutional investors and to analysts are promptly and prominently displayed on the website. Annual Reports, Quarterly Corporate Governance Report, Shareholding Pattern and other Corporate Communications made to the Stock Exchanges are also available on the website. Financial Statements of subsidiary companies are also posted on the website.

### **NEAPS (NSE Electronic Application Processing System) and BSE Corporate Compliance & Listing Centre**

NSE and BSE have developed web-based applications for corporates. All compliances like financial results, Shareholding Pattern and Corporate Governance Report, etc. are filed electronically on NEAPS/ BSE Listing centre.

### **ODR/ SCORES**

SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal <https://smartodr.in/login>

### **Exclusive email ID for investors**

The Company has designated an email id [cs.ndl@chiripalgroup.com](mailto:cs.ndl@chiripalgroup.com) exclusively for investor servicing, and the same is prominently displayed on the Company's website [www.nandandenim.com](http://www.nandandenim.com).

### **Arbitration Mechanism**

SEBI has issued a circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/76 on May 30, 2022, regarding Standard Operating Procedures (SOP) for dispute resolution under the Stock Exchange arbitration mechanism for disputes between a Listed Company and/or Registrars to an Issue and Share Transfer Agents (RTAs) and its Shareholder(s)/ Investor(s). This information along with SEBI circular is uploaded on the website of the Company at [www.nandandenim.com](http://www.nandandenim.com) for the shareholders' information and reference.

### **Investor Relations**

Investor Relations (IR) at Nandan Denim is aimed at two way communication of information and insights between the Company and the investment community. This process enables a full appreciation of the Company's business activities, strategy and prospects and allows the market to make an informed judgement about the Company.

The Company arranges investor meetings, updates and calls to ensure timely communication, thereby keeping stakeholders updated with financial performance and material business events. Inputs and feedback from the investor community is given due consideration and factored into future plans and strategies. The Company hosts meetings with institutional investors at its office on request and also arranges conference calls with those who are unable to travel.

A conference call is organized after declaration of the quarterly financial results and this is used to answer questions and provide clarifications to investors and analysts. The Company hosts con call through brokerage houses so as to provide a free and equitable forum for dissemination of information. It interacts with all types of funds and investors throughout the country in order to have a diversified shareholder base both in terms of geographical location and investment horizon.

Updates on investor relations are available on the website of the Company [www.nandandenim.com](http://www.nandandenim.com).

### **Reminders to shareholders**

Reminders were sent to shareholders for KYC updation/ dematerialisation of shares/updating PAN and Bank Account details and claiming unpaid / unclaimed dividends lying with the Company which are liable to be transferred to the Investor Education and Protection Fund Authority.

### **Fees paid to Statutory Auditor**

Fees for all services paid by the Company to Statutory Auditors of the Company during the year ended March 31, 2024 is as follows:

Particulars	Amount in lakhs (excluding taxes)
Fees for audit and related services	16.00
Other fees	1.50
Fees paid to network entities	0.00
<b>Total</b>	<b>17.50</b>

### **General Shareholder Information**

The Company is registered in Gujarat, India. The Corporate Identification Number (CIN) allotted by Ministry of Corporate Affairs (MCA) is L51909GJ1994PLC022719.

### **Date, Time and Venue of the Annual General Meeting**

Friday, September 06, 2024 at 03:00 pm through Video Conferencing / Other Audio Visual Means as set out in the Notice convening the Annual General Meeting.

### **Financial Year**

The financial year covers the period from 1<sup>st</sup> April to 31<sup>st</sup> March.

**Dividend**

No dividend has been recommended for the year 2023-24

**Book Closure**

The Company's Register of Members and Share Transfer Books will remain closed from Saturday, August 31, 2024 to Friday, September 06, 2024 (both days inclusive).

**Electronic Clearing Service:**

The Company provides the facility of payment of dividend to the shareholders by directly crediting the dividend amount to the shareholder's Bank Account. Members are therefore urged to avail of this facility to ensure safe and speedy credit of their dividend into their Bank Account through the Banks' Automated Clearing House ("ACH") and / or any other permitted mode for credit of dividend.

Members holding shares in physical form are requested to register and / or update their banking details with the Registrar and Transfer Agent and those holding shares in electronic form shall update their details with their Depository Participant to enable credit of the dividend to their Bank Account electronically and / or any other permitted mode for credit of dividend.

**Particulars of Dividend remaining unclaimed:**

In terms of section 124 of The Companies Act, 2013, amounts transferred to the Unpaid Dividend Account of the Company, which remain unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund (the Fund) established by the Central Government.

Brief particulars of dividend amount remaining unclaimed are given below:

<b>Financial Year</b>	<b>Type of Dividend</b>	<b>Declared at the AGM / Board Meeting held on</b>	<b>Due date for transfer to IEPF</b>
Final Dividend - 2017	1.60	29 <sup>th</sup> September, 2017	04 <sup>th</sup> November, 2024
Final Dividend - 2018	0.80	29 <sup>th</sup> September, 2018	04 <sup>th</sup> November, 2025

Details of the unclaimed dividend pertaining to the years 2014 to 2018 is hosted on Company's website. No dividend was declared since the year 2018-19 onwards.

Members can claim the unpaid dividend from the Company before transfer to the Investor Education and Protection Fund. As per the prevailing statutory provisions, the unpaid dividend once transferred to the said Fund cannot be claimed.

Shareholders who have not encashed their Demand Drafts / Dividend Warrants / Multi City Cheques are requested to immediately send their request for issue of duplicate Demand Drafts / Dividend Warrants / Multi City Cheques.

**Name of Stock Exchanges where the shares are listed and stock code:**

<b>Name and address of the Stock Exchange</b>	<b>Stock Code</b>
BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001	532641

<b>Name and address of the Stock Exchange</b>	<b>Stock Code</b>
National Stock Exchange of India Limited Exchange Plaza, 5 <sup>th</sup> Floor, Bandra-Kurla Complex, Bandra, Mumbai 400 051	NDL

Bloomberg Code: NAND: IN

Reuters Code: NANE: NS

The International Securities Identification Number (ISIN) for the Company's Shares is INE 875G01030

**Payment of Listing Fees**

Annual Listing Fees for the financial year 2024-25 has been paid by the Company to BSE and NSE.

**Payment of Depository Fees**

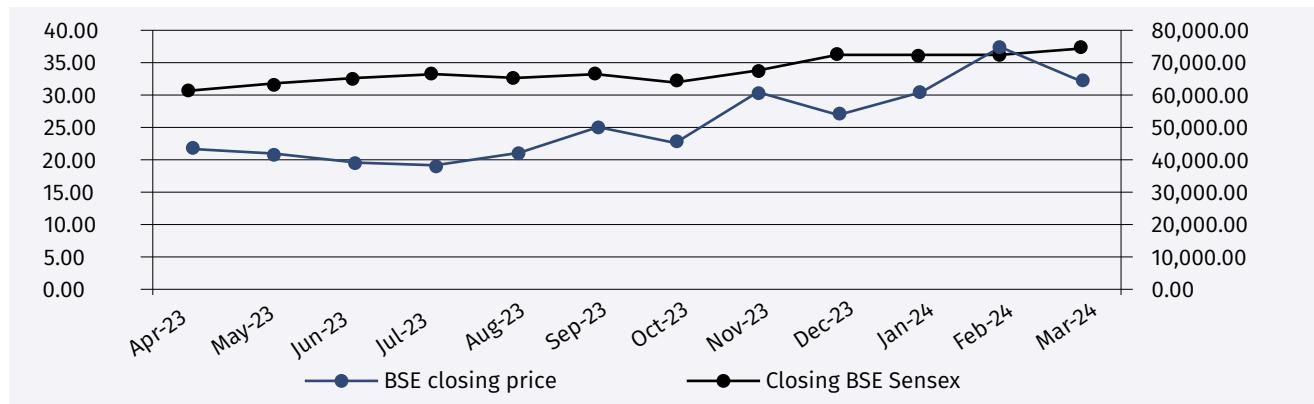
Annual Custody / Issuer Fees for the year 2024-25 has been paid by the Company to Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL).

**Market Price Data-High / Low during each month in the financial year 2023-2024 on BSE Limited (BSE) and National Stock Exchange of India Limited:**

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr-23	26.79	15.40	26.20	15.80
May-23	23.85	20.15	22.75	20.00
Jun-23	22.00	18.95	23.00	18.95
Jul-23	21.00	18.30	21.05	18.70
Aug-23	21.74	17.76	21.90	18.50
Sep-23	26.79	20.80	26.40	21.10
Oct-23	25.99	20.45	26.00	20.40
Nov-23	32.79	22.21	32.75	22.00
Dec-23	31.06	26.00	30.30	26.25
Jan-24	30.40	26.01	30.80	26.20
Feb-24	40.66	30.50	40.00	30.25
Mar-24	38.61	30.50	38.90	30.80

**Performance of Share Price of the Company in comparison to the BSE Sensex**

Month	BSE closing price (in ₹)	NSE closing price (in ₹)	Closing BSE Sensex
Apr-23	21.78	21.75	61,112.44
May-23	20.99	20.95	62,622.24
Jun-23	19.86	19.90	64,718.56
Jul-23	19.10	19.00	66,527.67
Aug-23	21.11	21.10	64,831.41
Sep-23	24.90	24.85	65,828.41
Oct-23	22.54	22.55	63,874.93
Nov-23	30.17	30.10	66,988.44
Dec-23	26.86	26.70	72,240.26
Jan-24	30.20	30.25	71,752.11
Feb-24	37.16	36.95	72,500.30
Mar-24	32.22	32.30	73,651.35



Closing Price of the Company's Shares on March 31, 2024 on Bombay Stock Exchange (BSE) and on National Stock Exchange (NSE) is 32.22 and 32.30 respectively.

**Permanent Account Number:**

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferor(s), transferee(s), surviving joint holders, legal heirs be submitted to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

**Email id registration:**

To support the green initiative, shareholders are requested to register their email address with their DPs or with the Company's RTA, as the case may be. Communications in relation to the Company like Notice and Outcome of Board Meetings, Notice of AGM and Annual Report are regularly sent electronically to such shareholders who have registered their email addresses.

The shareholders willing to register their email address can write to their respective DP.

**Details of securities suspended:**

Not applicable

**Registrar and Share Transfer Agent (RTA):**

Nandan Denim Limited has appointed Datamatics Business Solutions Limited as its RTA for both segments i.e. physical and electronic.

Datamatics Business Solutions Limited.

Plot No. A-16 & 17, Part B Cross Lane, MIDC, Andheri (East), Mumbai, Maharashtra – 400 093

Tel.: 022 - 66712001-06

Fax: 022 – 66712011

Email: [investorsqry@datamaticsbpm.com](mailto:investorsqry@datamaticsbpm.com)

As required under Regulation 7(3) of the Listing Regulations, the Company has filed a Certificate issued by RTA & Compliance Officer of the Company certifying that all activities in relation to both physical and electronic share transfer facility are maintained by RTA registered with SEBI i.e. Datamatics Business Solutions Limited.

The shares lodged for transfer transmission, etc. are processed and share certificates duly endorsed are returned within stipulated time, subject to documents being valid and in all respects.

**Company's Plant Locations**

Survey No. 198/1 & 203/2,  
Saijpur – Gopalpur, Pirana Road,  
Pimplej, Ahmedabad, Gujarat – 382 405  
Plot No. 4 & 5,  
Vraj Integrated Textile Park Limited  
National Highway No. 8,  
Bidaj, Gujarat – 387 420

**Company' Corporate Office**

Company Secretary

Nandan Denim Limited

Corporate Office

Chiripal House,

Near Shivranjani Cross Road,

Satellite, Ahmedabad – 380 015

Tel: (079) 69660000

Monday to Saturday: 10.00 a.m. to 07.00 p.m. (except holidays)

Designated e-mail ID for redressal of investor complaints:  
[cs.ndl@chiripalgroup.com](mailto:cs.ndl@chiripalgroup.com)

Shareholders may also contact the Registrar & Share Transfer Agent of the Company.

**Nodal Officer:**

In accordance with IEPF rules, Ms. Rinku Patel, Company Secretary has been appointed as Nodal Officer.

**Nomination facility**

Pursuant to the provisions of Section 72 of the Companies Act, 2013, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014, Members may file Nomination in respect of their shareholdings. Members holding shares in Physical Form willing to avail this facility may submit to the Company the prescribed Form SH-13 and any change or variation in the nomination in prescribed Form SH-14.

**Shareholding Pattern (as on March 31, 2024)**

PARTICULARS	NO. OF SHARES	%
Promoter & Promoter Group	93506841	64.87
Foreign Portfolio Investors	696842	0.48
Financial Institutions/Banks	0	0.00
Central Government / State Government	16500	0.01
Resident Individuals	41384564	28.71
Non-Resident Individuals	1120783	0.78
Others	7421638	5.15
<b>TOTAL</b>	<b>144147168</b>	<b>100.00</b>

**Distribution of Shareholding**

NANDAN DENIM LIMITED					
Share Holding Distribution Report				As on 31-Mar- 2024	
Sr.	Shares Range		Shares	% To Capital	No. of Holders
No.	From	To			% To No. Of Holders
1	1	500	3875762	2.69	27372
2	501	1000	3078524	2.13	4076
3	1001	2000	3339826	2.32	2244
4	2001	3000	2492329	1.73	936
5	3001	4000	1163338	0.81	325
6	4001	5000	1341827	0.93	288
7	5001	10000	3770766	2.61	517
8	10001	50000	7532334	5.23	360
9	50001	999999999	117552462	81.55	113
<b>TOTAL</b>			<b>144147168</b>	<b>100.00</b>	<b>36231</b>
					<b>100.00</b>

**Shares in Physical and Electronic Mode**

Particulars	Position as on March 31, 2023		Position as on March 31, 2024		Net Change during 2023-24	
	No. of Shares	% to total shareholding	No. of Shares	% to total shareholding	No. of Shares	% to total shareholding
Physical	23340	0.01	22640	0.01	(700)	-
Demat:						
NSDL	73210167	50.79	72544796	50.33	(665371)	(0.46)
CDSL	70913661	49.20	71579732	49.65	666071	0.46
<b>Sub-total</b>	<b>144123828</b>	<b>99.99</b>	<b>144124528</b>	<b>99.99</b>	-	-
<b>Total</b>	<b>144147168</b>	<b>100.00</b>	<b>144147168</b>	<b>100.00</b>	-	-

To facilitate trading in demat form, in India; there are two depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Nandan has entered into agreement with both these depositories. Shareholders can open their accounts with any of the Depository Participant registered with these depositories.

As on March 31, 2024, 99.99% shares of the Company were held in dematerialized form.

The equity shares of the Company are frequently traded at Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

Members still holding physical share certificates are requested to dematerialize their shares by approaching any of the Depository Participants registered with the Securities and Exchange Board of India (SEBI).

**Outstanding Global Depository Receipts (GDRs) or American Depository Receipts (ADRs) or warrants or any convertible instruments, conversion date and likely impact on equity**

None

**Commodity price risk and hedging activities**

Not Applicable

**Foreign exchange risk and hedging activities**

The Company is exposed to foreign exchange risk on account of import of various raw materials used in its production and technology products imported and sold, and other important export transactions. To mitigate the Foreign Exchange Risk which may be exposed to Company, the Company is less dependent on import of different machines, equipments which are required to it for its business. Since the substantial portion of turnover of Company comprises of export turnover, accordingly Company receives payment in different currency from its customers which may sometimes involve substantial risk on account of adverse currency movements in global foreign exchange markets. Therefore, Company generally trade on advance payments as far as possible. Further proper followups are made with overseas customers so as to receive the payments in time bound schedule in order to have minimal foreign currency fluctuation risk.

**Reconciliation of Share Capital Audit**

During the year under review, an audit was carried out at the end of every quarter by a qualified Practicing Company Secretary for reconciling the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the total number of shares held in physical form and the total number of dematerialized shares held with NSDL and CDSL. The report for every quarter upon reconciliation of capital was submitted to the stock exchanges and was also placed before the Board of Directors at their meetings.

**Disclosures with respect to Demat Suspense Account/Unclaimed Suspense Account**

Not Applicable

**Governance Process**

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and Senior Management for effective decision making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in conduct of affairs of the Company and to ensure compliance with applicable statutory requirements and Secretarial Standards. The Company Secretary is an interface between the management and regulatory authorities for governance matters.

## **Declaration by Chief Executive Officer Pursuant to Schedule V(D) of The Sebi (Listing Obligations & Disclosure Requirements) Regulations, 2015**

In accordance with Para D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all the Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them for the financial year ended 31<sup>st</sup> March 2024.

For Nandan Denim Limited

Place: Ahmedabad

Date: June 17, 2024

**Deepak Chiripal**  
Chief Executive Officer

## **Chief Executive Officer (CEO) & Chief Financial Officer (CFO) Certification**

- A. We the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Nandan Denim Limited (“the Company”) to the best of our knowledge, belief and on the basis of the review of the financial statement and cash flow statement for the financial year ended March 31, 2024, certify that:
  - 1. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
  - 2. these statements together present a true and fair view of the Company’s affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company’s code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
  - (i) significant changes, if any, in the internal control over financial reporting during the year;
  - (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company’s internal control system over financial reporting.

For Nandan Denim Limited

Ahmedabad  
27th May, 2024

**Deepak Chiripal**  
CEO

**Suresh Maheshwari**  
CFO

# **Report on Corporate Governance**

To,  
The Members,  
**NANDAN DENIM LIMITED**  
CIN: L51909GJ1994PLC022719

We have examined the compliance of conditions of Corporate Governance by **Nandan Denim Limited ('the Company')**, for the year ended 31<sup>st</sup> March, 2024 as per the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in the Listing Regulations for the period 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2024.

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

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

FOR, J. D. KHATNANI & ASSOCIATES,  
Practicing Company Secretary

**JAYKUMAR D. KHATNANI**

Proprietor

ACS: 50727 COP: 18421

Peer Review No.1246/2021

FIRM REG. NO. S2018GJ620700

UDIN: A050727F000576439

Date: 15<sup>th</sup> June 2024

Place: Ahmedabad

## Certificate of Non-disqualification of Directors

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

To,  
Members,  
**NANDAN DENIM LIMITED,**  
Ahmedabad-05, Gujarat

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **NANDAN DENIM LIMITED** bearing CIN: **L51909GJ1994PLC022719** and having its registered office at Survey No 198/1 203/2 Saijpur Gopalpur Pirana Road, Piplej Ahmedabad 382405 Gujarat India (hereinafter referred to 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	JYOTIPRASAD DEVKINANDAN CHIRIPAL	00155695	29/05/2017
2	GIRAJ MOHAN SHARMA	01215950	11/11/2014
3	NALINI NAGESWARAN	10128138	30/05/2023
4	SHAKTIDAN JAYENDRASINGH GADHAVI	09004587	28/12/2020
5	RAHUL MEHTA NARENDRA	00165521	13/08/2022
6	KIRIT VAIKUNTHRAYA JOSHI	05316488	13/08/2022

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

For, J.D. KHATNANI & ASSOCIATES,  
Practicing Company Secretary

**Jaykumar D. Khatnani**  
(Proprietor)

(ACS: 50727, COP: 18421)

Peer Review No.1246/2021

FIRM REG. NO. S2018GJ620700

UDIN: A050727E000573469

Place: Ahmedabad  
Date: June 14, 2024

# BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING

## SECTION A: GENERAL DISCLOSURES

### I. Details of the listed entity

1. Corporate Identity Number (CIN) of the Listed Entity	<b>L51909GJ1994PLC022719</b>
2. Name of the Listed Entity	<b>Nandan Denim Limited</b>
3. Year of incorporation	<b>09/08/1994</b>
4. Registered office address	<b>Survey No 198/1 203/2 Saijpur Gopalpur Pirana Road, Pimplej, Ahmedabad – 382405, Gujarat Chiripal House, Shivaranjani Cross Road, Satellite Ahmedabad – 380015, Gujarat</b>
5. Corporate address	<b>cs.ndl@chiripalgroup.com</b>
6. E-mail	<b>079-69660000</b>
7. Telephone	<b>www.nandandenim.com</b>
8. Website	<b>01/04/2023 to 31/03/2024</b>
9. Financial year for which reporting is being done	<b>BSE Limited and National Stock Exchange of India Limited</b>
10. Name of the Stock Exchange(s) where shares are listed	<b>₹ 1441471680</b>
11. Paid-up Capital	<b>Ms. Rinku Patel</b>
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	<b>(Mobile No :- 6357310846, Email ID: cs.ndl@chiripalgroup.com)</b>
13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis	<b>Standalone Basis</b>
14. Name of assurance provider	<b>Not Applicable</b>
15. Type of assurance obtained	<b>Not Applicable</b>

### II. Products/services

#### 16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacturing	Textile, leather and apparel products	100%

#### 17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Manufacture of textile products	131	100%

### III. Operations

#### 18. Number of locations where plants and/or operations/offices of the entity are situated

Location	Number of plants	Number of offices	Total
National	2	3	5
International	0	0	0

**19. Market Served by the entity:**

a. **Number of locations**

Locations	Number
National (No. of States)	10
International (No. of Countries)	15

b. **What is the contribution of exports as a percentage of the total turnover of the entity?**

- 1.61 % of Total Turnover

c. **A brief on types of customers**

Nandan Denim Limited has redefined the world's love for denim in truly remarkable ways. The company manufactures Denim, Shirting materials, Yarn and various types of fabrics. The business model of our company is B2B (Business to business) which mainly includes Fabric Re-seller, Garment Converter, Distributors, Wholesalers, Dealers, Brand Owners and Exporters.

**IV. Employees**

The Total number of Employees and Workers includes Corporate office, Piplej plant and Bareja plant's Employees and Workers for Current Financial Year and Previous Financial Year.

**20. Details as at the end of Financial Year:**

a. **Employees and workers (including differently abled):**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>EMPLOYEES</b>						
1.	Permanent (D)	528	513	97.16	15	2.84
2.	Other than Permanent (E)	Nil	Nil	Nil	Nil	Nil
3.	<b>Total employees (D + E)</b>	<b>528</b>	<b>513</b>	<b>97.16</b>	<b>15</b>	<b>2.84</b>
<b>WORKERS</b>						
4.	Permanent (F)	1550	1378	88.90	172	11.10
5.	Other than Permanent (G)	Nil	Nil	Nil	Nil	Nil
6.	<b>Total workers (F+G)</b>	<b>1550</b>	<b>1378</b>	<b>89.90</b>	<b>172</b>	<b>11.10</b>

b. **Differently abled Employees and workers:**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>DIFFERENTLY ABLED EMPLOYEES</b>						
1.	Permanent (D)	0	0	0	0	0
2.	Other than Permanent (E)	0	0	0	0	0
3.	<b>Total differently abled employees(D + E)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>DIFFERENTLY ABLED WORKERS</b>						
4.	Permanent (F)	0	0	0	0	0
5.	Other than Permanent (G)	0	0	0	0	0
6.	<b>Total differently abled workers (F + G)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**21. Participation/Inclusion/Representation of women**

S. No.	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	1	16.67
Key Management Personnel	5*	1	20.00

\* Includes Managing Director & Whole time Director who are also covered in the number of Board of Directors.

**22. Turnover rate for permanent employees and workers**

	FY :-2023-24 (Turnover rate in current FY)			FY :-2022-23 (Turnover rate in previous FY)			FY :- 2021-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
	1.23%	Nil	1.23%	1.25%	Nil	1.25%	1.80%	Nil	1.80%
Permanent Employees	1.23%	Nil	1.23%	1.25%	Nil	1.25%	1.80%	Nil	1.80%
Permanent Workers	2.08%	0.06%	2.14%	2.07%	Nil	2.07%	2.04%	0.05%	2.09%

**V. Holding, Subsidiary and Associate Companies (including joint ventures)**

**23. (a) Names of holding / subsidiary / associate companies / joint ventures:**

The Company does not have any holding, subsidiary, associate or joint venture company.

**VI. CSR Details**

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: **Yes**  
 (ii) Turnover (in ₹) – 20,10,08,75,000  
 (iii) Net worth (in ₹) – 5,85,19,90,000

**VII. Transparency and Disclosures Compliances**

**25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes, the company has in place internal mechanism to address grievance on case to case basis	Nil	Nil	Nil	Nil	Nil	Nil
Investors (other than shareholders)	Yes, the company has in place internal mechanism to address grievance on case to case basis	Nil	Nil	Nil	Nil	Nil	Nil
Shareholders	Yes	Nil	Nil	Nil	Nil	Nil	Nil
Employees and workers	Yes	Nil	Nil	Nil	Nil	Nil	Nil
Customers	Yes	192	Nil	Nil	309	45	Open for commercial settlement
Value Chain Partners	NA	Nil	Nil	Nil	Nil	Nil	Nil
Other (please specify)	NA	Nil	Nil	Nil	Nil	Nil	Nil

## 26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, are as under:

S. No.	Material issue identified	Indicate whether risk Or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Chemical Management	Risk and Opportunity	<p>Risk:</p> <p>Shifting consumer preference towards safe &amp; sustainable products. Additionally, the regulatory environment is getting more stringent on the sustainability aspects of chemicals and its associated impacts.</p> <p>Opportunity:</p> <p>To become a globally preferred denim brand in manufacturing safe, sustainable products while adhering to all regulatory compliances</p>	We are engaged with our vendors and suppliers for the elimination of hazardous chemicals and to implement safer sustainable products	<p>Positive:</p> <p>Reputational benefit resulting in increased demand for goods. Increased revenue due to better competitive position to reflect shifting consumer preferences.</p> <p>Negative:</p> <p>Reduced revenue from decreased demand of goods</p>
2	People	Risk and Opportunity	<p>Risk:</p> <p>Reputational risk if we fail to ensure fair labour practices, protection of human rights, health and safety of our employee &amp; workers.</p> <p>Opportunity:</p> <p>By addressing the above risks, we are securing our social license to operate and representing ourselves</p>	Promoting inclusiveness, leadership qualities, retaining talent, creating friendly work arrangements	<p>Positive:</p> <p>While ensuring our people's prosperity in consideration, we seek to improve employee satisfaction, better retention and lowering cost of management.</p> <p>Negative:</p> <p>Reduced revenue due to negative impact on workforce.</p>
3	Energy Management	Risk and Opportunity	<p>Risk:</p> <p>While energy contributes to the growth of textile and apparel industry, resulting emissions are a dampener for environmental health. Increasing demand of textile and apparels in the world, followed by increased production is the cause of higher GHG emissions.</p> <p>Opportunity:</p> <p>Improving upon the energy efficiency and increasing renewable usage will support us in cutting down the energy expenses and achievement of pertinent emission reduction commitments.</p>	We have implemented 2 MW Wind Mill Power Project for captive electricity consumption and under process for installation of solar rooftop system in the coming years.	<p>Positive:</p> <p>Wind Mill Project installation for captive consumption shall result in reduction in energy cost and reduction in fuel consumption</p> <p>Negative:</p> <p>Due to increase in price of fuel and energy, the cost of production increases</p>

S. No.	Material issue identified	Indicate whether risk Or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Innovation	Opportunity	Investing in innovation and technology to accelerate the journey ahead across product development, manufacturing, supply chain, waste management and consumer engagement	NA	Positive: Partnering with innovative summit, product innovation, digital transformation, Sewage Treatment plant.
5	Cotton	Risk	Cotton is our main raw material and being an agricultural product it is dependent on weather/ environment. Inadequate rain results in lower production of cotton and in turn result high price of cotton	Preparation of advance strategic plan for purchase of cotton to mitigate any shortage in raw material.	Negative Increase in cost of raw materials which in turn results in increase in product cost.
6	Natural fiber	Opportunity	Due to increasing green revolution and environment sustainability, the use of natural fiber is increasing due to increase in demand by customers.	NA	Positive Implications Increase in revenue due to increase in demand of sustainable products
7	Water	Risk	Water is one of the essential requirement for our operation, even for cultivation of cotton and due to its scarcity, efficient management of water is highly essential for our operations	We recycle and reuse water by establishing an Effluent Treatment Plant (ETP) and a Reverse Osmosis Plant (RO) within our facility. We also treat wastewater with our Sewage Treatment Plant (STP) and reuse the treated water for gardening. In order to utilize backwash water, we have also installed a pipeline from the power plant to the fabric division. So, we can conserve the water by minimizing the extraction of water	May increase production and operations cost
8	Climate Change	Risk	Due to inadequate climate conditions and unseasonal rain, the production of cotton and other essential raw materials are effected which results in scarcity of available raw materials	The company prepares a strategic plan for mitigating the risk in line with production	Negative implication Non Availability of raw materials at reasonable price, which results in sourcing of materials at higher price.
9	Carbon generated from use of non-renewable energy	Opportunity	Company's business is highly energy intensive. Higher fossil fuel consumption has a severe impact on environment. Adoption and use of renewable energy will help address this risk	- Installation of solar plants/rooftops - Installation of wind power - Energy saving initiatives	Long term financial benefits due to saving in fuel cost
10	Emerging Regulatory Compliances	Risk	Regulations w.r.t. water & air pollution, waste disposal are getting stringent with time demanding transparency and accountability	Keeping pace with the regulatory requirements and deploying entity wide compliance management	Increased compliance cost and threat of legal liability

## Section B: Management and Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/ No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	<a href="https://nandandenim.com/policies">https://nandandenim.com/policies</a>								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
4. Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	The Company has following certifications: OEKO-TEX Standard 100 Global Organic Textile Standard (GOTS) Global Recycled Standard (GRS) Organic Content Standard (OCS) Recycled Claim Standard (RCS) Better Cotton Initiative (BCI)								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	NDL is aiming at carbon neutral company. The company has set goals and targets considering the ESG parameters which includes the following: 1. Reduction in water usage and water discharge by 5% i.e. 50KL/ Day 2. Use of energy which shall be generated from renewable sources of Wind mill and Solar of about 5840000 units. 3. Energy saving drive to save energy of about 1,00,000 units by installed inverters, heat recovery etc. 4. Plantation of our own greenbelt with over 5,000 trees. 1. 4552046 units generated from wind mill projects during the year 2. Solar system has been implemented & 301724 units generated during the year 3. Plantation of 5000 trees 4. condensate recovery reuse increased from 50 to 60% 5. QMS/ EMS/ OSHAS system implemented Performance on goals and targets are reviewed periodically by Plant head of the Company.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.									

<b>Disclosure Questions</b>	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Governance, leadership and oversight</b>									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements:									
	At Nandan Denim Limited, we recognize our role as socially and environmentally responsible citizen. As a sustainable company, we adhere to the highest business ethics and standards. We have enhanced our sustainability journey expanding the initiatives taken towards renewable energy sources, enhancing employee well-being and a greater responsibility towards society. We take significant measures to lower our waste generation. Through our sustainable practices we consistently promote ethical denim for a better tomorrow. We are committed to following stringent rules to reduce the use of harmful chemicals within our operations. Our facilities are Oeko Tex 100, GOTS 5.0 and BCI certified. We are also in the process of developing a sustainable product range with fiber blends such as Tencel, Rayon and Excel and use Indigo in other applications like ethnic wear, formal wear, and so on. Aiming as a carbon neutral Company, we have implemented measures to support condensate recovery from processed water and also focus on reducing our energy requirements. We also prioritize the health and safety of our people above everything else. During the year, we continued to organize several employee engagement initiatives to motivate and empower our people. Moreover, we've set ambitious targets in all key sustainability indicators and also adopted the path of transparent reporting.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).									
	Mr. Suresh Maheshwari The President (Finance & ESG) and CFO Contact No.: +91 9825225582 Email ID: sureshmaheshwari@chiripalgroup.com								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.									
	The Board of Directors are responsible for decision making on sustainability related issues								
10. Details of Review of NGRBCs by the Company:									
<b>Subject for Review</b>	<b>Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee</b>								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action									
	Yes								
	Annually								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances									
	Yes								
	Quarterly								
11 Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	No								

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									Not Applicable
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

## Section C: Principle Wise Performance Disclosure

### PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

#### Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics /principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	2	Business Model of the Company and Strategic Planning for smooth running of Business Business Responsibility and Sustainability Reporting (BRSR) requirements as per SEBI Guidelines	100%
Key Managerial Personnel	1	Business Responsibility and Sustainability Reporting (BRSR) requirements as per SEBI Guidelines	100%
Employees other than BOD and KMPs	15	Fire & Safety Awareness - Firefighting practical - Electrical Safety - Use of PPE's - Chemical Safety - Accident Prevention	100%
Workers	51 - Training	Fire & Safety Awareness - Firefighting practical - Electrical Safety - Use of PPE's - Chemical Safety - Accident Prevention - Environment - First Aid	100%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

<b>a. Monetary</b>				
<b>NGRBC Principle</b>	<b>Name of the regulatory/ enforcement agencies/ judicial institutions</b>	<b>Amount (In INR)</b>	<b>Brief of the Case</b>	<b>Has an appeal been preferred? (Yes/No)</b>
Penalty/ Fine	NIL	NIL	NIL	NIL
Settlement	NIL	NIL	NIL	NIL
Compounding fee	NIL	NIL	NIL	NIL

<b>b. Non-Monetary</b>				
<b>NGRBC Principle</b>	<b>Name of the regulatory/ enforcement agencies/ judicial institutions</b>	<b>Brief of the Case</b>	<b>Has an appeal been preferred? (Yes/No)</b>	
Imprisonment	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

<b>Case Details</b>	<b>Name of the regulatory/ enforcement agencies/ judicial institutions</b>
Not Applicable	

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

- Yes, NDL has an anti-bribery policy that outlines our responsibility to comply with laws, acts, and enactments prohibiting all forms of bribery and corruption. This policy is well complemented by our Code of Ethics and Conduct. We encourage every personnel to report any concerns regarding bribery issues, suspicion of malpractice, any case of corrupt practice, any breach of this policy, or applicable laws at the earliest possible stage. Suspected violations will be reviewed and investigated appropriately and may lead to disciplinary action as per company rules and, in severe cases, termination of employment.
- Anti-Bribery Policy Link: <https://nandandenim.com/wp-content/uploads/2023/07/Anti-Bribery-Policy.pdf>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	<b>FY 2023-24</b>	<b>FY 2022-23</b>
	<b>(Current Financial Year)</b>	<b>(Previous Financial Year)</b>
Directors	NIL	NIL
KMPs	NIL	NIL
Employees	NIL	NIL
Workers	NIL	NIL

6. Details of complaints with regard to conflict of interest:

	<b>FY 2023-24</b>		<b>FY 2022-23</b>	
	<b>(Current Financial Year)</b>	<b>Number</b>	<b>(Previous Financial Year)</b>	<b>Number</b>
Number of complaints received in relation to issues of Conflict of Interest of the Directors	NIL	-	NIL	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	NIL	-	NIL	-

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators / law enforcement agencies / judicial institutions, on cases of corruption and conflicts of interest. –

Not Applicable

8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Number of days of accounts payables	43	40

#### 9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
		(Current Financial Year)	(Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	-	-
	b. Number of trading houses where purchases are made from	-	-
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	-	-
Concentration of Sales *	a. Sales to dealers / distributors as % of total sales	-	-
	b. Number of dealers / distributors to whom sales are made	-	-
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	-	-
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	3.97%	3.04%
	b. Sales (Sales to related parties / Total Sales)	15.35%	14.91%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	-	-
	d. Investments (Investments in related parties / Total Investments made)	14.06%	8.82%

\* The Company does not have any dealers / distributors, the Company sells the products to Customers, Traders, Brands and exports.

## PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

#### Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)	Details of improvements in environmental and social impacts
R&D	Nil	Nil	NA
Capex	Nil	Nil	NA

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

- Yes

- b. If yes, what percentage of inputs were sourced sustainably?

We procure organic cotton, fair trade cotton, BCI Certified Cotton and recycled Polyester. During the Financial Year 2023-24, we have sourced about 0-1 % sustainable yarn from sustainable sources. We also procure all the chemicals which are GOTS certified.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) Other waste.

We have devised an internal process that focusses on classification of waste followed by segregation and storage in separated areas. After storage, periodically the waste is collected and responsibly disposed in accordance with the regulatory norms defined by the Gujarat Pollution Control Board (CPCB).

Plastic and E-waste is sold to registered recyclers buyers approved by Gujarat Pollution Control Board.

Hazardous waste includes ETP sludge and Fly Ash; ETP sludge is safely disposed at the TSDF site and Fly Ash is disposed by selling to cement Industry or Brick Manufacturer.

Waste water is treated and recycled back into process water by establishing an Effluent Treatment Plant (ETP) and a Reverse Osmosis Plant (RO) within our facility. We also treat wastewater with our Sewage Treatment Plant (STP) and reuse the treated water for gardening.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No).

- No

### PRINCIPLE 3

**Businesses should respect and promote the well-being of all employees, including those in their value chains**

#### Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
<b>Permanent employees</b>											
Male	513	0	0	82	19	NA	NA	0	0	0	0
Female	15	0	0	03	23	NA	NA	0	0	0	0
<b>Total</b>	<b>528</b>	<b>0</b>	<b>0</b>	<b>85</b>	<b>18.81</b>	<b>NA</b>	<b>NA</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Other than Permanent employees</b>											
Male											
Female											
<b>Total</b>											
Not Applicable											

- b. Details of measures for the well-being of workers:

Category	Total (A)	% of workers covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
<b>Permanent workers</b>											
Male	1378	0	0	1378	100	NA	NA	0	0	0	0
Female	172	0	0	172	100	NA	NA	0	0	0	0
<b>Total</b>	<b>1550</b>	<b>0</b>	<b>0</b>	<b>1550</b>	<b>100</b>	<b>NA</b>	<b>NA</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Other than Permanent workers</b>											
Male											
Female											
<b>Total</b>											
Not Applicable											

- c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

	FY 2023-24	FY 2022-23
	(Current Financial Year)	(Previous Financial Year)
Cost incurred on well-being measures as a % of total revenue of the Company	0.016	0.014

**2. Details of retirement benefits, for Current FY and Previous Financial Year.**

Benefits	FY 2023-24			FY 2022-23		
	(Current Financial Year)			(Previous Financial Year)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Yes	100	100	Yes
Gratuity	100	100	Yes	100	100	Yes
ESI	100	100	Yes	100	100	Yes
Others – please specify	NA	NA	NA	NA	NA	NA

**3. Accessibility of workplaces**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard. -> **Not applicable, as there are no differently abled employees in company**

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy. -> Yes**

We are proud to be an equal opportunity employer, and this principle is not only reflected on our website but also ingrained in our ways of working as governed by our Code of Ethics & Conduct. Our Human Rights Policy and Equal Opportunity Policy clearly outlines that at NDL, all employees are evaluated solely on their performance, regardless of their race, religion, caste, gender, sexual orientation, age or disability. This approach ensures that there is no discrimination in recruitment, remuneration, and promotion processes.

Equal Opportunity Policy Link: <https://nandandenim.com/wp-content/uploads/2023/07/Equal-Opportunity-policy.pdf>

Human Rights Policy Link: <https://nandandenim.com/wp-content/uploads/2023/07/Human-Rights-Policy.pdf>

**5. Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NA	NA	NA	NA
Female	NA	NA	NA	NA
Total				

Note: There was no such instances occurred during the year.

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief. -> Yes**

<b>Category</b>	<b>Yes</b>
Permanent Workers	Company has grievances redressal policy, whistle blower policy, sexual harassment to receive and address grievances from employees and workers
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	Not Applicable

**7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:**

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)		% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)
		% (B/A)	No. of employees / workers in respective category (C)			
<b>Total Permanent Employees</b>	NA	NA	NA	NA	NA	NA
- Male						
- Female						
<b>Total Permanent Workers</b>	NA	NA	NA	NA	NA	NA
- Male						
- Female						

**8. Details of training given to employees and workers:**

Category	FY 2023-24 (Current Financial Year)				FY 2022-23 (Previous Financial Year)					
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
Male	513	513	100	513	100	551	551	100	551	100
Female	15	15	100	15	100	16	16	100	16	100
<b>Total</b>	<b>528</b>	<b>528</b>	<b>100</b>	<b>528</b>	<b>100</b>	<b>567</b>	<b>567</b>	<b>100</b>	<b>567</b>	<b>100</b>
<b>Total Permanent Workers</b>										
Male	1378	1378	100	1378	100	1348	1348	100	1348	100
Female	172	172	100	172	100	114	114	100	114	100
<b>Total</b>	<b>1550</b>	<b>1550</b>	<b>100</b>	<b>1550</b>	<b>100</b>	<b>1462</b>	<b>1462</b>	<b>100</b>	<b>1462</b>	<b>100</b>

**9. Details of performance and career development reviews of employees and worker:**

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
				Employees	Workers	
Male	513	513	100	551	551	100
Female	15	15	100	16	16	100
<b>Total</b>	<b>528</b>	<b>528</b>	<b>100</b>	<b>567</b>	<b>567</b>	<b>100</b>

**10. Health and safety management system:**

a. **Whether an occupational health and safety management system has been implemented by the entity?**

Yes, for creating safe and healthy working environment at our operations, company is conducting Safety Audit and Fire Safety Audit. In addition, Company has also done Environment Management System Audit by a recognized agency with GPCB. Internal SOP is also kept in place for Occupational health and safety management system.

**b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Yes, as per the internal process at operation site routine visit and checks are made to find out any risk or work related hazards by respective department heads. Further safety audit and environment audit are also carried out on regularly basis by external agencies. The company is also carrying out Training programmes on routine basis for industrial safety and new process implemented for product development.

**c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks.**

Yes, the company has placed internal mechanism for reporting any work related hazards to respective heads and steps to be taken to mitigate such risks.

**d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services?**

- No

**11. Details of safety related incidents, in the following format:**

<b>Safety Incident/Number</b>	<b>Category</b>	<b>FY 2023-24</b>		<b>FY 2022-23</b>
		<b>(Current Financial Year)</b>	<b>(Previous Financial Year)</b>	
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0.0091	
	Workers	0	0.054	
Total recordable work-related injuries	Employees	0	1	
	Workers	0	6	
No. of fatalities	Employees	Nil	Nil	
	Workers	Nil	Nil	
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil	
	Workers	Nil	Nil	

**12. Describe the measures taken by the entity to ensure a safe and healthy work place.**

To ensure safe and healthy working environment, NDL has assigned the responsibility at different levels to ensure safety of the workers and employees at work place. Fixing the responsibility of the contractors, sub-contractors, transporters and other agencies entering the premises. Relevant techniques and methods (such as safety audits and risk assessment) for periodical assessment at least once in every two years on the status of health, safety and environment and taking all the remedial measures by external competent authority. Regular training and awareness programmes has been organized at operation site for workers and employees. Medical camps and fire safety training are conducted at operations site on regular basis. To mitigate fire related incidents, we have installed fire safety machinery and instruments to ensure safety of workers and employees. Mock drills, training and programmes are organized to bring awareness among health and safety management.

**13. Number of Complaints on the following made by employees and workers:**

	<b>FY 2023-24</b>			<b>FY 2022-23</b>		
	<b>(Current Financial Year)</b>			<b>(Previous Financial Year)</b>		
	<b>Filed during the year</b>	<b>Pending resolution at the end of year</b>	<b>Remarks</b>	<b>Filed during the year</b>	<b>Pending resolution at the end of year</b>	<b>Remarks</b>
Working Conditions	Nil	Nil	NA	Nil	Nil	NA
Health & Safety	Nil	Nil	NA	Nil	Nil	NA

**14. Assessments for the year:**

<b>% of your plants and offices that were assessed (by entity or statutory authorities or third parties)</b>		
Health and safety practices		100
Working Conditions		100

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

- **Corrective and preventive actions register maintained to record/control fire, injury and near miss incidence.**

However, to maintain a safe working environment, we undertake stringent measures, including but not limited to safety-related training, access to first aid, mandatory use of PPEs in our operations, standard hygiene protocols, free access to doctors and psychologists for employees, and webinars.

Periodic mock drills are conducted across manufacturing operations. For any modifications, routine maintenance, electrical installations, erection, and commissioning of machines, work permits are issued as per the defined safety guidelines of the organization.

**PRINCIPLE 4 Businesses should respect the interests of and be responsive to all its stakeholders**

**Essential Indicators**

1. Describe the processes for identifying key stakeholder groups of the entity.

- The company has identified its internal as well as external stakeholders to deepen its insights into their needs and expectations and to develop sustainable strategies for the short term, medium and long term. Key stakeholders are Suppliers, Customers, Employees, Investors/Bankers and Shareholders.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

<b>Stakeholder Group</b>	<b>Whether identified as Vulnerable &amp; Marginalized Group (Yes/No)</b>	<b>Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others</b>	<b>Frequency of engagement(Annually/ Half yearly/ Quarterly / others – please specify)</b>	<b>Purpose and scope of engagement including key topics and concerns raised during such engagement</b>
Suppliers	No	Email, SMS, Meeting, Calling	Regularly	Quality of Products, New order, Price, Improvement Scope
Customers	No	Email, WhatsApp message, Meeting, plant visit, market visit, exhibition	Regularly	Quality of Products, After sales Service, New order, Improvement Scope
Employees	No	Email, internal training programs, seminars	Regularly	Employee Benefits and Employee Engagement
Banker/ Investors	No	Email, Physical Visit, Publication of Annual reports, Website	Event Based	Annual Performance Report, Annual Report, Quarterly result
Shareholders	No	Email, SMS, Newspaper, Letter, Meetings, Public Disclosure, Website	Quarterly	Grievance handling, meeting- agenda approval and services related to shareholders requirement

**PRINCIPLE 5 Businesses should respect and promote human rights****Essential Indicators**

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity in the following format:

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
	Employees					
Permanent	528	528	100	567	567	100
Other than permanent	NA	NA	NA	NA	NA	NA
<b>Total Employees</b>	<b>528</b>	<b>528</b>	<b>100</b>	<b>567</b>	<b>567</b>	<b>100</b>
<b>Workers</b>						
Permanent	1550	1550	100	1462	1462	100
Other than permanent	NA	NA	NA	NA	NA	NA
<b>Total Workers</b>	<b>1550</b>	<b>1550</b>	<b>100</b>	<b>1462</b>	<b>1462</b>	<b>100</b>

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2023-24 (Current Financial Year)						FY 2022-23 (Previous Financial Year)					
	Total (A)	Equal to		More than		Total (D)	Equal to		More than			
		Minimum Wage No. (B)	% (B/A)	Minimum Wage No. (C)	% (C/A)		Minimum Wage No. (E)	% (E/D)	Minimum Wage No. (F)	% (F/D)		
<b>Employees</b>												
<b>Permanent</b>												
Male	513	513	100	513	100	551	551	100	551	100		
Female	15	15	100	15	100	16	16	100	16	100		
<b>Other than Permanent</b>												
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA		
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA		
<b>Workers</b>												
<b>Permanent</b>												
Male	1378	1378	100	0	0	1348	1348	100	0	0		
Female	172	172	100	0	0	114	114	100	0	0		
<b>Other than Permanent</b>												
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA		
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA		

3. Details of remuneration/salary/wages

a. Median remuneration / wages:

	Male		Female	
	Number	Median remuneration / salary/ wages of respective category	Number	Median remuneration / salary/ wages of respective category
Board of Directors (BoD) *	5	₹ 200000	2	₹ 200000
Key Managerial Personnel *	5	₹ 1572600	2	₹ 1134684
Employees other than BoD and KMP	612	₹ 382950	38	₹ 492000
Workers	1869	₹ 128856	204	₹ 114816

\*Mr. Shaktidan Gadhavi is Whole Time Director, whose details mentioned in Board of Directors as well as Key Managerial Personnel.

\* includes sitting fees payment made to independent directors.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Gross wages paid to females as % of total wages	9.88	3.90

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, the company has internal mechanism to for addressing human rights impacts.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Grievances related to Human Rights issues at NDL are addressed as per the policy depending upon the nature of matter. The internal mechanism for handling the grievances is in line with the Human Rights policy.

6. Number of Complaints on the following made by employees and workers:

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	-	0	0	-
Discrimination at workplace	0	0	-	0	0	-
Child Labour	0	0	-	0	0	-
Forced Labour/Involuntary Labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees/workers	Nil	Nil
Complaints on POSH upheld	Nil	Nil

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

- No such cases

9. Do human rights requirements form part of your business agreements and contracts?

(Yes/No)

- No

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	Nil
Forced/involuntary labour	Nil
Sexual harassment	Nil
Discrimination at workplace	Nil
Wages	Nil
Others – please specify	Nil

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

- Nil

**PRINCIPLE 6 Businesses should respect and make efforts to protect and restore the environment**
**Essential Indicators**

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2023-24	FY 2022-23
	(Current Financial Year)	(Previous Financial Year)
<b>From Renewable Sources</b>		
Total electricity consumption (A) (TJ)	17.478	8.170
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
<b>Total energy consumed from renewable sources (A+B+C) (TJ)</b>	<b>17.478</b>	<b>8.170</b>
<b>From Non- Renewable Sources</b>		
Total electricity consumption (D) (TJ)	230.590	236.045
Total fuel consumption (E) (TJ)	1148.477	758.692
Energy consumption through other sources (F)	-	-
<b>Total energy consumed from Non-renewable Sources (D+E+F) (TJ)</b>	<b>1379.067</b>	<b>994.737</b>
<b>Total Energy Consumed (A+B+C+D+E+F) (TJ)</b>	<b>1396.545</b>	<b>1002.907</b>
<b>Energy intensity per rupee of turnover</b> (Total energy consumption / Crore rupee of turnover)	0.695	0.495
<b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed / Crore rupee of turnover adjusted for PPP)	15.563	10.970
Energy intensity in terms of physical Output	-	-
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Yes, Independent Assessment was conducted by an external agency i.e. M/s. pentasafe environment solutions in the current financial year.

For India, PPP conversion factor is 22.4 and 22.17 for the years 2024 and 2023 respectively as per Implied PPP conversion rate available at <https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC/IND>

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

- No

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2023-24	FY 2022-23
	(Current Financial Year)	(Previous Financial Year)
<b>Water withdrawal by source (in kiloliters)</b>		
(i) Surface water	-	-
(ii) Groundwater	3,21,770	2,70,686
(iii) Third party water	-	-
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
<b>Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)</b>	<b>3,21,770</b>	<b>2,70,686</b>
<b>Total volume of water consumption (in kiloliters)</b>	<b>3,21,770</b>	<b>2,70,686</b>
<b>Water intensity per rupee of turnover</b> (Water consumed / Crore Rupee of turnover)	160.077	133.556
<b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total water consumption / Crore Rupee of turnover adjusted for PPP)	3585.738	2960.931
<b>Water intensity in terms of physical Output</b>	-	-
<b>Water intensity</b> (optional) – the relevant metric may be selected by the entity	-	-

Note: Yes, Independent Assessment was conducted by an external agency i.e. M/s. Vardhman Environmental Consultancy Services in the current financial year and M/s. M/s. Go Green Mechanisms Pvt. Ltd. in Previous Financial Year which covers the above scope.

**4. Provide the following details related to water discharged:**

Parameter	FY 2023-24	FY 2022-23
	(Current Financial Year)	(Previous Financial Year)
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) To Surface water		
- No treatment		
- With treatment – please specify level of treatment		
(ii) To Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) To Seawater		
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties		
- No treatment	2,48,756 KL	1,48,730 KL
- With treatment – please specify level of treatment		
v) Others		
- No treatment		
- With treatment – Through ASP based STP Plant complying Pollution control board norms – Using Sewage treated water for Gardening Purpose only		
<b>Total water discharged (in kilolitres)</b>	<b>2,48,756 KL/YEAR</b>	<b>1,48,730 KL/YEAR</b>

Note: Yes, Independent Assessment was conducted by an external agency i.e. M/s. Vardhman Environmental Consultancy Services in the current financial year and M/s. Go Green Mechanisms Pvt. Ltd. in Previous Financial Year which covers the above scope.

\* The Discharged water sent to third party i.e. NAROL TEXTILES INFRASTRUCTURE & ENVIRO MANAGEMENT

**5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

No, but the company takes the entire issue of water management with utmost seriousness and realize that we owe a lot to the environment. And that is why we reuse and recycle water by employing Effluent Treatment Plant (ETP) and Reverse Osmosis (RO) Plant. We also ensure we treat wastewater with responsibility through Sewage Treatment Plant (STP) and reuse the same for gardening purpose and rest of treated effluent as per the prescribed parameters goes to Common Effluent treatment plant.

**6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify	FY 2023-24	FY 2022-23
	unit	(Current Financial Year)	(Previous Financial Year)
NOx	PPM	10.4	9.75
SOx	PPM	32.6	23.67
Particulate matter (PM)	MILIGRAM / NM3	87.30	87.21
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others – please specify	-	-	-

Note: Yes, Independent Assessment was conducted by an external agency i.e. M/s. Vardhman Environmental Consultancy Services in the current financial year and M/s. Go Green Mechanisms Pvt. Ltd. in Previous Financial Year which covers the above scope.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) intensity, in the following format:

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	95249	65801
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	55802.59	54935.89
<b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b>	MT CO <sub>2</sub> / Crore Rupee of turnover	75.147	59.571
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	MT CO <sub>2</sub> / Crore Rupee of turnover adjusted for PPP	1683.297	1320.699
<b>Total Scope 1 and Scope 2 emission intensity in terms of physical output</b>	-	-	-
<b>Total Scope 1 and Scope 2 emission intensity (optional)</b>	-	-	-

Note: Yes, Independent Assessment was conducted by an external agency i.e. M/s. Pentasafe Environment Solutions in the current financial year and M/s. Go Green Mechanisms Pvt. Ltd. in previous financial year which covers above scope of activities.

8. Does the entity have any project related to reducing Green House Gas emission?

- Yes, the company as part of his sustainable goals and to participate in environment friendly initiative has organized a Green Yodha program in association with Radio Mirchi and Ahmedabad Municipal Corporation. Through this program more than 50,000 trees has been planted in Ahmedabad and in coming year the company is planning to double this number for a better green community.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste* (A)	14.80	14.72
E-waste (B)	-	-
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	-	-
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	1739.6	42
Other Non-hazardous waste generated (H). Please specify, if any.	-	-
<b>Total (A+B + C + D + E + F + G+ H)</b>	<b>1754.4</b>	<b>56.72</b>
<b>Waste intensity per rupee of turnover</b> (Total waste generated / Crore Rupee of turnover)	0.873	0.028
<b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total waste generated / Crore Rupee of turnover adjusted for PPP)	19.551	0.620
<b>Waste intensity in terms of physical output</b>	-	-
<b>Waste intensity in terms of physical output</b> (Total waste generated / Number of Transformers manufactured)	-	-
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	-	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
<b>Total</b>	-	-

Parameter	FY 2023-24	FY 2022-23
	(Current Financial Year)	(Previous Financial Year)
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration	-	-
(ii) Landfilling	36.57	27.18
(iii) Other disposal operations	-	-
<b>Total</b>	<b>36.57</b>	<b>27.18</b>

\*Plastic Waste are mainly plastic carboys, average weight of carboys are taken in MT due to different sizes (50 Litres carboy weight is 2.5 kg and 100 litres carboy weight is 5.8 kg)

Note: Yes, Independent Assessment as per GPCB norms was conducted by an external agency i.e. M/s. Vardhaman Environmental Consultancy Services in current financial year and M/s. Go Green Mechanisms Pvt. Ltd. in previous financial year which covers above scope of activities.

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

The company has laid down an internal waste management process that focuses on classification of waste followed by segregation and storage in separated areas. After storage, periodically the waste is collected and responsibly disposed in accordance with the regulatory norms define by Gujarat Pollution Control Board. Further, the company also recognize the significance of an efficient water management system and therefore, promote the reuse and recycling of water by establishing an Effluent Treatment Plant (ETP) and a Reverse Osmosis Plant (RO) within our facility. We also treat wastewater with our Sewage Treatment Plant (STP) and reuse the treated water for gardening. In order to utilise backwash water, we have also installed a pipeline from the power plant to the fabric division.

**11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

SL. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Not Applicable as there no operations nearby above mentioned zones			

**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web Link
No such project requiring EIA has been undertaken in the current reporting year					

**13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N).**

- Yes, the Company is compliant with the applicable environmental laws/ regulations/ guidelines in India.

**PRINCIPLE 7** Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
**Essential Indicators**

1. a. Number of affiliations with trade and industry chambers/ associations.
  - Nandan Denim Limited is affiliated with 11 trade and industry associations.
- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

SL. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National)
1	BETTER COTTON INITIATIVE	National
2	DENIM MANUFACTURERS ASSOCIATION	National
3	FEDERATION OF INDIAN EXPORT ORGANISATIONS	National
4	GUJARAT CHAMBER OF COMMERCE & INDUSTRY	State
5	MASKATI CLOTH MARKET ASSOCIATION	State
6	MSTC LIMITED	National
7	NAROL TEXTILE INFRASTRUCTURE & ENVIRO MANAGEMENT	State
8	TICKER PLANT LIMITED	National
9	YPO GUJARAT	State
10	MEDIA MILEAGE PRIVATE LIMITED	State
11	ZVC INDIA PRIVATE LIMITED	National

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

NIL

**PRINCIPLE 8** Businesses should promote inclusive growth and equitable development Essential Indicators
**Essential Indicators**

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
			Not Applicable		

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity,

- We do not have any R&R projects as communities have not been displaced by us.

3. Describe the mechanisms to receive and redress grievances of the community.

The unit HR heads work closely with the communities. These individuals interact with the community members, village elders and local opinion leaders on time to time basis to assess their specific needs and concerns; address their queries and grievances, if any. We haven't received any complaints from the communities we operate in.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	10.64	1.39
Directly from within India	99.91	96.81

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2023-24	FY 2022-23
	(Current Financial Year)	(Previous Financial Year)
Rural	-	-
Semi-Urban	40.62%	38.59%
Urban	-	-
Metropolitan	59.38%	61.41%

### PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

#### Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The company has laid down internal procedure to receive and address consumer's complaints and feedback. A designated team has been established for receiving, addressing and communicating the response to any consumer complaint or feedback.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	10%
Safe and responsible usage	100%
Recycling and/or safe disposal	20%

3. Number of consumer complaints in respect of the following:

	FY 2023-24			FY 2022-23		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	Nil	NA	NA	Nil	NA	NA
Advertising	NA	NA	NA	NA	NA	NA
Cyber-security	Nil	NA	NA	Nil	NA	NA
Delivery of essential Services	Nil	NA	NA	Nil	NA	NA
Restrictive Trade Practices	Nil	NA	NA	Nil	NA	NA
Unfair Trade Practices	Nil	NA	NA	Nil	NA	NA
Other	Nil	NA	NA	Nil	NA	NA

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Nil	Nil
Forced recalls	Nil	Nil

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy. -> Yes

IT Security Policy Link: <https://nandandenim.com/wp-content/uploads/2023/08/IT-Security-Policy.pdf>

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

There were no such incident related to the mentioned topics reported.

7. Provide the following information relating to data breaches:

- Number of instances of data breaches - Nil
- Percentage of data breaches involving personally identifiable information of customers - Nil
- Impact, if any, of the data breaches - NA

# Financial Statements

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# **Independent Auditor's Report**

To,  
The Members of  
**Nandan Denim Limited**

## **Report on the Audit of the Standalone Financial Statements**

### **Opinion**

1. We have audited the Standalone financial statements of **NANDAN DENIM LIMITED** ("the Company"), which comprise the Balance Sheet as at **31<sup>st</sup> March, 2024**, and the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2024, and its profit, other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### **Basis for Opinion**

3. We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are

further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Companies Act, 2013 and the Rules there under and we have fulfilled our 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 on the Standalone Financial Statement.

### **Emphasis of Matter**

4. As described in Note 49 to the Financial Statement, the Income Tax Department had carried out the search at the company's business premises from July 20,2022 to July 26, 2022. The assessments for the period covered by search are pending for some of the years. The management of the Company does not expect any material additional liability as a result of the search and hence no provision for the additional income tax liability has been made by the Company.

Our opinion is not modified in respect of the above matters.

### **Key Audit Matters**

5. 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.

- 
6. Key audit matter identified in our audit is on assessment of Existence & Recoverability of Trade Receivable as follows:

<b>Key audit matter</b>	<b>How our audit addressed the key audit matter</b>
<b>Existence &amp; Recoverability of Trade Receivable</b> The company has trade receivables (net) outstanding of ₹ 37,192.80 Lakhs after deducting the provision for impairment of ₹ 2894.26 Lakhs at the end of reporting period. This represents 31.46% of the total assets of the company. These balances are receivable in relation to the revenue recognized in accordance with the requirements of Ind AS 115 "Revenue from Contracts with Customers".	Our audit procedures included the following: <ul style="list-style-type: none"><li>• Reviewing the accounting policy with respect to<ul style="list-style-type: none"><li>○ recognition of revenue &amp; its appropriateness in accordance with Ind AS 115: Revenue from Contract with Customers;</li><li>○ Appropriateness of Recognition, Measurement and Impairment of Trade Receivables in accordance with Ind AS 109: Financial Instruments.</li></ul></li></ul>

<b>Key audit matter</b>	<b>How our audit addressed the key audit matter</b>
<p>The recoverability of trade receivables is a key element of the company's working capital management, which is managed on an ongoing basis by its management. Due to the nature of the business, the requirements of customers and various contract terms that are in place, there is a risk that the carrying values may not reflect the recoverable amounts as at the reporting date.</p> <p>Therefore, the assessment of existence &amp; recoverability of trade receivables is a key audit matters due to its size, and inherent uncertainty involved in the Management judgement.</p> <p>Refer note 2.1.1 to material accounting policies and note 9 &amp; 9.3 and note 35.3.3 to the standalone Financial statements.</p>	<ul style="list-style-type: none"> <li>• Evaluating the design &amp; implementation of internal controls in relation to recovery of Trade receivables, calculation of allowance for impaired trade receivable along with testing its operating effectiveness on sample basis.</li> <li>• Obtaining the external balance confirmations on samples basis to ascertain the existence &amp; completeness of trade receivables.</li> <li>• Verified the subsequent receipts of trade receivables for selected samples to ascertain its existence as on balance sheet date.</li> <li>• Obtaining an understanding of the processes for evaluating the recoverability of the trade receivables including the collection process &amp; allowances for impaired trade receivables.</li> <li>• Verifying the ageing analysis of Trade receivables, long outstanding &amp; overdue balances, latest correspondences with customers for recovery of dues &amp; evaluating its impact on provisioning &amp; impairment.</li> <li>• Assessing the adequacy of the disclosures as required by the statute.</li> </ul>

#### **Information other than the Standalone Financial Statements and Auditors' Report thereon.**

7. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information and other information in the Company's annual report, but does not include the standalone financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the Standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

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

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

ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

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

report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 13. 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.
- 14. 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.
- 15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

16. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. Further to our comments in Annexure A, as required by Section 143(3) of the Act, based on our audit, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Standalone Financial Statements dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards as specified under section 133 of the Act.
- e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Standalone Financial Statement.
- g) 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 read with Schedule V to the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in the financial statements- Refer Note-36 of financial statement;
  - ii. The Company was not required to recognise a provision as at March 31, 2024 under the applicable law or accounting standards, as it does not have any material foreseeable losses on long-term contracts. The Company did not have any derivative contracts as at March 31, 2024;
  - iii. There has been a delay of 72 days in transferring the amount of ₹ 4.59 lakhs to the Investor Education and Protection Fund by the Company.
  - iv. (i) 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 persons or entities , including foreign entities ("Intermediaries")with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall, whether,
- directly or indirectly lend or invest in the 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.
- (ii) 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 persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly lend or invest in the other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on such audit procedures as 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) of the Companies (Audit and Auditors) Rules, 2014, as mentioned at para (iv)(i) and (iv)(ii) above, contain any material mis-statement.
- v. The company has not declared or paid any dividend during the year as prescribed under section 123 of the Companies Act, 2013.
- vi. Based on our examination, the Company has used accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility and that has operated for part of the year from October 16, 2023 to March 31, 2024, for all relevant transactions recorded in the software. Further, during the course of our audit, we did not notice any instance of the audit trail feature being tampered with from the date it is operational.

For, **J. T. Shah & Co.**  
Chartered Accountants,  
[Firm Regd. No. 109616W]

**(J. J. Shah)**  
Partner  
[M. No. 045669]  
UDIN: 24045669BKFGFN2999

Place: Ahmedabad  
Date: 27/05/2024

## **Annexure "A" to Independent Auditor's Report**

Referred to in paragraph 16 of "**Report on Other Legal and Regulatory Requirements**" of our Report of even date to the Members of **NANDAN DENIM LIMITED** for the year ended **31<sup>st</sup> March, 2024**.

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

### **1. In respect of Property, Plant and Equipment :**

- (a) (i) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant & Equipments.
- (ii) The Company has maintained proper records showing full particulars of intangible assets on the basis of available information.
- (b) The property, plant and Equipments were physically verified by the Management according to a phased programme at regular interval intervals which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the programme, property, plant and Equipments have been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
- (c) Based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds of all the immovable properties of land and buildings (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment are held in the name of the Company as at the balance sheet date. In respect of immovable and movable properties that have been taken on lease and disclosed in the financial statements as right-of-use asset as at the balance sheet date, the lease agreements are duly executed in favour of the Company.
- (d) Company has not revalued its Property, Plant & Equipments and intangible assets during the year.
- (e) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 and rules made there under.

### **2. In respect of its Inventories :**

- (a) The physical verification of inventories has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by management is appropriate and no material discrepancies of 10% or

more in aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

- (b) The company has been sanctioned working capital limit in excess of ₹ 5.00 Crores in aggregate from banks on the basis of security of current assets. Copies of quarterly statement and return, furnished to bank have also been made available for our verification. We have verified the same on random sampling basis and discrepancies noticed during the verification were reasonably explained by the management.

### **3. In respect of Loans and Advances granted during the year:**

During the year, the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the clauses 3 (iii) (a) to (f) of the Companies (Auditor's Report) Order, 2020 are not applicable to the company.

### **4. Loans, Investments and Guarantees:**

The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

### **5. In respect of Deposits:**

The company has not accepted any deposits or amount which are deemed to be deposits and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the company. Accordingly, clause 3(v) of Companies (Auditor's Report) Order, 2020 is not applicable.

### **6. Cost Records:**

Pursuant to the rules made by the central government of India, the Company is required to maintain cost records as specified under section 148(1) of the Act.

We have broadly reviewed the same, and are of the opinion that, *prima facie*, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

## 7. In respect of Statutory Dues :

- (a) The Company is by and large regular in depositing with appropriate authorities undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income Tax, Duty of Customs, Value Added tax, cess and any other material statutory dues with the appropriate authorities except delay in payment in respect of Professional tax. According to the information and explanations given to us, no undisputed amounts payable in respect statutory dues were outstanding as at 31<sup>st</sup> March, 2024 for a period of more than six months from the date they became payable.
- (b) According to the records of the Company, the dues of Goods and Service Tax, Provident Fund, Employees State Insurance, Income Tax, Duty of Customs, Value Added tax or cess which have not been deposited as on 31<sup>st</sup> March, 2024 on account of disputes and the forum where the dispute is pending are as under:

Name of the Statute	Nature of the Dues	Year	Amount ₹ In Lakhs)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax Demand & Interest	2011-12	11.84	Commissioner of Income Tax (Appeals)
	Income Tax Demand & Interest	2012-13	33.96	Commissioner of Income Tax (Appeals)
	Income Tax Demand & Interest	2014-15	663.86	Commissioner of Income Tax (Appeals)
	Income Tax Demand & Interest	2015-16	385.11	Commissioner of Income Tax (Appeals)
	Income Tax Demand & Interest	2016-17	1.12	Commissioner of Income Tax (Appeals)
	Income Tax Demand & Interest	2017-18	1992.11	Commissioner of Income Tax (Appeals)
	Income Tax Demand & Interest	2021-22	82.76	Commissioner of Income Tax (Appeals)
Value Added Tax	Value Added Tax Demand	2010-11	27.16	Gujarat Value Added Tax Tribunal, Ahmedabad
	Interest & Penalty	2010-11	40.02	Gujarat Value Added Tax Tribunal, Ahmedabad
ESIC Act	ESIC Demand	2013-14	26.04	ESIC Court

## 8. In respect of Undisclosed Income Discovered in Income tax Assessment:

There are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account. Hence, clause 3(viii) of Companies (Auditor's Report) Order, 2020 is not applicable to the company.

short term basis for long term purpose. Hence, clause 3 (ix)(d) of the Order is not applicable to the Company.

- (e) The company has not taken any funds from any entity or person to meet obligations of its subsidiaries, associates or joint ventures. Hence reporting under clause 3(ix)(e) of the Companies (Auditor's Report) Order, 2020 is not applicable to the Company.
- (f) The company has not has raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, clause 3 (ix)(f) of the Companies (Auditor's Report) Order, 2020 is not applicable to the Company.

## 9. In respect of Repayment of Loans:

- (a) In our opinion, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lenders.
- (b) The company has not been declared as willful defaulter by any bank or financial institution or other lenders.
- (c) The term loans taken by the company during the year have been applied for the purpose for which term loan has been obtained.
- (d) On an overall examination of the standalone financial statements of the Company, prima facie, the company has not utilized any funds raised on

## 10. In respect of Public Offerings:

- (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3 (x)(a) of the Companies (Auditor's Report) Order, 2020 is not applicable to the Company.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Accordingly,

- clause 3(x)(b) of the Companies (Auditor's Report) Order, 2020 is not applicable to the Company.
- 11.** (a) As represented to us by the management and to the best of our knowledge, no fraud by the Company or no material fraud on the company has been noticed or reported during the year.
- (b) As informed to us by the management and to the best of our knowledge, no report under sub-Section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Auditor and Auditor) Rules 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the management, there were no whistle-blower complaints received during the year and up to the date of this report by the company.
- 12.** As the company is not a Nidhi Company, the Nidhi Rules, 2014 are not applicable to it. Accordingly, provisions of clause (xii) (a) to (c) of the Company's (Auditor's Report) Order, 2020 are not applicable to the Company.
- 13.** The company has entered into transactions with related parties in compliance with the provisions of section 177 and 188 of the Companies Act 2013 where applicable and the details of related party transactions have been disclosed in the standalone financial statements as required under Indian Accounting Standard (Ind AS) 24 "Related Party Disclosure" specified under section 133 of the act.
- 14. In respect of Internal Audit:**
- (a) In our opinion, the company has an internal audit system commensurate with the size and nature of its business of the company.
- (b) We have considered the report of the internal auditor for the period under audit received till date of this report.
- 15.** The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, clause 3(xv) of the Companies (Auditor's Report) Order, 2020 is not applicable to the Company.
- 16.** In Respect to the Provisions of Reserve Bank Of India Act 1934:
- (a) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause (xvi)(a) of the Company's (Auditor's Report) Order, 2020 is not applicable to the company.
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Accordingly, clause (xvi)(b) of the Company's (Auditor's Report) Order, 2020 is not applicable to the company.
- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence, clause (xvi)(c) & (d) of the Company's (Auditor's Report) Order, 2020 is not applicable to the company.
- 17.** The Company has not incurred any cash losses in the financial year under review and immediately preceding financial year. Accordingly, clause (xvii) of the Company's (Auditor's Report) Order, 2020 is not applicable to the company.
- 18.** There has been no resignation of the statutory auditors during the year under consideration. Accordingly, clause (xviii) of the Company's (Auditor's Report) Order, 2020 is not applicable to the company.
- 19.** 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 and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 20.** According to the information and explanation given to us and the records of the company examined by us, there were no unspent amount required to be transferred to special account as required by Section 135 of the Companies Act, 2013. Accordingly, provisions of sub clause (a) and (b) of clause (xx) of the Company's (Auditor's Report) Order, 2020 are not applicable to the company.

For, **J. T. Shah & Co.**  
Chartered Accountants,  
[Firm Regd. No. 109616W]

**(J. J. Shah)**  
Partner

Place: Ahmedabad  
Date: 27/05/2024

[M. No. 045669]  
UDIN: 24045669BKFGFN2999

## Annexure "B" to Independent Auditors' Report

Referred to in paragraph 17(f) of "Report on Other Legal and Regulatory Requirements" of our Report of even date to the Members of **NANDAN DENIM LIMITED** for the year ended **31<sup>st</sup> March, 2024**.

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

#### Opinion

We have audited the internal financial controls over financial reporting of **NANDAN DENIM LIMITED** ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, 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.

#### Auditors' Responsibility

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

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

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

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and 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, **J. T. Shah & Co.**  
Chartered Accountants,  
[Firm Regd. No. 109616W]

**(J. T. Shah)**  
Partner

Place: Ahmedabad  
Date: 27/05/2024  
[M. No. 045669]  
UDIN: 24045669BKFGFN2999

# Balance Sheet

as at 31<sup>st</sup> March, 2024

(₹ in Lakhs)

Particulars	Note Reference	As at 31/03/2024	As at 31/03/2023
<b>ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	3	50,773.08	53,405.20
(b) Right of use Asset	3.3	34.91	39.51
(c) Capital Work-in-Progress	3.2	71.25	513.54
(d) Other Intangible Assets	4	20.65	1.92
(e) Financial Assets			
(i) Investments	5	41.07	31.70
(ii) Others Financial Assets	6	304.20	422.99
(f) Other Non-Current assets	7	716.68	361.86
<b>(2) Current Assets</b>			
(a) Inventories	8	16,758.88	20,731.67
(b) Financial Assets			
(i) Trade Receivables	9	37,192.80	35,322.00
(ii) Cash and cash Equivalents	10	1,530.96	317.38
(iii) Other Bank Balances	11	4,060.54	2,439.49
(iv) Others Financial Assets	6	5,077.79	11,262.25
(c) Current Tax Asset (Net)	12	276.17	315.39
(d) Other Current Assets	7	1,353.00	1,575.68
<b>TOTAL ASSETS</b>		<b>1,18,211.98</b>	<b>1,26,740.58</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	13	14,414.72	14,414.72
(b) Other Equity	14	44,105.18	39,593.91
<b>TOTAL EQUITY</b>		<b>58,519.90</b>	<b>54,008.63</b>
<b>Liabilities</b>			
<b>(1) Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15	9,632.13	16,280.75
(ii) Lease Liability	16	20.02	20.04
(iii) Other Financial Liabilities	17	811.22	Nil
(b) Provisions	18	303.03	334.30
(c) Deferred Tax Liabilities (Net)	19	3,506.04	1,493.60
(d) Deffered Government Grants Liabilities	20	88.79	194.59
(e) Other Non-Current Liabilities	21	Nil	Nil
<b>(2) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15	23,336.31	30,205.74
(ii) Lease Liabilities	16	0.09	Nil
(iii) Trade Payables	22		
(a) Due to Micro & Small Enterprises		1,311.76	350.47
(b) Due to Other than Micro & Small Enterprises		17,374.32	17,971.35
(iv) Other Financial Liabilities	17	2,401.86	5,056.01
(b) Other Current Liabilities	21	724.69	605.22
(c) Provisions	18	80.63	84.03
(d) Deffered Government Grants Liabilities	20	101.19	135.85
(e) Current Tax Liabilities (Net)	23	Nil	Nil
<b>TOTAL LIABILITIES</b>		<b>59,692.08</b>	<b>72,731.95</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,18,211.98</b>	<b>1,26,740.58</b>
Statement of Material Accounting Policies	2		

As per our report of even date attached herewith.

For, **J. T. Shah & Co.**Chartered Accountants  
(Firm Regd. No. 109616W)**For & on behalf of the Board of Directors of  
NANDAN DENIM LIMITED****(J. J. Shah)**Partner  
(M.No. 045669)  
Date :27/05/2024  
Place: Ahmedabad**Jyotiprasad Chirpal**  
(Managing Diector)  
(DIN: 00155695)**Suresh Maheshwari**  
(Chief Financial Officer)  
Date :27/05/2024  
Place: Ahmedabad**Shaktidan Gadhavi**  
(Whole Time Director)  
(DIN: 09004587)**Deepak Chirpal**  
(Chief Executive Officer)**Rinku Patel**  
(Company Secretary)

# Statement of Profit and Loss

for the year ended 31<sup>st</sup> March, 2024

Particulars	Note Reference	(₹ in Lakhs)	
		Year Ended 31/03/2024	Year Ended 31/03/2023
<b>I INCOME</b>			
(1) Revenue from Operations	24	2,01,008.75	2,02,676.41
(2) Other Income	25	3,459.06	1,161.50
<b>TOTAL INCOME</b>		<b>2,04,467.81</b>	<b>2,03,837.91</b>
<b>II EXPENSES</b>			
(1) Cost of materials consumed	26	1,59,428.15	1,60,094.74
(2) Purchases of Stock-in-Trade	27	785.50	5,785.89
(3) Changes in inventories of Finished Goods, Stock- in-Trade and Work- in-Progress	28	2,804.07	(108.12)
(4) Employee Benefit expenses	29	7,422.79	7,411.48
(5) Finance Costs	30	4,722.97	5,337.56
(6) Depreciation and Amortisation expenses	31	4,055.49	3,718.51
(7) Other Expenses	32	18,736.74	21,083.39
<b>TOTAL EXPENSES</b>		<b>1,97,955.71</b>	<b>2,03,323.45</b>
<b>PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS FOR THE YEAR</b>		<b>6,512.10</b>	<b>514.46</b>
<b>III EXCEPTIONAL ITEMS</b>		<b>Nil</b>	<b>Nil</b>
<b>PROFIT/(LOSS) BEFORE TAX FOR THE YEAR</b>		<b>6,512.10</b>	<b>514.46</b>
<b>IV TAX EXPENSE</b>			
(1) Current Tax	33	Nil	Nil
(2) Deferred Tax	33	2,007.62	286.75
(3) Short/(Excess)Provision Of Income Tax of earlier year	33	7.52	174.55
<b>TOTAL TAX EXPENSE</b>		<b>2,015.14</b>	<b>461.30</b>
<b>PROFIT/(LOSS) AFTER TAX FOR THE YEAR</b>		<b>4,496.96</b>	<b>53.16</b>
<b>V OTHER COMPREHENSIVE INCOME</b>			
(i) Items that will not be reclassified to Profit or Loss			
(a) Remeasurements of Defined Benefit Plans		19.12	91.56
(ii) Income Tax relating to items that will not be reclassified to Profit or Loss		(4.81)	(23.04)
<b>TOTAL OTHER COMPREHENSIVE INCOME FOR THE YEAR (NET OF TAX)</b>		<b>14.31</b>	<b>68.52</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>4,511.27</b>	<b>121.68</b>
<b>VI EARNINGS PER EQUITY SHARE OF ₹ 10/- EACH FULLY PAIDUP</b>			
(a) Basic (in ₹)	34	3.12	0.04
(b) Diluted (in ₹)	34	3.12	0.04

As per our report of even date attached herewith.

For, **J. T. Shah & Co.**

Chartered Accountants  
(Firm Regd. No. 109616W)

**(J. J. Shah)**

Partner  
(M.No. 045669)  
Date :27/05/2024  
Place: Ahmedabad

For & on behalf of the Board of Directors of  
**NANDAN DENIM LIMITED**

**Jyotiprasad Chirpal**  
(Managing Diector)  
(DIN: 00155695)

**Suresh Maheshwari**  
(Chief Financial Officer)  
Date :27/05/2024  
Place: Ahmedabad

**Shaktidan Gadhavi**  
(Whole Time Director)  
(DIN: 09004587)

**Deepak Chirpal**  
(Chief Executive Officer)

**Rinku Patel**  
(Company Secretary)

# Statement of Cash Flows

for the year ended on 31<sup>st</sup> March, 2024

Particulars	(₹ in Lakhs)	
	Year Ended 31/03/2024	Year Ended 31/03/2023
<b>Cash flow from operating activities</b>		
Profit before Tax from Continuing operations	6,512.10	514.46
<b>Profit before tax</b>	<b>6,512.10</b>	<b>514.46</b>
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation	4,055.49	3,718.51
Provision/(Reversal) for Doubtful debts	(628.68)	(258.99)
(Gain)/Loss on Fair Value on Forward Contract	Nil	11.99
Amotisation of Pre Received Income	(273.42)	Nil
Finance Charges	4,722.97	5,337.56
Deferred Government Grant Income	(140.45)	(162.06)
Provision/(Reversal) for doubtful Advances	Nil	(33.75)
Gain on disposal of Property, Plant & Equipment	(229.46)	(105.00)
Net (gains)/Loss on fair value changes on Investments classified through FVPL	(9.37)	15.54
Interest Received	(199.36)	(119.05)
Dividend Income	(0.05)	(0.04)
<b>Working capital adjustments:</b>		
Increase/(decrease) in Trade Payable	364.26	(7,893.53)
Increase/(decrease) in short-term Provision	15.72	84.32
Increase/(decrease) in Long-term Provision	(31.27)	(32.86)
Increase/(decrease) in other current liability	119.47	6.53
Increase/(decrease) in other current Financial liability	(63.42)	(480.65)
Decrease/(increase) in Trade receivable	(1,242.13)	9,541.78
Decrease/(increase) in Inventories	3,972.79	3,624.00
Decrease/(increase) in other Current assets	222.67	2,141.02
Decrease/(increase) in other Non Current Financial assets	(10.37)	(111.00)
Decrease/(increase) in other Current Financial assets	6,189.30	(1,100.56)
Decrease/(increase) in other non-current assets	5.07	3.97
<b>Cash generated from operations</b>	<b>23,351.86</b>	<b>14,702.20</b>
Income taxes paid	(311.09)	(605.91)
<b>Net cash from operating activities</b>	<b>23,040.77</b>	<b>14,096.29</b>
<b>Cash Flows from Investing activities</b>		
Purchase of property, plant and equipment (Incl. Capital work in progress)	(4,441.02)	(1,753.82)
Purchase of Intangible Asset	(25.00)	Nil
Proceeds from sale of property, plant and equipment	795.29	105.00
Payment for Right of Use Assets	Nil	(10.00)
Margin Money Deposit(Net)	(1,501.01)	(568.10)
Interest Received	194.52	118.83
Dividend Income	0.05	0.04
<b>Net cash used in investing activities</b>	<b>(4,977.17)</b>	<b>(2,108.05)</b>

# Statement of Cash Flows

for the year ended on 31<sup>st</sup> March, 2024

Particulars	(₹ in Lakhs)	
	Year Ended 31/03/2024	Year Ended 31/03/2023
<b>Cash Flows from financing activities</b>		
Proceeds from borrowings	3,460.27	260.65
Repayment of borrowings	(10,134.70)	(11,056.23)
Increase in Short Term Borrowing (Net)	(5,831.19)	1,475.32
Interest paid	(4,344.40)	(5,215.47)
<b>Net cash used in financing activities</b>	<b>(16,850.02)</b>	<b>(14,535.73)</b>
<b>Net increase in cash and cash equivalents</b>	<b>1,213.58</b>	<b>(2,547.49)</b>
<b>Cash and cash equivalents at the beginning of the financial year</b>	<b>317.38</b>	<b>2,864.87</b>
<b>Cash and cash equivalents at end of the year</b>	<b>1,530.96</b>	<b>317.38</b>

## Reconciliation of cash and cash equivalents as per the cash flow statement

Cash and cash equivalents as per above comprise of the following:	(₹ in Lakhs)	
	As at 31/03/2024	As at 31/03/2023
Cash and cash equivalents (Note 10)	1,530.96	317.38
Fixed deposits with less than 3 month from date of origination	Nil	Nil
<b>Balances per statement of cash flows</b>	<b>1,530.96</b>	<b>317.38</b>

### Note:

The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard - 7 "Statement of Cash Flows" specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Indian Accounting Standards) Rules, 2015.

As per our report of even date attached herewith.

For, **J. T. Shah & Co.**

Chartered Accountants

(Firm Regd. No. 109616W)

**For & on behalf of the Board of Directors of  
NANDAN DENIM LIMITED**

**(J. J. Shah)**

Partner

(M.No. 045669)

Date :27/05/2024

Place: Ahmedabad

**Jyotiprasad Chiripal**  
(Managing Director)  
(DIN: 00155695)

**Shaktidan Gadhwani**  
(Whole Time Director)  
(DIN: 09004587)

**Deepak Chiripal**  
(Chief Executive Officer)  
(DIN: 09004587)

**Suresh Maheshwari**  
(Chief Financial Officer)  
Date :27/05/2024  
Place: Ahmedabad

**Rinku Patel**  
(Company Secretary)

# Statement of Changes in Equity

for the year ended on 31<sup>st</sup> March, 2024

## A) Equity Share Capital

Particulars	Note No.	₹ In Lakhs
<b>Balance as on 1<sup>st</sup> April, 2022</b>	13	<b>14,414.72</b>
Changes in Equity Share Capital due to Prior Period Errors		Nil
Restated Balance as on 1 <sup>st</sup> April, 2022		14,414.72
Changes during the Year		Nil
<b>Balance as on 31<sup>st</sup> March, 2023</b>	13	<b>14,414.72</b>
Changes in Equity Share Capital due to Prior Period Errors		Nil
Restated Balance as on 31 <sup>st</sup> March, 2023		14,414.72
Changes during the Year		Nil
<b>Balance as on 31<sup>st</sup> March, 2024</b>	13	<b>14,414.72</b>

## B) Other Equity

(₹ in Lakhs)

Particulars	Reserves and Surplus			
	Securities Premium Reserve	General Reserve	Retained Earnings	Total
<b>Balance as at 01/04/2022</b>	<b>Nil</b>	<b>755.40</b>	<b>38,716.83</b>	<b>39,472.23</b>
Profit for the year	Nil	Nil	53.16	53.16
Other Comprehensive Income for the year (Net of Tax)	Nil	Nil	68.52	68.52
<b>Total Comprehensive Income for the year</b>	<b>Nil</b>	<b>Nil</b>	<b>121.68</b>	<b>121.68</b>
<b>Transactions with owners in their capacity as owners:</b>				
Dividend paid	Nil	Nil	Nil	Nil
<b>Balance as at 31/03/2023</b>	<b>Nil</b>	<b>755.40</b>	<b>38,838.51</b>	<b>39,593.91</b>
Profit for the year	Nil	Nil	4,496.96	4,496.96
Other Comprehensive Income for the year (Net of Tax)	Nil	Nil	14.31	14.31
<b>Total Comprehensive Income for the year</b>	<b>Nil</b>	<b>Nil</b>	<b>4,511.27</b>	<b>4,511.27</b>
<b>Transactions with owners in their capacity as owners:</b>				
Dividend paid	Nil	Nil	Nil	Nil
<b>Balance as at 31/03/2024</b>	<b>Nil</b>	<b>755.40</b>	<b>43,349.78</b>	<b>44,105.18</b>

As per our report of even date attached herewith.

For, **J. T. Shah & Co.**

Chartered Accountants

(Firm Regd. No. 109616W)

**For & on behalf of the Board of Directors of  
NANDAN DENIM LIMITED**

**(J. J. Shah)**

Partner

(M.No. 045669)

Date :27/05/2024

Place: Ahmedabad

**Jyotiprasad Chirpal**

(Managing Dector)

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**Suresh Maheshwari**

(Chief Financial Officer)

Date :27/05/2024

Place: Ahmedabad

**Shaktidan Gadhavi**

(Whole Time Director)

(DIN: 09004587)

**Deepak Chirpal**

(Chief Executive Officer)

**Rinku Patel**

(Company Secretary)

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note: 1

### 1.1 Company Overview

Nandan Denim Limited is a public limited Company incorporated and domiciled in India and its shares are traded on the National Stock Exchange of India Ltd ('NSE') and BSE Limited ('BSE'), in India. The registered office of the Company is situated at Survey No. 198/1 & 203/2 Saijpur-Gopalpur, Pirana Road, Piplej, Ahmedabad-382405-Gujarat.

The Company is principally engaged in the manufacturing and Sale of fabrics including Denim, Yarn and Shirting etc. The Company has manufacturing facilities located at Piplej and Bareja, Gujarat.

These financial statements presented in Indian Rupee with figures rounded off to nearest rupees in lakhs except otherwise indicated were approved and adopted by Board of Directors of the Company in their meeting held on 29th May, 2023.

### 1.2 Basis of Preparation of Accounts

These individual financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, except for certain financial instruments which are measured at fair values. The Ind AS is prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereto.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Company retains the presentation and classification of items in the financial statements from one period to the next.

### 1.3 Use of Estimates and Judgements

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgements and the use of assumptions in financial statements have been specified in Note 1.4 below. Accounting estimates could change from period to period. Actual results could differ from

estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in financial statements in the period in which the changes are made and, if material, their effects are disclosed in these notes to the individual financial statements.

### 1.4 Critical Accounting Estimates and Judgement used in application of Accounting Policies

#### a. Income Taxes

Significant judgements are involved in determining the provision for Income Taxes, including amount expected to be paid / recovered for uncertain tax positions. (Also refer Note 19 and 33)

#### b. Property, Plant and Equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful life and residual values of the Company's assets are determined by the Management at the time the asset is acquired and reviewed periodically, including at each financial year end. The life is based on historical experience with similar assets as well as anticipation of future events, which may impact their life such as changes in technology. (Refer Note 3)

#### c. Impairment of Financial Assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation based on empirical evidence available without undue cost or effort, existing market conditions as well as forward looking estimates at the end of each reporting period. (Refer Note 9 and 35.3.3)

#### d. Defined Benefit Plan

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligations is determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. (Refer Note 29, 29.1 and 29.2)

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## e. Fair Value Measurement of Financial Instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets, where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include consideration of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair values of financial instruments. (Refer Note 35)

## f. Expected credit loss for receivables

Significant judgements are involved in determining the provision for Expected credit loss for receivable based on the historical credit loss experience adjusted for forward looking information.

## Note 2

### 2.1 Material Accounting Policies

#### 2.1.1 Revenue Recognition

##### Revenue from Contacts with Customers

The company manufactures Denim Cloth, Shirting Cloth and Yarn and engaged in trading of Cotton and Coal. The company also render job work service. The time taken from entering into order and sale is less than 12 months and the normal credit period offered to customers is also less than 12 months. The company offers trade Discount, Quantity Discount, cash Discount, Discount for Shortage or quality issue discount which are factored while determining transaction price. Revenue is recognised such that significant reversal is not highly probable. The reconciliation between the contract price and revenue recognised is given in Note 24.

##### **2.1.1.a Sale of Goods**

Revenue from the sale of goods is recognized at a point in time when the control of the products has transferred which generally coincides with dispatch of products to customers in case of domestic sales and on the basis of bill of lading in the case of export sales.

At that point in time, the customer has the ability to direct the use of, and obtain substantially all of the remaining benefits from, the asset or to restrict the access of other entities to those benefits.

#### 2.1.1.b Rendering of Service

##### **Revenue from Job work service contracts:**

- i) The revenue relating to Job Work service contracts are recognised at point in time as control is transferred to the customer on dispatch of goods to them and
- ii) the revenue relating to supplies are measured in line with policy set out in 2.1.1.a

In respect of indivisible contracts, the revenues are recognised over a period of time, measured as per (i) above.

When the consideration is received, before the Company transfers goods to the customer, the Company shall present the consideration as a contract liability and when the services rendered by the Company exceed the payment, a contract asset is recognised excluding any amount presented as receivable.

#### 2.1.2 Insurance Claim

Insurance claims are recognized when there is reasonable certainty regarding the realization of the same at an amount estimated by the management to the extent that it is highly probable that a significant reversal in the amount recognised will not occur at the time of actual receipt of the claim amount. At the end of each reporting period, the estimated amount is updated, if required, to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

#### 2.1.3 Inventories

Inventories are measured at cost and net realizable value, whichever is lower. Net realizable value is the estimated selling price in the ordinary course of business less estimated cost necessary to make the sale. Cost in respect of raw materials and stock in trade are determined on FIFO basis. Costs in respect of all other Inventories are computed on weighted average basis method. Finished goods and process stock include cost of conversion and other costs incurred in acquiring the inventory and bringing them to their present location and condition.

Inventories are written down to net realizable value item by item except where it is appropriate to group similar or related items. When a decline in the price of materials, indicates that the cost of the finished products exceeds net realizable value, the materials are written down to their replacement cost. When the circumstances that previously caused inventories to be written down below cost no longer exist or when there is clear evidence of

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

an increase in net realizable value because of changed economic circumstances, the amount of the write-down is reversed so that the new carrying amount is the lower of the cost and the revised net realizable value. Inventories are recognised as expense in the period in which the related revenue is recognised.

## 2.1.4 Property, Plant and Equipment

### 2.1.4.a Recognition of Property, Plant and Equipment

Property, plant and equipment are tangible items that are held for use in the production or supply of goods and services, rental to others or for administrative purposes and are expected to be used during more than one period. The cost of an item of property, plant and equipment is recognised as an asset if and only, if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Freehold land is carried at cost less accumulated impairment losses. All other items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost of an item of property, plant and equipment comprises:

- Its purchase price, all costs including financial costs till commencement of commercial production are capitalized to the cost of qualifying assets. Goods & Service Tax credit, if any, are accounted for by reducing the cost of capital goods;
- Any other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

### 2.1.4.b Depreciation of Property, Plant and Equipment

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately on straight-line method. Parts of plant and equipment that are technically advised to be replaced at prescribed intervals / periods of operation, insurance spares and cost of inspection / overhauling are depreciated separately based on their specific useful life provided these are of significant amounts. The depreciation charge for each period is recognised in profit or loss unless it is included in the carrying amount of another asset. Depreciable amount of an item of property, plant and equipment is arrived at after deducting estimated residual value. The depreciable amount

of an asset is allocated on a systematic basis over its useful life as disclosed in Note 3. The Company reviews the residual value and useful life at each financial year-end and, if expectations differ from previous estimates, the residual value and useful lives are changed prospectively and accounted for as a change in accounting estimate. Depreciation commences when the item of property, plant and equipment is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation ceases at the earlier of the date that the asset is classified as held for sale (or included in a disposal group that is classified as held for sale) and the date that the asset is derecognized. The Company reviews the depreciation method at each financial year-end and if, there has been a significant change in the expected pattern of consumption of the future economic benefits embodied in the asset, the method is changed to reflect the changed pattern. Such a change is accounted as a change in accounting estimate on prospective basis.

### 2.1.4.c Compensation for Impairment

The Company recognises compensation from third parties for items of property, plant and equipment that were impaired, lost or given up in profit or loss when the compensation becomes receivable.

### 2.1.4.d Derecognition of Property, Plant and Equipment

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss from the derecognition of an item of property, plant and equipment is recognised in profit or loss when the item is derecognized.

## 2.1.5 Leases

### As a Lessee

At inception of a contract, the company assesses whether a contract is, or contains, a lease. A contract is or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether: (i) the contract involves the use of an identified asset (ii) the company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and (iii) the company has the right to direct the use of the asset.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The cost of the right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of Property, Plant and Equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently measured as given below:

- (a) increasing the carrying amount to reflect interest on the lease liability;
- (b) reducing the carrying amount to reflect the lease payments made; and
- (c) remeasuring the carrying amount to reflect any reassessment or lease modifications.

It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

## Short-term leases and leases of low-value assets

The Company has elected not to recognise right-to-use assets and lease liabilities for short-term lease that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as expense on straight line basis as per the terms of the lease.

## 2.1.6 Employee Benefits

### 2.1.6.a Short-term Employee Benefits

Short-term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the reporting period in which the employees render the related service. Short-term employee benefits include salaries, wages, social security contributions, bonus, paid annual leave etc. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

### 2.1.6.b Post-employment Benefits

Post-employment benefits are benefits (other than termination benefits and short-term employee benefits) that are payable after the completion of employment. Post-employment benefits are identified under defined contribution plans and defined benefit plans.

#### 2.1.6.b.i Defined Contribution Plans

Post-employment benefits are identified under defined contribution plans if the Company has no obligation other than to contribute a fixed amount of money to a fund. Employees may contribute to the fund along with the Company. Contributions to the Employees' Regional Provident Fund and Superannuation Fund are recognised as defined contribution plan. Such contributions are recognised as liability and expenses during the period in which the employees perform the services. Any excess contributions to the fund are recognised as an asset.

#### 2.1.6.b.ii Defined Benefit Plans

Post-employment benefits in the form of Gratuity are considered as defined benefit plan and determined on actuarial valuation using the projected unit credit method at the balance sheet date. Actuarial Gains or Losses through re-measurement of the net obligation of a defined benefit liability or asset is recognised in Other Comprehensive Income and aggregated with retained earnings. Such re-measurements are not reclassified to Profit or Loss in subsequent periods.

Gratuity is funded through a trust for which a policy with Life Insurance company Limited has been taken.

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## 2.1.6.c Other long-term employment benefits

Employee Benefits that are neither short-term employee benefit nor post-employment benefit nor termination benefits are other long-term employee benefits. Entitlements to annual leave and sick leave are recognized when they accrue to employees. Sick leave can only be availed while annual leave can be either availed or encashed subject to a restriction on the maximum number of accumulated leave. The Company determines the liability for such accumulated leaves using the projected unit credit method. Actuarial gains and losses are recognised in the Profit or Loss.

## 2.1.7 Government Grants

Grants related to assets, including non-monetary grants at fair value, are presented in the balance sheet as deferred government grants Liabilities. Deferred government grants Liabilities is recognised in profit or loss on the basis the related assets are depreciated or amortised if they are related to asset or under other income when the grant becomes receivable. Grants related to income are presented in profit or loss under other income. Grants received in advance before fulfilment of conditions are recognised as Other Liability classified into current or non-current, as appropriate in the circumstances of the case.

### Export Incentives

Export entitlements are recognized in Profit or Loss when the right to receive credit as per the terms of scheme is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

### Subsidy

Subsidy under Textiles Up gradation Fund Scheme (TUFFS), Gujarat Textile Policy or any other subsidy are recognized when there is reasonable certainty regarding the realization of the same.

## 2.1.8 Borrowing Costs

Interest and other costs that the Company incurs in connection with the borrowing of funds are identified as borrowing costs. The Company capitalises borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which it is incurred. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. The Company identifies the borrowings into specific borrowings and general borrowings. Specific borrowings are borrowings that are specifically taken for the purpose of obtaining a qualifying asset. General borrowings include all other borrowings except the amount outstanding as on

the balance sheet date of specific borrowings for assets that are not yet ready for use. Borrowing cost incurred actually on specific borrowings are capitalised to the cost of the qualifying asset. For general borrowings, the Company determines the amount of borrowing costs eligible for capitalisation by applying a capitalisation rate to the expenditures on the qualifying asset based on the weighted average of the borrowing costs applicable to general borrowings. The capitalisation on borrowing costs commences when the Company incurs expenditure for the asset, incurs borrowing cost and undertakes activities that are necessary to prepare the asset for its intended use or sale. The capitalisation of borrowing costs is suspended during extended periods in which active development of a qualifying asset is suspended. The capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

## 2.1.9 Financial Instruments

Significant judgement is required to assess whether a particular asset is a financial instrument or otherwise. An asset that represents a contractual right to receive cash that is subject to other than only passage of time or cannot be sold independently of other operating rights have not been presented as financial assets. Such assets are mainly in the nature of security deposits and investments in equity shares for receiving services from third parties including government-controlled organisations.

**2.1.9.a** Recognition, classification, measurements and derecognition of Financial Assets Financial assets include cash and cash equivalents, trade and other receivables, investments in securities and other eligible current and non-current assets.

At initial recognition, all financial assets are measured at fair value except for trade receivable that initially measured at transaction price. Transaction costs is adjusted to the initial fair value where financial assets are not classified as subsequently measured at fair value through profit or loss.

Financial assets are subsequently classified and measured under one of the following three categories according to the purpose for which they are held and contractual cash flow characteristics. Financial assets are reclassified only when the purpose for which they are held changes. Financial assets are derecognised when the right to cash flows from the financial asset expires or when the financial asset is transferred resulting in transfer of significant risks and rewards to the buyer. Where significant risks and rewards are retained on transfer of a financial asset, the financial asset is not derecognised, and a financial liability is recognised

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

for the consideration received. Where the transfer of financial asset results in partial transfer of risks and rewards, the asset is derecognised if the buyer obtains the right to sell the asset to third party unilaterally without attaching any conditions else the financial asset continues to be recognised to the extent of continuing involvement

## 2.1.9.a.i Financial Assets at amortised cost

The company subsequently measures the following financial assets at amortised cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the financial asset except for financial assets that are credit-impaired in which case the effective interest rate is applied to the amortised cost. Financial assets at amortised cost, at the date of initial recognition, are held to collect contractual cash flows and have contractual terms that are consistent with a basic lending arrangement comprising of cash flows on specified dates that are solely payments of principal and interest on principal amount outstanding. The losses arising from impairment are recognised in the profit or loss.

## 2.1.9.a.ii Financial asset at Fair Value through Other Comprehensive Income (FVOCI)

Financial asset at FVOCI, at the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates, as well as held for selling. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognised in Other Comprehensive Income (OCI). Interest income calculated using the Effective Interest Rate (EIR) method, impairment gain or loss and foreign exchange gain or loss are recognised in Profit or Loss. On derecognition of the asset, cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from the OCI to Profit or Loss.

## 2.1.9.a.iii Financial assets at Fair Value through Profit or Loss (FVPL)

Financial Assets at FVPL, at the date of initial recognition, are held for trading, or which are measured neither at Amortised Cost nor at Fair Value through OCI. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognised in the Statement of Profit and Loss.

## 2.1.9.b Impairment of Financial Assets

The Company recognizes the impairment on financial assets based on the expected credit loss model for the financial assets which are not measured at fair value through profit or loss. In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance. In case of other financial assets, expected credit losses are measured at an amount equal to 12-month ECL unless there has been significant increase in credit risk from initial recognition in which case these are measured at lifetime expected credit loss. The amount of expected credit losses or reversal that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the profit or loss for the period.

## 2.1.9.c Recognition, classification, measurement and derecognition of financial liabilities

Financial liabilities include long-term and short-term loans and borrowings, trade and other payables and other eligible current and non-current liabilities. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and other payables, net of directly attributable transaction costs. The Company derecognises a financial liability when the obligation specified in the contract is discharged, cancelled or expires.

After initial recognition, financial liabilities are classified as:

### 2.1.9.c.i Financial liabilities at amortised cost

After initial recognition, such financial liabilities are subsequently measured at amortised cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the financial liability. The EIR amortisation is included in finance expense in the statement profit or loss.

### 2.1.9.c.ii Financial liabilities at Fair Value through Profit or Loss (FVPL)

Financial Liabilities at FVPL are those which are designated as such on initial recognition, or which are held for trading. Fair value gains / losses attributable to changes in own credit risk is recognised in OCI. These gains /losses are not subsequently transferred to Statement of Profit and Loss. All other changes in fair value of such liabilities are recognised in Profit or Loss.

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## 2.1.9.d Derivative Financial Instruments

Derivative instruments such as forward foreign currency contracts, interest rate swaps and option contracts are used to hedge foreign currency risks and interest rate risk. Such derivatives are initially recognised at their fair values on the date on which a derivative contract is entered into and are subsequently re-measured at fair value on each reporting date. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Profit or Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

## 2.1.10 Off-setting of financial instruments

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

## 2.1.11 Earnings per Share

Basic earnings per share is calculated by dividing the profit or loss for the period attributable to the equity holders of the Company by the weighted average number of ordinary shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. (Refer Note 34)

## 2.1.12 Intangible Assets

The Company identifies an identifiable non-monetary asset without physical substance as an intangible asset. The Company recognises an intangible asset if it is probable that expected future economic benefits attributable to the asset will flow to the entity and the cost of the asset can be measured reliably. An intangible asset is initially measured at cost unless acquired in a business combination in which case an intangible asset is measured at its fair value on the date of acquisition. The Company identifies research phase and development phase of an internally generated intangible asset. Expenditure incurred on research phase is recognised as an expense in the profit or loss for the period in which incurred. Expenditure on development phase are capitalised only when the Company is able to demonstrate the technical feasibility of completing the intangible asset, the ability to use the intangible asset and the development expenditure can be measured reliably. The Company subsequently measures all intangible assets at cost less accumulated amortisation less accumulated impairment. An intangible asset is

amortised on a straight-line basis over its useful life. Amortisation commences when the asset is in the location and condition necessary for it to be capable of operating in the manner intended by management. Amortisation ceases at the earlier of the date that the asset is classified as held for sale (or included in a disposal group that is classified as held for sale) and the date that the asset is derecognised. The amortisation charge for each period is recognised in profit or loss unless the charge is a part of the cost of another asset. The amortisation period and method are reviewed at each financial year end. Any change in the period or method is accounted for as a change in accounting estimate prospectively. The Company derecognises an intangible asset on its disposal or when no future economic benefits are expected from its use or disposal and any gain or loss on derecognition is recognised in profit or loss as gain / loss on derecognition of asset.

## 2.1.13 Income Taxes

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

### 2.1.13.a Current Tax

Current tax is determined on income for the year chargeable to tax in accordance on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Current tax items are recognised in correlation to the underlying transaction either in profit or loss or OCI or directly in equity. The Company has provided for the tax liability based on the significant judgment that the taxation authority will accept the tax treatment.

### 2.1.13.b Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognised for all taxable temporary differences on gross basis. Deferred tax assets are recognised for all deductible temporary differences, unabsorbed losses and tax credits to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, unabsorbed losses and tax credits will be utilised. The carrying amount of deferred tax assets is reviewed at the end of financial year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is expected to be settled or the asset

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

realised, based on tax rates and tax laws that have been substantively enacted by the balance sheet date. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

## 2.1.14 Fair Value Measurement

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1 –quoted market prices in active markets for identical assets or liabilities

Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 – inputs that are unobservable for the asset or liability

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

## 2.1.15 Segment Reporting

The Chief Operational Decision Maker (CODM) monitors the operating results of its business Segments separately

for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segments are reported in a manner consistent with the internal reporting to the CODM.

Accordingly, the Board of Directors of the Company is CODM for the purpose of segment reporting. Refer note 41 for segment information presented.

## 2.1.16 Cash and cash equivalents:

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

## 2.1.17 Statement of Cash flows:

Cash flows from operating activities are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

## Note:2.2

With respect to amendments made vide notification no. G.S.R 255(E) dated 31<sup>st</sup> March 2023 by The Ministry of Corporate Affairs for Companies (Indian Accounting Standards) Amendment Rules,2022. There was no material impact on the financial statements of the company during the financial year with respect to the said IND AS amendment related to Ind AS 1 – Presentation of Financial Statements, Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors & Ind AS 12 – Income Taxes.

## Note:2.3

### 2.3 Standards issued but not yet effective

Till the date of approval of these financial statements, no notification issued in respect of amendments to Ind AS that would be effective in future periods have been notified by the Ministry of Corporate Affairs.

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 3 Property, Plant and Equipment

Particulars	Owned						Total
	Land	Buildings	Plant & equipment	Office equipment	Furniture & fixtures	Vehicles	
<b>Gross Block</b>							
<b>Gross Carrying Value as at 01/04/2022</b>	<b>1,252.22</b>	<b>24,952.87</b>	<b>71,624.26</b>	<b>182.92</b>	<b>34,819</b>	<b>276.33</b>	<b>161.95</b>
Additions during the year	156.12	1,205.20	2,057.44	21.21	1.53	Nil	13.27
Disposals during the year	Nil	Nil	(739.69)	Nil	Nil	Nil	Nil
Other adjustments during the year	Nil	Nil	Nil	Nil	Nil	Nil	(739.69)
<b>Gross Carrying Value as at 31/03/2023</b>	<b>14,08.34</b>	<b>26,158.07</b>	<b>72,942.01</b>	<b>204.14</b>	<b>349.72</b>	<b>276.33</b>	<b>175.22</b>
Additions during the year	20.04	113.82	1,728.15	4.47	14.71	Nil	97.14
Disposals during the year	Nil	Nil	(827.82)	Nil	Nil	(38.34)	Nil
Other adjustments during the year	Nil	Nil	Nil	Nil	Nil	Nil	(866.16)
<b>Gross Carrying Value as at 31/03/2024</b>	<b>1,428.38</b>	<b>26,271.89</b>	<b>73,842.34</b>	<b>208.61</b>	<b>364.43</b>	<b>237.99</b>	<b>272.36</b>
<b>Accumulated Depreciation</b>							<b>1,02,625.99</b>
<b>Accumulated depreciation as at the 01/04/2022</b>	<b>Nil</b>	<b>4,682.69</b>	<b>39,859.44</b>	<b>149.44</b>	<b>161.50</b>	<b>152.44</b>	<b>130.81</b>
Depreciation for the year	Nil	937.85	2,678.01	14.30	33.82	29.48	18.53
Disposals during the year	Nil	Nil	(739.69)	Nil	Nil	Nil	Nil
Other Adjustment**	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Accumulated depreciation as at the 31/03/2023</b>	<b>Nil</b>	<b>5,620.54</b>	<b>41,797.76</b>	<b>163.74</b>	<b>195.32</b>	<b>181.92</b>	<b>149.35</b>
Depreciation for the year	Nil	963.04	2,979.24	13.35	32.62	22.78	22.78
Disposals during the year	Nil	Nil	(261.99)	Nil	Nil	(38.34)	Nil
Other Adjustment**	Nil	Nil	Nil	Nil	Nil	Nil	(300.33)
<b>Accumulated depreciation as at the 31/03/2024</b>	<b>Nil</b>	<b>6,583.58</b>	<b>44,515.01</b>	<b>177.09</b>	<b>227.94</b>	<b>166.36</b>	<b>182.94</b>
<b>Net Carrying Value</b>							<b>51,852.91</b>
<b>As at 31/03/2023</b>	<b>14,08.34</b>	<b>20,537.53</b>	<b>31,144.25</b>	<b>40.40</b>	<b>154.40</b>	<b>94.41</b>	<b>25.87</b>
<b>As at 31/03/2024</b>	<b>1,428.38</b>	<b>19,688.31</b>	<b>29,327.33</b>	<b>31.52</b>	<b>136.49</b>	<b>71.63</b>	<b>89.42</b>
<b>Capital Work-in-Progress (Refer Note 3.2)</b>							<b>50,773.08</b>
<b>As at 31/03/2023</b>	<b>Nil</b>	<b>64.79</b>	<b>448.70</b>	<b>0.05</b>	<b>Nil</b>	<b>Nil</b>	<b>513.54</b>
<b>As at 31/03/2024</b>	<b>Nil</b>	<b>Nil</b>	<b>8.75</b>	<b>Nil</b>	<b>62.50</b>	<b>Nil</b>	<b>71.25</b>
<b>Assets that are given as security for liabilities</b>							
<b>As at 31/03/2023</b>	<b>1,408.34</b>	<b>20,537.53</b>	<b>31,144.25</b>	<b>40.40</b>	<b>154.40</b>	<b>94.41</b>	<b>25.87</b>
<b>As at 31/03/2024</b>	<b>1,428.38</b>	<b>19,688.31</b>	<b>29,327.33</b>	<b>31.52</b>	<b>136.49</b>	<b>71.63</b>	<b>89.42</b>
<b>Useful Life (in Years)</b>							<b>50,773.08</b>
<b>As at 31/03/2023</b>	<b>Nil</b>	<b>30.00</b>	<b>25.00</b>	<b>5.00</b>	<b>10.00</b>	<b>8.00</b>	<b>3.00</b>
<b>As at 31/03/2024</b>	<b>Nil</b>	<b>30.00</b>	<b>25.00</b>	<b>5.00</b>	<b>10.00</b>	<b>8.00</b>	<b>3.00</b>
<b>Amount of Contractual commitments for acquisition (Refer Note. 36.1)</b>							
<b>As at 31/03/2023</b>	<b>Nil</b>	<b>Nil</b>	<b>542.19</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>542.19</b>
<b>As at 31/03/2024</b>	<b>Nil</b>	<b>Nil</b>	<b>105.97</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>105.97</b>

## Note 3.1

Title deeds of immovable property (other than property taken on lease by duly executed lease agreement) are held in the name of the company.

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024**Note 3 (Contd.)****Note 3.2 Movement of Capital Work in Progress**

(₹ in Lakhs)

Particulars	Total
<b>Balance at 1<sup>st</sup> April, 2022</b>	<b>688.34</b>
Addition during the year	855.69
Capitalised during the year	1030.49
<b>Balance at 31<sup>st</sup> March, 2023</b>	<b>513.54</b>
Addition during the year	735.80
Capitalised during the year	1178.09
<b>Balance at 31<sup>st</sup> March, 2024</b>	<b>71.25</b>

(₹ in Lakhs)

Ageing of Capital Work in Progress	As at 31/03/2024	As at 31/03/2023
For Period Less Than 1 Year	71.25	513.54
For Period Between 1 Year and 2 Years	Nil	Nil
For Period Between 2 Year and 3 Years	Nil	Nil
For Period More Than 3 Years	Nil	Nil
<b>Total</b>	<b>71.25</b>	<b>513.54</b>

**Note 3.3****Right of Use Assets**

(₹ in Lakhs)

Particulars	Land	Plant and Equipments	Total
<b>Gross Block</b>			
<b>Gross Carring Value as at 01/04/2022</b>	<b>0.90</b>	<b>35.00</b>	<b>35.90</b>
Additions during the year	Nil	10.00	10.00
Disposals during the year	Nil	Nil	Nil
Other adjustments during the year	Nil	Nil	Nil
<b>Gross Carring Value as at 31/03/2023</b>	<b>0.90</b>	<b>45.00</b>	<b>45.90</b>
Additions during the year	Nil	Nil	Nil
Disposals during the year	Nil	Nil	Nil
Other adjustments during the year	Nil	Nil	Nil
<b>Gross Carring Value as at 31/03/2024</b>	<b>0.90</b>	<b>45.00</b>	<b>45.90</b>
<b>Accumulated Amortisation</b>			
<b>Accumulated Amortisation as at the 01/04/2022</b>	<b>0.03</b>	<b>1.75</b>	<b>1.78</b>
Amortisation for the year	0.11	4.50	4.61
Disposals during the year	Nil	Nil	Nil
Other adjustments during the year	Nil	Nil	Nil
<b>Accumulated Amortisation as at the 31/03/2023</b>	<b>0.14</b>	<b>6.25</b>	<b>6.39</b>
Amortisation for the year	0.11	4.50	4.61
Disposals during the year	Nil	Nil	Nil
Other adjustments during the year	Nil	Nil	Nil
<b>Accumulated Amortisation as at the 31/03/2024</b>	<b>0.25</b>	<b>10.75</b>	<b>11.00</b>
<b>Net Carrying Value</b>			
<b>As at 31/03/2023</b>	<b>0.76</b>	<b>38.75</b>	<b>39.51</b>
<b>As at 31/03/2024</b>	<b>0.66</b>	<b>34.25</b>	<b>34.91</b>

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024**Note 4****Other Intangible Assets**

(₹ in Lakhs)

Particulars	Licence & software	Total
<b>Gross Block</b>		
<b>Gross Carring Value as at 01/04/2022</b>	<b>161.32</b>	<b>161.32</b>
Additions during the year	Nil	Nil
Disposals during the year	Nil	Nil
Other adjustments during the year	Nil	Nil
<b>Gross Carring Value as at 31/03/2023</b>	<b>161.32</b>	<b>161.32</b>
Additions during the year	25.00	25.00
Disposals during the year	Nil	Nil
Other adjustments during the year	Nil	Nil
<b>Gross Carring Value as at 31/03/2024</b>	<b>186.32</b>	<b>186.32</b>
<b>Accumulated Amortisation</b>		
<b>Accumulated Amortisation as at the 01/04/2022</b>	<b>157.48</b>	<b>157.48</b>
Amortisation for the year	1.92	1.92
Disposals during the year	Nil	Nil
Other adjustments during the year	Nil	Nil
<b>Accumulated Amortisation as at the 31/03/2023</b>	<b>159.40</b>	<b>159.40</b>
Amortisation for the year	6.27	6.27
Disposals during the year	Nil	Nil
Other adjustments during the year	Nil	Nil
<b>Accumulated Amortisation as at the 31/03/2024</b>	<b>165.67</b>	<b>165.67</b>
<b>Net Carrying Value</b>		
<b>As at 31/03/2023</b>	<b>1.92</b>	<b>1.92</b>
<b>As at 31/03/2024</b>	<b>20.65</b>	<b>20.65</b>
<b>Amount that are given as security for liabilities</b>		
<b>As at 31/03/2023</b>	<b>1.92</b>	<b>1.92</b>
<b>As at 31/03/2024</b>	<b>20.65</b>	<b>20.65</b>
<b>Amortisation period</b>		
<b>As at 31/03/2023</b>	<b>3</b>	<b>3</b>
<b>As at 31/03/2024</b>	<b>3</b>	<b>3</b>
<b>Amount of Contractual commitments for acquisition</b>		
<b>As at 31/03/2023</b>	<b>Nil</b>	<b>Nil</b>
<b>As at 31/03/2024</b>	<b>Nil</b>	<b>Nil</b>

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 5

### Non-Current Investments

Name of the Body Corporate	Subsidiaries / Associates / Joint Ventures / Structured Entities / Others	No. of Shares and Face Value of Shares		(₹ in Lakhs)		Measured as at Cost / Amortised Cost / FVOCI / FPL
		As on 31/03/2024	As on 31/03/2023	Quoted / Unquoted	Partly Paid/ Fully paid	
	Nos.	Face Value	Nos.	Face Value	As On 31/03/2024	As On 31/03/2023
<b>(a) Investments in Equity Instruments</b>						
<b>[Non Trade]</b>						
(i) CIL Nova Petrochemicals Limited	Others	64,000	10.00	64,000	10.00	Quoted Fully Paid
(ii) UCO Bank Limited	Others	3500	10.00	3500	10.00	Quoted Fully Paid
(iii) Asian Paints Limited	Others	200	1.00	200	1.00	Quoted Fully Paid
(iv) The Saraswat Co. Op. Bank Limited	Others	2500	10.00	2500	10.00	Unquoted Fully Paid
<b>Total</b>	<b>70200</b>			<b>70200</b>		<b>27.61</b>
<b>(b) Investments in Preference Shares</b>						
(i) Non Cumulative Redeemable Preference Shares of Vraj Integrated Textile Park Limited	Others	2203720	10.00	2203720	10.00	Unquoted Fully Paid
<b>Total</b>	<b>2203720</b>			<b>2203720</b>		<b>13.46</b>
<b>(c) Investments in bonds</b>						
(i) LVB Unsecure Non-Con. Redeem. Basel III	Others	10	1000000	10	1000000	Fully Paid
Less: Provision for the Dimunation in Value of Investment in bonds						
<b>Total</b>	<b>10</b>					
<b>Grand Total</b>						
Aggregate Cost of quoted investments					<b>Nil</b>	
Aggregate amount of quoted investments					<b>41.07</b>	<b>31.70</b>
Aggregate amount of unquoted investments					21.41	21.41
Aggregate amount of Investment in Bond (Net of Provision for the Dimunation in Value of Investment in bonds)					27.36	17.99
					13.71	13.71
					Nil	Nil

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 6

### Other Financial Assets

Particulars	Non-Current		Current	
	As at 31/03/2024	As at 31/03/2023	As at 31/03/2024	As at 31/03/2023
(i) Bank deposits with more than 12 months maturity	102.12	231.28	Nil	Nil
(ii) Security Deposits (Unsecured, considered good)	202.08	191.71	Nil	768.30
(iii) Interest Receivable	Nil	Nil	13.21	8.37
(iv) Insurance Claim Receivable	Nil	Nil	7.17	4,166.91
(v) Amount Receivable from Statutory Authorities	Nil	Nil	5,057.41	6,318.67
<b>Total</b>	<b>304.20</b>	<b>422.99</b>	<b>5,077.79</b>	<b>11,262.25</b>

## Note 7

### Other Assets

Other Assets	Non-Current		Current	
	As at 31/03/2024	As at 31/03/2023	As at 31/03/2024	As at 31/03/2023
(i) Capital Advances	104.65	87.55	Nil	Nil
Less: Allowance for Doubtful Capital Advances	(25.00)	(25.00)	Nil	Nil
(ii) Pre Payment Expenses	18.06	18.26	Nil	Nil
(iii) Advances other than capital advances:				
(b) Advance recoverable in cash or kind	Nil	Nil	1,239.43	1,168.99
Less: Allowance for Doubtful Advances	Nil	Nil	(736.45)	(736.45)
<b>Total (i+ii+iii)</b>	<b>97.71</b>	<b>80.81</b>	<b>502.98</b>	<b>432.54</b>
(iv) Tax receivable				
Advance Tax & TDS Receivable	2,489.74	2,139.43	Nil	Nil
Less: Provision for Tax	(1,877.10)	(1,869.58)	Nil	Nil
<b>Total (iv)</b>	<b>612.64</b>	<b>269.85</b>	<b>Nil</b>	<b>Nil</b>
(v) Loan to Employee	6.33	11.20	3.94	33.70
(vi) Others				
Deferred Fair Value Gain / (Loss) on Investment in Preference Shares	Nil	Nil	168.95	170.97
(vii) Prepaid expenses	Nil	Nil	326.53	311.21
(viii) Balance With Govt Authorities	Nil	Nil	350.60	627.26
<b>Total (vi+vii+viii)</b>	<b>Nil</b>	<b>Nil</b>	<b>846.08</b>	<b>1,109.44</b>
<b>Grand Total</b>	<b>716.68</b>	<b>361.86</b>	<b>1,353.00</b>	<b>1,575.68</b>

## Note 7.1

### Movements in each class of provision during the year

Particulars	Non-Current		Current	
	As at 31/03/2024	As at 31/03/2023	As at 31/03/2024	As at 31/03/2023
<b>Allowance for Doubtful Capital Advances</b>				
Balance at the beginning	25.00	56.50	Nil	Nil
Impairment loss recognised	Nil	Nil	Nil	Nil
Impairment loss reversed	Nil	31.50	Nil	Nil
<b>Balance at the end</b>	<b>25.00</b>	<b>25.00</b>	<b>Nil</b>	<b>Nil</b>
<b>Allowance for Doubtful Advances</b>				
Balance at the beginning	Nil	Nil	736.45	738.69
Impairment loss recognised	Nil	Nil	Nil	Nil
Impairment loss reversed	Nil	Nil	Nil	2.25
<b>Balance at the end</b>	<b>Nil</b>	<b>Nil</b>	<b>736.45</b>	<b>736.45</b>

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024**Note 8****Inventories**

Particulars	(₹ in Lakhs)	
	As at 31/03/2024	As at 31/03/2023
(a) Raw materials		
(i) in possession	8,665.28	9,803.12
(ii) in transit	Nil	Nil
(b) Work-in-progress	2,526.93	3,302.90
(c) Finished goods		
(i) in possession	4,435.92	6,333.18
(ii) in transit	134.06	264.90
(d) Stores and spares		
(i) in possession	541.54	539.01
(ii) in transit	Nil	Nil
(e) Fuel		
(i) in possession	361.11	389.54
(ii) in transit	Nil	Nil
(f) Packing Material		
(i) in possession	94.04	99.02
(ii) in transit	Nil	Nil
<b>Total</b>	<b>16,758.88</b>	<b>20,731.67</b>

**Notes:**

- (i) Inventories pledged as Security with bank for borrowing as on 31/03/2024 of ₹ 16,758.88 Lakhs (as on 31/03/2023 ₹ 20,731.67 Lakhs)

**Note 9****Trade Receivables**

Particulars	(₹ in Lakhs)	
	As at 31/03/2024	As at 31/03/2023
Trade Receivable Considered Good - Unsecured	35,342.13	33,647.09
Trade Receivable Credit Impaired	4,744.93	5,197.85
Less: Allowance for Expected Credit Loss	(2,894.26)	(3,522.94)
<b>Total</b>	<b>37,192.80</b>	<b>35,322.00</b>

**Note 9.1**

Particulars	(₹ in Lakhs)	
	As at 31/03/2024	As at 31/03/2023
Trade Receivables due by Key Management Personnel(KMP) and Entities in which KMP has significant influence or control		
(i) Private Companies in which any Director is a Director	3,439.24	5,945.53
<b>Total</b>	<b>3,439.24</b>	<b>5,945.53</b>

**Note 9.2**

Particulars	(₹ in Lakhs)	
	As at 31/03/2024	As at 31/03/2023
Trade Receivables offered as collateral for liabilities or contingent liabilities	40,087.06	38,844.95

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 9 (Contd.)

### Note 9.3 Trade receivable ageing schedule for the year ended as on 31<sup>st</sup> March, 2024 and 31<sup>st</sup> March, 2023

Gross Outstanding as on 31/03/2024	(₹ in Lakhs)			
	Disputed Trade Receivable		Undisputed Trade Receivable	
	Credit Impaired	Considered Good	Credit Impaired	Considered Good
Not Due	Nil	Nil	Nil	35,103.94
Due Less than 3 Months	Nil	Nil	Nil	238.19
Due for 3 to 6 Months	Nil	Nil	776.31	Nil
Due for more than 6 Months to 1 Year	Nil	Nil	850.17	Nil
Due for more than 1 Year to 2 Years	6.84	Nil	255.91	Nil
Due for more than 2 Years to 3 Years	143.94	Nil	141.95	Nil
Due for more than 3 Years	2,538.00	Nil	31.80	Nil
<b>Total</b>	<b>2,688.78</b>	<b>Nil</b>	<b>2,056.14</b>	<b>35,342.13</b>

Gross Outstanding as on 31/03/2023	(₹ in Lakhs)			
	Disputed Trade Receivable		Undisputed Trade Receivable	
	Credit Impaired	Considered Good	Credit Impaired	Considered Good
Not Due	Nil	Nil	Nil	24,947.72
Due Less than 3 Months	Nil	Nil	Nil	8,699.37
Due for 3 to 6 Months	6.84	Nil	254.99	Nil
Due for more than 6 Months to 1 Year	Nil	Nil	2,009.27	Nil
Due for more than 1 Year to 2 Years	3.34	Nil	159.28	Nil
Due for more than 2 Years to 3 Years	125.33	Nil	43.05	Nil
Due for more than 3 Years	2,553.44	Nil	42.31	Nil
<b>Total</b>	<b>2,688.95</b>	<b>Nil</b>	<b>2,508.90</b>	<b>33,647.09</b>

### Note 9.4

The general credit period in respective on Domestic and Export sale ranges between 30-90 days and by and large company is not charging any interest on late payment.

### Note 9.5

Credit risk is managed at the operational segmental level. The credit limit and credit period are fixed for each customer after evaluating the financial position, past performance, business opportunities, credit references etc. The credit limit and the credit period are reviewed regularly at periodical intervals.

### Note 9.6

Concentration risk considers significant exposures relating to industry, counterparty, geography, currency etc. The concentration of credit risk is not significant as the customer base is large and diversified.

### Note 10

#### Cash and Cash Equivalents

Particulars	(₹ in Lakhs)	
	As at 31/03/2024	As at 31/03/2023
Balances with Banks	1,399.57	298.97
Cash on Hand	131.39	18.41
<b>Total</b>	<b>1,530.96</b>	<b>317.38</b>

#### Non Cash Transactions:

During the year, the company has not entered into any non cash transaction on investing and financing activities.

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

**Note 11****Other Bank Balances**

Particulars	(₹ in Lakhs)	
	As at 31/03/2024	As at 31/03/2023
Margin Deposits with bank (with original maturity of more than 3 months but less than 12 months)	4,048.40	2,418.22
Unclaimed dividend Account*	12.14	21.27
<b>Total</b>	<b>4,060.54</b>	<b>2,439.49</b>

\* The company can utilise this balances only towards settlement of unclaimed dividend.

Of the above, the following have been offered as collateral for liabilities and contingent liabilities:

Particulars	(₹ in Lakhs)	
	As at 31/03/2024	As at 31/03/2023
Margin Deposits with bank (with original maturity of more than 3 months but less than 12 months)	4,048.40	2,418.22
<b>Total</b>	<b>4,048.40</b>	<b>2,418.22</b>

**Note 12****Current Tax Asset (Net)**

Particulars	(₹ in Lakhs)	
	As at 31/03/2024	As at 31/03/2023
Tax deducted at source receivable	276.17	315.39
<b>Total</b>	<b>276.17</b>	<b>315.39</b>

**Note 13****Equity Share Capital**

Particulars	As at 31/03/2024		As at 31/03/2023	
	No.	Amount	No.	Amount
Authorised Share Capital of ₹ 10/- each	15,00,00,000	15,000.00	15,00,00,000	15,000.00
Issued Share Capital of ₹ 10/- each	14,41,47,168	14,414.72	14,41,47,168	14,414.72
Subscribed Share Capital of ₹ 10/- each	14,41,47,168	14,414.72	14,41,47,168	14,414.72
Fully Paid-up Share Capital	14,41,47,168	14,414.72	14,41,47,168	14,414.72

**Reconciliation of the number of shares outstanding and the amount of share capital as at 31/03/2024 and 31/03/2023 is set out below:-**

Particulars	As at 31/03/2024		As at 31/03/2023	
	No.	Amount	No.	Amount
Balance at the beginning of the year	14,41,47,168	14,414.72	14,41,47,168	14,414.72
Addition	Nil	Nil	Nil	Nil
Deletion	Nil	Nil	Nil	Nil
Balance at the end of the year	14,41,47,168	14,414.72	14,41,47,168	14,414.72

**Note 13.1****Terms/right attached to Equity Shares:**

The company has only one class of shares referred to as Equity shares having face value of ₹ 10/-. Each Holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholder.

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 13 (Contd.)

The Company declares and pays dividends in Indian Rupees. The Dividend proposed by the Board of Director is subject to the approval of the shareholders in the ensuing Annual General Meeting.

### Details of the Share Holders holding Shares more than 5% shares :-

Name of Shareholders	As at 31/03/2024		As at 31/03/2023	
	No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding
Chiripal Industries Limited	3,59,82,810	24.96%	3,59,82,810	24.96%
Chiripal Exim LLP	2,37,66,159	16.49%	2,37,66,159	16.49%
Devkinandan Corporation LLP	96,18,180	6.67%	96,18,180	6.67%

### Details of the Promotor and Promotor Group Share holding are as under:-

Name of Shareholders	As at 31/03/2024		As at 31/03/2023		% Change
	No. of Equity Shares	% of Total Shares	No. of Equity Shares	% of Total Shares	
Brijmohan Devkinandan Chiripal	68,47,500	4.75%	68,47,500	4.75%	0.00%
Jyotiprasad D Chiripal	18,90,000	1.31%	18,90,000	1.31%	0.00%
Jaiprakash D Chiripal	11,28,975	0.78%	11,28,975	0.78%	0.00%
Urmiladevi Jyotiprasad Chiripal	18,95,406	1.31%	18,95,406	1.31%	0.00%
Nishi J Agarwal	14,40,000	1.00%	14,40,000	1.00%	0.00%
Deepak J Chiripal	3,90,000	0.27%	3,90,000	0.27%	0.00%
Vedprakash Chiripal	70,45,386	4.89%	70,45,386	4.89%	0.00%
Vineeta Chiripal	9,61,025	0.67%	9,61,025	0.67%	0.00%
Chiripal Industries Limited	3,59,82,810	24.96%	3,59,82,810	24.96%	0.00%
Chiripal Exim LLP	2,37,66,159	16.49%	2,37,66,159	16.49%	0.00%
Devkinandan Corporation LLP	96,18,180	6.67%	96,18,180	6.67%	0.00%
Nandan Terry Private Limited	18,00,000	1.25%	18,00,000	1.25%	0.00%
Chiripal Textile Mills Private Limited	7,41,000	0.51%	7,41,000	0.51%	0.00%
Jaiprakash Chiripal (On Behalf Of Jai Trust)	100	0.00%	Nil	0.00%	0.00%
Jyotiprasad Devkinandan Chiripal (On Behalf Of Jyoti Trust)	100	0.00%	Nil	0.00%	0.00%
Brijmohan Devkinandan Chiripal (On Behalf Of Brij Trust)	100	0.00%	Nil	0.00%	0.00%
Vedprakash Devkinandan Chiripal (On Behalf Of Ved Trust)	100	0.00%	Nil	0.00%	0.00%
<b>Total</b>	<b>9,35,06,841</b>	<b>64.87%</b>	<b>9,35,06,441</b>	<b>64.87%</b>	<b>0.00%</b>
<b>Total No. of Shares</b>	<b>14,41,47,168</b>		<b>14,41,47,168</b>		

During the Financial year 2023-24 the Company has allotted the Nil (PY. Nil) Bonus Shares of ₹ 10, Fully paid up to its Share holder. The company has neighter buy back nor forfeited any amount of Shares in the period of last five years.

## Note 14

### Other Equity

(₹ in Lakhs)

Particulars	As at 31/03/2024	As at 31/03/2023
<b>General Reserve</b>		
Balance as per last financial Statement	755.40	755.40
<b>Closing Balance</b>	<b>755.40</b>	<b>755.40</b>
<b>Retained Earnings</b>		
Balance as per last financial Statement	38,838.51	38,716.83
Add : Profit for the year	4,496.96	53.16
Add : Other Comprehensive income (net of tax)	14.31	68.52
Less: Capitalisation of Issue of Bonus Shares	Nil	Nil
<b>Closing Balance</b>	<b>43,349.78</b>	<b>38,838.51</b>
<b>Grand Total</b>	<b>44,105.18</b>	<b>39,593.91</b>

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 14 (Contd.)

Nature and Purpose of each component of equity	Nature and Purpose
General Reserve	The general reserve is a free reserve, retained from Company's profits and can be utilized upon fulfilling certain conditions in accordance with Companies Act, 2013.
Retained Earning	The amount of retained earning includes the component of Other Comprehensive income, which cannot be distributed by the Company as dividends to its equity shareholders. Balance amount is available for distribution to equity share holders.

## Note 15

### Borrowings

(₹ in Lakhs)

Particulars	Non-Current				Current			
	Secured		Unsecured		Secured		Unsecured	
	As at 31/03/2024	As at 31/03/2023						
<b>Term loans</b>								
(i) from banks	6,785.00	14,380.75	Nil	Nil	5,481.26	6,516.20	Nil	Nil
(ii) Vehicle Loan	Nil	Nil	Nil	Nil	Nil	3.30	Nil	Nil
<b>Loans repayable on demand</b>								
(i) from banks	Nil	Nil	Nil	Nil	17,855.05	23,686.24	Nil	Nil
(ii) Inter Corporate Deposit	Nil	Nil	2,847.13	1,000.00	Nil	Nil	Nil	Nil
(iii) from others	Nil	Nil	Nil	900.00	Nil	Nil	Nil	Nil
<b>Total</b>	<b>6,785.00</b>	<b>14,380.75</b>	<b>2,847.13</b>	<b>1,900.00</b>	<b>23,336.31</b>	<b>30,205.74</b>	<b>Nil</b>	<b>Nil</b>

### Note 15.1

#### Nature of Security and terms of Payment of Borrowings

Type of Debt Instrument	Nature of Security	Terms of Repayment
<b>Term loans</b>		
(i) from banks	Term Loans under Consortium finance are secured by first charge on the entire Fixed Assets of the company both present and future, second charge on Book Debts, Stock and other Current Assets of the Company and also further guaranteed by personal guarantee of promoter directors.	Term Loans are repayable in Quarterly installments bearing Interest rate ranging from 9.80% to 12.10% p.a.
(ii) from banks	Guaranteed Emergency Credit Line loans are secured by extension of Second Charge on the present Primary and collateral securities.The said loan is Guaranteed by National Credit Guarantee Trustee Company Ltd. (NCGTC)	Guaranteed Emergency Credit Line 2.0 facility is to be repayable in 48 equal monthly instalments after moratorium of 12 months bearing Interest rate 9.25% p.a.
(iii) Vehicle Loan	Vehicle Loans are secured by Hypothecation of Vehicles.	Vehicle Loans are repayable in monthly installments.
<b>Loans repayable on demand</b>		
(i) from banks	Working Capital loans under consortium finance are secured by first charge on Book Debts, Stocks and other Current Assets and second charge on all the Fixed Assets, both present and future of the Company and also further guaranteed by Promoter Directors. (Refer Note No. 3,9.2)	Working Capital loan is repayable on Demand bearing Interest Rate ranging from 10.30% to 14.05% p.a.

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 15 (Contd.)

Type of Debt Instrument	Nature of Security	Terms of Repayment
(ii) Inter Corporate Deposits	Inter Corporate Deposits are in nature of Unsecured Loan.	Inter Corporate Deposits are repayable after 4 years and the same are in nature of interest free loans.
(iii) from others	Loans from others are in nature of Unsecured Loan.	Loans from others are repayable after 3 years.

## Note 15.2

Borrowings guaranteed by Directors

(₹ in Lakhs)

Type of Debt Instrument	Non-Current		Current	
	As at 31/03/2024	As at 31/03/2023	As at 31/03/2024	As at 31/03/2023
<b>Term loans</b>				
(i) from banks	6,785.00	14,380.75	5,481.26	6,516.20
(ii) Vehicle Loan	Nil	Nil	Nil	3.30
<b>Loans repayable on demand</b>				
(i) from banks	Nil	Nil	17,855.05	23,686.24
<b>Total</b>	<b>6,785.00</b>	<b>14,380.75</b>	<b>23,336.31</b>	<b>30,205.74</b>

## Note 16

### Lease Liability

(₹ in Lakhs)

Particulars	Non-Current		Current	
	As at 31/03/2024	As at 31/03/2023	As at 31/03/2024	As at 31/03/2023
Lease Rent Payable	20.02	20.04	0.09	Nil
<b>Total</b>	<b>20.02</b>	<b>20.04</b>	<b>0.09</b>	<b>Nil</b>

## Note 17

### Other Financial Liabilities

(₹ in Lakhs)

Particulars	Non-Current		Current	
	As at 31/03/2024	As at 31/03/2023	As at 31/03/2024	As at 31/03/2023
Interest accrued but not due	Nil	Nil	24.15	59.52
Creditors for Property, Plant & Equipment	Nil	Nil	429.63	3,317.52
Creditors for Expenses	Nil	Nil	820.27	896.64
Employee Benefits Payable	Nil	Nil	774.02	761.06
Pre Received Income	811.22	Nil	341.65	Nil
Unpaid dividends	Nil	Nil	12.14	21.27
<b>Total</b>	<b>811.22</b>	<b>Nil</b>	<b>2,401.86</b>	<b>5,056.01</b>

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024**Note 18****Provisions**

Particulars	Non-Current		Current		(₹ in Lakhs)
	As at 31/03/2024	As at 31/03/2023	As at 31/03/2024	As at 31/03/2023	
Provision for Gratuity (Net) (Refer Note No. 29.2)	281.92	292.89	73.30	72.78	
Provision for Leave encashment (Refer Note No. 29.2)	21.11	41.41	7.33	11.25	
<b>Total</b>	<b>303.03</b>	<b>334.30</b>	<b>80.63</b>	<b>84.03</b>	

**Note 18.1****Movements in each class of provision during the financial year**

Particulars	Provision for Gratuity	Provision for Leave encashment	(₹ in Lakhs)
<b>As at 1<sup>st</sup> April, 2022 (Net)</b>	<b>406.57</b>	<b>51.84</b>	
Charged/(credited) to profit or loss	110.90	3.65	
Charged/(credited) to OCI	(91.56)	Nil	
Reversed during the period	Nil	Nil	
Amounts used during the year	(60.24)	(2.83)	
<b>As at 31<sup>st</sup> March, 2023 (Net)</b>	<b>365.67</b>	<b>52.66</b>	
Charged/(credited) to profit or loss	95.08	(19.57)	
Charged/(credited) to OCI	(19.12)	Nil	
Reversed during the period	Nil	Nil	
Amounts used during the year	(86.41)	(4.65)	
<b>As at 31<sup>st</sup> March, 2024 (Net)</b>	<b>355.22</b>	<b>28.44</b>	

**Note 19****Deferred tax Liabilities (Net)**

The balance comprises temporary differences attributable to:

Particulars	As at 31/03/2024	As at 31/03/2023	(₹ in Lakhs)
Unpaid Liabilities Allowable under Income Tax Act, 1961 in succeeding years u/s 43B on Payment basis	(96.53)	(105.25)	
Allowance for Expected Credit Loss	(728.20)	(886.37)	
Allowance for doubtful Advance	(185.29)	(185.29)	
Bonus Payable	(15.63)	(9.09)	
Unabsorb Depreciation	(1,398.94)	(512.58)	
<b>Total deferred tax assets</b>	<b>(2,424.58)</b>	<b>(1,698.59)</b>	
Difference in respect of depreciation on as per Income Tax Act & Companies Act on PPE and Intangible Assets	5,928.27	3,192.19	
Fair Valuation Gain on Investment	2.36	Nil	
<b>Total deferred tax liabilities</b>	<b>5,930.63</b>	<b>3,192.19</b>	
<b>Net deferred tax liabilities</b>	<b>3,506.04</b>	<b>1,493.60</b>	

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 19 (Contd.)

### Note 19.1

Movement in deferred tax assets

(₹ in Lakhs)

Particulars	Unpaid Liabilities		Allowance for Expected Credit Loss	Allowance for doubtful Advance	Unabsorb Depreciation	Amount Disallowed U/s 40(a)(ia)	Bonus Payable	Total
	Allowable Unutilised Tax Credits	Allowable under Income Tax Act, 1961 in succeeding years u/s 43B on Payment basis						
As At 31 <sup>st</sup> March 2022	(285.48)	(115.34)	(953.99)	(200.07)	Nil	Nil	Nil	(1,554.88)
(Charged)/credited:								
- to profit or loss	285.48	(12.95)	67.62	14.78	(512.58)	Nil	(9.09)	(166.75)
- to other comprehensive income	Nil	23.04	Nil	Nil	Nil	Nil	Nil	23.04
As At 31 <sup>st</sup> March 2023	Nil	(105.25)	(886.37)	(185.29)	(512.58)	Nil	(9.09)	(1,698.59)
(Charged)/credited:								
- to profit or loss	Nil	3.91	158.17	Nil	(886.36)	Nil	(6.54)	(730.81)
- to other comprehensive income	Nil	4.81	Nil	Nil	Nil	Nil	Nil	4.81
As At 31 <sup>st</sup> March 2024	Nil	(96.53)	(728.20)	(185.29)	(1,398.94)	Nil	(15.63)	(2,424.59)

Movement in deferred tax liabilities

(₹ in Lakhs)

Particulars	Difference in respect of depreciation on as per Income Tax Act & Companies Act on PPE and Intangible Assets	Fair Valuation		Total
		Gain on Investment		
As At 31 <sup>st</sup> March, 2022	2,738.70	Nil		2,738.70
(Charged)/credited:				
- to profit or loss	453.49	Nil		453.49
- to other comprehensive income	Nil.	Nil		Nil
As At 31 <sup>st</sup> March, 2023	3,192.19	Nil		3,192.19
(Charged)/credited:				
- to profit or loss	2,736.08	2.36		2,738.44
- to other comprehensive income	Nil.	Nil		Nil
As At 31 <sup>st</sup> March 2024	5,928.27	2.36		5930.63

## Note 20

### Deferred Government Grant

(₹ in Lakhs)

Particulars	Non-Current		Current	
	As at 31/03/2024	As at 31/03/2023	As at 31/03/2024	As at 31/03/2023
Deferred Consideration on loan	88.79	194.59	101.19	135.85
<b>Total</b>	<b>88.79</b>	<b>194.59</b>	<b>101.19</b>	<b>135.85</b>

## Note 21

### Other Liabilities

(₹ in Lakhs)

Particulars	Non-Current		Current	
	As at 31/03/2024	As at 31/03/2023	As at 31/03/2024	As at 31/03/2023
Advance received from Customer	Nil	Nil	631.14	434.40
Statutory Dues	Nil	Nil	93.55	170.82
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>724.69</b>	<b>605.22</b>

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024**Note 22****Trade Payables**

(₹ in Lakhs)

Particulars	As at	
	31/03/2024	31/03/2023
Payable to Micro and Small Enterprise	1,311.76	350.47
Payable to others	Nil	Nil
- Acceptance	Nil	Nil
- Other than Acceptances	17,374.32	17,971.35
<b>Total</b>	<b>18,686.08</b>	<b>18,321.82</b>
Of the above, payables to		
Related Parties	8,911.26	807.57

Outstanding as on 31/03/2024	MSME Trade Payable		Other than MSME Trade Payable	
	Disputed	Undisputed	Disputed	Undisputed
Not Due for Payment	Nil	Nil	Nil	7,428.26
Outstanding Less Than 1 Year	Nil	1,311.76	Nil	9,135.11
Outstanding Between 1 Year to 2 Years	Nil	Nil	Nil	464.75
Outstanding Between 2 Years to 3 Years	Nil	Nil	Nil	337.28
Outstanding More Than 3 Years	Nil	Nil	Nil	8.92

Outstanding as on 31/03/2023	MSME Trade Payable		Other than MSME Trade Payable	
	Disputed	Undisputed	Disputed	Undisputed
Not Due for Payment	Nil	Nil	Nil	5,097.18
Outstanding Less Than 1 Year	Nil	350.47	Nil	11,840.25
Outstanding Between 1 Year to 2 Years	Nil	Nil	Nil	837.16
Outstanding Between 2 Years to 3 Years	Nil	Nil	Nil	90.68
Outstanding More Than 3 Years	Nil	Nil	Nil	106.08

- (a) Dues to Micro and Small enterprises have been determined to the extent such parties have been identified on the basis of the information collected by the Management and the same has been relied by the auditor.
- (b) Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came in to force from 02.10.2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with management, outstanding dues to the Micro and Small enterprise as defined in the MSMED Act, 2006 are disclosed as below:

Particulars	As at	
	31/03/2024	31/03/2023
a) The Principal amount remaining unpaid to Micro and Small enterprise supplier as at the year end	1,311.76	350.47
b) Interest due thereon	Nil	Nil
c) Amount of interest paid by the Company in terms of section 16 of MSMED Act	Nil	Nil
d) Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED 2006	Nil	Nil
e) Amount of interest accrued and remaining unpaid at the end of accounting year	Nil	Nil
f) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance of a deductible expenditure under section 23 of Micro, Small and Medium Enterprise Development Act, 2006.	Nil	Nil

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company and the same has been relied by the Auditor.

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024**Note 23****Current Tax Liabilities (Net)**

Particulars	(₹ in Lakhs)	
	As at 31/03/2024	As at 31/03/2023
Provision for Taxation	Nil	Nil
Advance Tax & Tax deducted at source receivable	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Note 24****Revenue from Operations**

Particulars	(₹ in Lakhs)	
	Year Ended 31/03/2024	Year Ended 31/03/2023
Sale Of Products	1,88,701.03	1,93,765.91
Sale Of Services	7,765.68	4,988.88
<b>Other Operating Revenues</b>		
Sale of Scrap	56.92	31.21
Export Incentive	160.68	534.75
<b>Government Grant :</b>		
Goods & Service Tax Incentive	4,324.44	3,355.66
<b>Total</b>	<b>2,01,008.75</b>	<b>2,02,676.41</b>

\* State Goods and Service Tax (SGST) Concession: Reimbursement of SGST Collected on end product / intermediate product to the extent of the eligible capital investments in plant and machinery for the specified period as per scheme.

**a) Reconciliation of Revenue recognised in the statement of profit and loss with the Contracted price :-**

Particulars	(₹ in Lakhs)	
	Year Ended 31/03/2024	Year Ended 31/03/2023
Gross Revenue	1,98,107.83	1,98,918.15
Less: Rebate & Discount etc	(1,584.21)	(132.15)
<b>Revenue recognised from Contract with Customers</b>	<b>1,96,523.62</b>	<b>1,98,786.00</b>

**(b) Reconciliation of Revenue from operation with Revenue from contracts with Customers :-**

Particulars	(₹ in Lakhs)	
	Year Ended 31/03/2024	Year Ended 31/03/2023
Revenue from operation	2,01,008.75	2,02,676.41
Less: Export Incentive	(160.68)	(534.75)
Less: Goods & Service Tax Incentive	(4,324.44)	(3,355.66)
<b>Revenue from contracts with Customers</b>	<b>1,96,523.63</b>	<b>1,98,786.00</b>

**Note 25****Other Income**

Particulars	(₹ in Lakhs)	
	Year Ended 31/03/2024	Year Ended 31/03/2023
Interest Income	199.36	119.05
Amotisation of Pre Received Income	273.42	Nil
Dividend Income	0.05	0.04
EPCG Grant Income	Nil	61.63
Net gains on fair value changes on Investments classified through FVPL	9.37	Nil
Net Foreign Exchange (Loss) / Gain	25.53	237.48
Insurance Claim income on Property Plant & Equipment	1,941.84	169.03

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024**Note 25 (Contd.)**

Particulars	(₹ in Lakhs)	
	Year Ended 31/03/2024	Year Ended 31/03/2023
Gain on Sale of Property, Plant & Equipment	229.46	105.00
Reversal of Allowance for Expected Credit Loss	628.68	258.99
Reversal of Provision for doubtful Advances	Nil	33.75
Miscellaneous Income	151.35	176.53
<b>Total</b>	<b>3,459.06</b>	<b>1,161.50</b>

**Note 26****Cost of Materials consumed**

Particulars	(₹ in Lakhs)	
	Year Ended 31/03/2024	Year Ended 31/03/2023
Opening Stock of Raw Materials	9,803.12	14,006.33
Purchases during the period	1,58,290.31	1,55,891.53
Closing Stock of Raw Materials	(8,665.28)	(9,803.12)
<b>Total</b>	<b>1,59,428.15</b>	<b>1,60,094.74</b>

**Note 27****Purchase of Stock In Trade**

Particulars	(₹ in Lakhs)	
	Year Ended 31/03/2024	Year Ended 31/03/2023
Purchases of Stock in Trade	785.50	5,785.89
<b>Total</b>	<b>785.50</b>	<b>5,785.89</b>

**Note 28****Changes in inventories of finished goods, stock-in-trade and work-in-process**

Particulars	(₹ in Lakhs)	
	Year Ended 31/03/2024	Year Ended 31/03/2023
<b>A. Stock-in-Trade</b>		
Opening Stock of Stock-in-Trade	Nil	Nil
Closing Stock of Stock-in-Trade	Nil	Nil
<b>B. Work-in-Process</b>		
Opening Work-in-Process	3,302.90	4,819.10
Loss of Work in progress due to Fire	Nil	Nil
Closing Work-in-Process	(2,526.93)	(3,302.90)
<b>C. Finished Goods</b>		
Opening Stock of Finished Goods	6,598.08	4,973.76
Loss of Finished Goods due to Fire	Nil	Nil
Closing Stock of Finished Goods	(4,569.98)	(6,598.08)
<b>Total</b>	<b>2,804.07</b>	<b>(108.12)</b>

**Note 29****Employee Benefit Expense**

Particulars	(₹ in Lakhs)	
	Year Ended 31/03/2024	Year Ended 31/03/2023
Salaries and Wages	7,109.44	7,072.91
Contribution to provident and other funds (Refer Note No. 18, 29.1 and 29.2)	259.09	260.09
Staff welfare expenses	54.26	78.48
<b>Total</b>	<b>7,422.79</b>	<b>7,411.48</b>

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 29 (Contd.)

### Note 29.1

#### Employee Benefit Defined Benefit Plan Disclosures (Refer Note 18, 29, 29.2)

Particulars	31/03/2024	31/03/2023
<b>A. Change in Present Value of Defined Benefit Obligation</b>		
Present Value of Benefit Obligation at the Beginning of the Period	547.33	576.36
Interest Cost	37.86	40.15
Current Service Cost	70.86	80.67
Past Service Cost	Nil	Nil
(Benefit paid directly to the Employer)	(86.41)	(60.24)
Actuarial (Gains) / Losses on Obligations - Due to Change in Financial Assumption	11.82	(6.99)
Actuarial (Gains) / Losses on Obligations - Due to Experience	(31.66)	(82.62)
Present Value of Benefit Obligation at the End of the Period	549.80	547.33
<b>B. Change in Fair Value of Plan Assets</b>		
Fair Value of Plan Assets at the beginning of the period	181.65	169.78
Interest Income	13.64	12.48
Employer Direct Benefit Payments	86.41	60.24
(Benefit payment from employer)	(86.41)	(60.24)
Return on Plan Assets, excluding interest income	(0.72)	(0.60)
Fair Value of Plan Assets at the end of the period	194.58	181.65
<b>C. Amount recognised in Balance Sheet</b>		
(Present value of defined benefit obligation at the end of the period)	549.80	547.33
Fair Value of Plan Assets at the end of the period	194.58	181.65
Funded Status (Surplus / (Deficit))	(355.22)	(365.68)
Net (Liability) / Asset Recognised in the Balance Sheet	(355.22)	(365.68)
<b>D. Net Interest Cost for the Current Period</b>		
Present value of defined benefit obligation at beginning of the period	547.33	576.36
(Fair Value of Plan Assets at beginning of the Period)	181.65	169.78
Net Liability / (Asset) at the beginning of the Period	365.68	406.58
Interest Cost	37.86	40.15
(Interest Income)	13.64	12.48
Net Interest Cost	24.22	27.67
<b>E. Expenses Recognised in the Profit or Loss for Current Period</b>		
Current service cost	70.86	80.67
Net Interest Cost	24.22	27.67
Past service cost	Nil	Nil
Expenses Recognised	95.08	108.34
<b>F. Expenses Recognised in the Other Comprehensive Income (OCI) for Current Period</b>		
Actuarial (Gains) / losses on Obligation for the period	(19.12)	(89.00)
Return on Plan Assets, Excluding Interest Income	Nil	Nil
Change in asset ceiling	Nil	Nil
Net (Income) / Expense for the Period recognised in OCI	(19.12)	(89.00)
<b>G. Balance Sheet Reconciliation</b>		
Opening net liability	365.68	406.58
Expenses recognised in Statement in Profit or Loss	95.08	108.34
Expenses recognised in OCI	(19.12)	(89.00)
Net Liability / (Asset) Transfer In	Nil	Nil
Net (Liability) / Asset Transfer Out	Nil	Nil
(Benefit paid directly by the employer)	(86.41)	(60.24)
(Employer's contribution)	Nil	Nil
Net Liability / (Asset) recognised in the Balance Sheet	355.22	365.68
<b>H. Category of Assets</b>		
Governement of India Assets	Nil	Nil
State Government Securities	Nil	Nil
Special Deposits scheme	Nil	Nil
Debt Instruments	Nil	Nil

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024**Note 29 (Contd.)**

Particulars	(₹ in Lakhs)	
	31/03/2024	31/03/2023
Corporate Bonds	Nil	Nil
Cash and Cash Equivalents	Nil	Nil
Insurance fund	100%	100%
Asset-backed securities	Nil	Nil
Structured debt	Nil	Nil
Other	Nil	Nil
<b>I. Other Details</b>		
No. of Active Members	1,801	2,384
Per month salary for active members	0.10	0.08
Weighted average duration of defined benefit obligation	11.66	12.27
Average Expected future service	20.30	22.17
Defined benefit obligation	549.80	547.33
Prescribed contribution for next year (12 months)	Nil	Nil
<b>J. Net Interest Cost for Next Year</b>		
Present value of defined benefit obligation at the end of the period	549.80	547.33
(Fair value of plan assets at the end of the period)	194.58	181.65
Net Liability / (Asset) at the end of the period	355.22	365.68
Interest Cost	37.86	40.15
(Interest Income)	(13.64)	(12.48)
Net Interest Cost for next year	24.22	27.67
<b>K. Expenses recognised in the Profit or Loss for next year</b>		
Current service cost	70.86	80.67
Net Interest Cost	24.22	27.67
Past Service Cost	95.08	108.34
<b>L. Maturity Analysis of Defined benefit obligation</b>		
Projected benefits payable in future years from the date of reporting		
1 <sup>st</sup> following year	74.84	74.36
2 <sup>nd</sup> following year	40.27	44.37
3 <sup>rd</sup> following year	52.92	40.03
4 <sup>th</sup> following year	47.35	50.33
5 <sup>th</sup> following year	40.00	51.02
Sum of years 6 to 10	877.30	919.88
<b>Employee Benefit Defined Benefit Plan Disclosures (Refer Note 18, 29, 29.2)</b>		
<b>M. Sensitivity Analysis</b>		
Defined benefit obligation on current assumptions	549.80	547.33
Delta effect of +1% Change in Rate of Discounting	509.63	507.07
Delta effect of -1% Change in Rate of Discounting	596.10	593.81
Delta effect of +1% Change in Rate of Salary Increase	598.81	596.23
Delta effect of -1% Change in Rate of Salary Increase	506.62	504.03
Delta effect of +1% Change in withdrawal Rate	556.35	554.64
Delta effect of -1% Change in withdrawal Rate	542.36	538.96
<b>N. Summary of Valuation Assumptions</b>		
Mortality table	100%	100%
Retirement age	58	58
Attrition rate	5.00%	5.00%
Salary escalation rate	5.00%	5.00%
Discount rate	7.23%	7.51%

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 29 (Contd.)

Details of the Key actuarial assumptions used in the determination of long term compensated absences are as under

Particulars	Projected Unit Credit Method	
	2023-24	2022-23
	31/03/2024	31/03/2023
<b>A. Change in defined benefit obligation</b>		
Defined benefit obligation at beginning of period	52.66	51.85
Service cost		
a. Current service cost	11.98	29.36
b. Past service cost	Nil	Nil
c. (Gain) / loss on settlements	Nil	Nil
Interest expenses	3.78	3.71
<b>Cash flows</b>		
a. Benefit payments from plan	Nil	Nil
b. Benefit payments from employer	(4.66)	(2.83)
c. Settlement payments from plan	Nil	Nil
d. Settlement payments from employer	Nil	Nil
<b>Remeasurements</b>		
a. Effect of changes in demographic assumptions	Nil	Nil
b. Effect of changes in financial assumptions	0.30	(0.35)
c. Effect of experience adjustments	(35.63)	(29.07)
<b>Transfer In /Out</b>		
a. Transfer In	Nil	Nil
b. Transfer out	Nil	Nil
Defined benefit obligation at end of period	28.43	52.66
<b>B. Change in fair value of plan assets</b>		
Fair value of plan assets at beginning of period	Nil	Nil
Interest income	Nil	Nil
<b>Cash flows</b>		
a. Total employer contributions		
(i) Employer contributions	Nil	Nil
(ii) Employer direct benefit payments	4.66	2.83
(iii) Employer direct settlement payments	Nil	Nil
b. Participant contributions	Nil	Nil
c. Benefit payments from plan assets	Nil	Nil
d. Benefit payments from employer	(4.66)	(2.83)
e. Settlement payments from plan assets	Nil	Nil
f. Settlement payments from employer	Nil	Nil
<b>Remeasurements</b>		
a. Return on plan assets (excluding interest income)	Nil	Nil
<b>Transfer In /Out</b>		
a. Transfer In	Nil	Nil
b. Transfer out	Nil	Nil
Fair value of plan assets at end of period	Nil	Nil
<b>C. Amounts recognized in the statement of financial position</b>		
Defined benefit obligation	28.43	52.66
Fair value of plan assets	Nil	Nil
Funded status	28.43	52.66
Effect of asset ceiling	Nil	Nil
Net defined benefit liability (asset)	28.43	52.66
<b>D. Components of defined benefit cost</b>		
<b>Service cost</b>		
a. Current service cost	11.98	29.36
b. Past service cost	Nil	Nil
c. (Gain) / loss on settlements	Nil	Nil
d. Total service cost	11.98	29.36

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 29 (Contd.)

(₹ in Lakhs)

Particulars	Projected Unit Credit Method	
	2023-24 31/03/2024	2022-23 31/03/2023
<b>Period Covered</b>		
<b>Net interest cost</b>		
a. Interest expense on DBO	3.78	3.71
b. Interest (income) on plan assets	Nil	Nil
c. Interest expense on effect of (asset ceiling)	Nil	Nil
d. Total net interest cost	3.78	3.71
<b>Remeasurements (recognized in other comprehensive income)</b>		
a. Effect of changes in demographic assumptions	Nil	Nil
b. Effect of changes in financial assumptions	0.30	(0.35)
c. Effect of experience adjustments	(35.63)	(29.07)
d. (Return) on plan assets (excluding interest income)	Nil	Nil
e. Changes in asset ceiling (excluding interest income)	Nil	Nil
f. Total Remeasurements included in OCI	Nil	Nil
<b>Total defined benefit cost recognized in P&amp;L</b>	<b>(19.57)</b>	<b>3.65</b>
<b>E. Components of actuarial Loss / (Gain) on obligation</b>		
a. Effect of changes in demographic assumptions	Nil	Nil
b. Effect of changes in financial assumptions	0.30	(0.35)
c. Effect of experience adjustments	(35.63)	(29.07)
d. (Return) on plan assets (excluding interest income)	Nil	Nil
<b>Net actuarial Loss / (Gain) on obligation</b>	<b>(35.33)</b>	<b>(29.42)</b>
<b>F. Employer Expense (P&amp;L)</b>		
a. Current Service Cost	11.98	29.36
b. Interest Cost on net DBO	3.78	3.71
c. Past Service Cost	Nil	Nil
d. Net value of remeasurements on the obligation and plan assets	(35.33)	(29.42)
e. Total P& L Expenses	(19.57)	3.65
<b>G. Net defined benefit liability/(asset) reconciliation</b>		
Net defined benefit liability (asset)	52.66	51.85
Defined benefit cost included in P&L	(19.57)	3.65
a. Employer contributions	Nil	Nil
b. Employer direct benefit payments	(4.66)	(2.83)
c. Employer direct settlement payments	Nil	Nil
Net transfer	Nil	Nil
Net defined benefit liability (asset) as of end of period	28.43	52.66
<b>H. Reconciliation of OCI (Re-measurement)</b>		
Recognised in OCI at the beginning of period	Nil	Nil
Recognised in OCI during the period	Nil	Nil
Recognised in OCI at the end of the period	Nil	Nil
<b>Employee Benefit Defined Benefit Plan Disclosures (Refer Note 18, 29, 29.2)</b>		
<b>J. Significant actuarial assumptions</b>		
Discount rate Current Year	7.23%	7.51%
Discount rate Previous Year	7.51%	7.35%
Salary increase rate	Uniform 5.0%	Uniform 5.0%
Retirement Age	58 Years	58 Years
Salary increase rate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate
Disability	Nil	Nil
<b>K. Data</b>		
No.	2,077	1,845
Avg. Age (yrs.)	35	39
Total Leave Balance in lakhs	181.73	177.65
Total Monthly Encashment Salary (₹ In lakhs)	0.09	0.10

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 29 (Contd.)

Particulars	Projected Unit Credit Method	
	2023-24 31/03/2024	2022-23 31/03/2023
<b>Period Covered</b>		
<b>L. Expected cash flows for following year</b>		
Expected employer contributions / Addl. Provision Next Year	28.43	52.66
<b>N. Defined benefit obligation at end of year</b>		
Current Obligation	7.33	11.26
Non-Current Obligation	21.11	41.41
<b>Total</b>	<b>28.43</b>	<b>52.66</b>
<b>SUMMARY</b>		
<b>Assets / Liabilities</b>		
Defined benefit obligation at end of period	28.43	52.66
Fair value of plan assets at end of period	Nil	Nil
Net defined benefit liability/(asset)	28.43	52.66
Defined benefit cost included in P&L	(19.57)	3.65
Total remeasurements included in OCI	Nil	Nil
Total defined benefit cost recognized in P&L and OCI	(19.57)	3.65

## Note 29.2

### Employee Benefit Disclosures (Refer Note 18, 29, 29.1)

Particulars	As at 31/03/2024			As at 31/03/2023		
	Non-Current	Current	Total	Non-current	Current	Total
Gratuity (Net)	281.92	73.30	355.22	292.89	72.78	365.67
Leave obligations	21.11	7.33	28.44	41.41	11.26	52.67
<b>Total employee benefit obligations</b>	<b>303.03</b>	<b>80.63</b>	<b>383.66</b>	<b>334.30</b>	<b>84.04</b>	<b>418.34</b>

#### (i) Leave obligations

The leave obligations cover the group's liability for sick and earned leave.

Particulars	As at	
	31/03/2024	31/03/2023
Current leave obligations expected to be settled within the next 12 months	7.33	11.26

## Note 30

### Finance Costs

Particulars	(₹ in Lakhs)	
	Year Ended 31/03/2024	Year Ended 31/03/2023
Interest to Banks	3,791.69	4,445.69
Other Interest	257.32	413.29
Unwinding of Interest on Borrowing	273.42	Nil
Other Borrowing Costs	400.54	478.58
<b>Total</b>	<b>4,722.97</b>	<b>5,337.56</b>

#### Note 30.1

Borrowing costs are net off State Government Interest Subsidy of ₹ Nil Lakhs (31 March 2023 ₹ Nil Lakhs) and TUFS interest subsidy ₹ Nil Lakhs (31 March 2023 ₹ 204.79 Lakhs).

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024**Note 31****Depreciation and Amortization Expense**

Particulars	(₹ in Lakhs)	Year Ended 31/03/2024	Year Ended 31/03/2023
Depreciation on Property, Plant and Equipment	4,044.62	3,711.99	
Amortisation on Right of use Assets	4.61	4.61	
Amortisation on Intangible Assets	6.27	1.92	
<b>Total</b>	<b>4,055.49</b>	<b>3,718.52</b>	

**Note 32****Other Expenses**

Particulars	(₹ in Lakhs)	Year Ended 31/03/2024	Year Ended 31/03/2023
Stores & Spares consumed	1,342.27	1,427.97	
Packing materials consumed	728.33	824.80	
Electricity & Fuel charges	13,025.50	14,531.44	
Labour Charges	1,326.76	1,348.08	
Carriage Inward	29.40	10.55	
Inspection Charges	78.50	92.75	
Repairs and Maintenance of Plant & Machinery	298.10	400.17	
Repairs and Maintenance of Building	67.47	53.15	
Repairs and Maintenance of Others	23.20	49.53	
Insurance	270.93	238.97	
Rent	52.03	49.24	
Rates and Taxes	71.93	112.57	
Communication Expense	43.49	60.65	
Traveling and Conveyance Expense	113.43	141.28	
Legal and Professional Expense	308.04	228.91	
Freight, Clearing and Forwarding Charges	572.37	832.59	
<b>Auditor's Remuneration:</b>			
(i) For Audit	13.50	11.00	
(ii) For Tax Audit	2.50	2.50	
(iii) For Others	1.50	1.50	
Other Selling Expense	33.51	13.04	
Corporate Social Responsibility Expenses (Refer Note 40)	44.40	35.00	
Donation Expense	9.28	100.20	
Net Loss on fair value changes on Investments classified through FVPL	Nil	15.54	
Fair Value Loss on Forward Contract	Nil	11.99	
Commission Expense	89.06	314.42	
Miscellaneous Expense (Includes Security Expense, House Keeping Expense, office Expense & Director Sitting Fees etc)	191.24	175.55	
<b>Total</b>	<b>18,736.74</b>	<b>21,083.39</b>	

**Note 32.1**

Following are the expense line items that have adjusted due to retrospective restatement of prior period error:

Particulars	(₹ in Lakhs)	Year Ended 31/03/2024	Year Ended 31/03/2023
<b>Expense Head</b>			
Legal Professional Charges	Nil	0.12	
Rent Expense	Nil	(1.89)	
Amortisation Expense	Nil	1.79	
Interest Expense	Nil	0.02	
Bank Charges	Nil	4.72	

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 32 (Contd.)

Particulars	(₹ in Lakhs)	
	Year Ended 31/03/2024	Year Ended 31/03/2023
Repairs and Maintenance Expenses	1.76	7.33
Miscellaneous Expense	Nil	0.72
Insurance Expense	12.86	Nil
Communication Expense	0.17	Nil
Commission on Sales	11.81	Nil
Conveyance Expense	0.59	Nil
<b>Total Expense</b>	<b>27.19</b>	<b>12.80</b>

## Note 32.2

### Leases

#### Lease rentals charged during the period

Particulars	(₹ in Lakhs)	
	Year Ended 31/03/2024	Year Ended 31/03/2023
Lease Rent Expense	52.03	49.24

## Note 32.3

### Future minimum lease payable

Particulars	(₹ in Lakhs)	
	As at 31/03/2024	As at 31/03/2023
Not later than 1 year	51.86	42.76
Later than 1 year and Not Later than 5 Years	Nil	Nil
Later than 5 years	Nil	Nil

The operating lease arrangements, are renewable on a periodic basis subject to price escalation clauses which have been straight lined if such escalation is not in line with the general inflation in that locality.

## Note 33

### Note 33.1

#### Tax Expense

Particulars	(₹ in Lakhs)	
	Year Ended 31/03/2024	Year Ended 31/03/2023
Current tax expense	Nil	Nil
Deferred Tax	2,007.62	286.75
Total Tax Expense of Current Year	2,007.62	286.75
Short/(Excess) Provision Of Income Tax of earlier year	7.52	174.55
<b>Total</b>	<b>2,015.14</b>	<b>461.30</b>

### Note 33.2

Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:	(₹ in Lakhs)	
	Year Ended 31/03/2024	Year Ended 31/03/2023
Profit from continuing operations before income tax expense	6,512.10	514.44
<b>Tax at the Indian tax rate of 25.17% (31<sup>st</sup> March 2023 25.17%)</b>	<b>6,512.10</b>	<b>514.44</b>
	1,639.10	129.48

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024**Note 33 (Contd.)**

	₹ in Lakhs)	
	<b>Year Ended 31/03/2024</b>	<b>Year Ended 31/03/2023</b>
<b>Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:</b>		
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Expense not deductible for tax purpose	146.00	44.60
Adjustments for the current tax of prior periods	215.01	(61.89)
Short/(Excess) Provision Of Income Tax of earlier year	7.52	174.55
Others	Nil	Nil
<b>Income tax expense</b>	<b>2,015.14</b>	<b>461.30</b>

**Note 34****Earnings per Share Disclosures****Note 34.1****Reconciliation on Amount of EPS**

Particulars	<b>Year Ended 31/03/2024</b>	<b>Year Ended 31/03/2023</b>
(a) Basic earnings per share in ₹		
From continuing operations attributable to the equity holders of the company	3.12	0.04
<b>Total basic earnings per share attributable to the equity holders of the company in ₹</b>	<b>3.12</b>	<b>0.04</b>
(b) Diluted earnings per share in ₹		
From continuing operations attributable to the equity holders of the company	3.12	0.04
<b>Total diluted earnings per share attributable to the equity holders of the company in ₹</b>	<b>3.12</b>	<b>0.04</b>

**Note 34.2**

## Reconciliations of earnings used in calculating earnings per share

Particulars	<b>Year Ended 31/03/2024</b>	<b>Year Ended 31/03/2023</b>
<b>Basic earnings per share</b>		
Profit attributable to the equity holders of the company used in calculating basic earnings per share:		
From continuing operations	4,496.96	53.16
Profit attributable to the equity holders of the company used in calculating basic earnings per share	4,496.96	53.16
<b>Diluted earnings per share</b>		
Profit from continuing operations attributable to the equity holders of the company	4,496.96	53.16
Profit attributable to the equity holders of the company used in calculating diluted earnings per share	4,496.96	53.16

**Note 34.3****Weighted average number of shares used as the denominator**

Particulars	<b>As at 31/03/2024</b>	<b>As at 31/03/2023</b>
Nominal Value of Shares (in ₹)	10	10
Weighted average number of equity shares used as the denominator in calculating basic earnings per share (Number of shares)	144147168	144147168
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share (Number of shares)	144147168	144147168

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 34 (Contd.)

### Note 34.4

Increase / (Decrease) in EPS due to retrospective restatement of Prior period error	Year Ended 31/03/2024	Year Ended 31/03/2023
Basic EPS in ₹	0.02	(0.02)
Diluted EPS in ₹	0.02	(0.02)

### Note 35

#### 35.1 Financial Instruments by Category

The carrying value and fair value of financial instruments by categories as at 31<sup>st</sup> March, 2024 are as under:

(₹ in Lakhs)

Particulars	Note Reference	Amortised Cost	Fair value through Profit and Loss	Fair Value through OCI	Total Carrying Value	Total Fair Value
<b>Financial Assets</b>						
Cash and Cash Equivalents	10	1,530.96	Nil	Nil	1,530.96	1,530.96
Other Bank Balances	11	4,060.54	Nil	Nil	4,060.54	4,060.54
<b>Investments</b>						
Equity Instruments other than subsidiaries	5	Nil	27.61	Nil	27.61	27.61
Preference Shares	5	13.46	Nil	Nil	13.46	13.46
Bonds	5	Nil	Nil	Nil	Nil	Nil
Trade Receivables	9	37,192.80	Nil	Nil	37,192.80	37,192.80
<b>Other Financial Assets</b>						
Non Current	6	304.20	Nil	Nil	304.20	304.20
Current	6	5,077.79	Nil	Nil	5,077.79	5,077.79
<b>Total Financial Assets</b>		<b>48,179.75</b>	<b>27.61</b>	<b>Nil</b>	<b>48,207.36</b>	<b>48,207.36</b>
<b>Liabilities</b>						
<b>Borrowings</b>						
Non Current	15	9,632.14	Nil	Nil	9,632.14	9,632.14
Current	15	23,336.31	Nil	Nil	23,336.31	23,336.31
Trade Payables	22	18,686.08	Nil	Nil	18,686.08	18,686.08
<b>Lease Liability</b>						
Non Current	16	20.02	Nil	Nil	20.02	20.02
Current	16	0.09	Nil	Nil	0.09	0.09
<b>Other Financial Liabilities</b>						
Non Current	17	811.22	Nil	Nil	811.22	811.22
Current	17	2,401.86	Nil	Nil	2,401.86	2,401.86
<b>Total Financial Liabilities</b>		<b>54,887.72</b>	<b>0.00</b>	<b>0.00</b>	<b>54,887.72</b>	<b>54,887.72</b>

The carrying value and fair value of financial instruments by categories as at 31<sup>st</sup> March, 2023 are as under:

(₹ in Lakhs)

Particulars	Note Reference	Amortised Cost	Fair value through Profit and Loss	Fair Value through OCI	Total Carrying Value	Total Fair Value
<b>Assets</b>						
Cash and Cash Equivalents	10	317.38	Nil	Nil	317.38	317.38
Other Bank Balances	11	2,439.49	Nil	Nil	2,439.49	2,439.49
<b>Investments</b>						
Equity Instruments other than subsidiaries	5	Nil	18.24	Nil	18.24	18.24
Preference Shares	5	13.46	Nil	Nil	13.46	13.46
Bonds	5	Nil	Nil	Nil	Nil	Nil
Trade Receivables	9	35,322.00	Nil	Nil	35,322.00	35,322.00

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 35 (Contd.)

(₹ in Lakhs)

Particulars	Note Reference	Amortised Cost	Fair value through Profit and Loss	Fair Value through OCI	Total Carrying Value	Total Fair Value
<b>Other Financial Assets</b>						
Non Current	6	422.99	Nil	Nil	422.99	422.99
Current	6	11,262.25	Nil	Nil	11,262.25	11,262.25
<b>Total Financial Assets</b>		<b>49,777.57</b>	<b>18.24</b>	<b>Nil</b>	<b>49,795.82</b>	<b>49,795.82</b>
<b>Liabilities</b>						
<b>Borrowings</b>						
Non Current	15	16,280.75	Nil	Nil	16,280.75	16,280.75
Current	15	30,205.74	Nil	Nil	30,205.74	30,205.74
Trade Payables	22	18,321.82	Nil	Nil	18,321.82	18,321.82
<b>Lease Liability</b>						
Non Current	16	20.04	Nil	Nil	20.04	20.04
Current	16	Nil	Nil	Nil	Nil	Nil
<b>Other financial liabilities</b>						
Non Current	17	Nil	Nil	Nil	Nil	Nil
Current	17	5,056.01	Nil	Nil	5,056.01	5,056.01
<b>Total Financial Liabilities</b>		<b>69,884.35</b>	<b>Nil</b>	<b>Nil</b>	<b>69,884.35</b>	<b>69,884.35</b>

### Note 35.2 Fair Value Hierarchy

Level 1 : Quoted prices (unadjusted) in active markets for identical assets and liabilities

Level 2 : Inputs other than quoted prices included within Level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 : Inputs for the assets and liabilities that are not based on observable market data (unobservable inputs)

The fair value hierarchy of assets and liabilities measured at fair value are as under:

(₹ in Lakhs)

Particulars	Note Reference	Level 1	Level 2	Level 3
a. Investment in equity shares other than subsidiaries and joint ventures				
As at 31 <sup>st</sup> March 2024	5	27.36	Nil	0.25
As at 31 <sup>st</sup> March 2023	5	17.99	Nil	0.25
b. Investment in preference shares				
As at 31 <sup>st</sup> March 2024	5	Nil	Nil	13.46
As at 31 <sup>st</sup> March 2023	5	Nil	Nil	13.46

#### Note 35.2.1 Investment in equity shares quoted on recognised stock exchanges

The fair value of investment in equity shares is based on quoted price.

#### Note 35.2.2 Investment in unquoted preference shares

The fair value of unquoted preference shares has been determined using Level 3 inputs based on Discounted Cash Flow method. A one percentage point change in the unobservable inputs used in fair valuation of Level 3 does not have a significant impact on its value. The movement in unquoted investments is on account of sale of shares during the comparative period (Refer Note 5).

#### Note 35.2.3 Transfers between levels of fair value hierarchy

There have been no transfers between levels of fair value heirarchy during the year ended 31<sup>st</sup> March, 2024 and during the comparative period ended 31<sup>st</sup> March, 2023.

#### Note 35.2.4 Valuation Process

The finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. The fair valuation of level 1 and level 2 classified assets and

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 35 (Contd.)

liabilities are readily available from the quoted prices in the open market and rates available in secondary market respectively. The valuation method applied for various Financial assets and liabilities are as follows-

- Quoted price in the primary market considered for the fair valuation of the non-current investment. Gain/ (loss) on fair valuation is recognised in profit and loss.
- The carrying amount of trade receivable, trade payable, cash and bank balances, short term loans and advances, statutory/ receivable, short term borrowing, employee dues are considered to be the same as their fair value due to their short-term nature.

## Note 35.3

### Financial Risk Management

The company is exposed to market risk, credit risk and liquidity risk. The company's senior management oversees the management of these risks. The Board of Directors review and agree policies for managing each of these risks, which are summarised below:

#### Note 35.3.1 Market Risk

Market risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate instrument because of changes in market factors. Market risk comprises three type of risks:

- Currency Risk
- Interest Rate Risk
- Price Risk

The company is exposed to currency risk and price risk. The same are analysed below:

#### a. Currency Risk

The company is exposed to foreign exchange risk arising from foreign currency borrowing denominated in US dollars (US\$) and foreign currency notes denominated in various foreign currencies. The company also imports certain material which are denominated in US\$ which exposes it to foreign currency risks. If the value of the Indian Rupee depreciates relative to these foreign currencies, the related costs may increase. The exchange rates between the Indian Rupee and US\$ has changed substantially in recent periods and may continue to fluctuate substantially in the future. In order to mitigate the foreign Currency exposure risk , as on 31<sup>st</sup> March, 2024, the company has entered into derivative contract of ₹ Nil Lakhs (31<sup>st</sup> March, 2023 ₹ Nil Lakhs) to hedge exposure to fluctuation risk. The below sensitivity does not include the impact of foreign currency forward contracts which largely mitigate the risk:

**Foreign currency risks from non derivative financial instruments as at 31 March 2024 are given below:**

(₹ in Lakhs)

Particulars	USD	EURO	CHF	JPY	Total
Trade Receivables (Refer Note 9)	1,090.51	Nil	Nil	Nil	1,090.51
Advance to Supplier (Refer Note 7)	2.94	3.60	Nil	Nil	6.54
Trade Payables (Refer Note 22)	(221.74)	Nil	Nil	Nil	(221.74)
Advance from Customer (Refer Note 21)	(30.41)	Nil	Nil	Nil	(30.41)
Loans repayable on demand (Refer Note 15)	Nil	Nil	Nil	Nil	Nil
<b>Net Foreign Currency Risk Exposure</b>	<b>841.30</b>	<b>3.60</b>	<b>Nil</b>	<b>Nil</b>	<b>844.90</b>

**Foreign currency risks from non derivative financial instruments as at 31 March 2023 are given below:**

(₹ in Lakhs)

Particulars	USD	EURO	CHF	JPY	Total
Trade Receivables (Refer Note 9)	1,988.12	Nil	Nil	Nil	1,988.12
Advance to Supplier (Refer Note 7)	Nil	Nil	Nil	Nil	Nil
Trade Payables (Refer Note 22)	(115.58)	(0.87)	Nil	Nil	(116.45)
Advance from Customer (Refer Note 21)	(33.58)	Nil	Nil	Nil	(33.58)
Loans repayable on demand (Refer Note 15)	Nil	Nil	Nil	Nil	Nil
<b>Net Foreign Currency Risk Exposure</b>	<b>1,838.96</b>	<b>(0.87)</b>	<b>Nil</b>	<b>Nil</b>	<b>1,838.09</b>

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 35 (Contd.)

For each of the years ended 31<sup>st</sup> March, 2024 and 31<sup>st</sup> March 2023, every percentage point depreciation / appreciation in the exchange rate between the Indian rupee and U. S. Dollars, has affected company's incremental operating margins by approximately 0.13% & 3.57% respectively.

Sensitivity analysis is computed based on the changes in the income and expenses in foreign currency upon conversion into functional currency, due to exchange rate fluctuations between the previous reporting period and the current reporting period.

### b. Price Risk

The company's exposure to price risk arises from investments in equity shares of other companies (Refer Note 5 and 35.1). The company has not undertaken any risk mitigation measures to reduce the price risk. The table below summarises the impact of increases / decreases of share price of the investments and profit for the period. The analysis is based on the assumption that the market price of those investments in equity shares of other companies move by 5% point on either side with all other variables held constant.

Year Ended	No. of Shares	Average Market price per share	Fair Value in ₹	% Change in Fair Value	Effect on Profit before Tax (₹ in Lakhs)
31-03-2024	67700	40.41	27.36	5.00% -5.00%	1.37 (1.37)
31-03-2023	67700	26.57	17.99	5.00% -5.00%	0.90 (0.90)

### c. Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

According to the Company interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

#### Exposure to interest rate risk

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March	
	2024	2023
<b>Fixed Rate Instruments (Refer Note. 15)</b>		
Financial liabilities		
Non Current	Nil	Nil
Current	Nil	3.30
<b>Total</b>	<b>Nil</b>	<b>3.30</b>
<b>Variable Rate Instruments (Refer Note. 15)</b>		
Financial liabilities		
Non Current	6,785.00	14,380.75
Current	23,336.31	30,202.45
<b>Total</b>	<b>30,121.31</b>	<b>44,583.20</b>

The outstanding position of borrowings at variable interest rate along with proportion of total loans is given below:

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March	
	2024	2023
Total Borrowings	30,121.31	44,586.50
% of Borrowings out of above bearing variable rate of interest	100.00%	99.99%

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 35 (Contd.)

### Interest Rate Sensitivity

A change of 50 bps in interest rates would have following Impact on profit before tax

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March	
	2024	2023
50bps increase would decrease the profit before tax by	150.61	222.92
50bps decrease would increase the profit before tax by	(150.61)	(222.92)

### Note 35.3.2 Liquidity Risk

Liquidity risk is the risk that the company would not be able to meet its financial obligations when they become due. The company is financed primarily by bank loans, loans from directors, and other operating cash flows. The company has undrawn borrowing facilities to the extent of ₹ **6145.15 Lakhs** as on **31<sup>st</sup> March, 2024** (as on 31<sup>st</sup> March, 2023 ₹ 314.89 Lakhs).

The details of the contractual maturities of significant financial liabilities as at 31<sup>st</sup> March, 2024 are as under:

(₹ in Lakhs)

Particulars	Note Ref.	< 1 year	1-2 year	2-5 years	5-8 years	8 years and Above	Total
Borrowings (Term Loan - Banks & Inter Corporate Loan)	15	5,481.26	3,666.43	2,971.78	2,993.92	Nil	15,113.39
Borrowings (Working capital)	15	17,855.05	Nil	Nil	Nil	Nil	17,855.05
Vehicle Loans	15	Nil	Nil	Nil	Nil	Nil	Nil
Lease Liability	16	0.09	0.10	0.36	0.15	19.41	20.11
Trade Payable	22	18,686.08	Nil	Nil	Nil	Nil	18,686.08
Other Financial Liabilities	17	1,615.71	Nil	811.22	Nil	Nil	2,426.93
Employee Benefit Liabilities	17	774.02	Nil	Nil	Nil	Nil	774.02
Unpaid dividends	17	12.14	Nil	Nil	Nil	Nil	12.14
<b>Total</b>		<b>44,424.35</b>	<b>3,666.53</b>	<b>3,783.36</b>	<b>2,994.07</b>	<b>19.41</b>	<b>54,887.72</b>

The details of the contractual maturities of significant financial liabilities as at 31<sup>st</sup> March 2023 are as under:

(₹ in Lakhs)

Particulars	Note Ref.	< 1 year	1-2 year	2-5 years	5-8 years	8 years and Above	Total
Borrowings (Term Loan - Banks & Inter Corporate Loan)	15	6,516.20	8,649.19	6,459.52	378.00	794.04	22,796.95
Borrowings (Working capital)	15	23,686.24	Nil	Nil	Nil	Nil	23,686.24
Vehicle Loans	15	3.30	Nil	Nil	Nil	Nil	3.30
Lease Liability	16	Nil	0.09	0.32	0.29	19.34	20.04
Trade Payable	22	18,321.82	Nil	Nil	Nil	Nil	18,321.82
Other Financial Liabilities	17	4,273.68	Nil	Nil	Nil	Nil	4,273.68
Employee Benefit Liabilities	17	761.06	Nil	Nil	Nil	Nil	761.06
Unpaid dividends	17	21.27	Nil	Nil	Nil	Nil	21.27
<b>Total</b>		<b>53,583.57</b>	<b>8,649.28</b>	<b>6,459.84</b>	<b>378.29</b>	<b>813.38</b>	<b>69,884.36</b>

### Note 35.3.3 Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Company maintains its cash and cash equivalents and bank deposits with banks having good reputation, good past track record and high quality credit rating and also reviews their credit-worthiness on an on-going basis.

The maximum exposure to credit risk at the reporting date is primarily from trade receivables. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

On account of the adoption of Ind AS 109, the Company uses ECL model to assess the impairment loss or gain. The Company uses a provision matrix to compute the ECL allowance for trade receivables and unbilled revenues. The provision matrix takes into account available external and internal credit risk factors and the Company's experience for customers.

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 35 (Contd.)

The Company reviews trade receivables on periodic basis and makes provision for doubtful debts if collection is doubtful. The Company also calculates the expected credit loss (ECL) for non-collection of receivables. The Company makes additional provision if the ECL amount is higher than the provision made for doubtful debts. In case the ECL amount is lower than the provision made for doubtful debts, the Company retains the provision made for doubtful debts without any adjustment.

The allowance for lifetime ECL on customer balances for the year ended **31<sup>st</sup> March, 2024** was ₹ 2,894.26 Lakhs and for the year ended 31<sup>st</sup> March, 2023 was ₹ 3,522.94 Lakhs

(₹ in Lakhs)

Particulars	Year ended 31 March	
	2024	2023
Balance at the beginning	3,522.94	3,781.92
Impairment loss recognised	141.60	243.78
Impairment loss reversed	(770.28)	(502.76)
Balance at the end	2,894.26	3,522.94

The company has assessed that credit risk on other Financial Asset, the same is insignificant based on the empirical data. Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's assessment of credit risk about particular financial institution. None of the Company's cash equivalents, including term deposits (i.e., certificates of deposit) with banks, were past due or impaired as at each balance sheet date.

## Note 36

### Contingent Liabilities

(₹ in Lakhs)

Particulars	As at	As at
	31/03/2024	31/03/2023
Value Added demands disputed by Company/vat Authorities (Against which Company has paid ₹ 10.24 Lakhs, as at 31/03/2023 ₹ 1 0.24 Lakhs)	77.43	77.43
Income Tax Demands disputed in appeal by Company/Income Tax Authorities (Against which Company has paid ₹ 217.25 Lakhs, as at 31/03/2023 ₹217.25 Lakhs)	3,358.59	3,606.65
Excise & Customs demands disputed in appeal by Company/Authorities (Against which Company has paid ₹ 41.43 Lakhs, as at 31/03/2023 41.43 Lakhs)	41.43	41.43
Amount not Acknowledged as Debt by the Company	684.39	726.36
Show cause notice received from Various Authorities in respect of Excise & Customs	9.37	41.11
Disputed Tax demand In appeal by Company in respect of ESIC (Against which Company has paid ₹ 8.68 Lakhs, as at 31/03/2023 ₹ 8.68 Lakhs)	34.72	34.72
Letter of Credit and Bank Guarantee	6,185.95	1,624.89
Civil Suits filed against the Company by various Individuals	Amount not Quantifiable	Amount not Quantifiable
A Letter received by the Company from Service Tax Department seeking Clarification on Selling Commission	Amount not Quantifiable	Amount not Quantifiable
Civil/Labour Suits filed against Company	Amount not Quantifiable	Amount not Quantifiable
<b>Total</b>	<b>10,391.88</b>	<b>6,152.59</b>

## Note 36.1

### Commitments

(₹ in Lakhs)

Particulars	As at	As at
	31/03/2024	31/03/2023
Estimated Amount of Contract to be executed on Capital Account (Against Which the Company has paid ₹ 79.65 Lakhs (as at 31/03/2023 ₹ 62.54 Lakhs)	105.97	542.19
<b>Total</b>	<b>105.97</b>	<b>542.19</b>

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 37

### Capital Management Disclosures

Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide return to shareholders and benefits to other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

Company manages the capital structure and makes the adjustment to it in the light of changes in economic conditions and risk characteristics of the underlying assets. The company monitors capital on the gearing ratio basis. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (Non-Current borrowing and current borrowings) less cash and cash equivalents. Total capital is calculated as total shareholder's equity.

Particulars	As at 31/03/2024	As at 31/03/2023
Non-Current borrowings (Refer Note 15)	9,632.13	16,280.75
Current borrowings (Refer Note 15)	17,855.05	23,686.24
Current maturities of long-term borrowings (Refer Note 15)	5,481.26	6,519.50
<b>Total Borrowings</b>	<b>32,968.44</b>	<b>46,486.49</b>
Less: Cash & Cash Equivalents (Refer Note 10)	1,530.96	317.38
<b>Net Debt</b>	<b>31,437.48</b>	<b>46,169.11</b>
Total Equity attributable to equity share holders of the company (Refer Note 13 & 14)	58,519.89	54,008.63
<b>Gearing ratio</b>	<b>0.54</b>	<b>0.85</b>

## Note 38

### Related Party Disclosures

#### a. List of Key Management Personnel with whom transactions have occurred during the year

Name of Key Management Personnel	Designation	Total Transaction during 2023-24	Total Transaction during 2022-23
Deepak Chiripal	Chief Executive Officer	120.00	84.00
Shaktidan Gadhvi	Whole Time Director	6.90	6.47
Suresh Chandra Maheshwari	Chief Financial Officer (Appointed w.e.f 30/05/2023)	20.77	Nil
Rinku Patel	Company Secretary (Appointed w.e.f 09/11/2023)	1.97	Nil
Renuka Upadhyay	Company Secretary (Resigned w.e.f. 04/09/2023)	7.00	3.16
Ashok Jain	Chief Financial Officer (Resigned w.e.f. 29/05/2023)	8.02	14.68
Purvee Roy	Company Secretary (Resigned w.e.f. 15/06/2022)	Nil	2.48
Akshit Soni	Company Secretary (Appointed w.e.f 13/08/2022 & Resigned w.e.f. 30/09/2022)	Nil	1.83
Mehul Shah	Chief Financial Officer (Resigned w.e.f. 19/05/2022)	Nil	2.90
Mahesh Jain	Chief Financial Officer (Appointed w.e.f 13/08/2022) & Resigned w.e.f. 09/02/2023	Nil	18.40
Giraj Mohan Sharma	Independent Director	2.00	2.00
Kirit Vaikunthraya Joshi	Independent Director	2.00	1.00
Rahul Mehta	Independent Director	1.50	0.50
Nalini Nageswaran	Independent Director (Appointed on 30/05/2023)	1.50	Nil
Falguni Vasavda	Independent Director (Resigned w.e.f 29/05/2023)	0.50	1.00
Tara Shankar Bhattacharya	Independent Director (Resigned w.e.f 13/08/2022)	Nil	1.00

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024**Note 38 (Contd.)****b. List of close members of family of Key Management Personnel with whom transactions have occurred during the year**

Name of close members of family of Key Management Personnel	Relationship	Total	Total
		Transaction during 2023-24	Transaction during 2022-23
Bhagyeshri Gadhvi	Relative of Whole Time Director	3.48	3.16
Divya Shah	Relative of Chief Financial Officer (Resigned w.e.f. 19/05/2022)	Nil	1.94
Manjudevi Jaiprakash Chiripal	Relative of Managing Director	Nil	110.00
Pritidevi B Chiripal	Relative of Managing Director	1.92	Nil
Brijmohan D Chiripal	Relative of Managing Director	1.92	Nil
Nirmala Maheshwari	Relative of Chief Financial Officer	27.84	Nil

**c. List of entities in which Key Management Personnel have control or significant influence with whom transactions have occurred during the year**

Name of Entity	Total	Total
	Transaction during 2023-24	Transaction during 2022-23
Chiripal Industries Limited	25,810.01	15,852.35
Nova Textiles Private Limited	7,281.14	15,625.00
Vishal Fabrics Limited	361.70	738.02
Shanti Exports Private Limited	45.20	31.87
Vraj Integrated Textile Park	46.56	247.95
CIL Nova Petrochemicals Limited	25.91	626.47
Nandan Terry Private Limited	1,350.27	1,152.74
Shanti Educational Initiatives Ltd.	Nil	7.00
Chiripal Textile Mills Private Limited	15.53	Nil
Shanti Shirting Private Limited	152.36	278.45
Dholi Spintex Private Limited	271.56	159.24
Narol Textile Infrastructure	33.80	36.47
Hunk Dory Travel Private Limited	2.59	11.49
Shanti Business School	Nil	6.00
Grew Renewals Private Limited	411.01	Nil
Hexa Biochem Private Limited	23.93	Nil
Creative Garments Private Limited	0.01	Nil
Nandan Industries Private Limited	4.27	Nil
Quality Exim Private Limited	5.52	Nil
Srikunj Weaving Private Limited	671.09	Nil
Shanti Spintex Private Limited	440.57	Nil
Sparsh Fabrics Private Limited	57.53	Nil
Chiripal Nova Industries Private Limited	0.02	Nil
Omkar Dying & Printing Mills Private Limited	0.02	Nil

**d. Outstanding balances due from related parties (Refer Note 9.1 & 9.2)**

Name of Related Party	Nature of Asset	(₹ in Lakhs)	
		As at 31/03/2024	As at 31/03/2023
Nova Textiles Private Limited	Advance received from Customer	(43.21)	Nil
Nandan Terry Private Limited	Trade Receivable	8.93	106.09
Chiripal Industries Limited	Trade Receivable	3,406.57	5,735.42
Vishal Fabrics Limited	Trade Receivable	0.33	85.46
Vraj Integrated Textile Park Limited	Trade Receivable	Nil	1.54
Chiripal Textile Mills Private Limited	Trade Receivable	1.00	(2.32)
Shanti Shirting Private Limited	Trade Receivable	0.94	17.02

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 38 (Contd.)

(₹ in Lakhs)

Name of Related Party	Nature of Asset	As at 31/03/2024	As at 31/03/2023
Dholi Spintex Private Limited	Trade Receivable	Nil	(3.25)
Quality Exim Private Limited	Trade Receivable	5.26	Nil
Srikunj Weaving Private Limite	Trade Receivable	16.17	Nil
Chiripal Nova Industries Private Limited	Trade Receivable	0.02	Nil
Omkar Dying & Printing Mills Private Limited	Trade Receivable	0.02	Nil

### e. Outstanding balance due to related parties (Refer Note 21 & 22)

(₹ in Lakhs)

Name of Related Party	Nature of Liability	As at 31/03/2024	As at 31/03/2023
Nova Textiles Private Limited	Trade Payable	0.79	600.63
Chiripal Industries Limited	Trade Payable	8,798.63	Nil
Vraj Integrated Textile Park Limited	Trade Payable	4.13	4.13
Shanti Exports Private Limited	Trade Payable	Nil	23.71
Shanti Educational Initiatives Limited	Trade Payable	11.34	11.34
Chiripal Poly Films Limited	Trade Payable	0.24	0.24
Nandan Industries Private Limited	Trade Payable	0.00	0.00
CIL Nova Petrochemicals Limited	Advance recoverable in cash or kind	(41.93)	27.92
Chiripal Textile Mills Private Limited	Trade Payable	Nil	0.19
Nandan Terry Private Limited	Trade Payable	Nil	21.79
Narol Textile Infrastructure	Trade Payable	Nil	(0.76)
Dholi Spintex Private Limited	Trade Payable	50.55	117.61
Grew Renewals Private Limited	Trade Payable	36.19	Nil
Hexa Biochem Private Limited	Trade Payable	5.55	Nil
Pritidevi B Chiripal	Trade Payable	1.92	Nil
Brijmohan D Chiripal	Trade Payable	1.92	Nil
Nirmala Maheshwari	Advance recoverable in cash or kind	(0.23)	Nil

### f. Compensation to Key Management Personnel

(₹ in Lakhs)

Particulars	As at 31/03/2024	As at 31/03/2023
Short-term employee benefits	172.16	139.42
Post Employment Benefits	4.91	4.19
Other Long-term employee benefits	Nil	Nil
<b>Total</b>	<b>177.08</b>	<b>143.61</b>

### g. Transactions with Related Parties

(₹ in Lakhs)

Particulars	2023-24	2022-23
<b>Purchase of Material</b>		
Entities in which KMP have control or significant influence	6,291.36	4,741.61
<b>Total</b>	<b>6,291.36</b>	<b>4,741.61</b>
<b>Rent</b>		
Entities in which KMP have control or significant influence	25.50	23.06
<b>Total</b>	<b>25.50</b>	<b>23.06</b>
<b>Rates and Taxes</b>		
Entities in which KMP have control or significant influence	7.40	8.61
<b>Total</b>	<b>7.40</b>	<b>8.61</b>
<b>Electricity</b>		
Entities in which KMP have control or significant influence	20.32	48.69
<b>Total</b>	<b>20.32</b>	<b>48.69</b>

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 38 (Contd.)

Particulars	2023-24	2022-23
<b>Repairs and Maintenance</b>		
Entities in which KMP have control or significant influence	68.71	57.52
<b>Total</b>	<b>68.71</b>	<b>57.52</b>
<b>Purchase of Investment</b>		
Entities in which KMP have control or significant influence	Nil	110.00
<b>Total</b>	<b>Nil</b>	<b>110.00</b>
<b>Sale of Goods</b>		
Entities in which KMP have control or significant influence	30,086.55	29,644.19
<b>Total</b>	<b>30,086.55</b>	<b>29,644.19</b>
<b>Sale of Services</b>		
Entities in which KMP have control or significant influence	77.63	Nil
<b>Total</b>	<b>77.63</b>	<b>Nil</b>
<b>Rent Income</b>		
Entities in which KMP have control or significant influence	9.75	7.50
<b>Total</b>	<b>9.75</b>	<b>7.50</b>
<b>Travelling Expenses</b>		
Entities in which KMP have control or significant influence	2.59	11.49
<b>Total</b>	<b>2.59</b>	<b>11.49</b>
<b>Remuneration Paid</b>		
Key Management Personnel	164.66	133.92
Close members of family of Key Management Personnel	3.48	5.10
<b>Total</b>	<b>168.14</b>	<b>139.02</b>
<b>Director Sitting Fees</b>		
Key Management Personnel	7.50	5.50
<b>Total</b>	<b>7.50</b>	<b>5.50</b>
<b>Legal and Professional Fees</b>		
Entities in which KMP have control or significant influence	30.99	6.00
<b>Total</b>	<b>30.99</b>	<b>6.00</b>
<b>Transportation Charges</b>		
Entities in which KMP have control or significant influence	10.47	Nil
<b>Total</b>	<b>10.47</b>	<b>Nil</b>
<b>Security Deposit</b>		
Entities in which KMP have control or significant influence	Nil	110.00
<b>Total</b>	<b>Nil</b>	<b>110.00</b>
<b>Commission Charges</b>		
Entities in which KMP have control or significant influence	Nil	0.97
<b>Total</b>	<b>Nil</b>	<b>0.97</b>
<b>Purchase of Capital Assets</b>		
Entities in which KMP have control or significant influence	411.01	113.41
<b>Total</b>	<b>411.01</b>	<b>113.41</b>

Note: List of transaction, out of the transactions reported in the above table, where the transactions entered in to with single party exceeds 10% of the total related party transactions of similar nature are as under:

Particulars	2023-24	2022-23
<b>Expenditure:</b>		
<b>Purchase of Material:</b>		
- Chiripal Industries Limited	4,418.20	1,484.07
- Nova Textiles Private Limited	1,441.97	2,505.75
- CIL Nova Petrochemical Limited	Nil	482.11
<b>Rent</b>		
- Shanti Exports Private Limited	21.65	15.75
- Shanti Education Initiative Limited	Nil	7.00

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 38 (Contd.)

(₹ in Lakhs)

Particulars	2023-24	2022-23
<b>Rates and Taxes:</b>		
- Shanti Exports Private Limited	6.22	5.43
- Vraj Integrated Textile Private Limited	1.18	3.18
<b>Electricity Expense</b>		
- Chiripal Industries Limited	Nil	31.64
- Nova Textiles Private Limited.	2.99	6.35
- Shanti Exports Private Limited	17.32	10.70
<b>Capital Asset purchased</b>		
- Vraj Integrated Textile Park Ltd	Nil	113.41
- Grew Renewals Pvt Ltd	411.01	Nil
<b>Travelling Expenses</b>		
- Hunky Dory Travel Pvt Ltd	2.59	11.49
<b>Equity Shares of Vraj Intigrated Textile Park Ltd. As Seecurity Deposit</b>		
Manjudevi Jaiprakash Chiripal	Nil	110.00
<b>Repairs and Maintainance and Other Expenses</b>		
- Vraj Integrated Textile Park Ltd	34.92	21.05
- Narol textile and infrastructure	33.80	36.47
<b>Legal and Professional Fees</b>		
- Shanti Business School	Nil	6.00
- Chiripal Industries Limited	3.15	Nil
- Nirmala Maheshwari	27.84	Nil
<b>Commission Charges</b>		
- Dholi Spintex Private Limited	Nil	0.97
<b>Transportation Charges</b>		
- Vraj Integrated Textile Park Limited	10.47	Nil
<b>Income Received:</b>		
<b>Sale of Goods</b>		
- Nova Textiles Private Limited	5,836.17	13,112.89
- Chiripal Industries Limited	21,388.66	14,046.80
<b>Sale of Services</b>		
- Nandan Terry Pvt Ltd	77.63	Nil
<b>Rent Income</b>		
- Nandan Terry Pvt Ltd	9.75	7.50
<b>Remuneration Paid:</b>		
- Deepak Chiripal	120.00	84.00
- Suresh Maheshwari	20.77	Nil

## Note 39

Details Of Hedged And Unhedged Exposure in Foreign Currency Denominated Monetary Items

### a Exposure in foreign currency - Hedged

The Company enters into forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Company does not enter into any derivative instruments for trading or speculative purposes.

The forward exchange contracts used for hedging foreign currency exposure and outstanding as at reporting date are as under:

Currency	Number of Contracts	Sell Amount in Foreign Currency in Lakhs	Indian Equivalent (₹ in Lakhs)
Forward contract to Sell USD - As at 31/03/2024	Nil	Nil	Nil
Forward contract to Sell USD - As at 31/03/2023	Nil	Nil	Nil

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 39 (Contd.)

### b Exposure in foreign currency - Unhedged

The foreign currency exposure not hedged as at 31<sup>st</sup> March, 2024 are as under:

Currency	Payable (FC in Lakhs)		Receivable (FC in Lakhs)	
	As at 31/03/2024	As at 31/03/2023	As at 31/03/2024	As at 31/03/2023
USD	3.02	1.81	13.11	24.18
EURO	Nil	0.01	0.04	Nil

Currency	Payable (₹ in Lakhs)		Receivable (₹ in Lakhs)	
	As at 31/03/2024	As at 31/03/2023	As at 31/03/2024	As at 31/03/2023
USD	252.15	149.16	1,093.45	1,988.12
EURO	Nil	0.87	3.60	Nil

## Note 40

### Corporate Social Responsibility

Sr. No	Particulars	(₹ in Lakhs)	
		Year Ended 31/03/2024	Year Ended 31/03/2023
1	Gross amount required to be spent by the company during the year	43.93	35.00
2	Amount Spent during the year on		
	(i) Construction/ Acquisition of any assets		
	In Cash	Nil	Nil
	Yet to be paid	Nil	Nil
3	(ii) On purpose other than (i) above		
	In Cash	44.40	35.00
	Yet to be paid	Nil	Nil

## Note 41

### Segment Reporting

The Company is considered to be engaged in Textile Industry with all activity revolving around this business and accordingly the company has only one reportable business segment in accordance with the requirement of Ind AS 108- Operating Segment.

The Geographical details of Revenue and Non Current Asset are as Under:

Sr. No	Particulars	(₹ in Lakhs)			
		India	Rest of World	Total	
1	Segment Revenues	1,97,829.08	3,179.67	2,01,008.75	For 2023-24
		1,92,435.62	10,240.79	2,02,676.41	For 2022-23
2	Segment Assets	51,961.84	Nil	51,961.84	As at 31/03/2024
		54,776.73	Nil	54,776.73	As at 31/03/2023

Details of customer contributing 10% or more of total revenue :

Particulars	(₹ in Lakhs)	
	Year Ended 31/03/2024	Year Ended 31/03/2023
No. of customers contributing 10% or more of total revenue (individually)	3	2
Amount of revenue	83,246.60	60,761.78
% of total revenue	41.41%	29.98%

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 42

### Reconciliation of Financing Liabilities

Particulars	Year Ended 31/03/2024	Year Ended 31/03/2023
<b>Opening Balance</b>	<b>69,884.36</b>	<b>87,737.92</b>
Cash inflow of non-current borrowings	3,460.27	260.65
Cash outflow of Non current borrowings	(10,134.70)	(11,056.23)
Changes in current borrowings cash flows	(5,831.19)	1,475.32
Changes in trade payable cash flow	364.26	(7,893.53)
Changes in other current financial liability	(28.76)	(526.50)
Changes in other non- current financial liability	105.80	3.46
Other	(2,932.31)	(116.73)
<b>Closing Balance</b>	<b>54,887.72</b>	<b>69,884.36</b>

## Note 43

The financial statement are approved by the Board of Directors & Audit Committee at their meeting on 27th May, 2024.

## Note 44

### Dividend

Particulars	As at 31/03/2024	As at 31/03/2023
Equity shares		
Final dividend for the year ended <b>31<sup>st</sup> March 2024</b> of ₹ Nil Lakhs (31 <sup>st</sup> March 2023 ₹ Nil Lakhs) per fully paid share has been distributed	Nil	Nil
Dividends not recognised at the end of the reporting period		
In addition to the above dividends, since year end the directors have recommended the payment of a final dividend of ₹ Nil Lakhs per fully paid equity share (31 <sup>st</sup> March 2023 – ₹ Nil Lakhs). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	Nil	Nil

## Note 45

On periodical basis and as and when required, the Company reviews the carrying amounts of its assets and found that there is no indication that those assets have suffered any impairment loss. Hence, no such impairment loss have been provided in the Financial Year 2023-24 (PY. ₹ Nil Lakhs)

## Note 46 Details in respect of Analytical Ratios of the Company

Sr. No	Particulars	Numerator/ Denominator	For the Year 2023-24		For the Year 2022-23		% of Variance	Explanation for any change in the ratio by more than 25% as compared to the preceding year.
			₹ in Lakhs	Current Period	₹ In Lakhs	Previous Period		
1	Current Ratio	Current Assets	66,250.16	1.46	71,963.87	1.32	10.50%	-
		Current Liabilities	45,330.86		54,408.66			
		Total Debts	32,968.45	0.56	46,486.49	0.86	-34.55%	
2	Debt - Equity Ratio	Shareholders Equity	58,519.90		54,008.63			Due to Prepayment of term Loan and increase in Profitability, ratio has improved.

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 46 Details in respect of Analytical Ratios of the Company (Contd.)

Sr. No	Particulars	Numerator/ Denominator	For the Year 2023-24		For the Year 2022-23		% of Variance	Explanation for any change in the ratio by more than 25% as compared to the preceding year.
			₹ in Lakhs	Current Period	₹ In Lakhs	Previous Period		
3	Debt Service Coverage Ratio	Earning available for Debt services	13,749.08	1.06	8,660.11	0.54	93.91%	Due to increase in Profitability the ratio has increased.
		Debt Service	13,030.83		15,915.22			
		Net profit After tax - Preference Dividend	4,496.96	0.08	53.16	0.00	-8010.26%	
4	Return on Equity Ratio	Average of Shareholder Funds	56,264.26		53,947.79			Due to increase in Profitability the ratio has improved.
		Cost of Goods Sold	1,63,017.72	8.70	1,65,772.51	7.35	18.26%	
5	Inventory turnover Ratio	Average Inventory	18,745.28		22,543.67			-
		Turnover	1,96,466.70	5.42	1,98,754.79	4.97	8.95%	
6	Trade Receivables turnover Ratio	Average Trade Receivables	36,257.40		39,963.39			-
		Purchase	1,61,146.42	8.71	1,63,930.19	7.36	18.30%	
7	Trade payables turnover Ratio	Average Trade Creditors	18,503.95		22,268.58			-
		Net Sales	1,96,466.70	9.39	1,98,754.79	11.32	-17.05%	
8	Net Capital turnover Ratio	Working Capital	20,919.30		17,555.21			-
		Net Profit	4,496.96	0.02	53.16	0.00	8457.02%	
9	Net Profit Ratio	Net Sales	1,96,466.70		1,98,754.79			Due to increase in Profitability the ratio has increased.
		Earning Before Interest and Taxes	10,561.11	0.18	5,373.44	0.10	81.39%	
		Capital Employed	58,519.91		54,008.64			
10	Return on Capital employed	Income generated from investment	9.42	0.26	(15.49)	-0.39	-165.99%	Due to increase in Profitability the ratio has increased.
		Average Investment	36.39		39.47			
11	Return on investment							Due to Increase of Market Value in Investment price the ratio has Increased.

## Note 47

### Assets Pledged as Security

The Carrying amount of assets Pledged as Security for Current and non Current borrowing are:

(₹ in Lakhs)

Particulars	Note No.	As at 31/03/2024	As at 31/03/2023
Non-Current Assets			
Property Plant & Equipment	3	50,773.08	53,405.20
Capital Work in progress	3.2	71.25	513.54
Other Intangible Assets	4	20.65	1.92
<b>Total Non Current Assets pledged as Security</b>		<b>50,864.98</b>	<b>53,920.66</b>

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 47 (Contd.)

(₹ in Lakhs)

Particulars	Note No.	As at 31/03/2024	As at 31/03/2023
Current Assets			
Inventories	8	16,758.88	20,731.67
Financial Assets			
Trade Receivable	9	37,192.80	35,322.00
Cash and cash equivalents	10	1,530.96	317.38
Other Bank Balance	11	4,060.54	2,439.49
Other Financial Assets	6	5,077.79	11,262.25
Other Current Assets	7	1,353.00	1,575.68
<b>Total Current Assets pledged as Security</b>		<b>65,973.97</b>	<b>71,648.47</b>
<b>Total Assets Pledged as Security</b>		<b>1,16,838.95</b>	<b>1,25,569.13</b>

Note: Asset pledge as security includes the Securities hypothecated with the bank for current and non-current borrowing by the company.

## Note 48 - Additional Regualtory Information (Non Ind AS)

The disclosures required by amendment to Division II of Schedule III of the Companies Act, 2013, are given only to the extent applicable:

- (i) During the year no proceedings has been initiated or pending against the Company for holding any Benami Property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder.
- (ii) Company has not carried our any revaluation in respect of Property, Plant & Equipments and intangible Asset, hence during the year there has been no change of 10% or more in the aggregate of the Net Carrying value of Assets on account of revaluation of Assets in respect of Property, Plant & Equipments and intangible assets.
- (iii) There are no intangible assets under development in the Company during the current reporting period.
- (iv) The borrowing taken by the company from the banks has been used for the specific purpose for which it was taken.
- (v) The company has not been declared as willful defaulter by any bank or financial institution or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- (vi) Details in respect of difference in respect of Current Assets as per Books and details as provided in quarterly returns filed by the company, the details of the same are as under:

For the Financial Year 2023-2024

(₹ in Lakhs)

Quarter	Name of the Bank	Particulars of Security Provided	Amount as per Books	Amount Reported in Quarterly Return / Statement	Amount of Difference	Reason or Material Discrepancies
Jun-23	consortium Finance	Inventories	17,122.38	16,867.97	254.41	Due to Change in Stock Valuation rate.
		Trade Receivable	46,423.63	48,430.65	(2,007.02)	Due to Change in bifurcation of accounts in to Customer, Vendor and Advance received from Customer, Promotor Group Company Balances.
		Trade Payable	32,196.69	27,714.00	4,482.69	Due to Change in bifurcation of accounts in to Customer, Vendor and Advance received from Customer, Promotor Group Company Balances.

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 48 - Additional Regualtory Information (Non Ind AS) (Contd.)

(₹ in Lakhs)

Quarter	Name of the Bank	Particulars of Security Provided	Amount as per Books	Amount Reported in Quarterly Return / Statement	Amount of Difference	Reason or Material Discrepancies
Sep-23	consortium Finance	Inventories	14,112.31	14,448.00	(335.69)	Due to Exclusion of Export Sale in transit and Due to Change in Valuation Rate.
		Trade Receivable	32,208.50	34,531.12	(2,322.62)	Net Trade receivable has changed due to Exclusion of Export Sale in transit and Due to Change in Customer Grouping and Due to creation of ECL Provision.
		Trade Payable	11,995.27	12,957.57	(962.30)	Due to Change in bifurcation of accounts in to Customer, Vendor, Advance Paid to Supplier and Due to provision for Expense.
Dec-23	Consortium Finance	Inventories	16,028.61	16,850.01	(821.40)	Inventory has changed due to Reversal of Export Sale in transit and Due to Change in valuaiton Rate
		Trade Receivable	34960.84	33937.72	1023.12	Net Trade receivable has changed due to Exclusion of Export Sale in transit and Due to Change in Customer Grouping.
		Trade Payable	17,922.41	19,053.18	(1,130.77)	Due to Change in bifurcation of accounts in to Customer, Vendor, Advance Paid to Supplier and Due to provision for Expense.
Mar-24	Consortium Finance	Inventories	16,758.89	16,337.90	420.99	-
		Trade Receivable	37,192.80	35,506.42	1,686.39	-
		Trade Payable	18,686.08	19,113.79	(427.71)	Due to Change in bifurcation of accounts in to Vendor and Advance Paid to Supplier.

## For the Financial Year 2022-2023

(₹ in Lakhs)

Quarter	Name of the Bank	Particulars of Security Provided	Amount as per Books	Amount Reported in Quarterly Return / Statement	Amount of Difference	Reason or Material Discrepancies
Jun-22	Consortium Finance	Inventories	26,765.94	24,693.99	2,071.95	Due to Change in Stock Valuation rate.
		Trade Receivable	57,949.53	60,491.73	(2,542.20)	Due to Change in bifurgation of accounts in to Customer, Vendor and Advance received from Customer.
		Trade Payable	37,296.89	33,013.49	4,283.40	Due to Change in bifurcation of accounts in to Customer, Vendor and Advance received from Customer.

# Notes to Financial Statements

for the year ended on 31<sup>st</sup> March, 2024

## Note 48 - Additional Regualtory Information (Non Ind AS) (Contd.)

(₹ in Lakhs)

Quarter	Name of the Bank	Particulars of Security Provided	Amount as per Books	Amount Reported in Quarterly Return / Statement	Amount of Difference	Reason or Material Discrepancies
Sep-22	Consortium Finance	Inventories	18,082.95	17,173.45	909.50	Due to Exclusion of Export Sale in transit and Due to Change in Valuation Rate.
		Trade Receivable	50,483.03	52,934.69	(2,451.66)	Net Trade receivable has changed due to Exclusion of Export Sale in transit and Due to Change in Customer Grouping and Due to creation of ECL Provision.
		Trade Payable	25,417.36	23,310.37	2,106.99	Due to Change in bifurcation of accounts in to Customer, Vendor, Advance Paid to Supplier and Due to provision for Expense.
Dec-22	Consortium Finance	Inventories	18,362.00	18,376.49	(14.49)	Inventory has changed due to Reversal of Export Sale in transit and Due to Change in valuaiton Rate
		Trade Receivable	27,351.46	24,706.02	2645.44	Net Trade receivable has changed due to Exclusion of Export Sale in transit and Due to Change in Customer Grouping.
		Trade Payable	5,930.81	10,506.58	(4,575.77)	Due to Change in bifurcation of accounts in to Customer, Vendor, Advance Paid to Supplier and Due to provision for Expense.
Mar-23	Consortium Finance	Inventories	20,731.67	19,768.20	963.47	-
		Trade Receivable	35,322.00	29,662.71	5,659.29	-
		Trade Payable	18,321.82	16,093.67	2,228.15	Due to Change in bifurcation of accounts in to Vendor and Advance Paid to Supplier.

(vii) Details in respect of pending satisfaction of charges with registrar of companies beyond the statutory period

Brief Description	Location of Registrar	Charge ID	Name of Charge Holder	Delay in Period by which charge to be closed in months
Book debts; Movable property (not being pledge)	ROC-Ahmedabad	10022083	Consortium Finance - Charge created by Lead bank State Bank of India	30.97

# **Notes to Financial Statements**

for the year ended on 31<sup>st</sup> March, 2024

## **Note 48 - Additional Regualtory Information (Non Ind AS) (Contd.)**

- (viii) During the year under consideration the company has not traded or invested in crypto currency or virtual currency.
- (ix) There are no transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 which have not been recorded in the books of account.
- (x) The Company does not have any transctions or relationships with any companies struck off under section 248 of the Companies Act, 2013.

## **Note 49**

The Income Tax Department had carried out the search at the company's business premises from July 20,2022 to July 26, 2022. The assessments for the period covered by search are pending for some of the years. The management of the Company does not expect any material additional liability as a result of the search and hence no provision for the additional income tax liability has been made by the Company.

As per our report of even date attached herewith.

For, **J. T. Shah & Co.**  
Chartered Accountants  
(Firm Regd. No. 109616W)

**For & on behalf of the Board of Directors of  
NANDAN DENIM LIMITED**

**(J. J. Shah)**  
Partner  
(M.No. 045669)  
Date :27/05/2024  
Place: Ahmedabad

**Jyotiprasad Chirpal**  
(Managing Dector)  
(DIN: 00155695)

**Shaktidan Gadhwani**  
(Whole Time Director)  
(DIN: 09004587)

**Deepak Chirpal**  
(Chief Executive Officer)

**Suresh Maheshwari**  
(Chief Financial Officer)  
Date :27/05/2024  
Place: Ahmedabad

**Rinku Patel**  
(Company Secretary)





**Nandan Denim Limited**

Chiripal House, Shivaranjani Cross Road,  
Satellite, Ahmedabad – 380 015, Gujarat, India  
Phone: 079 – 69660000  
Fax: 079 – 2676 8656

