

SUDIVA SPINNERS PRIVATE LIMITED



2024 ANNUAL REPORT

Passion for Growth with Quality

FINANCIAL HIGHLIGHTS

	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24
Turnover	87.37	136.81	242.85	286.57	420.00	518.18	537.34	839.24	855.83	1029.43
Exports	23.69	19.87	68.67	111.95	207.00	192.86	268.46	467.65	238.16	267.86
PBIDT	15.83	22.49	34.44	36.62	52.88	55.22	78.02	184.29	88.50	110.84
PBDT	12.74	16.35	25.48	27.04	40.64	29.77	57.32	162.05	72.16	72.83
PBT	5.03	7.29	9.24	13.08	24.68	1.15	25.27	129.56	38.89	38.19
PAT	3.89	9.13	9.69	9.86	17.08	2.08	20.02	90.95	30.24	32.76
EPS Rs	3.83	6.90	7.03	7.00	10.45	1.26	12.14	55.12	18.33	19.86
Gross Fixed Assets	60.70	160.37	175.65	196.92	391.01	402.73	416.68	477.17	740.81	761.50
Net Fixed Assets	33.63	124.24	123.42	130.97	309.46	293.00	275.00	303.14	533.55	521.95
Equity Share Capital	11.21	13.79	13.79	15.14	16.50	16.50	16.50	16.50	16.50	16.50
Reserves and Surplus	13.05	24.39	34.09	47.61	68.35	70.43	90.45	181.41	211.66	244.42
Net Worth	24.26	38.18	47.85	62.69	84.82	86.91	106.95	197.91	228.16	260.92
Domestic	63.69	116.94	174.17	174.62	213.00	325.32	268.88	371.59	617.67	761.57
Production	6569.17	9732.48	14534.80	16374.33	23367.49	29944.51	30426.97	34291.47	30743.56	43571.71



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CORPORATE INFORMATION

BOARD OF DIRECTORS

SHRI J.C. LADDHA, Chairman
SHRI VARUN LADDHA, Managing Director
SMT. SUNITA LADDHA, Director
SMT. TANISHA LADDHA, Director

INTERNAL AUDITORS

M/s. A. L. Chechani & Co.
(Chartered Accountants)
Bhilwara

STATUTORY AUDITORS

M/S SSMS & Associates
(Chartered Accountants)
16. Basement, Heera Panna Market
Bhilwara 311 001

WORKS & REGISTERED OFFICE

NH-48, Village - Dhunwalia
Post-Sareri, Dist. Bhilwara-311024
Tele: 070739-89990, 94138 56601 (EPBX)
Email: info@sudivaindia.com
Website: sudivaindia.com

SECRETARIAL AUDITORS

Sanjay Somani & Associates
(Company Secretaries)
Bhilwara 311 001

BANKERS

Bank of Baroda
State Bank of India
Punjab National Bank
Indian Bank
Union Bank of India
Canara Bank
Export Import Bank of India
HDFC Bank

SECURITY TRUSTEE

SBICAP Trustee Company Limited

COMPANY SECRETARY

Shri Harish Sharma

COST AUDITORS

M/S. N. D. Birla & Co.
(Cost Accountant)
Ahmedabad

Challenges may intimidate but they cannot be overlooked.

And to emerge victorious, the courage to tide through storms adds strength to character, unlocking opportunities to look beyond uncertainty.

In the words of Theodore Roosevelt, **“Believe you can and you’re halfway there.”**

It is this belief that drives SUDIVA SPINNERS PRIVATE LIMITED to discover new trajectories amidst obstacles, to traverse a path to success. With years of expertise and experience, we have continued to establish a distinguished identity, evolving and adapting to changing business needs. Our constant focus on acquiring cutting-edge technology to ensure operational efficiency have continuously supported our endeavours to sustain remarkable achievements.

As we continue to reimagine a brighter future, we aspire to carry forward the learnings of today to design a stable and stronger tomorrow – by converting challenges into opportunities and identifying new possibilities we are welcoming new beginnings.



Sudiva Spinners Pvt. Ltd.



1. Company Overview

Sudiva Spinners Pvt. Ltd., established in 2007, is a leading manufacturer of yarns and grey knitted fabrics located in Bhilwara, Rajasthan—famously known as the “Textile City” due to its over 850 manufacturing units. Bhilwara is a significant hub for textile production in Rajasthan, known for its suiting, shirting, and denim fabrics. Sudiva Spinners began with an open-end spinning unit housing 816 rotors, and within a year, it started commercial production in March 2008. Over the years, the company has undergone multiple expansions, culminating in a capacity of 2208 rotors by 2011. With a focus on reliability and professionalism, Sudiva Spinners has carved a niche for itself in the textile industry.

2. Expansion and Diversification

Starting with a turnover of Rs. 19 Crores in 2009, Sudiva Spinners diversified its operations from open-end to ring spinning in 2014. The first ring spinning plant was set up with a capacity of 28,560 spindles and 2300 TFO drums for multifold yarn, completed in a record time of nine months. Further expansion in December 2017 added 43,776 compact ring spindles, with trial production commencing in September 2018. The most recent expansion in 2021 added 51,072 compact ring spindles, starting commercial production in March 2023. By 2022, Sudiva had added 30 knitting machines, enabling the production of knitted fabrics and broadening its market presence.

3. Commitment to Sustainability

In line with its commitment to sustainability, Sudiva Spinners initiated a rooftop solar plant in 2017 with a capacity of 1.8 megawatts. By 2024, this capacity had increased to 22.5 megawatts, reflecting the company's dedication to reducing its carbon footprint. This green initiative helps meet 40% of the company's power requirements, significantly reducing carbon dioxide emissions by approximately 25,000 tons annually. This effort highlights Sudiva Spinners' proactive approach toward environmental protection and sustainable manufacturing practices.

4. Production Capacity and Financial Performance

Sudiva Spinners boasts an impressive production capacity of 43,000 tons of yarn per year, making it a substantial player in the textile industry. In the financial year 2023-24, the company achieved a turnover exceeding

Rs. 1,000 crores, with a Compound Annual Growth Rate (CAGR) of 30%. This remarkable growth underscores Sudiva Spinners' effective business strategies and its commitment to maintaining high standards in product quality and customer service.

5. Technology and Workforce

Operating in a technology-rich environment, Sudiva Spinners utilizes state-of-the-art machinery from renowned brands such as Truetzschler, Schlafhorst, Rieter, Electro-Jet, Toyota, Muratec, Saurer, Terrot, and Pilotelli. The company has implemented automation systems for waste optimization, Aero-feed, material transport, and auto-packing, significantly enhancing efficiency and reducing manpower needs. Despite its technological advancements, Sudiva Spinners places great emphasis on its workforce of approximately 1500 employees, offering free food, residential facilities, training programs, and a state-of-the-art dormitory for 1200 workers. These initiatives have earned Sudiva Spinners the Best Employers Award from the Employers Association of Rajasthan for four consecutive years.

6. Quality Assurance and Employee Welfare

Sudiva Spinners maintains a steadfast commitment to quality, considering it a core principle of their operations. The company employs stringent control measures across the entire manufacturing process, using comprehensive online and offline systems at every production stage. Their state-of-the-art laboratories operate 24/7 and are equipped with the latest testing equipment, accredited as an 'Usterized' Lab by USTER, a globally recognized authority in textile quality evaluation. Sudiva Spinners' dedication to quality is further supported by various awards and certifications from esteemed institutions. Additionally, the company prioritizes employee welfare through regular health checkups, indoor games, sports, cultural activities, and a strong emphasis on creating a positive work environment.



Guest & Bankers



BOB Cluster Head Shri Indra Mohan Singh with his Team



ED Shri Ashutosh Choudury, Indian Bank with his Team



Consortium Lender Banks Visit



Joint Commissioner GST Shri Anirudh Vaishnav



Executive Vice president, Rieter Shri Roger Albrecht & Head Market India, Rieter Shri Prasanta Deka



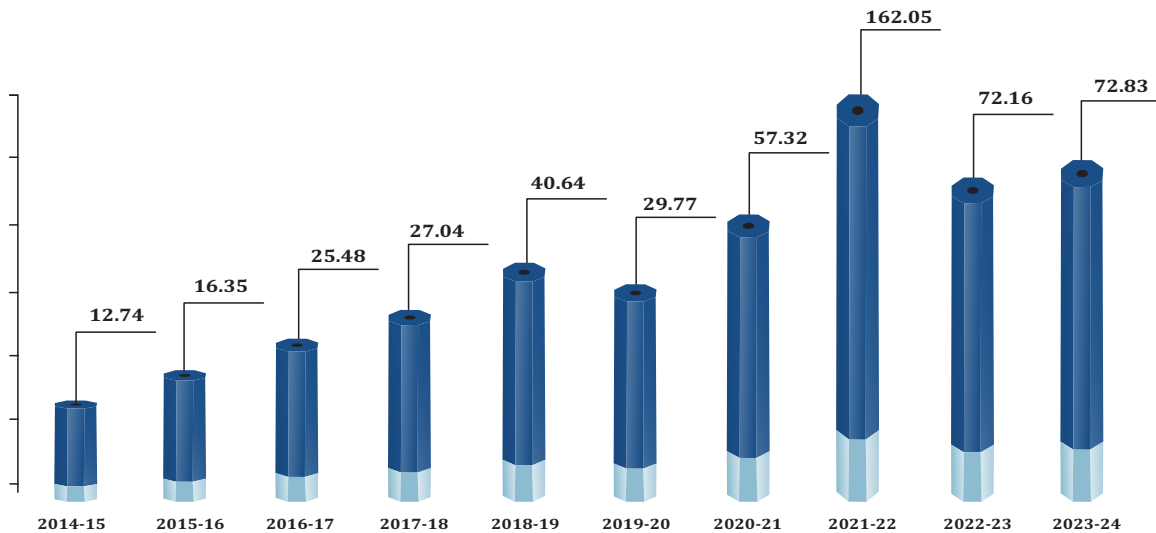
Sangam India Limited CEO (Yarn & Denim Business) Shri Pranal Modani with his Team

CSR

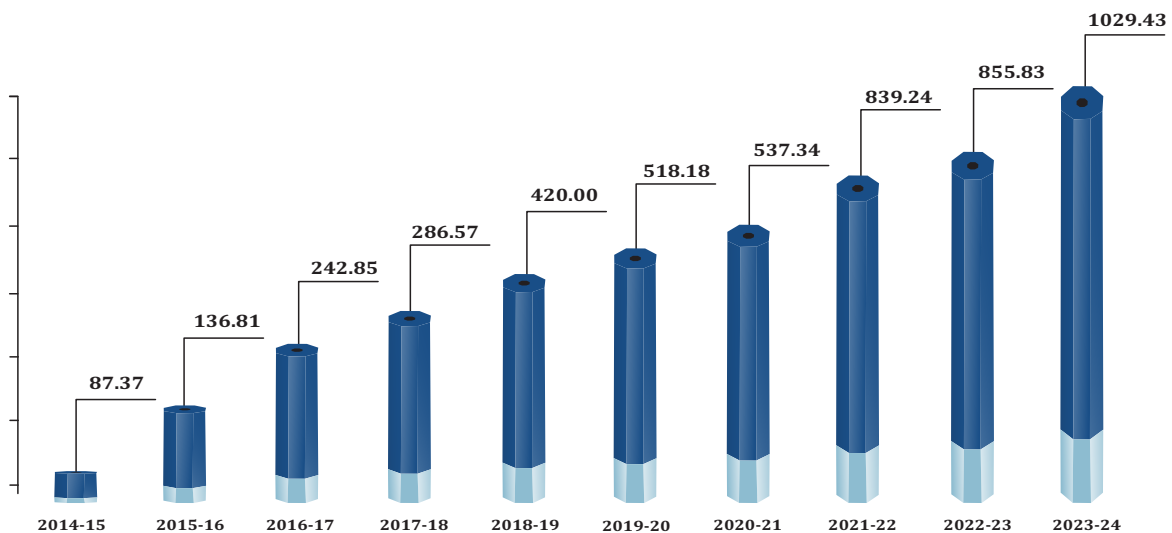


PERFORMANCE

PBDT (Rs. in Crores)

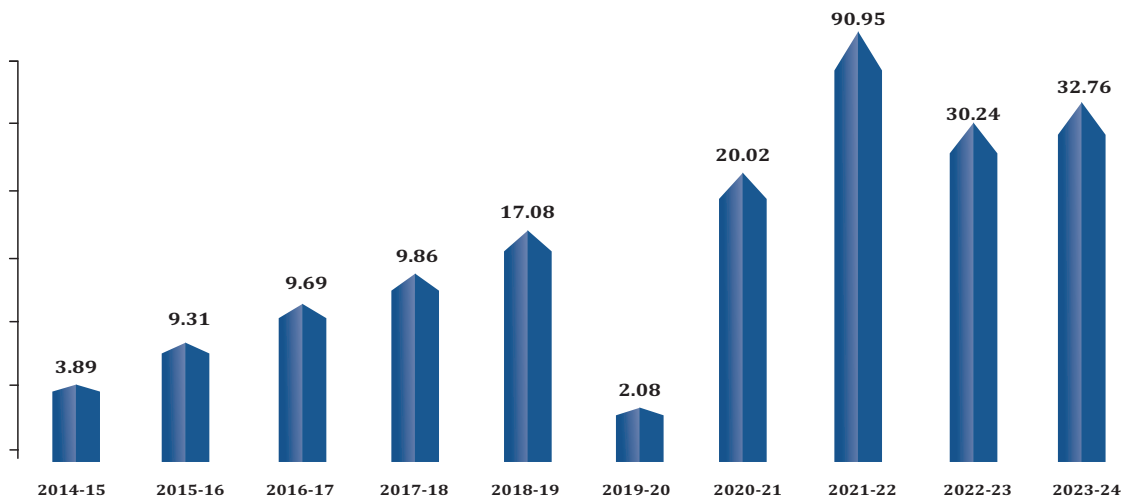


Turnover (Rs. in Crores)

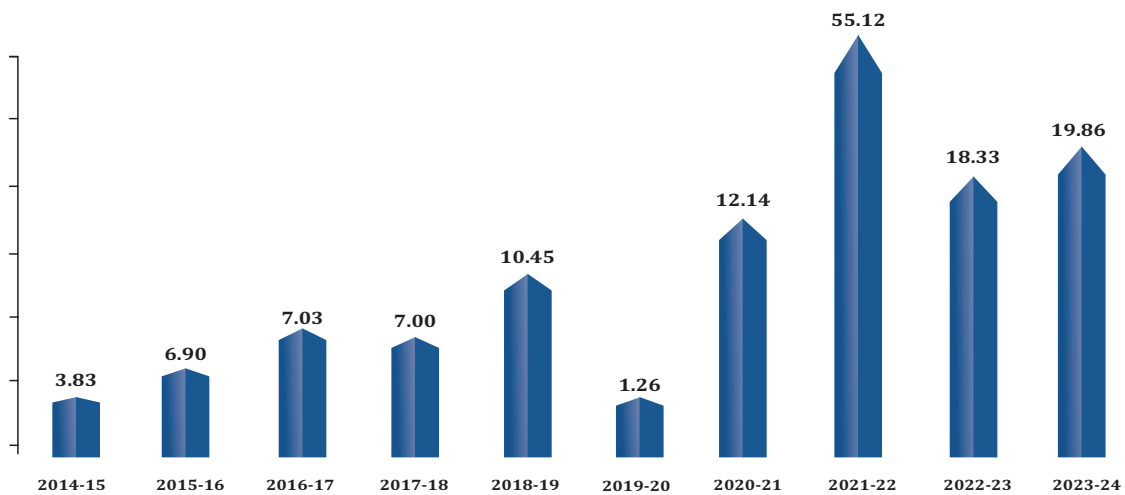


PERFORMANCE

PAT (Rs. in Crores)

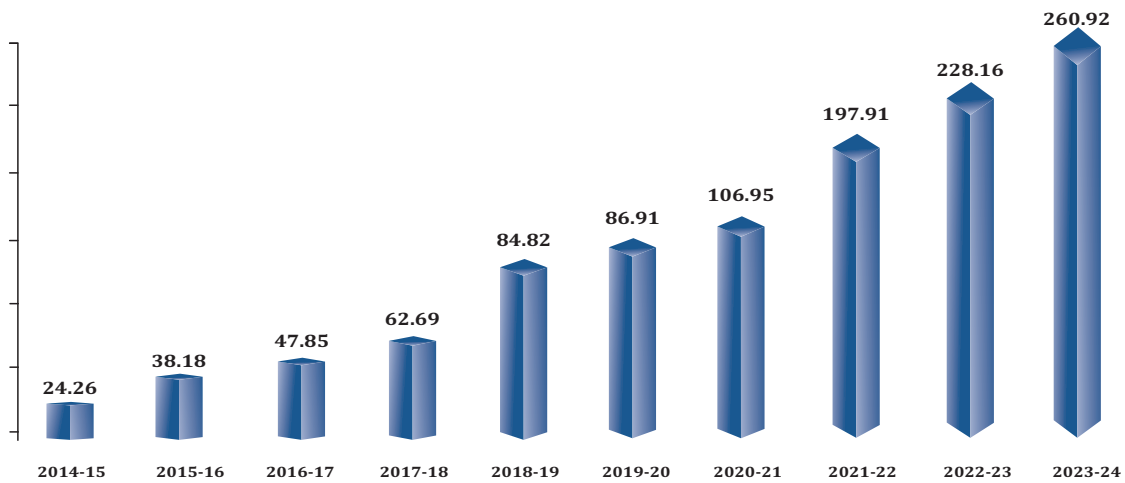


EPS (Rs. in)

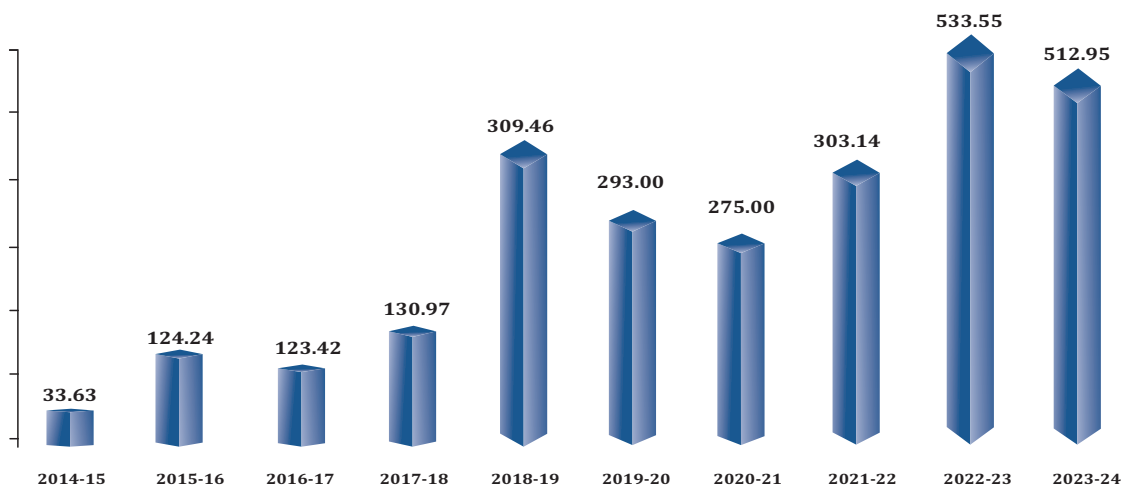


PERFORMANCE

Net Worth (Rs. in Crores)



Net Fixed Assets (Rs. in Crores)



INDEPENDENCE DAY









Celebrating Employees's Long Service with the Organization for more then 10 years



Name - PUSHPENDRA AGARWAL
DOJ- 06-Dec-2010



Name - AMIT KUMAR NOLKHA
DOJ- 29-Oct-2011



Name - LAL BABU PRASAD
DOJ- 27-Dec-2007



Name - MANISH BAHETI
DOJ- 01-Dec-2009



Name - LOKESH KUMAR TAILOR
DOJ- 30-Apr-2011



Name - PREM PRAKASH SHARMA
DOJ- 01-Oct-2010



Name - DHARMENDRA KUMAR JAIN
DOJ- 10-Sep-2012



Name - SHIVDARSHAN SINGH RATHORE
DOJ- 07-Apr-2012



Name - PAPPU CHOUDHARY
DOJ- 27-Dec-2012



Name - RAJENDRA KUMAR TAILOR
DOJ- 24-Mar-2008



Best Employer-2023 (Large Scale Industries-Textile Group) award by Employers Association of Rajasthan.

Our Identity

Sudiva Spinners (P) Ltd. is a well-known manufacturer and Supplier of 100% Cotton Yarn, Blended Yarn & Knitted Grey Fabric. The company was incorporated in the year 2007 and situated at Bhilwara, Rajasthan, India. It's an ISO 9001:2008 certified Company and a Government of India Recognized Export House. We are exporting our products across the world mainly at European Countries, Asian Countries, Middle East, and USA.

SUDIVA growth is deeply rooted in global standards of quality, commitment & supreme innovative technology. We started with a small open-end facility in 2008, at present the company has 123408 spindles, 2208 rotors and 30 Knitting Machines running in full swing resulting production capacity of 3600 MT per month.

Our group is professionally managed by technically qualified and dedicated team under the leadership of experienced & well known management in the field of textile. Moreover, we invested in state-of-art machineries for production, as well as quality control systems and World Class facilities.

We look forward to contributing our share for strengthening the Indian Economy, besides fulfilling our social obligations towards our civilized Society.



Our Mission

To offer customer delight through beneficial Partnership and fulfil expectations in terms of quality, price & on time delivery.



Our Team

Management is the process of guiding the development, maintenance, and allocation of resources to attain organizational goals. Managers are the people in the organization responsible for developing and carrying out this management process.



Our Vision

To be the global leader in the sustainable textile products and practices by focusing on technology, promoting trainings and development for our peoples.

Our Values



Commitment

We are committed to foster trusted client relationships and to enhance stakeholders' value. We enable others to trust us by delivering on our accountabilities and stand by decisions when they are made. We expect to follow ethical business practices with complete transparency and open communication.

Integrity

We carry our responsibilities in honest and trustworthy manner. We expect to uphold high standard of conduct and to have integrity in all our thoughts and actions.

Commitment

We are committed to foster trusted client relationships and to enhance stakeholders' value. We enable others to trust us by delivering on our accountabilities and stand by decisions when they are made. We expect to follow ethical business practices with complete transparency and open communication.

Quality

Our endeavour is to provide high quality products and adhere to world-class standards.

Adaptability

We remain steadfastly adaptable to changing dynamic environment

GROWTH STORY

SUDIVA growth is deeply rooted in global standards of quality, commitment & supreme innovative technology. We started with a small open-end facility in 2008, at present the company has 123408 spindles, 2208 rotors and 30 Knitting Machines running in full swing resulting production capacity of 43000 Tons per month.

▶ 2008

Particulars
Open End Spinning Installed
816 (Rotors)

▶ 2009

Particulars
Open End Spinning Expansion 1
432 (Rotors)

▶ 2015

Particulars
Ring Spinning Established
28560 (Spindles)

▶ 2011

Particulars
Open End Spinning Expansion 3
456 (Rotors)

▶ 2010

Particulars
Open End Spinning Expansion 2
504 (Rotors)

▶ 2016

Particulars
Multifold Yarn (TFD)
2300 (Drums)

▶ 2017

Particulars
Solar Power Energy Installed - 1.8 MW
Knitting Machines Installed - 10 Nos.

▶ 2018

Particulars Compact
Ring Spinning Expansion 4
44776 (Spindles)

▶ 2019

Particulars Knitting
Machines Installed - 8 Nos.

▶ 2023

Particulars Compact
further decided to install 51,072.

BUSINESS EXPANSION

Sudiva Spinners started with a turnover of Rs.19 Crores in 2009. The business was diversified in 2014 from open end to including spinning. The first ring spinning plant was set up with a capacity of 28,560 spindles along with 2300 TFO drums for multifold yarn. This spinning plant was established in a record time of 9 months. The company decided to expand its production capacity by adding 43,776 compact ring spindles, in December 2017 & remarkably, the trial production from this expansion started in September 2018. The Company further decided to install 51,072 compact ring spindles again in 2021 and commercial production of this plant started in March 2023.

Sudiva Spinners has a production capacity of 43,000 tons of yarn per year. This capacity reflects the substantial role in the textile industry (show Productivity graph). In the financial year 2023-24, Sudiva spinners achieved a turnover exceeding Rs. 1,000 crores with a CAGR of 30%.

**Sudiva Spinners Private Limited,
one of the leading manufacturers
of yarns & Grey knitted fabrics..**

To promote green energy, Sudiva Spinners initiated a rooftop solar plant in 2017 with a capacity of 1.8 megawatt. By 2024, the capacity of this plant had significantly increased to 22.5 megawatt

Today, Sudiva Spinners stands for its commitment to quality and innovation as a supplier of 100% cotton and blended yarns, as well as knitted grey fabrics. Sudiva excels in exporting 50% of its production to 35 countries including USA, Portugal, Egypt, Belgium, Spain, Italy, Peru, Vietnam, Canada, Taiwan, Turkey, China, Latin America, Bangladesh and Mauritius. The remaining 50% is supplied to prestigious domestic textile corporate manufacturers.

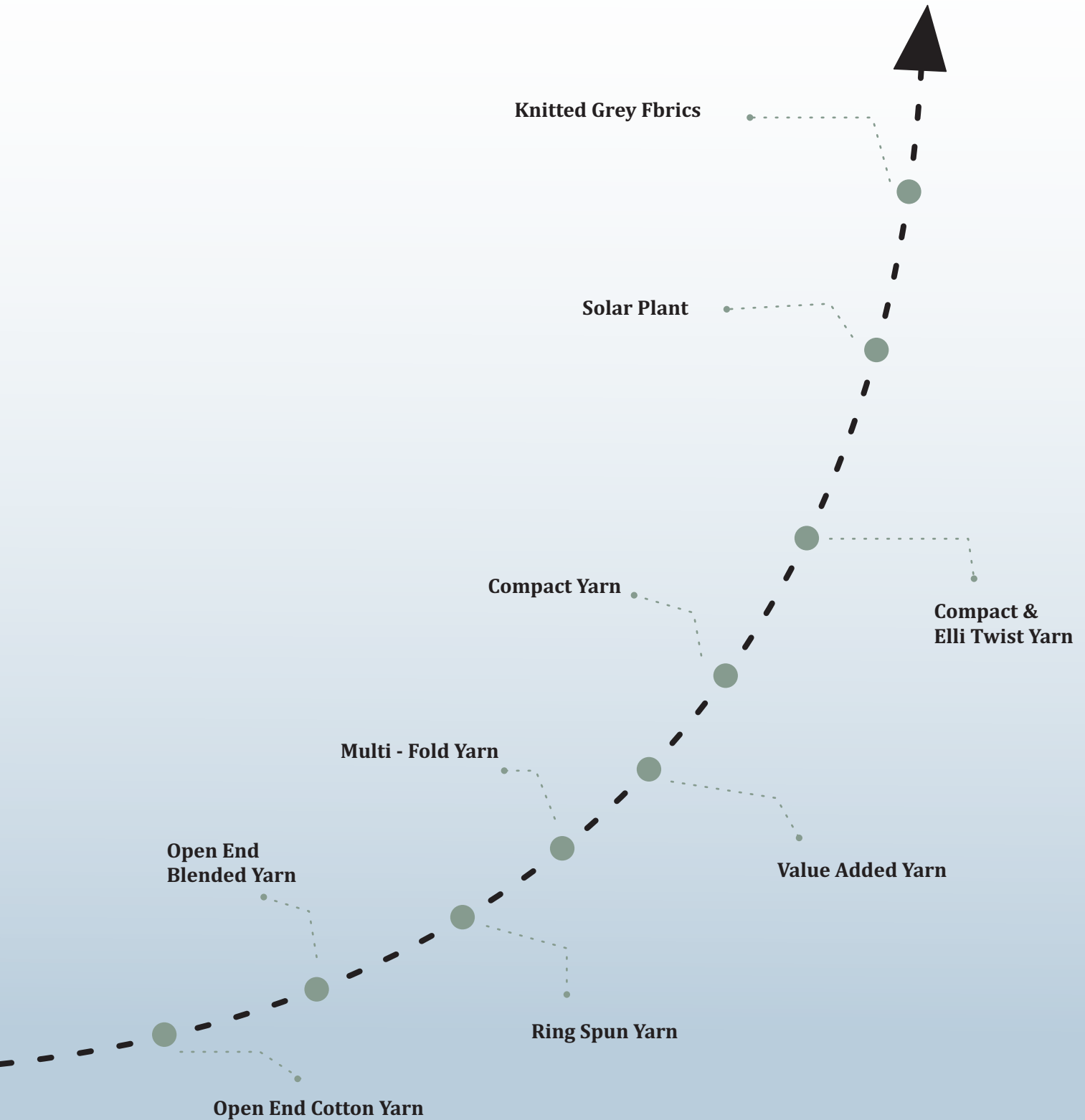
Quality Control

“Sudiva Spinners places significant emphasis on quality control, believing it to be their religion. This commitment is upheld through stringent control across the entire manufacturing process, adopting comprehensive online and offline process control systems at every stage of production. The company has state-of-the-art laboratories operating 24/7, equipped with the latest testing equipment's which has been accredited as 'Usterized' Lab by USTER, a globally recognized authority in textile quality evaluation equipment's. The lab has meticulous testing system from fibre to fabric adopting international quality standards. The company has the privilege of having various awards and certifications from various institutions, such as,

- SA 8000:2014 Certificate from British Standard Institution.
- Integrated Management System, ISO, EMS & OHSM certification.
- Oeko-Tex Standard 100 & Oeko-Tex Organic Cotton Certificate from Hohenstein, Germany.
- Better Cotton Initiative (BCI) Certificate.
- Certificate of Compliance for Global Organic Textiles Standard, Organic Content Standard, Global Recycled Standards, and Recycled Content Standards.
- Regen-Agree certificate from Control Union.
- 3 Star Export House Certificate by Govt. of India.
- Silver Trophy for highest export in below 50 Crores category during 2012-13 by Texprocil.
- Highest Export award in 2019 by Rajasthan State Government.
- Excellence Award by Udaipur Chamber of Commerce in 2023 & 2024.
- As a part of global yarn and fabric supplier Sudiva Spinners has been approved by INDITEX, a leading global fashion retailer, who has an online platform with its 6,654 stores in 96 international markets, it is a testament to dedication to producing top-quality yarns and fabrics that align with international standards like Zara, Pull & Bear, Massimo Dutti, Bershka, Stradivarius, Oysho, Zara, Home and Uterque.



PASSION FOR GROWTH WITH QUALITY



Key Highlights of the Company

- ❁ Sudiva Spinners boasts a high degree of automation in its operations.
- ❁ The company utilizes state-of-the-art technology and machineries.
- ❁ Equipped with cutting-edge testing technology, ensuring stringent & consistency in the quality.
- ❁ Real-Time Process Monitoring from Blow room to Packing, enabling optimized production costs through enhanced efficiency.
- ❁ Three Star Export House achieved within two years, reflecting high export standards.
- ❁ Sudiva Spinners enjoys stable and loyal customer relationships.
- ❁ Strategically located near a national highway, facilitating efficient transportation & logistic advantages.
- ❁ Generating 40% of power from rooftop solar energy, reducing costs and promoting green energy.
- ❁ All electrical motors and equipment focus on energy efficiency, minimizing production cost.
- ❁ Operating in all three shifts, each lasting 8 hours, ensures there are no labor shortages or losses.
- ❁ Providing free lodging and boarding to all employees results in the lowest turnover among workers.

These factors collectively contribute to Sudiva Spinner's success and competitiveness in the textile industry. Sudiva Spinners Pvt Ltd. shines brightly, propelled by the best-in-class technology, advanced automation, and rigorous quality control laboratories. Our unwavering commitment has forged a broad portfolio of superior products, ensuring unmatched quality for years to come. For us, the sky is the limit!



Stakeholder Engagement

Group	Priorities	Engagement Mode
 <p>CUSTOMERS</p>	<ul style="list-style-type: none"> Branded products Assured quality and product pricing Regular supply and timely delivery Seamless customer service Customer satisfaction and retention 	<ul style="list-style-type: none"> Online and in-store experiences, feedback surveys Site visits Exhibitions and events Customer feedback
 <p>EMPLOYEES</p>	<ul style="list-style-type: none"> Training and development Health and safety matters Fair practices, work- life balance and timely remuneration Performance evaluation and recognition 	<ul style="list-style-type: none"> Town hall meetings Employee engagement initiatives Cultural events Training and development workshops Health initiatives Performance appraisals Grievance redressal mechanisms
 <p>COMMUNITIES</p>	<ul style="list-style-type: none"> Community welfare initiatives Environment conservation Healthcare for the underprivileged 	<ul style="list-style-type: none"> Focus on health, education, livelihood and poverty alleviation Skill development and training workshop
 <p>GOVERNMENT/ REGULATORY BODIES</p>	<ul style="list-style-type: none"> Compliance with laws and regulations Timely reporting through various compliance-based forms 	<ul style="list-style-type: none"> Meetings, presentation, reports and networking in different forums organised by regulatory authorities Mandatory regulatory filings Periodical submission of business performance Written communications
 <p>VENDORS/ SUPPLIERS</p>	<ul style="list-style-type: none"> Fair and ethical procurement & engagement practices Knowledge programmes to reduce suppliers' risks Pricing and favourable terms of payment Timely clearance Addressing supplier grievances 	<ul style="list-style-type: none"> Phone, email or in-person engagement Suppliers' meetings, regular meetings, seminars, and workshops

Our Presence

We are exporting our products across the world mainly at European Countries, Asian Countries, Middle East, and USA.

Bangladesh	Belgium	Brazil
Bahrin	Canada	China
Colombia	Czech Republic	Dominican Republic
Egypt	EL Salvador	Estonia
Germany	Hong Kong	ITALY
Madagascar	Mauritius	Pakistan
Peru	Poland	Portugal
Singapore	Slovenia	Spain
Syria	Tunisia	Turkey
UAE	USA	



Key Highlights

1029.43
Total Turnover
(Rs. In Crore)

32.76
PAT
(Rs. In Crore)

110.84
EBITDA
(Rs. In Crore)

123408
Total Spindles

260.92
Net Worth
(Rs. In Crore)

1713
No. of
Employees

2208
Rotors and 30
Knitting Machine

9.8 MW
Roof Top Solar
Plant

Focusing on

Sustainable products

As a responsible organisation, we use materials that have minimal impact on the environment. We use green fibres in the manufacturing of our products. To ensure high product performance without reducing product sustainability, we have incorporated a number of green alternatives. By obtaining several certifications for our products and processes, we remain aware of the most recent global sustainable practices in terms of regulatory and voluntarily compliances

Sustainable cotton

We source three main types of cotton which includes organic, BCI, and recycled cotton. We only buy organic cotton from accredited farm organisations that have a valid scope certificate. To preserve traceability, we also receive transaction certificates for the organic cotton we purchase from vendors and distribute these as appropriate. In addition, we provide our clients the organic yarn certificates that have been properly authorised by our external certification bodies.

CERTIFICATION



DIRECTORS' REPORT

To,
The Members of
Sudiva Spinners Pvt. Ltd.

Your Directors have pleasure in presenting the Seventeen Directors' Report of your Company together with the Audited Financial Statements and the Auditors' Report of your company for the financial year ended, 31st March, 2024.

FINANCIAL HIGHLIGHTS



(Rs in Lacs)

Particulars	STANDALONE		CONSOLIDATED	
	2023-24	2022-23	2023-24	2022-23
Revenue from Operations (Net)	102943.57	85583.90	102943.57	85583.90
Other Income	81.68	33.56	81.68	33.56
Total Income	103025.24	85617.46	103025.24	85617.46
Profit/(Loss) before Depreciation & Tax	7283.08	7216.30	7288.69	7215.90
Less: Depreciation	3463.97	3326.83	3467.18	3326.83
Profit Before Tax	3819.11	3889.47	3821.51	3889.07
Less: Tax :				
Current Tax	1.37	435.98	1.37	435.98
MAT Credit Entitlement	0.00	0.00	0.00	0.00
Deferred Tax	553.35	302.97	553.35	302.97
Previous year Tax	(12.23)	125.79	(12.23)	125.79
Profit/(Loss) after Tax	3276.62	3024.73	3278.61	3024.32
Earnings per share (Rs.) :				
Basic	19.86	18.33	19.87	18.33
Diluted	19.86	18.33	19.87	18.33

OPERATIONAL PERFORMANCE-

Standalone and Consolidated

During the year under review the Company has sold 40284.33 MT (Previous year 28651.19 MT) yarn and knitted fabric in Export and Domestic Market. Out of this, cotton yarn quantity is 33652.87 MT (Previous year 23482.10 MT); PC yarn quantity is 3028.22 MT (Previous Year 3183.98 MT) and Knitted fabric is 3603.24 MT (Previous Year 1985.10 MT). The Company has export during the year 10245.53 MT (Previous year 8172.08 MT).

STATE OF COMPANY'S AFFAIRS / FINANCIAL PERFORMANCE

During the year under review, the Net Revenue of the Company was Rs. 103025.24 Lacs against Rs. 85617.46 Lacs in the previous year. The Company has earned a Profit after tax of Rs. 3276.62 Lacs compared to Rs. 3024.32 Lacs in the previous year.

TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

For the financial year ended 31st March, 2024, the Company does not propose to carry any amount to General Reserve Account.

CAPITAL STRUCTURE

Your company's issued, subscribed and fully paid-up share capital is Rs. 1650 Lacs (Face value of Rs.10/- Equity Share). During the year under review, there is no change in share capital of your company.

DIVIDEND

To conserve the resources for any future requirement, your directors do not recommend any dividend for the year ended 31st March, 2024.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Details of Directors and Key Managerial Person are as under:

S.No.	Name of Director	Designation	Date of Appointment
1	J. C. Laddha	Chairman	15.01.2007
2	Varun Laddha	Managing Director	15.01.2007
3	Sunita Laddha	Director	30.09.2009
4	Tanisha Laddha	Director	30.09.2009
5	Harish Sharma	Company Secretary	10.09.2022

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

Your Company have one Wholly Owned Subsidiary i.e. Sudiva Industries Private Limited has been incorporated as 100% subsidiary of Sudiva Spinners Private Limited.

Pursuant to Section 129 (3) of the Companies Act, 2013 read with Rule 5 of the companies (Account) Rules, 2014, the statement containing salient feature of the financial statement of the Company's Subsidiary in Form AOC-1 is attached.

CHANGE IN THE NATURE OF BUSINESS

During the year under review, there is no change in the nature of business of Company.

ANNUAL RETURN

The information required pursuant to the provisions of Section 134 (3) (a) and Section 92 (3) of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014. the Annual Return for the financial year ended on March 31st, 2024 will be available on the website of the Company after Conclusion of the AGM at below mentioned link: (Link: [http:// www.sudivaindia.com /Annual-return.html](http://www.sudivaindia.com/Annual-return.html))

PARTICULARS OF EMPLOYEES AND REMUNERATION

The particulars of employees as required under section 197 and rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not being furnished as there is no employee falling within the purview of the provisions of said section and the said rule during the period under review.

MEETINGS OF THE BOARD OF DIRECTORS

During the year 2023-24, The Board of Directors duly met 7 (Seven) times in respect of which proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. However, the Board has not passed any circular resolution.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31.03.2024 and of the profit of the company for the year ended on that date;
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The directors had prepared the annual accounts on a going concern basis; and
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INDEPENDENT DIRECTORS

The Board of Directors of the Company hereby confirms that the company is not required to appoint the independent directors under section 149(6) of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

STATUTORY AUDITOR AND AUDITORS' REPORT

M/s SSMS & Associates Chartered Accountants, Bhilwara (Firm Registration No. 019351C), Bhilwara, will retire at ensuing Annual General Meeting and showed their willingness to accept their reappointment pursuant to sec 139 of the Companies Act 2013, to hold office from the conclusion of ensuring Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year

2028. Further they have confirmed their eligibility to the effect that their reappointment, if made would be within the prescribed limits under the Act and that they are not disqualified. The board has recommended to the shareholder for approval of the same in ensuing AGM.

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

REPORTING OF FRAUDS BY AUDITORS

During the year under review statutory auditor has not reported any instances of fraud committed against the company under Section 143(12) of the Companies Act, 2013 by its officers or employees.

COST AUDITOR

As per the requirement of the Central Government and pursuant to section 148 of the Companies Act, 2013, read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, M/S N.D Birla & Co. Cost Accountant, Ahmedabad (FRN 000028) was appointed as cost auditor for Financial Year 2023-24.

Further, M/S N.D. Birla & Co, also Re-appoint as Cost Auditors for the FY 2024-25.

AUDIT COMMITTEE

The Board of Directors of the company hereby confirms that the company is not required to constitute Audit Committee in accordance with the provisions of section 177 of the Companies Act, 2013.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Pursuant to the provision of section 204(1) of Companies Act, 2013 read with the rule 9 of Companies (Appointment and Remuneration personnel) Rules, 2014, M/s Sanjay Somani & Associates, Practicing Company Secretary, Bhilwara was appointed as Secretarial Auditor for the financial year 2023-24.

The Secretarial Audit Report in Form No. MR-3 submitted by the said Secretarial Auditors, do not contain any adverse remarks and qualifications, hence do not call for any further explanation/s by the Company. The Secretarial Audit Report in Form No. MR-3 submitted by the said Secretarial Auditors, for the financial year 2023-24 forms part of the Annual Report as "Annexure-I".

Further, M/s Sanjay Somani & Associates, Practicing Company Secretary, are reappoint as a Secretarial Auditor for the financial year 2024-25.

AWARDS & RECOGNITIONS

During the year, your company has been conferred with following awards & recognitions:

- Best Employer-2023 (Large Scale Industries-Textile Group) award by Employers Association of Rajasthan.
- Runner up in UCCI Excellence Awards-2023 in Manufacturing segment in Rajasthan.

CORPORATE SOCIAL RESPONSIBILITY

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

(Link: http://www.sudivaindia.com/policies/policies_pdf/CSR_Policy.pdf)

In view of the profits and turnover of the company, your Company was required to undertake CSR projects during the year 2023-24 under the provisions of section 135 of the Companies Act, 2013 and the rules made their under. As part of its initiatives under "Corporate Social Responsibility (CSR)", the Company has undertaken various activities, which are in accordance with CSR Policy of the Company and Schedule VII of the Companies Act, 2013. The Annual Report on CSR activities is annexed herewith as "Annexure II".

The Company is continuously trying to explore new suitable projects for further spending.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

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

S. N.	Name of Director	Nature of Directorship	Designation in Committee
1	Mr. Jagdish Chandra Laddha	Director	Chairman
2	Mr. Varun Laddha	Managing Director	Member
3	Ms. Tanisha Laddha	Director	Member

During the financial year 2023-24, the Corporate Social Responsibility Committee met on 10.11.2023.

The company has incurred CSR of Rs. 127.73 Lakhs as per CSR policy which is attached as per Annexure-II.

NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors of the Company hereby confirms that the Company is not required to constitute Nomination and Remuneration Committee as per the provisions of section 178 (1) of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 hence other acts incidental or ancillary thereto are also not applicable on the Company.

VIGIL MECHANISM

Your Company is committed to highest standards of ethical, moral and legal business conduct.

Accordingly, the Board of Directors have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (9) of the Companies Act, 2013. The Company has adopted a Whistle-Blower Policy for Directors and employees to report genuine concerns and to provide for adequate safeguards against victimization of persons who may use such mechanism. Mr. Varun Laddha, Managing Director of the company, is nominated by Board of Directors for the purpose of vigil mechanism.

Policy adopted by the company contains a framework whereby the identity of the complainant is not disclosed further they can directly contact to Mr. Varun Laddha for redressal of their grievances in exceptional cases.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered during the financial year, were in the ordinary course of business and on an arm's length basis. There were no materially significant related party transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other persons which may have a potential

conflict with the interest of the Company.

None of the contract/ arrangement/transaction entered into with related parties could be considered material. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted & disclosure in form AOC-2 is also not required.

Your directors draw attention of the members to notes to the financial statement which sets out related party disclosures as per Accounting Standard - 18.

CONSERVATION OF ENERGY

Your company have managed the power requirement through Discom (AVVNL) and generated captive solar energy. To reduce the power cost, company has its own rooftop & ground mounted Captive Solar Power Plant of approx. 8.50 MW in capax model. Company has installed 6.50 mw additional capacity of solar plant in capax mode in Jan-2024. Now total capacity of solar power plant is approx. 15.00 MW.

The information required to be disclosed pursuant to Section 134(3)(m) of the companies act, 2013 read with Rule 8 of companies (Accounts) Rules, 2014 is given in Annexure - III forming part of this report.

TECHNOLOGY ABSORPTION

The Company has its own well equipped quality control department which is continuously monitoring all the quality parameters required for production to give superior quality yarn which helps further to reduce the cost of processing by upgradation and modification. Company is regularly investing to upgrade its quality control department with latest available technology. Company has also set up a new addition SQC with Usterized equipment's with latest technology.

Uster Technologies AG, Switzerland has renewed its authorization to use its trade mark "Usterized". The company has also tied up for its cotton testing at global level under the program of CSITC Round trial on regular interval.

OPERATIONAL ACHIVEMENT AND EXCELLENCE

Your company as a part of its philosophy, continuously working on optimizing Productivity, Quality and Cost of production. As a part of this, your company is regularly participating in SITRA cost comparison research study and benchmarking its performance with best in the Industry.

Company is regularly comparing its operational cost like Power, Employee & Finance cost with the peer group companies for benchmarking and continuous improvements.

EXPENDITURE ON R & D

During the year, company has spent Rs 9.33 Lacs (previous year Rs 5.02 Lacs) on R & D expenditure, which is debited in Profit & Loss a/c & Capital Expenditure is NIL (previous year- Rs. 471.50 Lacs).

FOREIGN EXCHANGE EARNINGS AND OUTGO

The company has earned during the period foreign exchange of Rs. 20840.91 Lacs (previous year Rs. 22372.31 Lacs) against an outgo on CIF basis of Rs. 350.05 Lacs (previous year Rs. 11662.34 Lacs).

RISK MANAGEMENT

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. A formal enterprise-wide approach to Risk Management is being

adopted by the Company and key risks will now be managed within a unitary framework to minimize threats & losses and identify & maximize opportunities. As a formal roll-out, company has adopted Risk Management Policy and Guidelines, and make use of these in their decision making. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.

HUMAN RESOURCE DEVELOPMENT

Harmonious industrial relations continue to prevail at the company throughout the period under review, the emphasis continues on the training and development programs at all levels. The directors hereby place on record their appreciation of valuable services rendered by all staff and work force of the company.

INTERNAL FINANCIAL CONTROLS

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

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed. No fraud has been reported by the Auditors.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the financial year 2023-24 under review, the Company has neither granted loan/s (secured or unsecured), provided guarantees or securities in connection with any loan/s availed by others nor made any investments pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended). As such, no specific details are required to be given or provided.

COST RECORD

Our company has made & maintained the Cost record pursuant to the provision of sub-section (1) of section 148 of the Companies Act, 2013, as specified by the Central Government.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Considering gender equality, the Company has zero tolerance for sexual harassment at workplace. The Management of the Company endeavors to provide safe environment for the female employees of the Company. The Company has in place an Anti-Sexual Harassment Policy in line with the requirement of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainee) are covered under this policy.

The following is a summary of sexual harassment complaints received

and disposed off during the year 2023-24.

No. of complaints received: Nil

No. of complaints disposed off: Nil

COMPLIANCES OF SECRETARIAL STANDARDS

The Company has made all the compliance of Secretarial Standards as notified by the MCA.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE IBC 2016 & ONE TIME SETTLEMENT

During the year under review Neither any application was made nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the financial Year.

Further, there has not been any instance of one-time settlement of the Company with any bank or financial institutions.

As Company has not done any one-time settlement during the year under the review hence no disclosure is required.

GENERAL

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

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. The company does have any subsidiaries hence the disclosure with respect to remuneration or commission received by the Managing Director / Whole-time Director(s) appointed in the Company does not arise.
4. 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.

ACKNOWLEDGEMENT

Yours Directors would like to express their appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review.

Yours Directors take on record their deep sense of appreciation to the contributions made by the employees through their hard work, dedication, competence, support and co-operation towards the progress of our Company.

For and on behalf of Board of Directors of
Sudiva Spinners Private Limited

Place: Bhilwara
Date : 23.05.2024

J. C. LADDHA
Chairman
DIN: 00118527

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023

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

To
The Members,
Sudiva Spinners Private Limited
91 K.M. Stone, N.H. 79, Village –Dhunwalia
P.O. Sareri, Teh.-Hurda, Bhilwara, 311024

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

Based on our verification of the Company’s Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period for the Financial Year ended on 31st March, 2024 (1st April, 2023 to 31st March, 2024) complied with the statutory provisions, listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Sudiva Spinners Private Limited (“the Company”) for the financial year ended on 31st March, 2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder are not applicable
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder are not applicable
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment. However, the provisions related to Overseas Direct Investment and External Commercial Borrowings was not applicable;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) are not applicable to the Company under the financial year under report: —
 - (a) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011;
 - (b) The SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (d) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(e) The SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(f) The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;

(g) The SEBI (Delisting of Equity Shares) Regulations, 2009; and

(h) The SEBI (Buyback of Securities) Regulations, 1998

(i) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011;

During the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, to the extent of their applicability.

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

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and

We further report that

The Board of directors of the Company is duly constituted. There was no changes took place in the board of directors during the period under review.

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

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

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

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

We further report that during the audit period of the Company there is no change in the capital of the Company. Share Capital of the Company is as under: -

The Authorized Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) Equity

Shares of Rs.10/- each.

The Issued, subscribed and Paid up Share Capital of the Company is Rs. 16,50,00,000 (Rupees Sixteen Crore Fifty Lakh) divided into 1,65,00,000 (One Crore Sixty Five Lakh) Equity Shares of Rs.10/- each.

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

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

Place : Bhilwara
Date : 23.05.2024
UDIN : F006958F000422791

For Sanjay Somani & Associates

Sanjay Somani
Proprietor
M. No.: FCS6958
COP No.: 5270
P R Certificate No. 835/2020

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

Annexure - A to the Secretarial Audit Report

To,
The Members,
Sudiva Spinners Private Limited
91 K.M. Stone, N.H. 79, Village -Dhunwalia
P.O. Sareri, Teh.-Hurda, Bhilwara, 311024

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of treatment of various tax liabilities and payment thereof, compliance of the applicable accounting standards, financial records and Books of Accounts of the company as the same is subject to the statutory audit being performed by the independent auditors.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, guidelines, standards etc., are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. We do not take any responsibility for any person if taking any commercial, financial or investment decision based on our secretarial audit report as aforesaid and they need to take independent advice or decision as per their own satisfaction.

Place : Bhilwara
Date : 23.05.2024
UDIN : F006958F000422791

For Sanjay Somani & Associates

Sanjay Somani
Proprietor
M. No.: FCS6958
COP No.: 5270
P R Certificate No. 835/2020

[Annexure -II]

The Annual Report on CSR Activities for Financial Year Ended 31st March, 2024

(Information pursuant to section 134 (3) (0) of the Companies Act, 2013 read with the Rule 8 & 9 of (Companies CSR Rule, 2014)

1. Brief outline on CSR Policy of the Company:

The CSR activities of the Company are carried out directly and also through contribution/donation made to other organisation/institution for the activities specified under Schedule VII of the Companies Act, 2013. As per CSR policy, the Company endeavours to make CSR a key business process for sustainable development and continuously enhance shareholder's wealth it is also committed to encourage its other stakeholders to conduct its business in an accountable manner that creates a sustained positive impact on society. Our Company's CSR

Committee believes that it is important for the organization to focus on philanthropic activities in terms of animal welfare, medical facilities, prevention from hunger & poverty, promotion of educational activities, empowering women, making available safe drinking water, setting up old age homes, environment protection, health care, promote to sports etc.

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same has been placed at the website of the Company <https://www.sudivaindia.com>.

2. Composition of 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. Jagdish Chandra Laddha	Chairman /Director	1	1
2	Mr. Varun Laddha	Member /Managing Director	1	1
3	Mrs. Tanisha Laddha	Member /Director	1	1

*During the financial year meeting of the CSR Committee met on 10.11.2023.

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 - <https://www.sudivaindia.com>.
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: 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 Amount available for set off for the financial year: Rs. 4,80,507/-.
6. Average net profit of the company as per section135(5)-Rs.64,60,13,961 as per below detail:
7. (a) Two percent of average net profit of the company as per section135(5)-Rs 1,29,20,279/-
- (b) Surplus arising out of the CSR projects or programs or activities of the previous financial years.
- (c) Amount required to be set off for the financial year, if any-4,80,507/-
- (d) Total CSR obligation for the financial year(7a+7b-7c)- Rs. 1,24,39,772/-
8. (a) CSR amount spent or unspent for the financial year:
 - I. Total amount to be spent for the financial year: Rs 1,24,39,772/-
 - II. Amount unspent as on 31.03.2023: Rs NIL
 - III. Amount spent on CSR activities for the F.Y. 2022-23: Rs. 1,27,73,256/-
 - IV. Manner in which the amount spent during FY 2023-24 is detailed below:

Financial Year	Profit (Rs.)
2022-2023	38,89,47,343
2021-2022	1,29,54,05,431
2020-2021	25,36,89,110
Total	1,93,80,41,884
Average Profit of above said Profit	64,60,13,961

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for The project (Rs in Lacs)	Mode of implementation - Direct (Yes/No)	Mode of implementation -Through implementing agency	
				State	District			Name	CSR 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)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project	Amount spent for The project (Rs)	Mode of implementation - Direct (Yes/ No)	Mode of implementation - Through implementing agency	
				State and District			Name	CSR Registration number
1	Promotion of Education	Education	Yes	Rajasthan Bhilwara	1,20,000	No	Sneh Samarpan Foundation	CSR00001265
2	Contribution to Trust for empowerment of Widow	Empowerment of women	Yes	Rajasthan Bhilwara	2,00,000	No	Shree Krishnadas Jaju Smark Trust	CSR00008190
3	Educational Institution and to develop health and Nutrition awareness programmed and women empowerment program.	Organization is Development and support Education of Children's and good Health.	Yes	Rajasthan Bhilwara	25,00,000	No	Dr. Brijmohan Sappot Kala Sanskriti Sewa Sansthan	CSR00024992
4	Project "Shiksha"	Promoting Education & construction of Educational Building	Yes	Rajasthan Bhilwara	25,00,000	No	Akhil Bharatvashiya Maheshwari Educational Trust	CSR00059786
5	Promotion of Education	Education	Yes	Rajasthan Bhilwara	50,000	Yes	Nearby School & Hostel	N.A.
6	Promotion of Education	Promoting Education & construction of Educational Building	Yes	Rajasthan Bhilwara	100,000	Yes	CVRT 361 Sansthan	N. A.
7	Social Health Care Project	Promoting health care including preventive health & Construction of building at M.G. Hospital, Bhilwara	Yes	Rajasthan Bhilwara	11,00,000	No	Sita Ram Satsang Bhawan Trust	CSR00045365

8	Mission Bargad,	Central GST Banyan Tree Garden	Yes	Rajasthan Bhilwara	85,000	Yes	Bargad Sarksan Foundation	N. A.
9	Social Health Care Project	Promoting health care including preventive health & Construction of buildings for hospitals	No	Gujarat Ahmedabad	20,00,000	No	Anshika Seva Trust	CSR00054294
10	Promotion of Education	Children, Education & Literacy, Helath & Family welfare, Rural Development & Poverty Alleviation and Women's Development & Empowerment.	Yes	Rajasthan Bhilwara	40,00,000	No	Sankalp Sewa Trust	CSR00049746
11	Step against Hunger & Poverty	Eradicating Hunger, Poverty, Animal welfare providing them food.	Yes	Rajasthan Bhilwara	93256	Yes	Maheshwari Apna Sanstha, Shubham Sewa Sansthan and other.	N. A.
12	Promote to Sports	Promotion to sports	Yes	Rajasthan Bhilwara	25000	Yes	Universal Sports Club	N.A.
	Total				1,27,73,256			

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable: N.A.

(f) Total amount spent for the Financial Year(8b+8c+8d+8e): Rs 1,27,73,256

(g) Excess amount for set off, if any:

Sl. No.	Particular	Amount (Rs)
(i)	Two percent of average net profit of the company as per section135(5)	1,29,20,279
(ii)	Total amount spent for the Financial Year (7C+8F)	1,32,53,763
(iii)	Excess amount spent for the financial year [(ii)-(i)]	3,33,482
(iv)	Surplus arising out of the CSR projects or programmers or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	3,33,482

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

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of transfer	

NIL

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs.)	Cumulative amount spent at the end of reporting Financial Year (in Rs.)	Status of the project- Completed /Ongoing

Not Applicable

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year.

No Assets Created or acquired through CSR expenditure in the financial Year

11. Specify the reason (s), if the company has failed to spend two percent of heave rage net profit as per section 135(5): **Not Applicable**

For and on behalf of the CSR Committee

Chairman of CSR Committee

Date-23.05.2024



Annexure-III

INFORMATION PURSUANT TO COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF DIRECTORS REPORT FOR THE PERIOD ENDED 31ST MARCH-2024

A. Conservation of Energy

The Company is engaged in the continuous process of further energy conservation through improved operational and maintenance practices and undertaken effective measures to reduce energy consumption.

B. Utilizing alternate source of energy

- The Company has installed 6.50 MW Solar Power Plant in 2023-24, enhancing its overall Solar Power Plant Capacity to 15.00 MW. The Company is generating about 32% of it's overall power requirement from Solar Power Plant.

- C. The Company has got 24737 points of Carbon credit in the calendar year 2021 and 9721 Points of Carbon Credit in the calendar Year 2022 from UCR under its continuous efforts to reduce Carbon generation through its Solar power plant.



ANNEXURE – 1

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of the Companies (Accounts) Rules 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

PART-A SUBSIDIARIES

Sr. No.	Particulars	Description
1	Name of Subsidiary	SUDIVA INDUSTRIES PVT LTD
2	Date of acquisition	29/11/2022
3	Reporting Period	01/04/2023 to 31/03/2024
4	Exchange rates as at year end	-
5	Average Exchange Rates	-
6	Share Capital (including share application money)	8,01,00,000
7	Reserve & Surplus	1,98,351
8	Total Assets	1,98,351
9	Total Liabilities	41,43,26,868.30
10	Investments	-
11	Turnover	-
12	Profit / (loss) before taxation	2,39,439
13	Provision for tax (including deferred tax)	-
14	Profit / (loss) after taxation	1,98,351
15	Proposed Dividend	-
16	% of shareholding	100%

Note

1. Name of subsidiaries which are yet to commence operations. - Nil
2. Name of subsidiaries which have been ceased to be subsidiary/ liquidated/ sold during the year.- Nil

PART-B Associates and Joint Ventures

Statement Pursuant to sub-section (3) of section 129 read with rule 5 of the Companies (Accounts) Rules 2014, related to Associate companies and Joint Ventures

Sr. No.	Particulars	Description
1	Name of Associates or Joint Ventures	
2	Latest audited Balance Sheet date	
3	Date on which the associate or Joint Venture was associated or acquired	
3	Shares of Associate held by the company on year end	
	-No. of Shares	N. A.
	-Amount of Investment in Associate or Joint Venture	
	-Extent of Holding (in percentage)	
4	Description of how there is significant influence	
5	Reason why the associate / joint venture is not consolidated	
6	Net worth attributable to shareholding as per latest audited Balance Sheet	
7	Profit or Loss for the year	
	i. Considered in Consolidation	N. A.
	ii. Not Considered in Consolidation	

Note

1. There is a significant influence due to percentage (%) of voting power
2. Names of associates or joint ventures which are yet to commence operations.-**Nil**
3. Names of associates or joint ventures which have been liquidated or sold during the year.-**Nil**

For and on behalf of the Board

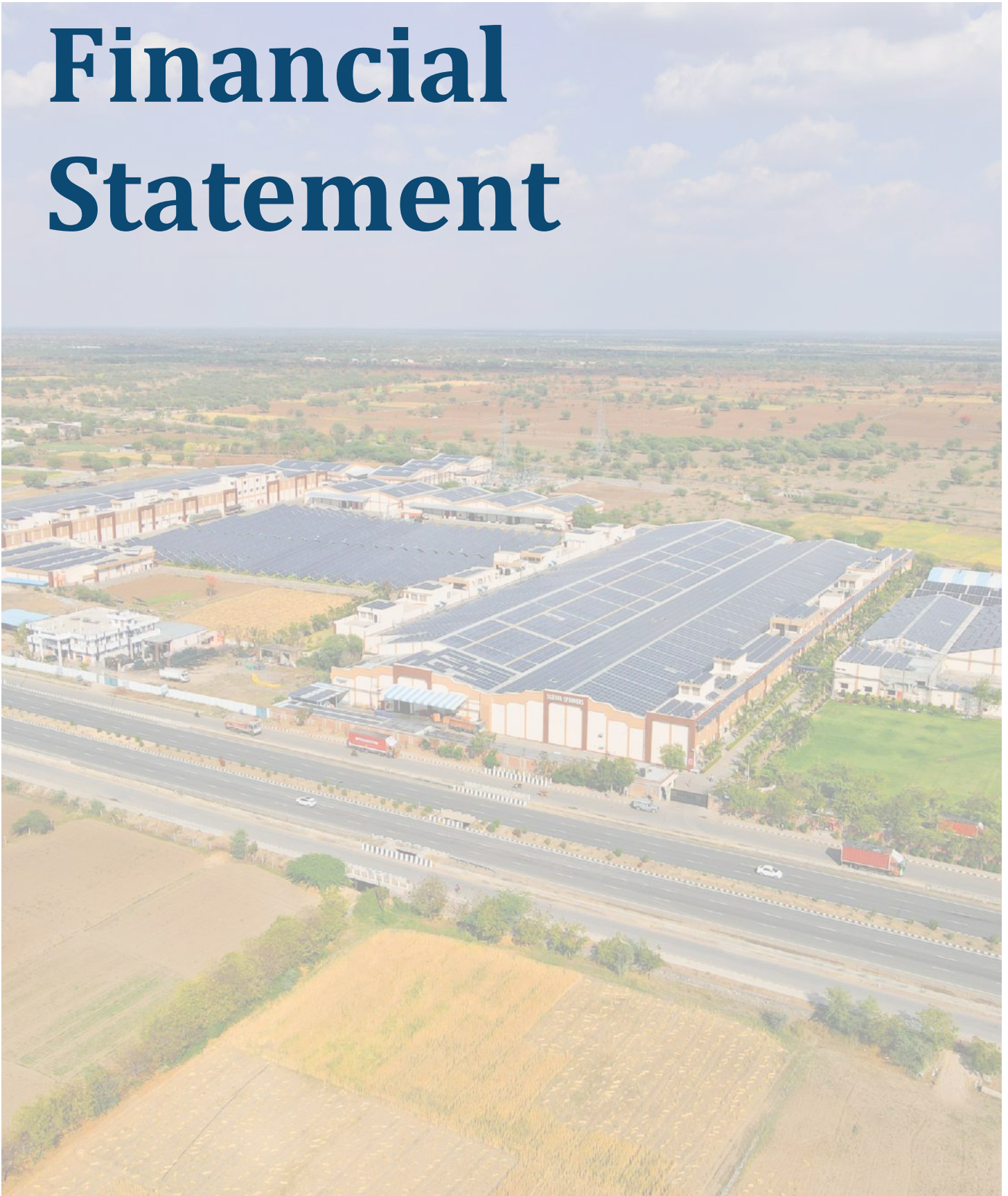
(J.C.Laddha)
Chairman
(DIN-00118527)

(Varun Laddha)
Managing Director
(DIN-01635880)

Place : Bhilwara
Date : 23.05.2024

(Harish Sharma)
Company Secretary
(M.No.ACS 69173)

Financial Statement



INDEPENDENT AUDITOR'S REPORT

To,
The Members,
SUDIVA SPINNERS PRIVATE LIMITED

Opinion

We have audited the standalone financial statements of SUDIVA SPINNERS PRIVATE LIMITED, which comprise the balance sheet as at 31st March 2024, and the statement of Profit and Loss, and statement of cash flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and profits, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

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

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

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

Responsibility of Management for Standalone Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure - I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as

on 31st 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure - II.
- (g) With respect to other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

Being a private limited company, provisions of sec. 197 of the Companies Act, 2013 is not applicable on the company.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 29 to the financial statements;
- ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses. – Refer Note 30 to the financial statements;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company
- iv. According to management representation, information and explanation given to us and based on our examination of the records of the Company, the company has not advanced or loaned or invested any fund to or in any other person(s) or entity(ies).
- v. According to management representation, information and explanation given to us and based on our examination of the records of the Company, the company has not received any fund from any other person(s) or entity(ies) during the year to lend or invest or provide guarantee or security to or in other persons or entities.
- vi. The company has not declared any dividend during the year.
- vii. According to management representation and based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions related to books of accounts. The audit trail has not been tampered and has been preserved by the company as per statutory requirements.

For SSMS & ASSOCIATES
Chartered Accountants
Firm's Reg No. 019351C

Place: Bhilwara
Date: 30.04.2024

(SATISH SOMANI)
Partner

Membership No. 076241
UDIN : 24076241BKGYXR8528

ANNEXURE I TO AUDITOR'S REPORT

The Annexure referred to in our report of even date to the members of Sudiva Spinners Private Limited on the accounts of the company for the year ended 31st March, 2024. We report that:

- (i) (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The company is maintaining proper records showing full particulars of Intangible Assets;
- (b) These Property, Plant and Equipment have been physically verified by the management at reasonable intervals, no any material discrepancies were noticed on such verification;
- (c) The title deeds of all the Immovable properties are held in the name of the company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) As per the information given to us, no proceedings have been initiated or are pending against the company for holding any Benami property under the "Benami Transactions (Prohibition) Act, 1988.
- (ii) (a) Physical verification of inventory has been conducted at reasonable intervals by the management. No any material discrepancies were noticed on physical verification.
- (b) Quarterly returns or statements filed by the company with banks those sanctioned working capital limits to the company, are in agreement with the books of accounts of the Company.
- (iii) The company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited liability partnerships or other parties during the year.
- (iv) The company has not entered any transaction in respect of loans, investments, guarantees and security covered under section 185 and 186 of the Companies Act, 2013.
- (v) The company has not accepted deposits or amounts which are deemed to be deposits under provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made there under.
- (vi) We have broadly reviewed the books of accounts relating to materials, labour and other items of cost maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
- (vii) (a) The company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. There are no arrears of outstanding undisputed statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
- (b) According to the records of company, particulars of statutory dues which have not been deposited on account of any dispute are as under:-
- | Sr. No. | Name of Statue | Nature of Due | Amount (Rs. In Lac) | Forum where dispute is pending |
|---------|---------------------------------|---------------|---------------------|--------------------------------|
| 1. | Finance Act, 1994 (Service Tax) | Tax | 16.63 | CESTAT, New Delhi |
| 2. | Income Tax Act, 1961 | Tax Interest | 383.00
135.66 | Commissioner Appeals (NFAS) |
- (viii) According to the information and explanations given to us, the company has not surrendered or disclosed any transaction not recorded in books of account as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us, the company is not a declared wilful defaulter by any bank or financial institution or other lender.
- (c) According to the information and explanations given to us, during the year the company has obtained term loan for cotton spinning project & other modernization / replacement projects and GECL loan from banks & unsecured loan for the purpose of working capital and are applied for the purpose for which the same were obtained.
- (d) According to the information and explanations given to us, the company has not utilized any short term fund for long term purposes.
- (e) The Company has not taken any fund during the year to meet obligations of its subsidiary company.
- (f) The Company has not raised any loan during the year on pledge of securities held in subsidiary company.
- (x) (a) The company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- (xi) (a) In our opinion and according to the information and explanations given to us, there is no fraud by the company or any fraud on the Company has been noticed or reported during the year.
- (b) There is no case, hence no report under sub-Section (12) of Section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014.

- (c) According to information and explanations given to us, no whistle-blower complaints are received during the year.
- (xii) The company does not fall under the category of Nidhi Company, hence provisions specified in Nidhi Rules, 2014 are not applicable to the company.
- (xiii) The company has complied the provision of sections 177 and 188 of Companies Act 2013 on all transactions with the related parties and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) The company has an internal audit system commensurate with size and nature of its business in accordance with section 138 of Companies Act, 2013.
(b) We have considered the reports of the Internal Auditors issued for the period under audit.
- (xv) In our opinion and according to information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him covered under the provisions of section 192 of Companies Act, 2013.
- (xvi) (a) The Company has not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities
(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, hence para (c) and (d) is not applicable to the company.
- (xvii) The Company has neither incurred cash loss in current financial year nor in the immediately preceding financial year.
- (xviii) We are the continuing auditor of the company from previous financial year, hence there is no resignation of the statutory auditors during the year.
- (xix) In our opinion, on the basis of the financial ratios, aging and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) (a) The company does not have any unspent amount to transfer to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act.
(b) The company does not have any ongoing project as specified in sub-section (5) of section 135 of the said Act.
- (xxi) The company does not have consolidated financial statements, hence this para is not applicable to the company.

Place: Bhilwara
Date: 30.04.2024

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

(Satish Somani)
Partner
M.No. 076241
UDIN : 24076241BKGYXR8528

ANNEXURE II TO AUDITOR'S REPORT**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")****Opinion**

We have audited the internal financial controls over financial reporting of Sudiva Spinners Private Limited, Bhilwara ("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 criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

For SSMS & Associates

Chartered Accountants
Firm Reg. No.19351C

Place: Bhilwara
Date: 30.04.2024

(Satish Somani)

Partner

M.No. 076241

UDIN : 24076241BKGYXR8528

SUDIVA SPINNERS PRIVATE LIMITED
STANDALONE BALANCE SHEET AS AT 31st March, 2024



₹ in Lacs

Particulars	Note No.	As at March 31st, 2024	As at March 31st, 2023
I. EQUITY AND LIABILITIES			
<u>1. Shareholders' Funds</u>			
(a) Share Capital	2	1650.00	1650.00
(b) Reserves and Surplus	3	24442.61	21165.99
		26092.61	22815.99
<u>2. Non-Current Liabilities</u>			
(a) Long-term Borrowings	4	30068.16	37128.26
(b) Deferred Tax Liabilities (Net)	5	2995.24	2441.89
(c) Other Long Term Liabilities	6	25.47	6.43
		33088.87	39576.58
<u>3. Current Liabilities</u>			
(a) Short-Term Borrowings	7	38730.15	30057.11
(b) Trade Payables	8	2974.31	1067.79
(c) Other Current Liabilities	9	1365.45	1370.64
		43069.91	32495.54
TOTAL		102251.39	94888.11
II. ASSETS			
<u>1. Non - Current assets</u>			
(a) Property, Plant & Equipment and Intangible Assets			
(i) Property, Plant & Equipment	10(a)	51516.08	52253.12
(ii) Intangible Assets	10(b)	522.73	550.63
(iii) Capital Work-in-progress	10(c)	156.63	551.47
		52195.44	53355.22
(b) Non Current Investments	11	801.00	1.00
(c) Long-Term Loans and Advances	12	481.52	688.30
		53477.96	54044.52
<u>2. Current Assets</u>			
(a) Current Investment	13	15.00	60.00
(b) Inventories	14	28750.68	22062.87
(c) Trade Receivables	15	13893.55	12332.48
(d) Cash & Cash Equivalents	16	18.65	572.95
(e) Bank Balances other than (d) above	17	347.73	292.94
(f) Short-Term Loans and Advances	18	5747.82	5522.34
		48773.43	40843.59
TOTAL		102251.39	94888.11
See accompanying notes 1 to 34 forming part of financial statements			

As per our attached report of even date

For SSMS & Associates
Chartered Accountants
Registration No. 019351C

(Satish Somani)
Partner
Membership No.076241
Place : Bhilwara
Date : 30th April, 2024

For and on behalf of the Board

(J.C.Laddha)
Chairman
(DIN-00118527)

(Varun Laddha)
Managing Director
(DIN-01635880)

(Harish Sharma)
Company Secretary
(M.No.ACS 69173)

SUDIVA SPINNERS PRIVATE LIMITED

STATEMENT OF STANDALONE PROFIT AND LOSS FOR YEAR ENDED 31st MARCH -2024

₹ in Lacs

Particulars	Note No.	Year Ended 31st March, 2024	Year Ended 31st March, 2023
I. Revenue from Operations	19		
Domestic		76156.88	61767.75
Export		26786.69	23816.15
Total		102943.57	85583.90
II. Other Income	20	81.68	33.56
III. Total Revenue (I+II)		103025.24	85617.46
IV. Expenses:			
Cost of Material Consumed	21	76258.70	67840.35
Change in Inventories of Finished Goods, Work-in-Progress and Stock in Trade	22	517.18	(1261.97)
Employee Benefits Expenses	23	3833.36	2349.87
Finance Costs	24	3801.63	1634.06
Depreciation and Amortization Expenses	25	3463.97	3326.83
Other Expenses	26	11331.29	7838.85
Total Expenses		99206.13	81727.99
V. Profit Before Tax (III-IV)		3819.11	3889.47
VI. Tax Expenses:			
(1) Current Tax		1.37	435.98
(2) Income Tax Earliar Year		(12.23)	125.79
(3) MAT Credit Utilization		0.00	0.00
(4) Deferred Tax		553.35	302.97
VII. Profit/(Loss) for the period (V-VI)		3276.62	3024.73
VIII. Earnings per Equity Share:	28	19.86	18.33
See accompanying notes 1 to 34 forming part of financial statements			

As per our attached report of even date

For SSMS & Associates
Chartered Accountants
Registration No. 019351C

(Satish Somani)
Partner
Membership No.076241
Place : Bhilwara
Date : 30th April, 2024

For and on behalf of the Board

(J.C.Laddha)
Chairman
(DIN-00118527)

(Varun Laddha)
Managing Director
(DIN-01635880)

(Harish Sharma)
Company Secretary
(M.No.ACS 69173)



SUDIVA SPINNERS PRIVATE LIMITED

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024

₹ in Lacs

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Cash Flow from Operating Activities		
Net profit before tax	3819.11	3889.47
Add:		
Depreciation and amortisation	3463.97	3326.83
Interest cost	3801.63	1634.06
(Profit) / Loss on sale / acquisition of fixed assets	(30.20)	0.31
(Profit) / Loss on sale of Investment	(8.77)	-
Liabilities no longer required written back	(8.22)	(0.07)
Bad Debts	6.71	-
Miscellaneous expenses written off	0.00	0.00
Operating Profit before working capital changes	11044.23	8850.60
Decrease/(Increase) in Inventories	(6,687.80)	(6,173.60)
Decrease/(Increase) in Trade Receivables	(1,567.78)	289.07
Decrease/(Increase) in Loans and Advances	(143.15)	(1,610.75)
Increase/(Decrease) in Trade Payables & Current Liabilities	1,928.59	(340.41)
Cash Generated from Operation	4574.08	1014.91
Direct Taxes Paid	(70.82)	(643.11)
Net Cash from Operating Activities	4503.26	371.80
Cash Flow from Investing Activities		
Acquisition of Fixed Assets, Capital WIP including Capital Advances	(2,120.42)	(24,859.84)
Sales of Fixed Assets including Capital Subsidy Received	52.56	0.53
Purchase or Investment in Mutual Fund & Subsidiary	(800.00)	(61.00)
Sale of Investment in Mutual Fund	53.77	0.00
Investment in FDR	(54.79)	(31.74)
Net Cash used in Investing Activities	(2,868.88)	(24,952.05)
Cash Flow from Financing Activities		
Proceeds from Long Term Borrowings	720.00	19893.19
Repayment of Long Term Borrowings	(5,149.44)	(5,613.95)
Increase / (Decrease) in Short Term Borrowings	6,042.39	11935.70
Application money		
Expenses on issue of shares		
Interest Cost	(3,801.63)	(1,634.06)
Net Cash from Financing Activities	(2,188.69)	24,580.88
Net Increase in Cash and Cash Equivalents	(554.30)	0.64
Opening Cash and Cash Equivalents	572.95	572.31
Closing Cash and Cash Equivalents	18.65	572.95

As per our attached report of even date

For SSMS & Associates

Chartered Accountants

Registration No. 019351C

(Satish Somani)

Partner

Membership No.076241

Place : Bhilwara

Date : 30th April, 2024

For and on behalf of the Board

(J.C.Laddha)

Chairman

(DIN-00118527)

(Varun Laddha)

Managing Director

(DIN-01635880)

(Harish Sharma)

Company Secretary

(M.No.ACS 69173)

SUDIVA SPINNERS PRIVATE LIMITED
Notes annexed to and forming part of the accounts

₹ in Lacs

	As at March 31st, 2024	As at March 31st, 2023
NOTE 2 : SHARE CAPITAL		
AUTHORISED		
20000000 Equity Share of Rs.10/- each	2000.00	2000.00
	2000.00	2000.00
ISSUED, SUBSCRIBED & FULLY PAID UP		
16500000 Equity Share of Rs.10/- each	1650.00	1650.00
(P.Y.16500000 Equity Share of Rs.10 each)	1650.00	1650.00

1. Shareholders holding more than 5 % of shares

Name of Share Holder	As on 31.03.2024		As on 31.03.2023	
	Number of Shares	Percentage of Holding	Number of Shares	Percentage of Holding
Shri J.C.Laddha	9500000	57.58	9500000	57.58
Shri Varun Laddha	1500000	9.09	1500000	9.09
Smt.Sunita Laddha	1700000	10.30	1700000	10.30
Elcon Finvest Enterprises Pvt.Ltd.	3293000	19.96	3293000	19.96
	15993000	96.93	15993000	96.93

2. Shareholding of Promoters

Name of Share Holder	31.03.2024		31.03.2023		% Change During he Year
	Number of Shares	Percentage of Holding	Number of Shares	Percentage of Holding	
Shri J.C.Laddha	9500000	57.58	9500000	57.58	-
Shri Varun Laddha	1500000	9.09	1500000	9.09	-
Smt.Sunita Laddha	1700000	10.30	1700000	10.30	-
Smt.Tanisha Laddha	305000	1.84	305000	1.84	-
Shri J C Laddha HUF	130000	0.79	130000	0.79	-
Shri Varun Laddha HUF	72000	0.44	72000	0.44	-
Elcon Finvest Enterprises Pvt.Ltd.	3293000	19.96	3293000	19.96	-
Total	16500000	100.00	16500000	100.00	-

3. There are no shares issued for consideration other than cash in the last 5 financial years.

0 ₹ in Lacs

4. Reconciliation of shares

Shares at begning of the year	16500000	16500000
Shares at closing of the year	16500000	16500000

5. The Company has only one class of Equity Shares having a par value of Rs.10/-, Each holder of Equity Shares is entitled to one vote per share, There are no restrictions attached to any Equity Shares. The dividend proposed, if any, by the board of directors is subject to approval of the shareholders in ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the company in proportion to the number of Equity Shares held by the respective Shareholders.

₹ in Lacs

	As at March 31st, 2024	As at March 31st, 2023
NOTE 3 : RESERVES AND SURPLUS		
(a) Securities Premium Reserve		
Opening Balance	1303.99	1303.99
Add : Received during the year	0.00	0.00
Closing at the end of year	1303.99	1303.99
(b) Surplus in Statement of Profit & Loss		
Opening Balance	19862.00	16837.27
Add : Profit for the Year	3276.62	3024.73
Closing at the End of Year	23138.62	19862.00
Total Reserves & Surplus	24442.61	21165.99

	As at March 31st, 2024	As at March 31st, 2023
NOTE 4 : LONG-TERM BORROWINGS		
SECURED		
(a) Term Loans -From Banks	26783.77	32179.78
(b) ECLGS 2.0	3043.64	4672.32
Total	29827.41	36852.10
UNSECURED		
(a) Loan & Advances from Related Party	240.75	276.16
Total	240.75	276.16
Total Long Term Borrowings	30068.16	37128.26

Conditions of Term Loans from Banks are summarised below :

Term loans from banks are secured by first pari-passu charge by way of joint hypothecation created on all present and future movable plant & machinery of the company and is also secured by joint equitable mortgage on all immovable & movable assets of the company. The aforesaid term loans are also personally guaranteed by promoter directors of the company.

All Term loans are repayable in quarterly instalments.

Floating Rate - Carrying floating interest rate of 1Yr/ 6M MCLR + Spread (0.45% to 1.00%) as on 31.03.24 (Previous Year 1 year MCLR + Spread (0.35% to 2.35%)

ECLGS 2.0 are secured by way of extension of charge on primary & collateral securities.

Date of Maturity and Instalments due are as under :

Date of Maturity and Installments due are as under :					
Sr. No.	Date of Maturity	Outstanding as on 31.03.2024			Installments due after 31.03.24
		Total Outstanding	Long Term Maturity	Current Maturity	
Term Loans from Banks :					
1	29.09.24	465.90	0.00	465.90	2
2	01.10.24	493.00	0.00	493.00	3
3	30.09.27	2973.75	2028.25	945.50	14
4	30.09.27	975.17	665.17	310.00	14
5	30.09.27	1365.00	931.00	434.00	14
6	30.09.27	1510.69	1030.19	480.50	14
7	30.09.27	1511.13	1030.63	480.50	14
8	30.09.31	8000.00	7192.00	808.00	30
9	30.09.31	4000.00	3600.00	400.00	30
10	30.09.31	4800.00	4320.00	480.00	30
11	30.09.31	4100.00	3688.00	412.00	30
12	28.02.30	1985.00	1653.00	332.00	24

13	30.06.31	720.00	645.52	74.48	29
ECLGS 2.0 Loans from Banks :					
1	30.10.25	576.68	212.43	364.25	19
2	30.01.26	441.96	226.31	215.65	22
3	11.02.26	335.42	160.42	175.00	23
5	07.06.26	265.40	152.00	113.40	27
6	25.01.28	698.32	516.07	182.25	46
7	07.06.28	310.94	247.19	63.75	51
8	28.02.28	1143.70	851.70	292.00	47
9	28.02.28	551.27	410.52	140.75	47
10	31.03.28	356.00	267.00	89.00	48
Total		37579.33	29827.41	7751.93	

Sr. No.	Date of Maturity	Outstanding as on 31.03.2023			Installments due after 31.03.23
		Total Outstanding	Long Term Maturity	Current Maturity	
Term Loans from Banks :					
1	29.09.24	1339.90	465.90	874.00	7
2	01.10.24	954.00	493.00	461.00	6
3	30.09.27	3888.75	2973.75	915.00	18
4	30.09.27	1275.23	975.23	300.00	18
5	30.09.27	1785.00	1365.00	420.00	18
6	30.09.27	1975.69	1510.69	465.00	18
7	30.09.27	1976.21	1511.21	465.00	18
8	30.09.31	8000.00	8000.00	0.00	30
9	30.09.31	4000.00	4000.00	0.00	30
10	30.09.31	4800.00	4800.00	0.00	30
11	30.09.31	4100.00	4100.00	0.00	30
12	30.11.29	2317.00	1985.00	332.00	27
ECLGS 2.0 Loans from Banks :					
1	30.11.25	910.61	607.07	303.54	30
2	25.12.25	657.02	453.02	204.00	31
3	12.01.26	493.47	318.47	175.00	31
5	07.04.26	368.49	265.07	103.42	38
6	05.02.28	729.00	698.62	30.38	48
7	07.02.28	316.00	310.88	5.12	48
8	28.02.28	1168.00	1119.33	48.67	48
9	16.03.28	563.00	551.27	11.73	48
10	31.03.28	356.00	348.58	7.42	48
Total		41973.37	36852.09	5121.28	

NOTE 5 : DEFERRED TAX LIABILITY

Deferred tax liability has been calculated as per Accounting Standard 22 "Accounting for Taxes on Income" of ICAI. Major components are as under:

	₹ in Lacs	
	As at March 31st, 2024	As at March 31st, 2023
Deferred Tax Liability		
Depreciation	3314.24	2469.80
Total	3314.24	2469.80
Deferred Tax Assets*		
Disallowance as per IT Act	22.08	27.91
Unabsorbed Depreciation	296.92	0.00
Total	319.00	27.91
Net Deferred Tax Liability	2995.24	2441.89

* Note : Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty.

Note 6 : Other Long Term Liability

(a) Security Deposits-Vehicle	25.47	6.43
	25.47	6.43

NOTE 7 : SHORT-TERM BORROWINGS

₹ in Lacs

	As at March 31st, 2024	As at March 31st, 2023
SECURED		
(a) Loan repayable on demand		
From Banks	30978.22	24935.83
(b) Current Maturity of Long Term Loans	7751.93	5121.28
	38730.15	30057.11

Bank loans for working capital are secured against hypothecation of stocks of raw material, semi finished and finished goods and is also secured by second charge created in favour of the company's banker by way of joint equitable mortgage on immovable properties of the company which is ranking pari passu and also personally guaranteed by a promoter director of the company.

All loans are repayable on demand and carrying floating interest rate from 6.25 % to 9.70%. (Previous Year 6.25 % to 9.10%)

₹ in Lacs

	As at March 31st, 2024	As at March 31st, 2023
NOTE 8 : TRADE PAYABLES		
Trade Payable-MSME	1863.83	502.63
Trade Payable- Others	1110.48	565.16
	2974.31	1067.79

₹ in Lacs

	As at March 31st, 2024	As at March 31st, 2023
NOTE 9 : OTHER CURRENT LIABILITIES		
(a) Interest Accrued But Not Due	185.29	123.93
(b) Advance From Customers	58.67	104.76
(c) Liability Towards Staff and Worker	383.70	269.74
(d) Government Dues	83.30	85.33
(e) Income Tax Payable	0.00	0.00
(f) Other Liabilities For Expenses	654.48	786.88
	1365.45	1370.64



Sr. No.	Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION			NET CARRYING VALUE	
		As at 01.04.23	Additions	Deductions	As at 31.03.24	up to 31.03.2023	Deduction	For the Year 2023-24	up to 31.03.24	As at 31.03.24
1	2	3	4	5	(3+4-5)=6	7	8	9	(7-8+9)=10	(6-10)=11
	NOTE 10 (a): Property, Plant & Equipment									
1	Free Hold Land	1967.09	83.64	0.00	2050.72	-			-	2050.72
2	Buildings (Including Roads)	11021.10	172.10	0.00	11193.20	1112.82		366.33	1,479.15	9714.04
3	Plant and Machinery	55296.30	2019.14	207.72	57107.72	18078.70	193.58	2624.78	20,509.90	36597.82
4	Electric Fitting & Water Supply Instt.	3420.18	105.98	0.00	3526.16	891.21		309.05	1,200.26	2325.90
5	Furniture Fixture and Other	510.33	111.66	0.00	621.99	140.18		52.09	192.27	429.72
6	Office Equipments	355.58	63.96	0.07	419.47	201.49	0.07	46.58	248.01	171.46
7	Vehicles	219.36	154.51	49.44	324.43	112.41	41.22	26.84	98.02	226.41
	Total (A)	72789.95	2710.97	257.24	75243.68	20536.81	234.87	3425.67	23727.60	51516.08
	NOTE 10 (b): Intangible Assets									
1	AVVNL 132 KVA Line	611.17			611.17	87.09		30.73	117.82	493.34
2	Software Installation	129.03	10.42		139.44	102.49		7.56	110.06	29.39
	Total (B)	740.19	10.42	0.00	750.61	189.58	0.00	38.30	227.88	522.73
	Total (A + B)	73530.14	2721.39	257.24	75994.29	20726.39	234.87	3463.97	23955.48	52038.81
	NOTE 10 (c): Capital Work in Progress									
	Capital Work in Progress including P&M, Electric Installation, Water supply, Building under Construction Etc	551.47	2273.34	2668.18	156.63	-	-	-	-	156.63
	Total (C)	551.47	2273.34	2668.18	156.63	-	-	-	-	156.63
	Total(A+B+C)	74081.61	4994.73	2925.41	76150.92	20726.39	234.87	3463.97	23955.48	52195.44
	Previous Year	47717.22	57034.10	30,669.71	74081.61	17403.02	3.46	3326.83	20726.39	53355.22
	Total									30314.20

i) a) Disposal from gross block represents sale/transfer/discard of property, plant & equipments.

b) Deduction in depreciation is on account of sale/transfer/discard of property, plant & equipments.

ii) No provision is required for impairment of assets according to AS-28 "Impairment of Assets" as the value in use as estimated by the management, is higher than the carrying amount of the assets as on Balance Sheet date. In order to arrive at the value in use, the company has reviewed the future earnings during remaining useful life of all its cash generating units as at the Balance Sheet date which has been discounted at the average long term lending rate of the Company.

Capital work in progress ageing

Particulars	₹ in Lacs	
	As at 31.03.24	As at 31.03.23
Projects in progress		
Less than 1 year	156.63	551.47
More than 1 year	-	-
Total	156.63	551.47

₹ in Lacs

	As at March 31st, 2024	As at March 31st, 2023
NOTE 11 : NON CURRENT INVESTMENTS		
-Equity Shares in Sudiva Industries Pvt.Ltd.	801.00	1.00
	801.00	1.00
NOTE 12 : LONG TERM LOANS & ADVANCES UNSECURED, CONSIDERED GOOD		
(a) Advance Against Plant & Machinery	95.70	301.84
(b) Security Deposits	374.97	372.91
(c) Other- Prepaid Expenses	10.85	13.55
	481.52	688.30
NOTE 13 : CURRENT INVESTMENT		
- Bank Of Baroda Mutual Find	15.00	50.00
- Canara Bank- Mutual Fund A/C	0.00	10.00
	15.00	60.00
NOTE 14: INVENTORIES (at lower of the Cost or Realisable Value - refer Accounting Policy - Note 1)		
Raw Material		
- Polyester	146.41	179.43
- Cotton	24734.21	17583.46
- Comber	205.80	180.23
- Yarn for Knitting	54.47	14.56
Work in Prograss		
- Fibre	1261.67	1238.23
- Yarn	254.61	289.18
- Fabric	24.69	6.70
Finished Goods		
- Yarn	1367.33	1298.70
- Knitted Fabric	66.92	630.93
Stores & Spares	537.47	515.70
Others - Waste	97.09	125.76
	28750.68	22062.87
NOTE 15 : TRADE RECEIVABLES (CURRENT)		
(Unsecured considered good)		
Trade Receivable		
- Outstanding exceeding six months	24.14	74.63
- Others	13869.41	12291.73
Provision for Doubtful Debts	-	(33.88)
	13893.55	12332.48

Trade Receivables ageing from due date of payment

₹ in Lacs

Particulars	As at March 31st, 2024		As at March 31st, 2023	
	Undisputed Trade receivables - Considered good	Undisputed Trade receivables - Considered doubtful	Undisputed Trade receivables - Considered good	Undisputed Trade receivables - Considered doubtful
Less than 6 months	13869.41	0.00	12291.72	-
6 months - 1 year	3.49	0.00	3.59	-
1 - 2 Years	2.45	0.00	0.09	-
2 - 3 Years	18.20	0.00	36.85	-
More than 3 years	0.00	0.00	0.23	33.88
Provision for doubtful debts	0.00	0.00	-	-33.88
Total	13893.55	0.00	12332.48	0.00

NOTE 16 : CASH AND CASH EQUIVALENTS

(a) Balance with Bank		
- Current Accounts	9.65	568.89
(b) Cash-in-Hand	9.00	4.07
	18.65	572.95

NOTE 17 : BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(a) Fixed Deposits With Banks	347.73	292.94
	347.73	292.94

NOTE 18 : SHORT- TERM LOANS & ADVANCES

Other Loans & Advances (Unsecured Considered Good)		
(a) Security Deposit	7.68	7.77
(b) Advance Against Supply	337.45	1234.65
(c) Prepaid Expenses	198.32	172.99
(d) Income Tax Refund Receivable	45.61	45.61
(e) Advance Tax/TDS Receivable	160.79	79.11
(f) Duties, Claims and Balance with Govt. Authorities	2370.48	2680.66
(g) Subsidies Receivable	1591.77	551.84
(h) Export Incentives	254.33	244.09
(i) Others Receivable	781.38	505.62
	5747.82	5522.34

₹ in Lacs

	Year Ended 31st March, 2024	Year Ended 31st March, 2023
NOTE 19 : REVENUE FROM OPERATIONS		
(a) Sales of Products		
Manufactured Goods		
DOMESTIC		
Yarn	62573.06	54737.40
Knitted Fabric	8874.76	5066.54
Waste	4293.29	1835.41
TOTAL	75741.11	61639.36
Sale of Services		
Testing Charges	0.52	0.34
Job Charges Received	10.02	22.58
Other Incentive :		
RIPS TURNOVER SUBSIDY RECEIPT	309.96	
Other Operating Income		
Sale of Scrap	95.27	105.48
TOTAL DOMESTIC	76156.88	61767.75
EXPORT		
Yarn	24192.31	20600.38
Knitted Fabric	1204.24	2090.33
TOTAL	25396.55	22690.71
Other Operating Income		
Export Incentive	1390.14	1125.44
TOTAL EXPORT	26786.69	23816.15
Revenue from Operations	102943.57	85583.90

NOTE 20 : OTHER INCOME

(a) Misc. Receipts	-	-
(b) Liability no Longer Required Written Back	8.22	0.07
(c) Insurance Claim Receipt	1.18	7.85
(d) Profit on Sale of Fixed Assets	30.20	-
(e) Interest Received on Fixed Deposits	21.25	25.44
(f) Profit on Sale of Investment	8.77	-
(g) Other Interest Income	4.64	-
(h) Rent Receipt	7.43	0.20
	81.68	33.56

NOTE 21 : COST OF MATERIAL CONSUMED

Opening Stock	17957.68	13097.55
Add: Purchses	83441.91	71500.26
	101399.59	84597.81
Less: Sales, Returns and Adjustments (Including Transfer for Trial Run)	0.00	7570.74
	101399.59	77027.07
Less: Closing Stock	25140.89	17957.68
	76258.70	59069.39
Trial Run Stock Transfer	0.00	8770.96
Raw Material Consumed	76258.70	67840.35
Raw Material Consumption Under Broad Heads:		
(A) Synthetic Fibres		
Polyester	1468.13	1558.52
(B) Natural Fibre		
a) Cotton	74323.38	64305.49
b) Comber	0.14	1821.51
c) Yarn	467.05	154.83
	76258.70	67840.35

₹ in Lacs

	Year Ended 31st March, 2024	Year Ended 31st March, 2023
NOTE 22 : CHANGE IN INVENTORY		
OPENING INVENTORY		
Finished Goods- Yarn	1298.70	1003.12
Finished Goods- Knitted Fabric	630.93	499.99
Stock in Process	1534.11	714.29
Waste	125.76	110.13
	3589.50	2327.52
CLOSING INVENTORY		
Finished Goods- Yarn	1367.33	1298.70
Finished Goods- Knitted Fabric	66.92	630.93
Stock in Process	1540.97	1534.11
Waste	97.09	125.76
	3072.31	3589.50
(Increase)/Decrease in Inventory	517.18	(1261.97)

NOTE 23 : EMPLOYEE BENEFITS EXPENSES

(a) Salaries, Wages and Bonus	3334.18	1954.09
(b) Contribution to Provident, Gratuity and Other Funds	304.72	239.12
(c) Workmen and Staff Welfare	194.46	156.66
	3833.36	2349.87

NOTE 24: FINANCE COST

(a) Interest Expenses (Net)	3527.13	1387.39
(b) Other Borrowing Costs	148.29	155.79
(c) Bank Charges	126.21	90.88
	3801.63	1634.06

NOTE 25: DEPRECIATION AND AMORTISATION EXPENSES

(a) Property, Plant and Equipments	3425.67	3288.98
(b) Intangible Assets	38.30	37.85
	3463.97	3326.83

	₹ in Lacs	
	Year Ended 31st March, 2024	Year Ended 31st March, 2023
NOTE 26 : OTHER EXPENSES		
A. Manufacturing Expenses		
(a) Stores and Spare Parts Consumed	1244.64	876.87
(b) Power and Fuel	5820.19	3204.69
(c) Packing Expenses	1079.87	780.81
(d) Processing and Job Charges	9.40	5.04
(e) Hank Yarn Obligation	0.35	0.65
(f) Repairs to Building	70.53	34.63
(g) Repairs to Machinery	126.98	59.21
(h) Repair & Maintenance (Other)	58.60	28.40
(i) House Keeping Expenses	93.73	63.27
	8504.29	5053.56
B. Administrative Expenses		
(a) Insurance	234.06	130.92
(b) Rates and Taxes	12.84	40.81
(c) Directors' Travelling	40.89	43.74
(d) Charity and Donations	7.76	6.63
(e) CSR Expenses	127.73	108.32
(f) Payment to Auditors		
- Audit Fees	4.00	4.00
- Reimbursement of Expenses	0.00	0.02
(g) Misc. Expenses W/off	0.00	0.00
(h) Advertisement	6.39	4.34
(i) Other Miscellaneous Expenses	358.74	292.58
	792.41	631.37
C. Selling Expenses		
(a) Commission on Domestic and Export Sales	772.58	596.19
(b) Freight Expenses	489.10	370.06
(c) Ocean Freight and Other Export Expenses	730.64	1166.54
(d) Other Selling Expenses	35.56	20.82
	2027.88	2153.61
D. Other Expenses		
Loss on Sale/Discard Of Fixed Assets	0.00	0.31
Bad Debts & Provision for Doubtful Debts	6.71	0.00
	6.71	0.31
	11331.29	7838.85

27. Employment Benefit Plans

The company has complied with Accounting Standard 15 (Revised 2005) and the required disclosure are given here under:

(a) Defined Benefit Plans – Gratuity

		(₹ in Lacs)	
S.No.	Particulars	As at 31st March,2024	As at 31st March,2023
(i) Reconciliation of opening and closing balance of defined benefit obligation			
a)	At the beginning of the year	151.88	123.14
b)	Interest cost	11.24	8.95
c)	Current service cost	24.46	19.84
d)	Benefits paid	(12.73)	(11.42)
e)	Actuarial (gain)/loss on obligation	10.22	11.37
f)	Defined Benefits obligations at the year end	185.07	151.88

(ii) Reconciliation of opening and closing balances of fair value of plan assets

a)	At the beginning of the year	151.88	123.13
b)	Expected return on plan assets	7.89	8.40
c)	Employer contributions	38.99	39.12
d)	Fund Management Charges	(1.04)	(2.20)
e)	Benefits paid	(12.73)	(11.42)
f)	Actuarial gain/(loss) on plan assets and opening difference	0.08	(4.29)
g)	Fair value of plan assets at the year end	185.07	151.88

(iii) Reconciliation of the present value of obligation and assets

a)	Present value of obligation as at the end of the period	185.07	151.88
b)	Fair value of plan assets at the end of the period	185.07	151.88
c)	Amount recognized in Balance Sheet(a-b-c)		

(iv) The total Expenses recognized in the statement of profit & Loss during the year

a)	Current service cost	24.46	19.84
b)	Interest cost	11.24	8.95
c)	Expected return on plan assets	(7.89)	(8.40)
d)	Net actuarial (gain)/ loss recognized in the period	(27.94)	15.66
e)	Expenses recognized in the statement of profit & losses	(0.13)	36.05

(v) Investment Details of Plan Assets:

	Policy NO.	Investment with
Gratuity Fund Trust-1	101000476	LIC of India
Gratuity Fund Trust-2	101001548	LIC of India

(vi) There are no amount included in the fair value of plan assets for

- (i) Company's own financial instruments
(ii) Property occupied by or other assets used by the company

(vii) Principal Actuarial Assumptions at the Balance Sheet date

Particulars	As at 31st March,2024	As at 31st March,2023
(i) Discount Rate	7.18 % per annum	7.40 % per annum
(ii) Expected Rate of return on plan assets	7.18 % per annum	7.00 % per annum
(iii) Future Salary Increase	5.00% per annum	5.00% per annum

The estimates of future salary increase considered in actuarial valuation, take account of inflation, seniority promotion and other relevant factors, such as supply and demand in the employment market. The above information is certified by the actuary. The actual return on plan assets for the year and estimate of contribution for the next year as per actuarial valuation is as under:

(₹ in Lacs)

S.No.	Particulars	Actual Return	Estimate of Contribution for next Year
a)	Gratuity	8.49	30.92

(viii) Experience Adjustment:

	As at 31st March,2024	As at 31st March,2023
a)	Defined Benefit Obligation	185.07
b)	Plan assets	185.07
c)	Surplus/(deficits)	-
d)	Experience Adjustment on Plan Liabilities (loss)/gain	(9.57)
e)	Experience Adjustment on Plan Assets (loss)/gain	38.16

(b) Defined Contribution Plans

Amount recognized as an expense

(₹ in Lacs)

Particulars	2023-24	2022-23
Employers Contribution to Provident Fund	196.76	147.69

28. Earnings Per Share

The basic and diluted earnings per share have been calculated as per AS-20 by dividing net profit for the year attributable to equity shareholder by the weighted average number of equity share as under:

	(₹ in Lacs)	
Particulars	2023-24	2022-23
Net Profit After Tax	3276.62	3024.73
Net Profit Available to Equity Shareholders	3276.62	3024.73
Average No. of Equity Share Outstanding During The Year (Nos.)	16500000	16500000
Basic and Dilutive Earning Per Share in Rupees6.	19.86	18.33

29. Contingent Liabilities not provided for in respect of:

	(₹ in Lacs)	
Particulars	2023-24	2022-23
Service Tax Demand	16.63	16.63
VAT Tax Demand	20.75	20.75
Income Tax Demand for A.Y. 2022-23	518.66	-
Letter of Credit by Banks	325.49	-
Bills Discounted by Banks	672.47	471.64
Capital Commitments against Capex	-	29.09
Export Obligation against EPGC License	8400.46	28782.20
Bank Guarantee	19.26	72.40

30. The Company hedges its export realizations through foreign exchange derivative & hedge contracts in the normal course of business so as to reduce the risk of exchange fluctuations. No foreign exchange derivative & hedge contracts are taken / used for trading or speculative purpose. Following the principles of prudence, the company has accounted for loss of Rs 0.33 Lacs (P.Y. Rs 71.87) during the current year, computed on mark to market basis on the foreign exchange derivative & hedge contracts, outstanding as on 31st March, 2024.

31. During the year, the company has reassessed the useful lives of all its plant & machineries and also evaluated by external technical expert. Based on the same remaining depreciable value of the assets are allocated in the remaining useful lives of the machines.

32. Related party disclosure in accordance with the accounting standard 18 issued by the ICAI is given below:

- Enterprises that directly or indirectly through one or more intermediaries, control or are controlled by or are under common control with the reporting enterprises (this includes holding companies, subsidiaries and fellow subsidiaries).
- Associate None
- Individuals owning directly or indirectly, on interest in the voting power of the reporting enterprises that gives them control or significant influence over the enterprise, and relatives of any such individual – None
- Key management personnel and their relatives
 - Shri J.C. Laddha
 - Shri Varun Laddha
 - Smt. Sunita Laddha
 - Smt. Tanisha Laddha
 - J C Laddha HUF
 - Varun Laddha HUF

v. Enterprises over which any person described in (i) or (iv) is also to exercise significant influence.

Sr.No. Name of Company

- Elcon Finvest Enterprises Private Limited

vi. Transaction with related parties: The following transactions were carried out with the related parties in the ordinary course of business:

For the parties referred to in (i) above

			(₹ in Lacs)
Particulars	2023-24	2022-23	
a) Investment in Equity of subsidiary	800.00	1.00	
b) Rent Received	7.43	0.20	

For the parties referred to in item (iv) above

			(₹ in Lacs)
Particulars	2023-24	2022-23	
a) With Managing Director			
i) Remuneration - Salary	84.00	347.12	
- Other perquisites	9.99	-	
ii) Interest		-	
b) With Directors			
i) Remuneration			
- Salary	176.40	443.92	
- Other perquisites	20.99	-	
c) Relatives			
i) Interest	22.98	18.10	
ii) Unsecured Loan Payable	240.75	276.16	

33. Previous year figures regrouped and rearranged wherever found necessary to make those comparable the same with current year.

34. Additional Regulatory Information

- During the year the company has taken term loan of Rs.720.00 Lacs for installation of captive solar power plant of 2.25MW & same was utilized for the purpose.
- The company has borrowed Rs.6042.39 Lacs from banks on basis of security of current assets. All the quarterly returns and statements of current assets filled by the company during the year with banks are in agreement with the books of accounts.
- The Company has not been declared willful defaulter by any bank or lender during the year.
- Ratio Analysis:

S. No.	RATIOS	FORMULA	For the year ended		Change in %
			31.03.2024	31.03.2023	
1	Current Ratio	Current Assets / Current Liabilities	1.13	1.26	9.90
2	Debt-Equity Ratio	Total Long term Debt / Shareholders Equity	1.15	1.63	29.18
3	Debt Service Coverage Ratio	Earnings available for debt services/Debts services (Term Loan)	1.41	1.54	7.93
4	Return on Equity Ratio	Profit After Tax / Share Holder Equity	12.56%	13.26%	5.27
5	Inventory turnover ratio	Turnover / Closing Inventory	33.51	23.84	40.53
6	Trade Receivables turnover ratio	Turnover / Closing Receivables	7.41	6.94	6.75
7	Trade payables turnover ratio	Purchases / Closing Payables	33.00	69.69	52.64
8	Net capital turnover ratio	Net Sales / Working Capital	18.05	10.25	76.09
9	Net profit ratio	Profit After Tax / Turnover	3.18%	3.53%	9.94
10	Return on Capital employed	Earnings Before Interest and Tax / Capital Employed	7.79%	5.98%	30.30
11	Return on investment	(Closing Value –Opening) / Book Value - Opening	14.12%	-0.58%	

- E. Explanation for the ratio having movement for more than 25% is as below:
- Debt- Equity Ratio- Due to repayment of term loan instalments, ratio has favorably reduced by 29.18%
 - Inventory Turnover Ratio- Company was able to maintain its inventory at lower level along with net increase in turnover, hence ratio has improved by 40.53%
 - Net capital Turnover Ratio- Due to the increase in turnover along with routine capex expenditure and higher current maturity of long term loans, ratio has increased by 76.09%
 - Return on Capital Employed- Due to the increase PBIT, ratio has improved.
 - Trade Payable Turnover Ratio- Company's raw material is an agricultural product & company has increased its raw material inventory at the year-end due to availability of good quality cotton to meet its raw material requirement, therefore ratio has reduced by 52.64%
- F. The company has not advanced or loaned or invested funds to any other person or entity including foreign entity during the year with the understanding that the intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiary) or provide any guarantee, security or the like to or on behalf of the ultimate beneficiary.
- G. The company has not received any fund from any persons or entity including foreign entity (funding party) during the year with the understanding that the company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- H. The company has not surrendered or disclosed any transaction, not recorded in the books of accounts as income during the year in the tax assessment under the Income Tax Act, 1961
- I. CSR Expenditure

Being the net profits of the company are higher than the prescribed limits, the company is covered under section 135 of the Companies Act, 2013 and liable to incur expenditure on CSR activities. Details of CSR activities are as under:

a	Amount required to be spent by the company during the year,	Rs 124.40 Lacs
b	Amount of expenditure incurred	Rs 127.73 Lacs
c	Shortfall at the end of the year	Rs. NIL
d	Total of previous years shortfall,	Rs. NIL
e	Reason for shortfall,	Not Applicable
f	Nature of CSR activities, Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	Education, Health, Sports, Conservation of Soil etc.
g	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	Rs. NIL
h		Not Applicable

- J. The company has not made any transaction in crypto currency or virtual currency during the year.
- K. Additional Information required as per Schedule-III:

(a) **Raw Material Consumed**

Description	2023-24		2022-23	
	MT	₹ in Lacs	MT	₹ in Lacs
Cotton/Comber	47053.46	74323.52	31418.83	66127.00
Polyester	1568.79	1468.13	1603.79	1558.52
Yarn	118.82	467.05	28.77	154.83
Total	48741.07	76258.70	33051.39	67840.35

(b) Details of Imported & Indigenous Raw Material and Spare Parts and Components Consumed:

Description	2023-24		2022-23	
	₹ in Lacs	Percentage	₹ in Lacs	Percentage
(1)Raw Material				
Imported	0.00	0.00	5830.60	8.59
Indigenous	76258.70	100.00	62009.75	91.41
Total	76258.70	100.00	67840.35	100.00
(2)Store & Spares				
Imported	193.69	15.56	169.53	19.33
Indigenous	1050.95	84.44	707.34	80.67
Total	1244.64	100.00	876.87	100.00

c) FOB Value of Export

(₹ in Lacs)

Description	2023-24	2022-23
FOB Value	24860.23	22131.24

(d) Value of Imports Calculated on CIF Basis in Respect of:

(₹ in Lacs)

Description	2023-24	2022-23
Machineries	125.28	5726.62
Spare Parts	224.77	206.51
Raw Material	-	5729.21

e) Other Expenditure in Foreign Currency:

(₹ in Lacs)

Sr. No.	Particulars	2023-24	2022-23
1	Travelling Expenses	6.92	8.38
2	Commission/Claims/Ocean Freight		
	- Commission	153.42	203.96
	- Ocean Freight	305.52	46.13
3	Others	3.92	3.15
	Total		261.62

As per our report of even date

For SSMS & Associates

Chartered Accountants
Firm Reg. No. 019351C

Satish Somani
Partner

Membership No. 076241

Place : Bhilwara
Date : 30th April, 2024

For and on behalf of the Board
(J. C. Laddha)
Chairman
(DIN No. -00118527)

(Varun Laddha)
Managing Director
(DIN No.- 01635880)

(Harish Sharma)
Company Secretary
(M.No.- ACS 69173)

INDEPENDENT AUDITOR'S REPORT

To,
The Members,
SUDIVA SPINNERS PRIVATE LIMITED

Opinion

We have audited the consolidated financial statements of SUDIVA SPINNERS PRIVATE LIMITED (herein referred as 'the Holding Company') & its subsidiary company (the Holding company and its subsidiary company together referred as 'Group'), which comprise the consolidated balance sheet as at 31st March 2024, and the consolidated statement of Profit and Loss, and consolidated statement of cash flow for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (herein referred to as 'the consolidated financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2024, and consolidated profits, and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated 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 consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

Responsibility of Management for Consolidated Financial Statements

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

In preparing the consolidated financial statements, the respective management and Board of directors of the company included in the Group are responsible for assessing the ability of each of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of each of company included in the Group are also responsible for overseeing the company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error; and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error; design and perform audit procedures responsive to those risks; and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure – I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from

our examination of those books and the reports of other auditors.

- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors and the report of the other statutory auditor of its subsidiary covered under the Act, none of the directors is disqualified as on 31st 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure – II.
- (g) With respect to other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

Being a private limited company, provisions of sec. 197 of the Companies Act, 2013 is not applicable on the company.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated Financial Statements disclosed the impact of pending litigations on consolidated financial position of the company and its subsidiary – Refer Note 29 to the consolidated financial statements;
 - ii. the Company and its subsidiary did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses. – Refer Note 30 to the financial statements;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company
 - iv. The respective managements of the company and its subsidiary have represented that to the best of knowledge and belief, the company and its subsidiary have advanced or loaned or invested to or in any other person(s) or entity(ies) during the year.
 - v. The respective managements of the company and its subsidiary have represented that to the best of knowledge and belief, the company and its subsidiary has not received any fund from any other person(s) or entity(ies) during the year to lend or invest or provide guarantee or security to or in other persons or entities.
 - vi. The company and its subsidiary has not declared any dividend during the year.

- vii. According to management representation and based on our examination which included test checks, the company and its subsidiary has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions related to books of accounts. The audit trail has not been tampered and has been preserved by the company and its subsidiary as per statutory requirements.

Place: Bhilwara
Date: 30.04.2024

For SSMS & ASSOCIATES
Chartered Accountants
Firm's Reg No. 019351C

(SATISH SOMANI)
Partner
Membership No. 076241
UDIN : 24076241BKGXYT3919

ANNEXURE I TO AUDITOR'S REPORT

The Annexure referred to in our report of even date to the members of Sudiva Spinners Private Limited on the accounts of the company for the year ended 31st March, 2024. We report that:

In terms of paragraph 3(xxi) and (4) of the CARO 2020, no any auditor has made any qualification or adverse remark in the Companies (Auditors Report) Order reports given for the respective companies for this financial year.

Place: Bhilwara
Date: 30.04.2024

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

(Satish Somani)
Partner
M.No. 076241
UDIN : 24076241BKGXYT3919

ANNEXURE II TO AUDITOR'S REPORT

Report on the Internal Financial Controls with reference to consolidated financial statements 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 with reference to consolidated financial statements of Sudiva Spinners Private Limited, Bhilwara ("the Company") as of March 31, 2024 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

In our opinion, to the best of our information and as per explanations given to us and based on the consideration of the reports of other auditors, the Company and its subsidiary have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the criteria established by the respective companies 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 respective Board of directors of the company and its subsidiary are responsible for establishing and maintaining internal financial controls based on criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls with reference to consolidated financial statements 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 with reference to consolidated financial statements 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 with reference to consolidated financial statements 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, 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 with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to consolidated financial statements

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

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

Place: Bhilwara
Date: 30.04.2024

(Satish Somani)
Partner
M.No. 076241
UDIN : 24076241BKGXYT3919



NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Conventions

The financial statements are prepared on historical cost convention and on the accounting principles of going concern, in accordance with Generally Accepted Accounting Principles ("GAAP"), comprising of the mandatory Accounting Standards, Guidance Notes, etc. issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 2013, on accrual basis, as adopted consistently by the company.

B. Use of Estimates

In preparation of the financial statements in confirmatory with Generally Accepted Accounting Principle in India, management is required to make estimates & assumptions that affects the reported amount of assets & liabilities and the disclosures of contingent liabilities as at the financial reporting date. The amount of revenue & expenditure during the reported period and that of actual results could be different from those of estimates. Any revision to such estimates is recognized in the period in which the same is determined.

C. Revenue Recognition

- Sales revenue is recognized when property in the goods with all significant risk and rewards as well as the effective control of goods usually associated with ownership are transferred to the buyer, at a price and includes excise duty, if any.
- Promotional benefits, export incentives and export growth incentives are accounted for on accrual basis when virtual certainty and their probable use within reasonable time in the normal course of business, is established.
- Claims and refunds due from government authorities and parties, though receivable / refundable are not recognized in the accounts, if the amount thereof is not ascertainable. These are accounted for as and when ascertained or admitted by the concerned authorities / parties in favour of the company.
- Claims lodged with insurance companies are recognized as Income on acceptance by the Insurance Company. The excess / shortfall of claims passed are adjusted in the year of receipt.

D. Government Grants

Government grants are recognized on the reasonable assurance of receipt. Capital Subsidy under A-TUFS is recognized on accrual basis and adjusted against respective assets while Interest subsidy under TUFS/RIPS, Electricity duty subsidy under RIPS are recognized on accrual basis and adjusted against the respective expenses.

E. Inventory Valuation

- Inventories are valued at cost and net realizable value whichever is lower.
- Cost is determined on weighted average method.
- Cost of raw materials is net of cenvat claims, wherever applicable.
- The cost of inventories comprises all cost of purchase, cost of conversion, and other costs incurred in bringing the

inventories to their present location and condition.

F. Property, Plant & Equipment

- Property, Plant & Equipment are stated at their original cost of acquisition including freight, incidental expenses and other non refundable taxes or levies related to acquisition and installation of the concerned assets, interest on borrowed funds attributable to acquisition/construction of Property, Plant & Equipment and related pre-operative and Trail run expenses up to the date of commencement of commercial production, are also capitalized wherever appropriate. Input Tax Credit availed has been deducted from the cost of respective assets.
- Expenditure incurred on acquisition of intangibles are accounted for as intangible assets on completion, being identifiable non-monetary assets without physical substance, at the acquisition cost, in accordance with AS-26 on intangible assets.

G. Preoperative & Trail Run Expenses

Trial run costs and other preoperative expenses incurred during construction / implementation period, including interest on borrowings (Net of subsidy) to finance qualifying assets as per AS-16, are capitalized upto the date of commissioning of the project.

H. Depreciation & Amortisation

- Depreciation has been provided as per straight line method over the useful lives prescribed under schedule II of the companies Act, 2013 except for plant and machineries. The company has internally assessed the useful life of plant and machineries considering use of the same wherever applicable, which has also been evaluated by external expert. As a result, the useful lives of the tangible assets determined are as under:

S. No.	Nature of Assets	Effective Useful Lives
1	Plant and Machineries	15 Years
2	Captive Solar Power Plant	25 Years
3	All other tangible assets	As per Companies Act, 2013

- Residual values of the assets are determined at the rate of 5% of original cost.
- Acquired intangible assets are amortized over their estimated useful life as determined by the management at following rates on straight-line basis.

Enabling Assets	- 20 Years
Computer Software	- 6 Years

I. Impairment of Property, Plant & Equipment

Impairment of assets is being measured on factors giving rise to any indication of impairment, by comparing the recoverable amount, higher of value in use and net selling price of an asset, with carrying amount of an asset as per the Accounting Standard 28 "Impairment of Assets" issued by ICAI.

J. Foreign Exchange Transaction /Translation

- Foreign currency transaction related to export sales is recorded at forward exchange rates.

- b. Foreign currency transactions other than export sales arising during the year are recorded at the exchange rates prevailing on the dates of transactions.
- c. Non-realized invoices are recorded as per forward exchange rates.
- d. Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss.

K. Taxes on Income

- a. Current year charge
Provision for current tax is made as per new scheme of Income Tax as defined in Section 115 BAA.
Till previous year, Provision for Current Income Tax was made after considering MAT Credit Entitlement, exemptions and deductions available under the Income Tax Act, 1961.
MAT Credit Entitlements was shown as loan & advances till its adjustment against current tax liability.
- b. Deferred Tax
Deferred tax is recognized, as the tax effect of timing difference between the taxable income and accounting income computed for the current accounting years' timing differences, subject to the consideration of prudence.
Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty, except arising from unabsorbed depreciation and carry forward losses which are recognized to the extent that there is deferred tax liabilities or there is virtual certainty, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

L. Miscellaneous Expenditure

Expenses incurred on increase in share capital are amortised over a period of five year.

M. Provisions, Contingent Liability & Contingent Assets

- a. Provisions involving substantial degree of estimation in measurement, are recognized when the present obligation of or past events gives rise to a probable outflow embodying economic benefits on settlement and the amount of obligation can be reliably estimated.
- b. Contingent liabilities are disclosed after a careful evaluation of facts and legal aspects of the matter involved.
- c. Contingent assets are neither recognized nor disclosed in financial statements.
- d. Provisions and contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

N. Earning per Share

Basic and diluted earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders, among the weighted average number of equity shares outstanding during the period.

O. Cash and Cash Equivalents

Cash and Cash equivalents for the purpose of cash flow statement comprise cash at bank, Cash in hand, cheques in hand and other permissible instruments as per AS 3.

P. Employee Benefit Expenses

- a. Defined Contribution Plan:
The Company makes defined contribution to Provident fund which are accounted on accrual basis.
- b. Defined Benefit Plan:
The Company's Liability on account of Gratuity of employees is determined at the end of each financial year on the basis of actuarial valuation certificate obtained from Registered Actuary in accordance with the measurement procedure as per revised Accounting Standard (AS)-15 'Employee Benefits'. The liability is funded on year to year basis by contribution to respective fund. The cost of providing benefits under this plan is also determined on the basis of actuarial valuation at each year end. Actuarial gain and losses for defined benefit plan are recognized in full in the period in which they occur in Statement of Profit & Loss.
Leave Encashment liability is provided for on actual basis and encashed in next year.

SUDIVA SPINNERS PRIVATE LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31st March, 2024



₹ in Lacs

Particulars	Note No.	As at March 31st, 2024	As at March 31st, 2023
I. EQUITY AND LIABILITIES			
<u>1. Shareholders' Funds</u>			
(a) Share Capital	2	1650.00	1650.00
(b) Reserves and Surplus	3	24444.19	21165.59
		26094.19	22815.59
<u>2. Non-Current Liabilities</u>			
(a) Long-term Borrowings	4	32829.54	37128.26
(b) Deferred Tax Liabilities (Net)	5	2995.65	2441.89
(c) Other Long Term Liabilities	6	25.47	6.43
		35850.66	39576.58
<u>3. Current Liabilities</u>			
(a) Short-Term Borrowings	7	39048.77	30057.11
(b) Trade Payables	8	3110.35	1067.79
(c) Other Current Liabilities	9	1489.68	1370.76
		43648.80	32495.65
TOTAL		105593.66	94887.82
II. ASSETS			
<u>1. Non - Current assets</u>			
(a) Property, Plant & Equipment and Intangible Assets			
(i) Property, Plant & Equipment	10(a)	55375.70	52253.12
(ii) Intangible Assets	10(b)	522.73	550.63
(iii) Capital Work-in-progress	10(c)	156.63	551.47
		56055.07	53355.22
(b) Non Current Investments	11	0.00	0.00
(c) Long-Term Loans and Advances	12	494.58	688.44
		56549.65	54043.66
<u>2. Current Assets</u>			
(a) Current Investment	13	15.00	60.00
(b) Inventories	14	28750.68	22062.87
(c) Trade Receivables	15	13893.55	12332.48
(d) Cash & Cash Equivalents	16	287.01	573.48
(e) Bank Balances other than (d) above	17	347.73	292.94
(f) Short-Term Loans and Advances	18	5750.03	5522.39
		49044.00	40844.16
TOTAL		105593.66	94887.82

See accompanying notes 1 to 34 forming part of financial statements

As per our attached report of even date

For SSMS & Associates
Chartered Accountants
Registration No. 019351C

(Satish Somani)
Partner
Membership No.076241
Place : Bhilwara
Date : 30th April, 2024

For and on behalf of the Board

(J.C.Laddha)
Chairman
(DIN-00118527)

(Varun Laddha)
Managing Director
(DIN-01635880)

(Harish Sharma)
Company Secretary
(M.No.ACS 69173)

SUDIVA SPINNERS PRIVATE LIMITED

STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR YEAR ENDED 31st MARCH -2024

₹ in Lacs

Particulars	Note No.	Year Ended 31st March, 2024	Year Ended 31st March, 2023
I. Revenue from Operations	19		
Domestic		76156.88	61767.75
Export		26786.69	23816.15
Total		102943.57	85583.90
II. Other Income	20	81.68	33.36
III. Total Revenue (I+II)		103025.24	85617.26
IV. Expenses:			
Cost of Material Consumed	21	76258.70	67840.35
Change in Inventories of Finished Goods, Work-in-Progress and Stock in Trade	22	517.18	(1261.97)
Employee Benefits Expenses	23	3833.36	2349.87
Finance Costs	24	3807.88	1634.06
Depreciation and Amortization Expenses	25	3467.18	3326.83
Other Expenses	26	11319.44	7839.06
Total Expenses		99203.74	81728.19
V. Profit Before Tax (III-IV)		3821.51	3889.07
VI. Tax Expenses:			
(1) Current Tax		1.37	435.98
(2) Income Tax Earliar Year		(12.23)	125.79
(3) MAT Credit Utilization		0.00	0.00
(4) Deferred Tax		553.76	302.97
VII. Profit/(Loss) for the period (V-VI)		3278.61	3024.32
VIII. Earnings per Equity Share:	28	19.87	18.33
CASH PROFIT		7288.68	7215.90

See accompanying notes 1 to 34 forming part of financial statements

As per our attached report of even date

For SSMS & Associates
Chartered Accountants
Registration No. 019351C

(Satish Somani)
Partner
Membership No.076241
Place : Bhilwara
Date : 30th April, 2024

For and on behalf of the Board

(J.C.Laddha)
Chairman
(DIN-00118527)

(Varun Laddha)
Managing Director
(DIN-01635880)

(Harish Sharma)
Company Secretary
(M.No.ACS 69173)

SUDIVA SPINNERS PRIVATE LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024

₹ in Lacs

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Cash Flow from Operating Activities		
Net profit before tax	3821.51	3889.07
Add:		
Depreciation and amortisation	3467.18	3326.83
Interest cost	3807.88	1634.06
(Profit) / Loss on sale / acquisition of fixed assets	(30.20)	0.31
(Profit) / Loss on sale of Investment	(8.77)	-
Liabilities no longer required written back	(8.22)	(0.07)
Bad Debts	6.71	-
Miscellaneous expenses written off	2.21	0.00
Operating Profit before working capital changes	11058.29	8850.20
Decrease/(Increase) in Inventories	(6,687.80)	(6,173.60)
Decrease/(Increase) in Trade Receivables	(1,567.78)	289.07
Decrease/(Increase) in Loans and Advances	-	(1,610.94)
Increase/(Decrease) in Trade Payables & Current Liabilities	-	(340.30)
Cash Generated from Operation	2802.70	1014.43
Direct Taxes Paid	10.86	(643.11)
Net Cash from Operating Activities	2813.56	371.32
Cash Flow from Investing Activities		
Acquisition of Fixed Assets, Capital WIP including Capital Advances	(5,983.25)	(24,859.84)
Sales of Fixed Assets including Capital Subsidy Received	52.56	0.53
Purchase or Investment in Mutual Fund & Subsidiary	-	(60.00)
Sale of Investment in Mutual Fund	53.77	-
Investment in FDR	(54.79)	(31.74)
Net Cash used in Investing Activities	(5,931.71)	(24,951.05)
Cash Flow from Financing Activities		
Proceeds from Long Term Borrowings	3800.00	19893.19
Repayment of Long Term Borrowings	(850.72)	(5,613.95)
Increase / (Decrease) in Short Term Borrowings	6,042.39	11935.70
Expenses on issue of shares	(10.79)	-
Interest Cost	(3,807.88)	(1,634.06)
Net Cash from Financing Activities	5,173.00	24,580.90
Net Increase in Cash and Cash Equivalents	2,054.84	1.17
Opening Cash and Cash Equivalents	573.48	572.31
Closing Cash and Cash Equivalents	2628.32	573.48

As per our attached report of even date

For SSMS & Associates

Chartered Accountants

Registration No. 019351C

(Satish Somani)

Partner

Membership No.076241

Place : Bhilwara

Date : 30th April, 2024

For and on behalf of the Board

(J.C.Laddha)

Chairman

(DIN-00118527)

(Varun Laddha)

Managing Director

(DIN-01635880)

(Harish Sharma)

Company Secretary

(M.No.ACS 69173)

SUDIVA SPINNERS PRIVATE LIMITED

Notes annexed to and forming part of the accounts

₹ in Lacs

	As at March 31st, 2024	As at March 31st, 2023
NOTE 2 : SHARE CAPITAL		
AUTHORISED		
20000000 Equity Share of Rs.10/- each	2000.00	2000.00
	2000.00	2000.00
ISSUED, SUBSCRIBED & FULLY PAID UP		
16500000 Equity Share of Rs.10/- each (P.Y.16500000 Equity Share of Rs.10 each)	1650.00	1650.00
	1650.00	1650.00

1. Shareholders holding more than 5 % of shares

Name of Share Holder	As on 31.03.2024		As on 31.03.2023	
	Number of Shares	Percentage of Holding	Number of Shares	Percentage of Holding
Shri J.C.Laddha	9500000	57.58	9500000	57.58
Shri Varun Laddha	1500000	9.09	1500000	9.09
Smt.Sunita Laddha	1700000	10.30	1700000	10.30
Elcon Finvest Enterprises Pvt.Ltd.	3293000	19.96	3293000	19.96
	15993000	96.93	15993000	96.93

2. Shareholding of Promoters

Name of Share Holder	31.03.2024		31.03.2023		% Change During he Year
	Number of Shares	Percentage of Holding	Number of Shares	Percentage of Holding	
Shri J.C.Laddha	9500000	57.58	9500000	57.58	-
Shri Varun Laddha	1500000	9.09	1500000	9.09	-
Smt.Sunita Laddha	1700000	10.30	1700000	10.30	-
Smt.Tanisha Laddha	305000	1.84	305000	1.84	-
Shri J C Laddha HUF	130000	0.79	130000	0.79	-
Shri Varun Laddha HUF	72000	0.44	72000	0.44	-
Elcon Finvest Enterprises Pvt.Ltd.	3293000	19.96	3293000	19.96	-
Total	16500000	100.00	16500000	100.00	-

3. There are no shares issued for consideration other than cash in the last 5 financial years.

0 ₹ in Lacs

4. Reconciliation of shares

Shares at begning of the year	16500000	16500000
Shares at closing of the year	16500000	16500000

5. The Company has only one class of Equity Shares having a par value of Rs.10/-, Each holder of Equity Shares is entitled to one vote per share, There are no restrictions attached to any Equity Shares. The dividend proposed, if any, by the board of directors is subject to approval of the shareholders in ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the company in proportion to the number of Equity Shares held by the respective Shareholders.

₹ in Lacs

	As at March 31st, 2024	As at March 31st, 2023
NOTE 3 : RESERVES AND SURPLUS		
(a) Securities Premium Reserve		
Opening Balance	1303.99	1303.99
Add : Received during the year	0.00	0.00
Closing at the end of year	1303.99	1303.99
(b) Surplus in Statement of Profit & Loss		
Opening Balance	19861.59	16837.27
Add : Profit for the Year	3278.61	3024.32
Closing at the End of Year	23140.20	19861.59
Total Reserves & Surplus	24444.19	21165.59

	As at March 31st, 2024	As at March 31st, 2023
NOTE 4 : LONG-TERM BORROWINGS		
SECURED		
(a) Term Loans -From Banks	29545.15	32179.78
(b) ECLGS 2.0	3043.64	4672.32
Total	32588.79	36852.10
UNSECURED		
(a) Loan & Advances from Related Party	240.75	276.16
Total	240.75	276.16
Total Long Term Borrowings	32829.54	37128.26

Conditions of Term Loans from Banks are summarised below :

Term loans from banks are secured by first pari-passu charge by way of joint hypothecation created on all present and future movable plant & machinery of the company and is also secured by joint equitable mortgage on all immovable & movable assets of the company. The aforesaid term loans are also personally guaranteed by promoter directors of the company.

All Term loans are repayable in quarterly instalments.

Floating Rate - Carrying floating interest rate of 1Yr/ 6M MCLR + Spread (0.45% to 1.00%) as on 31.03.24 (Previous Year 1 year MCLR + Spread (0.35% to 2.35%))

ECLGS 2.0 are secured by way of extension of charge on primary & collateral securities.

Date of Maturity and Instalments due are as under :

Sr. No.		Date of Maturity	Outstanding as on 31.03.2024			Installments due after 31.03.24
			Total Outstanding	Long Term Maturity	Current Maturity	
Term Loans from Banks :						
1	29.09.24	465.90	0.00	465.90	2	
2	01.10.24	493.00	0.00	493.00	3	
3	30.09.27	2973.75	2028.25	945.50	14	
4	30.09.27	975.17	665.17	310.00	14	
5	30.09.27	1365.00	931.00	434.00	14	
6	30.09.27	1510.69	1030.19	480.50	14	
7	30.09.27	1511.13	1030.63	480.50	14	
8	30.09.31	8000.00	7192.00	808.00	30	
9	30.09.31	4000.00	3600.00	400.00	30	
10	30.09.31	4800.00	4320.00	480.00	30	
11	30.09.31	4100.00	3688.00	412.00	30	



SUDIVA SPINNERS PRIVATE LIMITED

SUDIVA SPINNERS PRIVATE LIMITED

₹ in Lacs

12	28.02.30	1985.00	1653.00	332.00	24
13	30.06.31	3080.00	2761.38	318.62	29
14	30.06.31	720.00	645.52	74.48	29
ECLGS 2.0 Loans from Banks :					
1	30.10.25	576.68	212.43	364.25	19
2	30.01.26	441.96	226.31	215.65	22
3	11.02.26	335.42	160.42	175.00	23
5	07.06.26	265.40	152.00	113.40	27
6	25.01.28	698.32	516.07	182.25	46
7	07.06.28	310.94	247.19	63.75	51
8	28.02.28	1143.70	851.70	292.00	47
9	28.02.28	551.27	410.52	140.75	47
10	31.03.28	356.00	267.00	89.00	48
Total		40659.33	32588.79	8070.56	

Sr. No.	Date of Maturity	Outstanding as on 31.03.2023			Installments due after 31.03.23
		Total Outstanding	Long Term Maturity	Current Maturity	
Term Loans from Banks :					
1	29.09.24	1339.90	465.90	874.00	7
2	01.10.24	954.00	493.00	461.00	6
3	30.09.27	3888.75	2973.75	915.00	18
4	30.09.27	1275.23	975.23	300.00	18
5	30.09.27	1785.00	1365.00	420.00	18
6	30.09.27	1975.69	1510.69	465.00	18
7	30.09.27	1976.21	1511.21	465.00	18
8	30.09.31	8000.00	8000.00	0.00	30
9	30.09.31	4000.00	4000.00	0.00	30
10	30.09.31	4800.00	4800.00	0.00	30
11	30.09.31	4100.00	4100.00	0.00	30
12	30.11.29	2317.00	1985.00	332.00	27
ECLGS 2.0 Loans from Banks :					
1	30.11.25	910.61	607.07	303.54	30
2	25.12.25	657.02	453.02	204.00	31
3	12.01.26	493.47	318.47	175.00	31
5	07.04.26	368.49	265.07	103.42	38
6	05.02.28	729.00	698.62	30.38	48
7	07.02.28	316.00	310.88	5.12	48
8	28.02.28	1168.00	1119.33	48.67	48
9	16.03.28	563.00	551.27	11.73	48
10	31.03.28	356.00	348.58	7.42	48
Total		41973.37	36852.09	5121.28	

NOB91:E154TE 5 : DEFERRED TAX LIABILITY

Deferred tax liability has been calculated as per Accounting Standard 22 "Accounting for Taxes on Income" of ICAI. Major components are as under:

	As at March 31st, 2024	As at March 31st, 2023
Deferred Tax Liability		
Depreciation	3446.26	2469.80
Total	3446.26	2469.80
Deferred Tax Assets*		
Disallowance as per IT Act	450.61	27.91
Total	450.61	27.91
Net Deferred Tax Liability	2995.65	2441.89

* Note : Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty.

SUDIVA SPINNERS PRIVATE LIMITED

₹ in Lacs

Note 6 : Other Long Term Liability

(a) Security Deposits-Vehicle	25.47	6.43
	25.47	6.43

NOTE 7 : SHORT-TERM BORROWINGS

	As at March 31st, 2024	As at March 31st, 2023
SECURED		
(a) Loan repayable on demand		
From Banks	30978.22	24935.83
(b) Current Maturity of Long Term Loans	8070.56	5121.28
	39048.77	30057.11

Bank loans for working capital are secured against hypothecation of stocks of raw material, semi finished and finished goods and is also secured by second charge created in favour of the companys banker by way of joint equitable mortgage on immovable properties of the company which is ranking pari passu and also personally guaranteed by a promoter director of the company.

All loans are repayable on demand and carrying floating interest rate from 6.25 % to 9.70%. (Previous Year 6.25 % to 9.10%)

	As at March 31st, 2024	As at March 31st, 2023
NOTE 8 : TRADE PAYABLES		
Trade Payable-MSME	1995.91	502.63
Trade Payable- Others	1114.44	565.16
	3110.35	1067.79

	As at March 31st, 2024	As at March 31st, 2023
NOTE 9 : OTHER CURRENT LIABILITIES		
(a) Interest Accrued But Not Due	207.19	123.93
(b) Advance From Customers	158.70	104.76
(c) Liability Towards Staff and Worker	383.70	269.74
(d) Government Dues	85.41	85.33
(e) Income Tax Payable	0.00	0.00
(f) Other Liabilities For Expenses	654.68	787.00
	1489.68	1370.76

SUDIVA SPINNERS PRIVATE LIMITED

NON-CURRENT ASSETS
SUDIVA SPINNERS PRIVATE LIMITED
NOTE 10 : Property, Plant & Equipment and Intangible Assets

₹ in Lacs

Sr. No.	Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET CARRYING VALUE	
		As at 01.04.23	Additions	Deductions	As at 31.03.24	up to 31.03.2023	Deduction	For the Year 2023-24	up to 31.03.24	As at 31.03.24	As at 31.03.23
1	2	3	4	5	(3+4-5)=6	7	8	9	(7-8+9)=10	(6-10)=11	12
	NOTE 10 (a): Property, Plant & Equipment										
1	Free Hold Land	1967.09	83.64	0.00	2050.72	-	-	-	-	2050.72	1967.08
2	Buildings (Including Roads)	11021.10	172.10	0.00	11193.20	1112.82	-	366.33	1,479.15	9714.04	9908.25
3	Plant and Machinery	55296.30	5881.97	207.72	60970.55	18078.70	193.58	2627.98	20,513.10	40457.45	37217.62
4	Electric Fitting & Water Supply Instt.	3420.18	105.98	0.00	3526.16	891.21	-	309.05	1,200.26	2325.90	2528.97
5	Furniture Fixture and Other	510.33	111.66	0.00	621.99	140.18	-	52.09	192.27	429.72	370.16
6	Office Equipments	355.58	63.96	0.07	419.47	201.49	0.07	46.58	248.01	171.46	154.10
7	Vehicles	219.36	154.51	49.44	324.43	112.41	41.22	26.84	98.02	226.41	106.94
	Total (A)	72789.95	6573.81	257.24	79106.52	20536.81	234.87	3428.88	23730.81	55375.70	52253.12
	NOTE 10 (b): Intangible Assets										
1	AVVNL 132 KVA Line	611.17	-	-	611.17	87.09	-	30.73	117.82	493.34	524.08
2	Software Installation	129.03	10.42	-	139.44	102.49	-	7.56	110.06	29.39	26.55
	Total (B)	740.19	10.42	0.00	750.61	189.58	0.00	38.30	227.88	522.73	550.63
	Total (A + B)	73530.14	6584.22	257.24	79857.13	20726.39	234.87	3467.18	23958.69	55898.44	52803.75
	NOTE 10 (c): Capital Work in Progress										
	Capital Work in Progress including P&M,										
1	Electric Installation, Water supply, Building under Construction Etc	551.47	2273.34	2668.18	156.63	-	-	-	-	156.63	551.47
	Total (C)	551.47	2273.34	2668.18	156.63	-	-	-	-	156.63	551.47
	Total(A+B+C)	74081.61	8857.57	2925.41	80013.76	20726.39	234.87	3467.18	23958.69	56055.07	53355.22
	Previous Year	47717.22	57034.10	30,669.71	74081.61	17403.02	3.46	3326.83	20726.39	53355.22	30314.20

i) Disposal from gross block represents sale/transfer/discard of property, plant & equipments.

b) Deduction in depreciation is on account of sale/transfer/discard of property, plant & equipments.

No provision is required for impairment of assets according to AS-28 "Impairment of Assets" as the value in use as estimated by the management, is higher than the carrying amount of the assets as on Balance Sheet date. In order to arrive at the value in use, the company has reviewed the future earnings during remaining useful life of all its cash generating units as at the Balance Sheet date which has been discounted at the average long term lending rate of the Company.

Capital work in progress ageing

₹ in Lacs

Particulars	As at 31.03.24	As at 31.03.23
Projects in progress		
Less than 1 year	156.63	551.47
More than 1 year	-	-
Total	156.63	551.47

SUDIVA SPINNERS PRIVATE LIMITED

₹ in Lacs

NOTE 11 : NON CURRENT INVESTMENTS

	As at March 31st, 2024	As at March 31st, 2023
-Equity Shares in Sudiva Industries Pvt.Ltd.	0.00	0.00
	0.00	0.00

NOTE 12 : LONG TERM LOANS & ADVANCES

UNSECURED, CONSIDERED GOOD

(a) Advance Against Plant & Machinery	95.70	301.84
(b) Security Deposits	381.47	372.91
(c) Other- Prepaid Expenses	10.85	13.55
(d) Preliminary Expenses Written Off	6.57	0.14
	494.58	688.44

NOTE 13 : CURRENT INVESTMENT

- Bank Of Baroda Mutual Find	15.00	50.00
- Canara Bank- Mutual Fund A/C	0.00	10.00
	15.00	60.00

NOTE 14: INVENTORIES (at lower of the Cost or Realisable Value - refer Accounting Policy - Note 1)

Raw Material		
- Polyester	146.41	179.43
- Cotton	24734.21	17583.46
- Comber	205.80	180.23
- Yarn for Knitting	54.47	14.56
Work in Prograss		
- Fibre	1261.67	1238.23
- Yarn	254.61	289.18
- Fabric	24.69	6.70
Finished Goods		
- Yarn	1367.33	1298.70
- Knitted Fabric	66.92	630.93
Stores & Spares	537.47	515.70
Others - Waste	97.09	125.76
	28750.68	22062.87

NOTE 15 : TRADE RECEIVABLES (CURRENT)

(Unsecured considered good)		
Trade Receivable		
- Outstanding exceeding six months	24.14	74.63
- Others	13869.41	12291.73
Provision for Doubtful Debts	-	(33.88)
	13893.55	12332.48

Trade Receivables ageing from due date of payment

₹ in Lacs

Particulars	As at March 31st, 2024		As at March 31st, 2023	
	Undisputed Trade receivables - Considered good	Undisputed Trade receivables - Considered doubtful	Undisputed Trade receivables - Considered good	Undisputed Trade receivables - Considered doubtful
Less than 6 months	13869.41	0.00	12291.72	-
6 months - 1 year	3.49	0.00	3.59	-
1 - 2 Years	2.45	0.00	0.09	-
2 - 3 Years	18.20	0.00	36.85	-
More than 3 years	0.00	0.00	0.23	33.88
Provision for doubtful debts	0.00	0.00	-	-33.88
Total	13893.55	0.00	12332.48	0.00

NOTE 16 : CASH AND CASH EQUIVALENTS

(a) Balance with Bank		
- Current Accounts	277.58	569.41
(b) Cash-in-Hand	9.43	4.07
	287.01	573.48

NOTE 17 : BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(a) Fixed Deposits With Banks	347.73	292.94
	347.73	292.94

NOTE 18 : SHORT- TERM LOANS & ADVANCES

Other Loans & Advances (Unsecured Considered Good)		
(a) Security Deposit	7.68	7.77
(b) Advance Against Supply	337.45	1234.65
(c) Prepaid Expenses	198.32	172.99
(d) Income Tax Refund Receivable	45.61	45.61
(e) Advance Tax/TDS Receivable	160.80	79.11
(f) Duties, Claims and Balance with Govt. Authorities	2370.48	2680.66
(g) Subsidies Receivable	1591.77	551.84
(h) Export Incentives	254.33	244.09
(i) Others Receivable	781.38	505.62
(g) Misc.Expenses To Be W/off	2.21	0.05
	5750.03	5522.39

	Year Ended 31st March, 2024	Year Ended 31st March, 2023
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NOTE 19 : REVENUE FORM OPERATIONS

(a) Sales of Products		
<u>Manufactured Goods</u>		
DOMESTIC		
Yarn	62573.06	54737.40
Knitted Fabric	8874.76	5066.54
Waste	4293.29	1835.41
TOTAL	75741.11	61639.36
Sale of Services		
Testing Charges	0.52	0.34
Job Charges Received	10.02	22.58
Other Incentive :		
RIPS TURNOVER SUBSIDY RECEIPT	309.96	
Other Operating Income		
Sale of Scrap	95.27	105.48
TOTAL DOMESTIC	76156.88	61767.75
EXPORT		

SUDIVA SPINNERS PRIVATE LIMITED

₹ in Lacs

	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Yarn	24192.31	20600.38
Knitted Fabric	1204.24	2090.33
TOTAL	25396.55	22690.71
Other Operating Income		
Export Incentive	1390.14	1125.44
TOTAL EXPORT	26786.69	23816.15
Revenue from Operations	102943.57	85583.90

NOTE 20 : OTHER INCOME

(a) Misc. Receipts	-	-
(b) Liability no Longer Required Written Back	8.22	0.07
(c) Insurance Claim Receipt	1.18	7.85
(d) Profit on Sale of Fixed Assets	30.20	-
(e) Interest Received on Fixed Deposits	21.25	25.44
(f) Profit on Sale of Investment	8.77	-
(g) Other Interest Income	4.64	-
(h) Rent Receipt	7.43	-
	81.68	33.36

NOTE 21 : COST OF MATERIAL CONSUMED

Opening Stock	17957.68	13097.55
Add: Purchases	83441.91	71500.26
	101399.59	84597.81
Less: Sales, Returns and Adjustments (Including Transfer for Trial Run)	0.00	7570.74
	101399.59	77027.07
Less: Closing Stock	25140.89	17957.68
	76258.70	59069.39
Trial Run Stock Transfer	0.00	8770.96
Raw Material Consumed	76258.70	67840.35
Raw Material Consumption Under Broad Heads:		
(A) Synthetic Fibres		
Polyester	1468.13	1558.52
(B) Natural Fibre		
a) Cotton	74344.33	64305.49
b) Comber	0.14	1821.51
c) Yarn	446.10	154.83
	76258.70	67840.35

NOTE 22 : CHANGE IN INVENTORY

OPENING INVENTORY		
Finished Goods- Yarn	1298.70	1003.12
Finished Goods- Knitted Fabric	630.93	499.99
Stock in Process	1534.11	714.29
Waste	125.76	110.13
	3589.50	2327.52
CLOSING INVENTORY		
Finished Goods- Yarn	1367.33	1298.70
Finished Goods- Knitted Fabric	66.92	630.93
Stock in Process	1540.97	1534.11
Waste	97.09	125.76
	3072.31	3589.50
(Increase)/Decrease in Inventory	517.18	(1261.97)

SUDIVA SPINNERS PRIVATE LIMITED

₹ in Lacs

	Year Ended 31st March, 2024	Year Ended 31st March, 2023
NOTE 23 : EMPLOYEE BENEFITS EXPENSES		
(a) Salaries, Wages and Bonus	3334.18	1954.09
(b) Contribution to Provident, Gratuity and Other Funds	304.72	239.12
(c) Workmen and Staff Welfare	194.46	156.66
	3833.36	2349.87
NOTE 24: FINANCE COST		
(a) Interest Expenses (Net)	3532.78	1387.39
(b) Other Borrowing Costs	148.29	155.79
(c) Bank Charges	126.81	90.88
	3807.88	1634.06
NOTE 25: DEPRECIATION AND AMORTISATION EXPENSES		
(a) Property, Plant and Equipments	3428.88	3288.98
(b) Intangible Assets	38.30	37.85
	3467.18	3326.83
NOTE 26 : OTHER EXPENSES		
A. Manufacturing Expenses		
(a) Stores and Spare Parts Consumed	1244.64	876.87
(b) Power and Fuel	5805.62	3204.69
(c) Packing Expenses	1079.87	780.81
(d) Processing and Job Charges	9.40	5.04
(e) Hank Yarn Obligation	0.35	0.65
(f) Repairs to Building	70.53	34.63
(g) Repairs to Machinery	126.98	59.21
(h) Repair & Maintenance (Other)	58.60	28.40
(i) House Keeping Expenses	93.73	63.27
	8489.72	5053.56
B. Administrative Expenses		
(a) Insurance	234.06	130.92
(b) Rates and Taxes	12.84	40.81
(c) Directors' Travelling	40.89	43.74
(d) Charity and Donations	7.76	6.63
(e) CSR Expenses	127.73	108.32
(f) Payment to Auditors		
- Audit Fees	4.20	4.10
- Reimbursement of Expenses	0.00	0.02
(g) Misc. Expenses W/off	2.21	0.05
(h) Advertisement	6.39	4.34
(i) Other Miscellaneous Expenses	359.05	292.63
	795.13	631.57
C. Selling Expenses		
(a) Commission on Domestic and Export Sales	772.58	596.19
(b) Freight Expenses	489.10	370.06
(c) Ocean Freight and Other Export Expenses	730.64	1166.54
(d) Other Selling Expenses	35.56	20.82
	2027.88	2153.61
D. Other Expenses		
Loss on Sale/Discard Of Fixed Assets	0.00	0.31
Bad Debts & Provision for Doubtful Debts	6.71	0.00
	6.71	0.31
	11319.44	7839.06