



Lambodhara Textiles Limited

Regd. Office : 3A, 3rd Floor, B Block, Pioneer Apartments, 1075B, Avinashi Road, Coimbatore - 641 018, India
Telefax : +91 422 2249038 E-mail : info@lambodharatextiles.com www.lambodharatextiles.com
GSTIN : 33AAACL3524B1Z9 IE Code # 3201006181 CIN : L17111TZ1994PLC004929

August 23, 2024

To

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Symbol: LAMBODHARA

Series: EQ

Dear Sir/Madam,

Sub: Submission of Annual Report for the financial year 2023-24

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report of the Company for the financial year 2023-24.

This will also be hosted on the website of the Company.

Kindly take the above information on record.

Thanking you

Yours faithfully,

For Lambodhara Textiles Limited

Bosco Giulia

DIN: 01898020

Whole-Time Director

Cc:

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

Encl.: as above

*Lambodhara
Textiles Limited*



30th Annual Report

2023 - 2024



Lambodhara Textiles Limited

BOARD OF DIRECTORS

Whole Time Directors	:	Smt. Bosco Giulia Mr. Narayanasamy Balu Mr. Nishanth Balu
Non-Executive Directors	:	Sri. Vastupal R. Mehta Sri. M.S. Rajkumar Sri. Baba Chandrasekhar. R Sri. Krishnamoorthy Narendra Sri. Vishnu Rajkumar Nischal
Bankers	:	Bank of India Main Branch, Oppanakara Street, Coimbatore - 641 001 The Karur Vysya Bank Limited Main Branch, Oppanakara Street Coimbatore - 641 001
Auditors	:	M/s. Mohan & Venkataraman Statutory Auditors "Shree Chinmayam", 152, Ramalingam Colony, SAHS College Post, Coimbatore - 641043
Secretarial Auditors	:	MDS & ASSOCIATES LLP Company Secretaries Coimbatore - 641 028
Registrar & Share Transfer Agent	:	M/s. Link Intime India Private Limited "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Coimbatore - 641 028 Phone : 0422-4958995, 2539835 - 836 Fax : 0422-2539837 E-mail : coimbatore@linkintime.co.in

REGISTERED OFFICE

CIN: L17111TZ1994PLC004929
3A, B Block, Pioneer Apartments,
1075B, Avinashi Road, Coimbatore - 641 018
Telefax : +91-422-2249038
Email : info@lambodharatextiles.com
Website Address : www.lambodharatextiles.com

WORKS

826, Thazhaiyuthu
Palani - 624 618
90470 52057



Lambodhara Textiles Limited

30th ANNUAL GENERAL MEETING

Date	:	16 th September 2024
Day	:	Monday
Time	:	11.00 A.M.
Venue	:	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

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LAMBODHARA TEXTILES LIMITED

CIN: L17111TZ1994PLC004929

Registered Office : 3A, 3rd Floor, B Block, Pioneer Apartments,
1075B, Avinashi Road, Coimbatore - 641 018

Tel.: 0422-2249038, email: cs@lambodharatextiles.com

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 30th Annual General Meeting of the Members of Lambodhara Textiles Limited will be held on Monday, the 16th day of September 2024 at 11.00 AM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) with virtual presence of the Shareholders to transact the following business(es).

AGENDA

ORDINARY BUSINESS

1. To receive, consider and adopt the Annual Financial Statements of the Company including Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statements of changes in equity for the financial year ended 31st March 2024, the Balance Sheet as at that date, the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend for the financial year ended 31st March 2024.
3. To appoint a director in place of Mr. Balu Narayanasamy (DIN: 08173046), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. C.S. Hanumantha Rao & Co. (Firm Registration No. 000216), Cost Accountants, who were appointed as Cost Auditors by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of cost records of the Company for the financial year 2024-25, on a remuneration of Rs.35,000/- (Rupees Thirty Five thousand only) exclusive of taxes as applicable and reimbursement of conveyance on actual basis as incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

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



5. To consider and if thought fit, to pass the following resolution as a **Special Resolution**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Krishnamoorthy Narendra (DIN: 00412219) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 13th August 2024 and who had also submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 13th August 2024 and is not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations and other applicable provisions, if any, of the Act and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Mr. Krishnamoorthy Narendra (DIN: 00412219) as an Independent Director of the Company, on the Board of the Company notwithstanding his attaining the age of 75 years on 24th September 2026.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient, to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

6. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended) and the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the



Board of Directors, Mr. Vishnu Rajkumar Nischal (DIN: 01612434) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 13th August 2024 and who had also submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 13th August 2024 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient, to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

7. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

RESOLVED THAT pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) and the applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to enter/ continue to enter into agreement/ contract/ business transactions with M/s. Strike Right Integrated Services Limited, a related party of the Company for an amount not exceeding Rs.400 Crores (Rupees four hundred crores only), as per the details more particularly described in the statement pursuant to Section 102 of the Companies Act, 2013, annexed to this notice notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year may exceed 10% of the annual turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/ regulations from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No. 4

The Board of Directors of the Company on the recommendation of the Audit Committee, had approved the appointment of and remuneration payable to M/s. C.S. Hanumantha Rao & Co. (Firm Registration No. 000216), Cost Accountants, for auditing the cost records of the Company for the financial year 2024-25 at a remuneration of Rs.35,000/- (Rupees Thirty Five Thousand Only), exclusive of applicable taxes and out of pocket expenses incurred by them in connection with the audit.

As per Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as determined by the Board of Directors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing ordinary resolution as set out in Item No. 4 of the notice for ratification of remuneration payable to the Cost Auditors for the financial year 2024-25.

The Board recommends the Ordinary Resolution as set out in Item No.4 of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution as set out in Item No.4 of the Notice.

Item No: 5

In terms of Section 161 of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Krishnamoorthy Narendra (DIN: 00412219) as an Additional Director on the Board of Directors of the Company with effect from 13th August 2024.

Mr. Krishnamoorthy Narendra shall hold office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has received a Notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

Mr. Krishnamoorthy Narendra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India ("SEBI") order or any other such authority. He has given his consent to act as a Director along with the declaration to the effect that he meets the criteria for independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Krishnamoorthy Narendra, fulfils the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is also independent of the Management.



The Nomination and Remuneration Committee and the Board of Directors have reviewed/evaluated the balance of skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the appointment of Mr. Krishnamoorthy Narendra, with his experience and expertise will be of immense value addition to the Company.

Further, Mr. Krishnamoorthy Narendra will be attaining the age of 75 years on 24th September 2026, and accordingly, pursuant to Regulation 17(1A) of the Listing Regulations, the approval of the Members by a special resolution is required to be obtained to enable Mr. Krishnamoorthy Narendra to continue his directorship in the Company beyond the age of 75 years.

Mr. Krishnamoorthy Narendra is a Science graduate and a Chartered Accountant. He has more than 5 decades of experience in the field of finance, data processing, management and business outsourcing. He is also an Independent Director on the Board of other Companies and is well suited to the role of Independent Director of the Company.

Considering his expertise and experience, the Board of Directors are of the opinion that his continuation as an Independent Director beyond the age of 75 years will be beneficial to the Company.

A copy of the draft appointment letter to be issued to Mr. Krishnamoorthy Narendra, upon his appointment as an Independent Director, containing the terms and conditions of such appointment, would be available to members for inspection at the Registered Office of the Company during the normal business hours on any business day without payment of fee.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends the Special Resolution in relation to eligibility and appointment of Mr. Krishnamoorthy Narendra, as an Independent Director for a term of five (5) consecutive years, for approval by the members of the Company.

Except Mr. Krishnamoorthy Narendra, being the proposed appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution as set out in Item No. 5 of the Notice.

Item No: 6

In terms of Section 161 of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Vishnu Rajkumar Nischal (DIN: 01612434) as an Additional Director on the Board of Directors of the Company with effect from 13th August 2024.

Mr. Vishnu Rajkumar Nischal shall hold office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and Regulation 17(1C) of SEBI (Listing



Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). The Company has received a Notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

Mr. Vishnu Rajkumar Nischal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India (“SEBI”) order or any other such authority. He has given his consent to act as a Director along with the declaration to the effect that he meets the criteria for independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Vishnu Rajkumar Nischal, fulfils the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed/evaluated the balance of skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the appointment of Mr. Vishnu Rajkumar Nischal, with his experience and expertise will be of immense value addition to the Company.

Mr. Vishnu Rajkumar Nischal is a Commerce graduate and possesses a Post Graduate Diploma in International Business from Dr. G. R. Damodaran College of Science. He has more than two decades of experience in the textile sector. He has wide expertise in the field of International Business and Marketing and is well suited to the role of Independent Director of the Company.

A copy of the draft appointment letter to be issued to Mr. Vishnu Rajkumar Nischal, upon his appointment as an Independent Director, containing the terms and conditions of such appointment, would be available to members for inspection at the Registered Office of the Company during the normal business hours on any business day without payment of fee.

The disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form a part of this Notice.

Accordingly, the Board recommends the Special Resolution in relation to eligibility and appointment of Mr. Vishnu Rajkumar Nischal, as an Independent Director for a term of five (5) consecutive years, for approval by the members of the Company.

Except Mr. Vishnu Rajkumar Nischal, being the proposed appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution as set out in Item No. 6 of the Notice.



Item No: 7

Pursuant to proviso to Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a transaction with a related party shall be considered "material", if the transactions entered into individually or taken together with previous transactions during a financial year with such related party exceeds Rs.1,000 Crores or 10% of the total consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

The Company has been entering into transactions with M/s. Strike Right Integrated Services Limited for purchase/sale of Cotton, Man Made Fibre, Yarn etc. in the ordinary course of business and on an arms' length basis. The transactions entered into by the Company are purely as per the business requirements of the Company. The actual value of these transactions in a financial year may vary depending on the business achieved by the Company and is directly proportional to the business.

The shareholders approved the earlier material related party transaction with M/s. Strike Right Integrated Services Limited as per the details mentioned in the notice of the Annual General Meeting held on 21st September 2023.

The transactions proposed to be entered by the Company with M/s. Strike Right Integrated Services Limited is expected to exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements and are proposed to be undertaken on an arms' length basis and in the ordinary course of business.

The Audit Committee has approved the transactions with M/s. Strike Right Integrated Services Limited at their meeting held on 13th August 2024.

Pursuant to Regulation 23(4) of Listing Regulations, the prior approval of the Shareholders of the Company by way of an ordinary resolution would be required for the transactions entered with related parties in excess of 10% of the annual consolidated turnover of the Company as per the last audited financial statements. Further, pursuant to the amendment to Regulation 23 of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July 2023, all related party transactions which exceeds 10% of the annual turnover needs to be approved by the shareholders by way of a resolution and such approval shall be valid upto the date of next Annual General Meeting.

Accordingly, the approval of the members is now being sought for the transactions proposed to be entered into with the above-mentioned related parties as per the details given below.

The details of the transactions with above-mentioned related parties as required pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023 is given below:



Name of the related party	Strike Right Integrated Services Limited
Type, material terms and particulars of the proposed transaction	Purchase of Cotton/natural fibre, Man Made Fibre, Yarn and Sale of Cotton/natural fibre, Man Made Fibre, Yarn.
Relationship with the entity, including nature of its concern or interest (financial or otherwise)	Strike Right Integrated Services Limited is a venturer Company and holds 37.34% of the share capital of the Company and is part of the Promoter Group of the Company. Mrs. Giulia Bosco, Whole-Time Director and Mr. Balu Narayanasamy, Whole-Time Director are holding Directorship in Strike Right Integrated Services Limited. Mrs. Bosco Giulia holds more than 2% of its paid-up share capital. Mr. R Santossh and Mr. Nishanth Balu being relatives of Mrs. Bosco Giulia and Mr. Balu Narayanasamy respectively are interested through their relatives.
Tenure of the proposed transaction	For a period from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.
Value of the proposed transaction	The maximum value of transactions is Rs.200 Crore for purchase and Rs.200 Crore for sale.
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	102.73% each for purchase and sale based on audited financials for the year ended 31st March 2024
Justification as to why the RPT is in the interest of the listed entity	The Company is purchasing/selling Cotton, Man Made Fibre, Yarn from/to M/s. Strike Right Integrated Services Limited in the ordinary course of business and on an arms' length basis. The transactions entered into by the Company are purely as per the business requirements of the Company. The actual value of these transactions in a financial year may vary depending on business achieved by the Company and is directly proportional to the business.
A copy of the valuation or other external party report, if any such report has been relied upon	The Company has not relied upon any such document
Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	The proposed transaction does not involve any loans, inter-corporate deposits, advances or investments and hence disclosure of details pertaining to the same does not arise
Any other information that may be relevant	Nil



The Board of Directors recommend the resolution as set out in Item No. 7 of the Notice for the approval of the Members who are not related parties of the Company.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall vote to approve the resolution under Item No. 7 of this notice.

None of the Directors, Key Managerial Personnel or their relatives other than Mrs. Bosco Giulia, Mr. Nishanth Balu and Mr. Balu Narayanasamy, Whole Time Director(s), R Santossh, Chief Financial Officer of the Company, are concerned or interested, financially or otherwise, in the resolution set out in Item No. 7 of the Notice.

Notes :

1. The Ministry of Corporate Affairs ("MCA") vide its Circular dated 5th May 2020 read with circulars dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020, 13th January 2021, 14th December 2021, 5th May 2022, 28th December 2022 and 25th September 2023 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India vide their circulars dated 12th May 2020, 15th January 2021, 13th May 2022, 5th January 2023 and 7th October 2023 (collectively referred to as "SEBI Circulars") permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Members desirous of participating in the meeting through VC/ OAVM, may refer to the procedures mentioned below.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Since this AGM is being held pursuant to the MCA Circulars / SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. In the case of Joint Holders, the member whose name appears as First Holder in the order of names on the Register of Members of the Company will be entitled to vote.
5. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.



6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to lambodhara@mdsassociates.in with a copy marked to the Company at cs@lambodharatextiles.com and to its Registrar and Share Transfer Agent at [enotices @ linkintime.co.in](mailto:enotices@linkintime.co.in).
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and share transfer books of the Company will remain closed from Tuesday, 10th September 2024 to Monday, 16th September 2024 (both days inclusive).
8. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Monday, 9th September 2024.
9. Members are advised to utilize the National Electronic Clearing System (NECS) for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participants for availing NECS facility. Members holding shares in physical form are requested to download the ECS form from the website of the Company viz., www.lambodharatextiles.com and the same, duly filled up and signed along with original cancelled cheque leaf may be sent to the Company or to the Registrar and Share Transfer Agent.
10. The Company has entered into agreements with National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holding and dealing in the shares of the company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.
11. A. Securities and Exchange Board of India (‘SEBI’) had earlier mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrar and Share Transfer Agents with effect from 1st April 2019.
B. Further, SEBI had mandated the listed entities to issue shares only in dematerialized



mode, with effect from 25th January 2022 to Shareholder(s)/claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares.

As per the said circular, the Company has opened a separate Escrow Demat Account for the purpose of crediting the shares of the Shareholders who fail to submit the letter of confirmation with the respective Depository Participant within the prescribed timeline.

C. Further, as per SEBI's Master circular dated 17th May 2023 and amendment circulars dated 17th November 2023 and 7th May 2024, Members holding shares in physical form, whose folio(s) lack PAN, nomination details, contact details, Bank Account details or updated specimen signature, will only be eligible for payment, including dividend, interest or redemption, through electronic mode only effective from 1st April 2024. Therefore, Members holding shares in physical form are requested to update the mentioned details by providing the appropriate requests through ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend.

Necessary prior intimation(s) in this regard was provided to the Shareholders. A copy of the required circular(s) is/are available on the Company's website www.lambodharatextiles.com.

12. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of bank account details to their respective Depository Participant(s). Members whose shareholding is in the physical mode are requested to coordinate with the Registrars and Share Transfer Agents, M/s. Link Intime India Pvt Limited, "Surya", 35 May Flower Avenue, Behind Senthil Nagar, Sowripalayam, Coimbatore – 641028 for payment of dividend through electronic mode.
13. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
 - a. the change in the residential status on return to India for permanent settlement or
 - b. the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
14. As per the provisions of Section 72 of the Act, facility for making nominations is now available to individual(s) holding shares in the Company. Members holding shares in physical form may coordinate with the Registrars and Share Transfer Agents of the Company. Members holding shares in electronic form have to approach their depository participants to complete the nomination formalities.
15. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent ('RTA'), the details of such folios together with the share certificates for consolidating their holdings into one folio.
16. Members are requested to forward their communications in connection with shares held by them directly to the Company Secretary of the Company or its RTA, namely, M/s. Link Intime India Pvt Limited, "Surya", 35 May Flower Avenue, II Floor, Behind Senthil Nagar,



Sowripalayam, Coimbatore – 641028 by quoting the Folio number or the Client ID number with DP ID number.

17. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/her queries to the Company through email at cs@lambodharatextiles.com seven working days prior to the meeting. The same will be replied by the Company suitably.
18. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary / RTA of the Company. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Companies Act, 2013. The details of unpaid dividend can be viewed on the Company's website www.lambodharatextiles.com. As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend during the last seven years to the IEPF demat account as identified by the IEPF Authority. Subsequently, the members shall be entitled to claim the shares from IEPF in accordance with procedure and on submission of documents as may be prescribed by IEPF Authority from time to time. Hence, the Shareholders whose unclaimed dividend /share has been transferred to the 'Investor Education and Protection Fund', may claim the same from the IEPF authority by filing Form IEPF-5 along with the requisite documents. Mrs. Shanthi P, Company Secretary, is the Nodal Officer of the Company for the purpose of verification of such claims.
19. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2023-24 is being **sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/RTA**. Members may note that a physical copy of the Annual Report will not be sent. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.lambodharatextiles.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Link Intime India Private Limited at instavote.linkintime.co.in. Further pursuant to SEBI Circulars, the Company will be sending a hard copy of the Annual Report to those Shareholders who request for the same at cs@lambodharatextiles.com.
20. Pursuant to the provisions of Section 124(6) of the Act and Rule 6 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("the IEPF Rules") and amendments thereto, the Company has transferred the shares in respect of Members who have not claimed/ encashed dividend for the last seven consecutive years to the Demat Account of the IEPF Authority. Details of the Members whose shares have been transferred to the Demat account of the IEPF Authority are available at the Company's website at www.lambodharatextiles.com.



21. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Shareholders with effect from April 1, 2020, and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. Detailed communication regarding the prescribed TDS rates for various categories, conditions for Nil/preferential TDS and details/documents required thereof are being sent to the members. Members are requested to submit the documents as stated in the communication by sending an email to cs@lambodharatextiles.com on or before 13th September 2024.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and bank account details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN and bank account details to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the RTA.
23. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account Number, Name of the Bank, Branch, IFSC, MICR code and place with PIN Code) to their respective Depository Participant(s) and not with the Company. Members whose shareholding is in the physical mode are requested to direct the above details to the Company or to the RTA. Regular updation of bank particulars is intended to prevent fraudulent activities.
24. Members may kindly note that in accordance with SEBI circular dated 31st July 2023, the Company has registered on the SMART ODR (Securities Market Approach for Resolution through Online Disputes Resolution) Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution institutions for addressing complaints. Members can access the SMART ODR Portal via: <https://smartodr.in/login>. Members may utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).
25. Members holding shares in electronic form may please note that as per the regulations of Securities Exchange Board of India (SEBI), National Security Depository Services Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company is obliged to print the bank details on the dividend warrants as furnished by these depositories to the Company and the Company cannot entertain any request for deletion/change of Bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, Members should contact their Depository Participants (DP) and furnish particulars of any changes desired by them.



26. Brief resume, details of shareholding and Directors' inter-se relationship of Directors seeking election/re-election/ changes in terms as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2, are provided as Annexure to this Notice.
27. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.
28. Members who have not received the split share certificates (Rs.5/- face value) are requested to receive the split share certificates by surrendering their old share certificates (Rs.10/- face value) to the company's registrar & share transfer agent immediately.
29. Soft copies of the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the AGM.
30. Members may note that M/s. Mohan & Venkataraman, Chartered Accountants (Firm Registration No. 007321S) were appointed as Statutory Auditors of the Company at the 28th Annual General Meeting (AGM) held on 8th September 2022, to hold their office for a period of 5 consecutive years till the conclusion of the Annual General Meeting of the Company to be held in the financial year 2027. Hence, no resolution is being proposed for the appointment of Statutory Auditors at this 30th Annual General Meeting.
31. **Registration of email ID and Bank Account details:** In case the shareholder's email ID is already registered with the Company/its RTA/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholders have not registered his/her/their email address with the Company/ its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions are to be followed:

- i) Shareholders holding shares in physical form are requested to register/update the details in the prescribed Form ISR-1 and other relevant forms with the Registrar and Transfer Agents of the Company, Link Intime India Private Limited at coimbatore@linkintime.co.in Members may download the prescribed forms from the Company's website at www.lambodharatextiles.com.
- ii) In the case of shares held in demat mode, the shareholder may please contact the Depository Participant and register the email address and bank account details in the demat account as per the process followed and advised by the depository participant.



VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) (including any statutory modification(s), clarifications, exemptions or reenactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting (“remote e-voting”) using an electronic voting system provided by Link Intime India Private Ltd (‘LI IPL’), as an alternative, for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting. The instructions to e-voting, as given below, explain the process and manner for casting of vote(s) in a secure manner.

- I. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. Monday, 9th September 2024, may refer to this Notice of the Annual General Meeting, posted on Company’s website www.lambodharatextiles.com for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. The voting period begins on Friday, 13th September 2024 (9.00 AM IST) and ends on Sunday, 15th September 2024 (5.00 PM IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 9th September 2024 may cast their votes electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Monday, 9th September 2024.
- V. Mr. M. D. Selvaraj, FCS, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VI. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the Annual General Meeting by electronic means but have not cast their votes by availing the remote e-voting facility.



- VII. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the meeting, a combined scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VIII. The results shall be declared within 2 working days from the conclusion of the Annual General Meeting. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.lambodharatextiles.com and on the website of LIPL and be communicated to the Stock Exchanges, where the shares of the Company are listed by the Chairman or a person authorized by him.

Remote e-Voting Instructions for shareholders:

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

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

1. Individual Shareholders holding securities in demat mode with NSDL:

1. Existing IDeAS users can visit the e-Services website of NSDL viz. <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.



2. Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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



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

A. User ID: Enter your User ID

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

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

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

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

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

* *Shareholders holding shares in **NSDL**, shall provide ‘D’ above*

⇒ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

⇒ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

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



Guidelines for Institutional shareholders:

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

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

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

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

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

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

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



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

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

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

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- i. For physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@lambodharatextiles.com .
- ii. For Demat shareholders – Members are requested to update their email address with the depository participants by following the procedure advised by them and then follow the instructions as detailed above to login for e-voting.

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

☞. Select the “Company” and ‘Event Date’ and register with your following details: -

- A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.: Enter your mobile number.



D. Email ID: Enter your email id, as recorded with your DP/Company.

☞. Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the email id: cs@lambodharatextiles.in.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.



6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.



Details of Director seeking appointment/ re-appointment at the 30th Annual General Meeting of the Company (in pursuance of Regulation 36 (3) of the Listing Obligations and Disclosure Requirements Regulations and Point 1.2.5 of SS-2).

Name	Balu Narayanasamy
Director Identification Number (DIN)	08173046
Date of Birth and Age	15/04/1962, 62 years
Nationality	Indian
Date of first appointment on the Board	11/07/2018
Board position held	Whole-Time Director
Brief Profile/ Experience	Mr. Narayanasamy Balu is associated with the Company since 1997 and designated as the Factory Manager in our Company from 1997. He has 27 years of experience in the field of operations and management of textile industry.
Relationship with other Directors, Manager and Key Managerial Personnel	Mr. Nishanth Balu, Whole-time Director is son of Mr. Narayanasamy Balu
Qualification	BA History from Madurai Kamaraj University.
Expertise in functional area	Textile Industry Operations and Management
No. of shares held in the Company (including shareholding as a beneficial owner)	Nil
Directorship held in other companies	Strike Right Integrated Services Limited
Chairman/ Member of the Committees of the Board of other companies on which he/she is a director	Nil
Names of the listed entities from which the person has resigned in the past 3 years	Nil
Number of Board meetings attended during the year	Information as disclosed in the Corporate Governance Report annexed to the Annual Report
Remuneration last drawn	Rs.11.31 Lakhs
Remuneration sought to be paid	He is entitled to salary and perquisites as detailed in the resolution passed by the shareholders of the Company at the annual general meeting held on 21st September 2023.
Terms and conditions of re appointment	The appointment shall be governed by the resolution passed by the shareholders



Name	Krishnamoorthy Narendra
Director Identification Number (DIN)	00412219
Date of Birth and Age	24/09/1951, 72 years
Nationality	Indian
Date of first appointment on the Board	13/08/2024
Board position held	Additional Director (Independent Non-executive)
Brief Profile/ Experience	He is a Science graduate and a Chartered Accountant. He has more than 5 decades of experience in the field of finance, data processing, management and business outsourcing. He is also an Independent Director on the Board of other Companies.
Relationship with other Directors, Manager and Key Managerial Personnel	He is not related to any of the Directors or Key Managerial Personnel of the Company
Qualification	B. Sc., Chartered Accountant
Expertise in functional area	He has more than 5 decades of experience in the field of finance, data processing, management and business outsourcing.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer to the statement as set out in Item No. 5 of the Notice
No. of shares held in the Company (including shareholding as a beneficial owner)	Nil
Directorship held in other companies	Veejay Lakshmi Engineering Works Limited
Chairman/ Member of the Committees of the Board of other companies on which he/she is a director	Member of Audit Committee of Veejay Lakshmi Engineering Works Limited
Names of the listed entities from which the person has resigned in the past 3 years	Nil
Number of Board meetings attended during the year	Nil
Remuneration last drawn	Not applicable
Remuneration sought to be paid	He is entitled for payment of sitting fees for attending the meetings of the board and its committees
Terms and conditions of re appointment	He is proposed to be appointed as a non-executive independent director of the company with effect from 13th August 2024



Name	Vishnu Rajkumar Nischal
Director Identification Number (DIN)	01612434
Date of Birth and Age	04/03/1981, 43 years
Nationality	Indian
Date of first appointment on the Board	13/08/2024
Board position held	Additional Director (Independent Non-executive)
Brief Profile/ Experience	He is a Commerce graduate and possesses a Post Graduate Diploma in International Business from Dr. G. R. Damodaran College of Science. He has more than two decades of experience in the textile sector. He has wide expertise in the field of International Business and Marketing.
Relationship with other Directors, Manager and Key Managerial Personnel	He is not related to any of the Directors or Key Managerial Personnel of the Company
Qualification	B. Com, Post Graduate Diploma in International Business
Expertise in functional area	He has wide expertise in the field of International Business and Marketing.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer to the statement as set out in Item No. 6 of the Notice
No. of shares held in the Company (including shareholding as a beneficial owner)	Nil
Directorship held in other companies	1.Kamala Sugar Mills Limited 2.Suruchi Refinery Private Limited 3.Winover Apparels Exporters Private Limited
Chairman/ Member of the Committees of the Board of other companies on which he/she is a director	Nil
Names of the listed entities from which the person has resigned in the past 3 years	Nil
Number of Board meetings attended during the year	Nil
Remuneration last drawn	Not Applicable



Name	Vishnu Rajkumar Nischal
Remuneration sought to be paid	He is entitled for payment of sitting fees for attending the meetings of the board and its committees
Terms and conditions of re appointment	He is proposed to be appointed as a non-executive independent director of the company with effect from 13th August 2024

**By Order of the Board
For Lambodhara Textiles Limited**

**Bosco Giulia
Whole-Time Director
(DIN: 01898020)**

Place : Coimbatore

Date : 13th August 2024

**DIRECTORS' REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting their Thirtieth Annual Report on the business and operations of the Company and the financial statements for the year ended 31st March 2024.

FINANCIAL HIGHLIGHTS:

Company's financial performance for the year under review along with previous year's figures are given hereunder:

(₹ in Lakhs)

Particulars	31-03-2024	31-03-2023
Revenue from operations	19,469.02	21,140.09
Other Income	488.43	324.10
Operating Profit before Finance Costs, Depreciation & Tax	2,187.84	3,498.09
Less: Depreciation & Amortization	1,077.08	770.48
Less: Finance Costs	323.53	362.33
Profit before Tax	787.23	2,365.28
Provision for Tax	132.00	460.87
Deferred Tax	197.77	167.18
Tax in respect of earlier years	(3.60)	6.83
Net Profit for the year	461.06	1,730.40
Other comprehensive income	13.09	(16.46)
Total comprehensive income for the year	474.15	1,713.93
Add: Balance brought forward from previous year	8,299.57	6,741.30
Profit available for appropriation	8,773.72	8,455.23
Appropriation of Profits		
Transfer to General Reserve	-	-
Dividend paid	77.83	155.66
Balance carried over to Balance Sheet	8,695.89	8,299.57

REVIEW OF BUSINESS OPERATIONS

The Company achieved a total turnover of ₹ 194.69 Crores as against a turnover of ₹ 211.40 Crores in the previous year. The Company's Profit Before Tax is ₹ 7.87 Crores during the year, as compared to ₹ 23.65 Crores in the previous year. The Company earned a Net Profit of ₹ 4.61 Crores, as against a Net Profit of ₹ 17.30 Crores in the previous year.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended 31st March, 2024.



TRANSFER TO RESERVES

During the year under review, no amount has been transferred to general reserves. However, the current year's profit of Rs. 461.06 Lakhs has been added to the retained earnings under the head "other equity".

DIVIDEND

Your directors are pleased to recommend a dividend of ₹ 0.50 per equity share (10%) of face value of ₹ 5/- each (Previous year ₹ 0.75 per equity share (15%) of face value of ₹ 5/- each). If the dividend, as recommended above, is declared by the Members at the Annual General Meeting, the total outflow towards dividend on Equity Shares for the year would be ₹ 51.89 Lakhs (Previous Year ₹ 77.83 Lakhs)

TRANSFER OF UNCLAIMED DIVIDEND/ SHARES TO INVESTOR EDUCATION AND PROTECTION FUND

In terms of Section 124 and 125 of the Companies Act, 2013, Unclaimed or Unpaid Dividend relating to the financial year 2016-17 is due for remittance to the Investor Education and Protection Fund established by the Central Government.

Pursuant to Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred an amount of Rs. 1,40,030/- to Investor Education and Protection Fund being the Unclaimed Dividend amount for the financial year 2015-16 and 6,431 equity shares of ₹ 5/- each on which dividend had remained unclaimed for a period of 7 years to the IEPF authority.

SHARE CAPITAL

The paid-up Equity Share Capital as on 31st March 2024 stood at ₹ 5,18,88,000/- divided into 1,03,77,600 equity shares of Rs.5/- each. During the year under review, the Company has not made any fresh issue of shares.

ANNUAL RETURN

The Annual Return of the Company for the financial year 2023-24 as required under Section 92(3) of the Companies Act, 2013 is available on the website of the Company and can be accessed on the Company's website at the link <https://www.lambodharatextiles.com/investors.php?id=21>.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

Details of the composition of the Board and its Committees namely, Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report which forms a part of this Report.



STATEMENT ON COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and such systems are adequate and operating effectively. The Company has duly complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on meeting of the Board of Directors (SS-1) and General Meetings (SS-2).

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3)(c) and 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed;
- (b) 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 and of the profit of the company for that period;
- (c) 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;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the internal financial controls to be followed by the company were laid down and such internal financial controls were adequate and were operating effectively.
- (f) 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.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12) OF THE COMPANIES ACT, 2013 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT.

During the period under review, no incident of frauds was reported by the Statutory Auditors pursuant to Section 143(12) of the Companies Act 2013.

DECLARATION OF INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors of the Company have complied with the requirements of the provisions in relation to the Independent Directors Databank as stated in the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time.



NOMINATION AND REMUNERATION POLICY OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

The Company pursuant to the provisions of Section 178 of the Companies Act, 2013 and in terms of Regulation 19(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has formulated a policy on Nomination and Remuneration for its Directors, Key Managerial Personnel and senior management which inter-alia provides the diversity of the Board and provides the mechanism for performance evolution of the Directors. The details of this policy are furnished in **Annexure - 1** and forms part of this report and can also be accessed on Company's website at <https://www.lambodharatextiles.com/Admin/web/images/Document/09042022104805AM.pdf> .

COMMENTS ON AUDITORS' REPORT

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. Mohan & Venkataraman, Statutory Auditors.

With respect to the remarks made by the Secretarial Auditors, M/s. MDS & Associates LLP, Company Secretaries, your directors wish to state as follows:

S. No.	Remark of the secretarial auditors	Reply
1.	The Company has reported certain events, which are covered under Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the stock exchanges beyond the prescribed time specified thereunder.	The Company has provided an explanation for delay of disclosure wherever necessary. The Company will ensure that there are no such instances going forward.
2.	The Company has not promptly informed the stock exchange(s), where the securities of the Company are traded, regarding the violation of the Company's Code of Conduct to regulate, monitor and report trading by designated persons by a relative of the designated person as required under Clause 13 of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015.	The Company has filed the report regarding the violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 by a relative of the designated person with the stock exchange(s). The listed entity will ensure that there are no such instances going forward.

Other than the above, there are no qualifications, reservations or adverse remarks or disclaimers made by M/s. MDS & Associates LLP, Company Secretaries, Secretarial Auditors in their report.

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

Particulars of the investments made by the Company as at 31st March 2024 are given in the Notes forming part of the Financial Statements. The Company has not given any loans or guarantees or provided any security to any person or other bodies corporate under section 186 of the Companies Act, 2013.



PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All transactions entered into with related parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year 2023-24 were in the ordinary course of business and on an arm's length pricing basis. The particulars of contract and arrangement entered into with related parties referred in Section 188(1) of the Companies Act, 2013, which are material in nature are disclosed in the prescribed Form No. AOC-2 and annexed herewith as **Annexure - 2** to this report.

The Policy on Related Party Transactions as approved by the Audit Committee and the Board of Directors of the Company has been uploaded on the company's website and may be accessed through the link at www.lambodharatextiles.com

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

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

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

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

RISK MANAGEMENT POLICY

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organisation from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventorised and integrated with the management process such that they receive the necessary consideration during decision making. The Company has laid down procedures to inform the Audit Committee as well as the Board of Directors about risk assessment and management procedures and status. These procedures are periodically reviewed to ensure that the executive management monitors and controls risks.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As a part of its initiative under the "Corporate Social Responsibility" (CSR) drive, the Company has undertaken projects in the area of promoting education. These projects are in accordance with Schedule VII of the Companies Act, 2013 and the Company's CSR policy. The Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules,



2014 is annexed as **Annexure – 4** and forms an integral part of this Report. The CSR Policy may be accessed on the Company's website at www.lambodharatextiles.com/Admin/web/images/Document/01042021141200PM.pdf.

ANNUAL EVALUATION OF THE BOARD ON ITS OWN PERFORMANCE AND OF THE INDIVIDUAL DIRECTORS

On the advice of the Board of Directors, the Nomination and Remuneration Committee of the Board of Directors of the Company formulated the criteria for evaluation of the performance of the Board of Directors & its committees, Independent Directors, Non-Independent Directors and the Executive Directors of the Board. Based on that criteria, performance evaluation has been undertaken. The Independent Directors of the Company have also convened a separate meeting for this purpose.

STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

Board of Directors have evaluated the Independent Directors appointed/ re-appointed during the year 2023-24 and opined that the integrity, expertise and experience (including proficiency) of the Independent Directors is satisfactory.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Director liable to retirement by rotation:

Mr. Balu Narayanasamy (DIN: 08173046) retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Your directors recommend his re-appointment.

Continuation of directorship through postal ballot

Pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the members of the company, upon the recommendation of Nomination and Remuneration Committee and Board of Directors, has approved to continue the Directorship of Mr. Baba Chandrasekar Ramakrishnan (DIN:00125662) Non-Executive Non-Independent Director who has attained the age of 75 years on 12th of July 2023 by way of special resolution passed through postal ballot dated 5th May 2023.

Demise of Mr. Ramesh Shenoy Kalyanpur

Mr. Ramesh Shenoy Kalyanpur (DIN: 06392237), Whole-Time Director cum Chief Financial Officer of the Company passed away on 22nd November 2023.

Mr. Ramesh Shenoy Kalyanpur's sudden and unexpected passing away will be an irreparable loss to the Company and the Board places on record its appreciation for the invaluable contributions made by him.



Appointment of Whole - Time Director

The Board of Directors of the Company, at their meeting held on 7th December 2023, appointed Mr. Nishanth Balu (DIN: 08418408) as the Additional Director and Whole-time Director of the Company subject to the approval of the shareholders. The approval of the shareholders was subsequently obtained through Postal Ballot on 10th January 2024.

Retirement of Independent Director(s)

Mr. Vastupal Rajnikant Mehta and Mr. Meenakshi Sundaram Rajkumar, Independent Director(s) retire on 10th September 2024. The Board wishes to place on record its appreciation for the invaluable services rendered by them during their tenure as independent directors of the Company.

Appointment of Independent Director(s)

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Krishnamoorthy Narendra (DIN: 00412219) and Mr. Vishnu Rajkumar Nischal (DIN: 01612434) as Additional Directors of the Company with effect from 13th August 2024 to hold office up to the date of this Annual General Meeting. Accordingly, necessary resolution proposing their appointment as Independent Directors of the Company has been included in the Agenda of the Notice convening the Annual General Meeting for the approval of the Members.

Further, the Company has also received notice(s) under Section 160(1) of the Companies Act, 2013 from a member signifying their intention to propose the candidature of Mr. Krishnamoorthy Narendra and Mr. Vishnu Rajkumar Nischal for the office of Independent Directors of the Company. The Company has also received declaration from the appointee directors that they fulfill the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The board of directors recommend the appointment of the independent director(s).

Key Managerial Personnel

Mr. R Santossh was appointed as the Chief Financial Officer with effect from 12th February 2024 after the sudden and sad demise of Mr. Ramesh Shenoy Kalyanpur, Chief Financial Officer on 22nd November 2024.

Mrs. Priyadarshini V resigned as the Company Secretary with effect from 5th October 2023 and Mrs. Shanthi P was appointed as the Company Secretary and Compliance Officer with effect from 7th December 2023.

Key Managerial Personnel of the Company as required pursuant to Sections 2(51) and 203 of the Companies Act, 2013 are Mrs. Bosco Giulia, Mr. Narayanasamy Balu, Mr. Nishanth Balu, Whole-time Directors, Mr. R. Santossh, Chief Financial Officer and Mrs. Shanthi P, Company Secretary and Compliance Officer.



SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

DEPOSITS

The Company has not accepted any deposit within the meaning of Chapter V of the Companies Act, 2013 and the Rules framed there under and there are no outstanding deposits as on 31st March 2024.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

There are no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and company's operation in future.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has adequate internal control systems to monitor business processes, financial reporting and compliance with applicable regulations. The systems are periodically reviewed for identification of control deficiencies and formulation of time bound action plans to improve efficiency at all the levels. The Audit Committee of the Board constantly reviews internal control systems and their adequacy, significant risk areas, observations made by the internal auditors on control mechanism and the operations of the Company and recommendations made for corrective action through the internal audit reports. The committee reviews the statutory auditors' report, key issues, significant processes and accounting policies.

The Directors confirm that the Internal Financial Controls (IFC) are adequate with respect to the operations of the Company. A report of Auditors pursuant to Section 143(3)(i) of the Companies Act, 2013 certifying the adequacy of Internal Financial Controls is annexed with the Auditors Report.

AUDITORS

STATUTORY AUDITORS

M/s. Mohan & Venkataraman (Firm Registration No. 007321S), Chartered Accountants, Coimbatore were appointed as the statutory auditors of the company for a period of five years at the 28th Annual General Meeting of the company held on 8th September 2022. The company has received a certificate from M/s. Mohan & Venkataraman, Chartered Accountants, Coimbatore, confirming that they are not disqualified from continuing as statutory auditors of the company.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has



appointed M/s. MDS & Associates LLP, Company Secretaries, to undertake the secretarial audit of the Company. The report of the secretarial auditor is annexed herewith as **Annexure – 5**.

COST AUDITORS:

The Board of Directors on the recommendation of the Audit Committee, has appointed M/s.C.S.Hanumantha Rao & Co., Cost Accountants (Firm Regn. No.000216) as the Cost Auditors of the Company for the financial year 2024-2025. Pursuant to section 148 read with Rule 14 of the Companies (Accounts) Rules, 2014, the remuneration payable for the year 2024-25 to the Cost Auditors of the Company is subject to ratification by the shareholders at the ensuing Annual General Meeting. The Board recommends their remuneration for members' ratification.

The Cost Audit Report for the financial year 2023-24 will be filed with the Central Government within the period stipulated under the Companies Act, 2013.

MAINTENANCE OF COST RECORDS UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 148(1) of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Company was required to maintain cost records. Accordingly, the company has duly made and maintained the cost records as mandated by the Central Government.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR

No applications have been made and no proceedings are pending against the Company under the Insolvency and Bankruptcy Code, 2016

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.

The disclosure under this clause is not applicable as the Company has not undertaken any one-time settlement with the banks or financial institutions.

PARTICULARS OF EMPLOYEES AND REMUNERATION

The disclosure as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as **Annexure – 6** to this Report.

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

The Company has in place a policy against Sexual Harassment at work place in line with requirements of the Sexual Harassment Women at Workplace (Prevention, Prohibition and



Redressal) Act, 2013. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There was no complaint received from any employee during the financial year 2023-24 and hence no complaint is outstanding as on 31.03.2024 for redressal.

CORPORATE GOVERNANCE

A report on corporate governance is annexed to and forms part of this report. The Company has complied with the conditions relating to corporate governance as stipulated in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE

The Management Discussion and Analysis Report and the Report on Corporate Governance, as required under regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of the Annual Report.

AUDIT COMMITTEE

The Company has constituted an Audit Committee in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Kindly refer to the Section on Corporate Governance, under the head, 'Audit Committee' for matters relating to the composition, meetings, and functions of the Committee. The Board has accepted the Audit Committee's recommendations during the year wherever required and hence no disclosure is required under Section 177(8) of The Companies Act, 2013 with respect to rejection of any recommendations of Audit Committee by Board.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has a Whistle Blower policy to deal with unethical or improper practice or violation of Company's Code of Business Conduct or any complaints regarding accounting, auditing, internal controls or disclosure practices of the Company. The Policy gives a platform to the Whistle Blower to report the complaints on the above-mentioned practices to the Chairman of the Audit Committee. Although the complainant is not expected to prove the truth of an allegation, the complainant aims to demonstrate that there are sufficient grounds for concern and that it is not done as a malicious act against an individual. The Audit Committee of the Board reviews the Complaints received, redressed, objected, withdrawn and dismissed for, every quarter in their meeting. During the year, there were no complaints under this policy. The Whistle Blower policy is available on the website of the Company at the following address www.lambodharatextiles.com/Admin/web/images/Document/12042022171331PM.pdf

LISTING OF SHARES

Equity shares of the Company continue to be listed on National Stock Exchange of India Limited (NSE).



ACKNOWLEDGEMENTS:

The Board of Directors express their appreciation for the contribution made by the employees, customers and bankers for the support extended by them during the year under review.

**For and on behalf of the Board
Lambodhara Textiles Limited**

Place : Coimbatore
Date : 13th August 2024

**Meenakshi Sundaram Rajkumar
Chairman
(DIN: 06935422)**



NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

DEFINITIONS:

“**Remuneration**” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“**Key Managerial Personnel**” means:

- i) the Chief Executive Officer or the Managing Director or the Manager;
- ii) the Company Secretary;
- iii) the Whole-Time Director;
- iv) the Chief Financial Officer, and
- v) such other Officer as may be prescribed.

“**Senior Managerial Personnel**” or “**Senior Management**” means the officers / personnel of the Company who are members of its core management team excluding Board of Directors and comprises of all members of management one level below the Chief Executive Officer / Managing Director / Whole-Time Director / Manager including Chief Executive Officer / Manager, in case they are not part of the Board, and including Company Secretary, Chief Financial Officer and all functional heads.

OBJECTIVE:

- a) to guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c) to recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

ROLE OF THE COMMITTEE:

The role of the NRC will be the following:

- a. To formulate the criteria for determining qualifications, positive attributes and independence of a director;



- b. To formulate and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other senior management personnel;
- c. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down by the Committee;
- d. To recommend to the Board the appointment and removal of Directors and senior management personnel;
- e. To recommend to the board, all remuneration, in whatever form, payable to senior management;
- f. To formulate the criteria for evaluation of performance of independent directors and the Board of Directors;
- g. To specify the manner for effective evaluation of performance of the Board of Directors, its committees and individual Directors, to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and to review its implementation and compliance;
- h. In every appointment of Independent Director, to evaluate the balance of skills, knowledge and experience on the Board, possessed by the person intended to be appointed as an Independent Director and on the basis of such evaluation, to prepare a description of the role and capabilities required of an independent director;
- i. To ensure that the person recommended to the Board for appointment as an Independent Director have all the capabilities identified by the Committee in the description of the role and capabilities required of an independent director
- j. For the purpose of identifying suitable candidates, the Committee may:
 - (i) use the services of an external agencies, if required;
 - (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - (iii) consider the time commitments of the candidates
- k. To recommend, whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors
- l. To devise a policy on diversity of board of directors
- m. To carry out any other function as may be mandated by the Board from time to time and / or enforced by any statutory notification, amendment, modification or re-enactment thereof for the time being in force, as may be applicable
- n. To perform such other functions as may be necessary or appropriate for the performance of its duties”



APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

Managing Director/Whole-Time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

a) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.



REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

- 1) Remuneration to Managing Director / Whole-Time Director:
 - (i) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
 - (ii) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.
- 2) Remuneration to Non- Executive / Independent Directors:
 - a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
 - b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
 - c) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional;
and



ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3) Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay/ commission/ incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund etc. as decided from to time.
- c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.



Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of The Companies (Accounts) Rules, 2014)

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

1. Details of contracts or arrangements or transactions not at arm's length basis

None

During the reporting period, all Transactions were at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis

i)

a. Name of the related party and nature of relationship	Strike Right Integrated Services Limited. Strike Right Integrated Services Limited is a venturer Company and holds 37.34% of the share capital of the Company and is part of the Promoter Group of the Company. Mrs. Giulia Bosco, Whole-Time Director and Mr. Balu Narayanasamy, Whole-Time Director are holding Directorship in Strike Right Integrated Services Limited. Mrs. Bosco Giulia holds more than 2% of its paid-up share capital.
b. Nature of contracts/ arrangements transactions.	Purchase of natural fibre, man-made fibre, yarn and sale of natural fibre, man-made fibre and yarn.
c. Duration of the contracts/ arrangements/ transactions	For a period from the conclusion of the 29th Annual General Meeting till the conclusion of the 30th Annual General Meeting
d. Salient terms of the contracts or transactions.	Purchase of natural fibre, man-made fibre, yarn for an amount not exceeding Rs. 200 Crores per annum and sale of natural fibre, man-made fibre and yarn for an amount not exceeding Rs. 200 Crores per annum
e. Date(s) of approval by the Board.	11th August 2023
f. Amount paid as advances, if any.	Nil

For and on behalf of the Board
Lambodhara Textiles Limited

Place : Coimbatore

Date : 13th August 2024

Meenakshi Sundaram Rajkumar
Chairman
(DIN: 06935422)



Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo

[Section 134(3) (m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

A. Conservation of Energy

a) Steps taken or impact on conservation of energy.

The usage of energy is constantly monitored and the need to conserve the same is emphasized.

b) Steps taken for utilizing alternate source of energy

1. The Company is in the process of installation of 1.7MW Roof Top Solar PV Power Project. On commissioning of the said Power Project, the Company would meet 95% requirement of normal electrical consumption.
2. The Company has executed Power Purchase Agreement under Group Captive Consumer for supply of an additional 2.00 lakhs units p.a. generated from Wind Mill.
3. The Company has completed the 3.3MW Ground mounted Solar Project and it is Generating the expected power. The Company currently owns Wind Energy of 4.75MW, 3.3MW of Ground Mounted Solar, 1.0MW of Roof Top Solar. The Power generated through these units is Captively consumed and fulfills upto to 85% of our Power requirement

c) Capital investment on energy conservation equipments

The Company is in the process of installation of 1.7MW Roof Top Solar PV Power Project. The Cost of the Project is Eight Crores. On commissioning of the said Power Project, the Company would meet 95% requirement of normal electrical consumption.

B. Technology Absorption

1. Research & Development

a) Efforts made towards technology absorption:

Improvement in the production process wherever necessary to increase the output of the products with a better quality.

b) Benefits Derived as a result of above R & D:

Continuous improvement in the production process including increase in line speed in various processors has increased output with better quality in view of the R & D efforts.



c) Future Plan of Action:

We are in for continuous improvement in manufacturing processors including automation wherever possible to exploit the existing product range to suit the customer needs. Introduce new products in line with updated technology available to suit the customer need.

d) Expenditure on R & D: Nil.

2. Technology Absorption, Adaption and Innovation

The company has no activity relating to technology absorption.

C. Foreign Exchange Earnings and Outgo: (in ₹ '000)

Particulars	2023-24	2022-23
(i) Expenditure on foreign travel	414	623
(ii) Import of raw material, trading goods and stores	4,409	3,41,807
(iii) Foreign exchange earned	65,872	81,617

**For and on behalf of the Board
Lambodhara Textiles Limited**

**Meenakshi Sundaram Rajkumar
Chairman
(DIN: 06935422)**

Place : Coimbatore

Date : 13th August 2024

**ANNEXURE TO THE DIRECTORS' REPORT****ANNUAL REPORT ON CSR PURSUANT TO RULES 8 & 9 OF COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014****01. Brief outline on CSR Policy of the Company**

Pursuant to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors have constituted a CSR Committee. The Board also framed a CSR Policy in compliance with the provisions of section 135 and Schedule VII of the Companies Act, 2013. The CSR activities of the Company predominantly covers areas such as promoting education.

02. Composition of CSR Committee

The Corporate Social Responsibility Committee comprises of the following members:

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	Mrs. Bosco Giulia	Whole-Time Director (Chairman of the Committee)	3	3
2	Mr. Ramesh Shenoy Kalyanpur*	Whole-Time Director (Member)	2	2
3	Mr. M. S. Rajkumar	Non-Executive Independent Director (Member)	3	3
4	Mr. Nishanth Balu#	Whole-Time Director (Member)	1	1

* Ceased to be a director with effect from 22nd November 2023

Appointed with effect from 7th December 2023.

03. 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:

Composition of the CSR Committee	https://www.lambodharatextiles.com/Admin/web/images/Document/08012024164607PM.pdf
CSR Policy	https://www.lambodharatextiles.com/Admin/web/images/Document/01042021141200PM.pdf



CSR projects

<https://www.lambodharatextiles.com/Admin/web/images/Document/04082021133115PM.pdf>

04. **Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:**

Not Applicable

05. (a) **Average net profit of the company as per sub-section (5) of section 135:**
Rs. 2,035.55 Lakhs
- (b) **Two percent of average net profit of the company as per sub-section (5) of section 135 :** Rs.40.71 Lakhs.
- (c) **Surplus arising out of the CSR Projects or programmes or activities of the previous financial years:** Nil.
- (d) **Amount required to be set-off for the financial year, if any:** Nil
- (e) **Total CSR obligation for the financial year [(b)+(c)-(d)] :** Rs.40.71 Lakhs.
06. (a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)**
Rs.41 lakhs (Other than Ongoing Project)
- (b) **Amount spent in Administrative Overheads:** Nil
- (c) **Amount spent on Impact Assessment, if applicable:** Nil
- (d) **Total amount spent for the Financial Year [(a)+(b)+(c)]:** Rs.41 lakhs
- (e) **CSR amount spent or unspent for the Financial Year:**

Total Amount Spent for the Financial Year. (Rs. In lakhs.)	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
41.00	Nil	Not Applicable	Not Applicable	Nil	Not Applicable

- (f) **Excess Amount for set off, if any:**

Sl. No.	Particular	Amount (₹ in lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	40.71
(ii)	Total amount spent for the Financial Year	41.00
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.29



Sl. No.	Particular	Amount (₹ in lakhs)
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.29

07. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
S. No	Pre- ceding Financial Year(s)	Amount trans- ferred to Unspent CSR Account under sub-sec- tion (6) of section 135 (in Rs.)	Balance Amount in Un- spent CSR Account under sub- section (6) of- section 135 (in Rs.)	Amount Spent in the Fi- nancial Year (in Rs)	Amount trans- ferred to a Fund as specified under Schedule VII as per second proviso to sub- section (5) of section 135, if any		Amount remain- ing to be spent in suc- ceeding Financial Years (in Rs)	Defi- ciency, if any
					Amount (in Rs)	Date of transfer		
1	2022-23	Not Applicable						
2	2021-22							
3	2020-21							

08. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

The company has not created or acquired any capital asset through CSR spending in the financial year and hence reporting under this clause does not arise.

09. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135.

The Company has spent the required amount on CSR activities as per section 135(5) and hence reporting under this clause does not arise.

For Lambodhara Textiles Limited

Place :Coimbatore

Meenakshi Sundaram Rajkumar
Chairman
(DIN: 06935422)

Bosco Giulia
Whole-Time Director
Chairman of CSR Committee
(DIN: 01898020)

Date : 13th August 2024



FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members,
LAMBODHARA TEXTILES LIMITED
(CIN: L17111TZ1994PLC004929)
3A, B-Block, Pioneer Apartments,
1075-B, Avinashi Road,
Coimbatore-641018
Tamil Nadu, India

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

Based on our verification of **M/s. LAMBODHARA TEXTILES LIMITED's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 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 the Company for the financial year ended on 31st March 2024 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- iv) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

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

- a) Secretarial Standards with respect to Board Meetings (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI).
- b) Listing Agreement entered into by the Company with the BSE Limited and National Stock Exchange of India Limited.

During the year under review the Company has complied with the provisions of the Act, Rules, Regulations and Standards etc., mentioned above except to the extent given below.

- *The Company has reported certain events, which are covered under Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the stock exchanges beyond the prescribed time specified thereunder.*
- *The Company has not promptly informed the stock exchange(s), where the securities of the Company are traded, regarding the violation of the Company's Code of Conduct to regulate, monitor and report trading by designated persons by a relative of the designated person as required under Clause 13 of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

We further report that, during the year under review, there were no actions/ events in pursuant of the following Rules/Regulations requiring compliance thereof by the Company:

- a. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- c. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
- d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.
- e. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018; and
- f. The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021.



We further report that based on the information provided by the Company, its officers and authorized representatives, there are no laws specifically applicable to the Company.

We further report that having regard to the compliance system prevailing in the Company and on the review of quarterly compliance reports taken on record by the Board of Directors and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the labour and environmental laws as applicable.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditors and other designated professionals.

We further report that

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

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

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

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 during the period, there were no instances of

- Public / Rights / Preferential issue of Shares / Debentures / Sweat Equity.
- Redemption / buy-back of securities
- Major decision taken by the members in pursuant to Section 180 of the Companies Act, 2013.
- Merger / Amalgamation / Reconstruction etc.
- Foreign technical collaborations.

**For MDS & Associates LLP
Company Secretaries**

Place : Coimbatore

Date : 29.05.2024

M D Selvaraj

Managing Partner

FCS No.: 960; C P No.: 411

Peer Review No. 3030/2023

UDIN: F000960F000438782

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



ANNEXURE TO SECRETARIAL AUDIT REPORT ISSUED BY COMPANY SECRETARY IN PRACTICE

To

The Members,
LAMBODHARA TEXTILES LIMITED
(CIN: L17111TZ1994PLC004929)
3A, B-Block, Pioneer Apartments,
1075-B, Avinashi Road,
Coimbatore-641018
Tamil Nadu, India

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

1. Maintenance of Secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on random 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.

**For MDS & Associates LLP
Company Secretaries**

Place : Coimbatore

Date : 29.05.2024

**M D Selvaraj
Managing Partner
FCS No.: 960; C P No.: 411
Peer Review No. 3030/2023
UDIN: F000960F000438782**



ANNEXURE TO DIRECTORS REPORT

Details pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Disclosure Requirement u/r 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	Particulars		
	Executive Director	Designation	Ratio to median
i. Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Mrs.Giulia Bosco	Whole-Time Director	34.35 : 1
	Mr.Ramesh Shenoy Kalyanpur #	Whole-Time Director cum Chief Financial Officer	5.19 : 1
	Mr.Narayanasamy Balu	Whole-Time Director	6.47 : 1
	Mr. Nishanth Balu ^	Whole-Time Director	1.42 : 1
	No remuneration has been paid to the other non-executive directors		
ii. Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Executive Director / KMP	Designation	% increase
	Mrs.Giulia Bosco	Whole-Time Director	49.74%
	Mr.Ramesh Shenoy Kalyanpur #	Whole-Time Director cum Chief Financial Officer	N.A
	Mr.Narayanasamy Balu	Whole-Time Director	13.78
	Mr. Nishanth Balu ^	Whole-Time Director	N.A
	Mr. Santossh R \$	Chief Financial Officer	N.A
	Mrs. Shanthi P ^	Company Secretary	N.A
Ms.V.Priyadarshini**	Company Secretary	N.A	
iii. Percentage increase / (decrease) in the median remuneration of employees in the financial year	45%		



iv. Number of permanent employees on the rolls of Company	421
v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and pointout if there are any exceptional circumstances for increase in the managerial remuneration	The percentage increase in the salaries of employees other than the managerial personnel in the last financial year is 3% as against an increase of 52% in the salary of the managerial personnel. The increment given to each individual employee is based on experience and performance.
vi. Affirmation that the remuneration is as per the Remuneration Policy of the Company.	Yes

Ceased with effect from 22nd November 2023. Hence reporting of % increase does not arise.

^ Appointed with effect from 7th December 2023. Hence reporting of % increase does not arise.

\$ Appointed with effect from 12th February 2024. Hence reporting of % increase does not arise.

** Resigned with effect from 5th October 2023. Hence reporting of % increase does not arise.

**For and on behalf of the Board
Lambodhara Textiles Limited**

**Meenakshi Sundaram Rajkumar
Chairman
(DIN: 06935422)**

Place : Coimbatore

Date : 13th August 2024



Part - B

Details pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Particulars of Top Ten Employees in terms of Remuneration drawn:

Sl. No	Name & Age in Years	Designation	Gross Remuneration Paid (in ₹)	Qualification & Experience in years	Date of commencement of employment	Previous Employment	% of Equity Shares held	Relationship with other Director
1	Giulia Bosco (46 years)	Whole-Time Director	60,00,000	PG in Political Science & Economics (18 years)	07.03.2008	Sanmarco Texmac Private Limited	35.83	-
2	Balu.K.N. (62 years)	Whole-Time Director	11,30,966	BA (38 years)	08.09.1997	-	-	-
3	Ramesh Shenoy.K. Ceased w.e.f. 22/11/2023	Whole-Time Director-cum-Chief Financial Officer	9,06,000	B.Com. (32 years)	01.08.2007	NEPC Textiles Ltd.	Negligible	-
4	Saravanan.G. (56 years)	Office Executive	7,91,227	M.Com. (34 years)	01.10.2007	NEPC Textiles Ltd.	-	-
5	Sasikumar.R. (40 years)	Manager - Accounts	7,65,000	MBA (Finance) CA (Inter) (20 years)	02.11.2015	Ampo Valves India (P) Ltd.	-	-
6	Damodharan.P. (56 years)	Administrative Officer	7,10,608	B.Sc., B.Ed. (29 years)	01.09.2004	Rajratana Mills	-	-
7	P.Muthukumar (40 years)	Production Incharge	6,34,215	B.Com (16 years)	03.02.2008	-	-	-
8	Senthilvadivu.R. (50 years)	Cash Officer	4,91,677	B.Com. (23 years)	07.09.2001	Vijayakumar Threads	-	-
9	Manoharan.T.G. (53 years)	Office Executive	4,79,000	B.Com. (29 years)	01.10.2007	NEPC Textiles Ltd.	-	-
10	Arivalagan K S (39 years)	Executive - Stores	4,36,482	B.Sc., (30 years)	17.02.2003	Rajratana Mills	-	-

* There are no employees who are in receipt of remuneration in the aggregate of not less than ₹ 1,02,00,000/- if employed throughout the year or ₹ 8,50,000/- per month if employed part of the year. Hence, the disclosure of the same is not applicable.

* All employees are permanent in nature.

**For and on behalf of the Board
Lambodhara Textiles Limited**

**Meenakshi Sundaram Rajkumar
Chairman
(DIN: 06935422)**

Place : Coimbatore
Date : 13th August 2024



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Annexure

a) INDUSTRY STRUCTURE AND DEVELOPMENTS:

Textile industries play a very important role in the development of the Indian economy with respect to GDP, export promotion, employment, etc. It is one of the oldest manufacturing industry in India. It is the second largest industry after agriculture which provides skilled and unskilled employment.

The fundamental strength of the textile industry in India is its strong production base of wide range of fibres / yarns from natural / man-made fibres.

b) OPPORTUNITIES & THREATS:

Your Company is mainly focusing on customized fancy yarn in niche segment and has extended its entry into specialty fibre fancy yarn. Your Company is exporting to most of the countries around the world and exploring new market with new product variants.

The economy world over is sluggish may have an impact in the performance of textile industry in general.

c) SEGMENT-WISE PERFORMANCE

Textile Division

The main business of your Company is Textiles. This Division earned a revenue of Rs.18762.98 Lakhs as against Rs.20670.74 Lakhs in 2022-23. This division earned a PBT of Rs. 364.48 Lakhs as against Rs.2095.80 Lakhs in 2022-23.

Power Generation

a. Wind Mill

The Company has three Wind Mills of 4.75 MW capacity.

b. Solar

- i. The Company had Grid Tied Roof Top Solar Power Plant of 1.0 MW capacity.
- ii. During the financial year your Company has completed the installation of 3.3 MW of On-Ground Solar PV Power Project. On commissioning of the said Power Project, the Company fulfills 85% requirement of normal electrical consumption.
- iii. During the Coming financial year your Company is in the Process of Commissioning of installation of 1.7 MW of Roof Top Solar PV Power Project. On Completion of it your Company will meet 95% of its Power requirement.

Real Estate:

- i. The Company has also a Commercial Complex exclusively for rentals at prime locale with a super built-up area of 28,000 sq. ft. with Ground and four floors.
- ii. The Company has also purchased 1.72 acre land at Idigarai, Coimbatore at a cost of Rs.1.02 Crores and 1.25 acre land at Siruvani, Coimbatore at a cost of Rs.0.17 Crores for real estate development.

d) OUTLOOK:

The Company, on account of manufacturing customized fancy yarn and specialty fibre fancy yarn in niche segment, continues to have good demand and created specific markets for its products. This ensures more sustained profitable operations. The Company continues to strengthen its production base by modernization and improvising production process. The Company has installed windmills and roof-top solar power and is in the process of installation of 3.3 MW of On-Ground Solar PV Power Project. On commissioning of the said Power Project, the Company would meet 95% of its captive power requirement.

e) RISKS AND CONCERNS:

The Company has a risk management process designed to safeguard the organization from various risks through adequate and timely actions.

Your Company is exposed to all the risks associated with this business in terms of market conditions, timing, inflation, long term economic conditions, etc.,.



f) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The company has an Internal Control System commensurate with the size and the nature of its business. Management has overall responsibility for the Company's internal control system to safeguard the assets and to ensure reliability of financial records. The Company has a detailed budgetary control system and the actual performance is reviewed periodically and decision taken accordingly.

g) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Your Company has achieved a Profit Before Tax of Rs. 787.23 Lakhs from operations on a turnover of Rs. 19,469.02 Lakhs for the year ended 31st March 2024.

h) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT:

During the year under review, industrial relations at our plant locations remained harmonious. Your Company emphasizes on the safety of people working in its premises. Structured safety meetings were held and safety programs were organized for them throughout the year.

i) KEY FINANCIAL RATIOS :

S.No.	Description	31.03.2024	31.03.2023	% change	Remarks for variation more than 25 %
1.	Debtors Turnover	19.8	19.82	0.10%	
2.	Inventory Turnover	11.84	18.32	35.37%	Reduction in Turnover and Inventory holding as at the year end is higher as compared to the previous year end.
3.	Interest Coverage Ratio *	3.43	7.53	54.39%	Reduction in Turnover and an Increase in input costs have resulted in lower PBT
4.	Current ratio	2.7	3.07	12.05%	
5.	Debt Equity ratio	0.55	0.57	3.51%	
6.	Operating Profit Margin %	11.52	19.51	40.95%	Reduction in Turnover and an Increase in input costs have resulted in lower PBT
7.	Net Profit Margin (%)	2.38	7.99	70.25%	Reduction in Turnover and an Increase in input costs have resulted in lower PAT
8.	Return on Networth	4.28	16.04	73.33%	Reduction in Turnover and an Increase in input costs have resulted in lower PAT

**For and on behalf of the Board
Lambodhara Textiles Limited**

Place : Coimbatore

Date : 13th August 2024

**Meenakshi Sundaram Rajkumar
Chairman
(DIN: 06935422)**



REPORT ON CORPORATE GOVERNANCE

[In compliance with Regulation 34(3) read with Para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes in and practices good corporate governance. The Company's philosophy of Code of Corporate Governance is aimed at assisting the top management in the efficient conduct of its business and fulfilling its obligations towards the Government, its shareholders, employees and other stakeholders.

In ensuring strict adherence to the Corporate Governance Code, the Company believes in Integrity, Accountability, Transparency, Confidentiality, Control and Social Responsibility

2. BOARD OF DIRECTORS

Composition of the Board:

The composition of the Board ensures a judicious mix of Executive, Non-Executive and Independent Directors.

The Board consists of Six Directors which comprises of One Promoter Executive Director, Two Non-Independent Executive Directors, One Non-Independent Non-Executive Director and Two Independent Non-Executive Directors. Chairman of the Board is an Independent Non-Executive Director. The Board Comprises of one women director. The members of the Board are well experienced. The composition of the Company's Board is in conformity with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Category of Directors, Attendance, other Directorships and committee membership:

The names and categories of Directors, their attendance at the Board Meetings held during the year and at the last Annual General Meeting, as also the number of Directorships and Committee positions held by them in other public limited Companies are given below:

Name of the Director	Category	Attendance Particulars		No. of Directorships in other public Companies #	No. of Committee Positions held in other public Companies \$	
		Board Meeting	Last AGM		Chairman	Member
Mrs. Bosco Guilia	Executive Director– Promoter	7	Yes	1	-	-
Mr. Vasthupal Rajinikant Mehta	Non-Executive-Independent	7	Yes	-	-	-
Mr. Meenakshi Sundaram Rajkumar	Non-Executive-Independent	7	Yes	-	-	-



Name of the Director	Category	Attendance Particulars		No. of Directorships in other public Companies #	No. of Committee Positions held in other public Companies \$	
		Board Meeting	Last AGM		Chairman	Member
Mr. Baba Chandrasekhar Ramakrishnan	Non-Executive-Non-Independent	7	No	-	-	-
Mr. Ramesh Shenoy Kalyanpur*	Executive Director- Non-Independent	3	Yes	-	-	-
Mr. Narayanasamy Balu	Executive Director- Non-Independent	7	No	1	-	-
Mr. Nishanth Balu^	Executive Director- Non-Independent	2	No	-	-	-

Excludes directorships in Private Companies and Foreign Companies

\$ Only Audit Committee and Stakeholders Relationship Committee has been considered for committee positions.

* Ceased to be the Whole time Director cum Chief Financial Officer of the Company upon his demise on 22nd November 2023.

^ Appointed as Whole-time Director with effect from 7th December 2023

Mr. Nishanth Balu is the son of Mr. Narayanasamy Balu. Other than the above, none of the directors are related to each other.

None of the Directors holds directorship in more than 20 Companies (including limit of maximum directorships in 10 public companies) pursuant to the provisions of the Companies Act, 2013. Further, none of the Directors including Independent Directors hold directorships in more than the maximum number of Directorships prescribed under Regulation 17A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the disclosures received from the Directors, none of the Directors serve as member of more than 10 committees nor they are Chairman / Chairperson of more than 5 committees, and therefore meet the requirements of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



Other Directorships:

None of the Director(s) holds Directorship in other listed entities.

Details of the Board meetings held during the financial year 2023-24

Seven Board meetings were held during the year and the date on which the Board meetings were held are as follows:

S.No	Date of Board Meeting	No of Directors Attended
1	05-05-2023	6
2	29-05-2023	6
3	11-08-2023	6
4	05-10-2023	5
5	13-11-2023	5
6	07-12-2023	6
7	12-02-2024	6

The information as required under Part A of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is made available to the Board. The Board also reviews the declarations made by the Whole-time Director and Chief Financial Officer regarding compliance with all applicable laws, on a quarterly basis.

Shareholding of Non- Executive Directors

Name of the Director	No of Shares held (as on 31.03.2024)
Mr. Vastupal Rajinikant Metha	Nil
Mr. Meenakshi Sundaram Rajkumar	Nil
Mr. Baba Chandrasekhar Ramakrishnan	400

Non-Executive Directors don't have any pecuniary relationship or transactions with the Company.

The company has not issued any type of convertible instruments to non-executive directors.

None of the Directors were issued ESOPs.

Independent Directors

All Independent Directors of the Company have been appointed/re-appointed as per the provisions of the Companies Act, 2013. Formal letters of appointment have been issued to the Independent Directors. The Company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013. The terms and conditions of their appointment are disclosed on the Company's website.



Familiarization Programme for Independent Directors

The Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc., through various programmes. These include orientation programme as well as other initiatives to update the Directors on a continuing basis.

The Familiarisation programme for Independent Directors is disclosed on the Company's website at the following web link: <https://www.lambodharatextiles.com/investors.php?id=4>

Skills / Expertise / Competencies of the Board of Directors:

The Board of Directors comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective decisions or contributions to the Board, its committees and the management.

The list of core skills / expertise / competency identified by the Board of Directors as required in the context of Company's business(es) and sector(s) for functioning effectively and those already available with the Board are as follows:

- i) Knowledge on Company's businesses, policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates
- ii) Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company
- iii) Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making,
- iv) Financial and Management skills
- v) Technical / Professional skills and specialized knowledge in relation to Company's business.

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, in the absence of mark against a Director does not necessarily mean that the member does not possess the said qualification or skill.

Board Qualifications

Name of the Director	Area of Expertise				
	Knowledge on Company's businesses	Behavioral skills	Business Strategy	Financial and Management skills	Technical / Professional skills
Mrs. Bosco Guilia	✓	✓	✓	✓	✓
Mr. Vasthupal Rajinikant Mehta	✓	✓	✓	✓	✓



Name of the Director	Area of Expertise				
	Knowledge on Company's businesses	Behavioral skills	Business Strategy	Financial and Management skills	Technical / Professional skills
Mr. Meenakshi Sundaram Rajkumar	✓	✓	✓	✓	✓
Mr. Baba Chandrasekhar Ramakrishnan	✓	✓	✓	✓	✓
Mr. Ramesh Shenoy Kalyanpur *	✓	✓	✓	✓	✓
Mr. Narayanasamy Balu	✓	✓	✓	✓	✓
Mr. Nishanth Balu ^	✓	✓	✓	-	✓

* Ceased to be the Whole time Director cum Chief Financial Officer of the Company due to his demise on 22nd November 2023.

^ Appointed as Whole-time Director with effect from 7th December 2023

Confirmation on the fulfillment of the conditions of independence:

Based on the declarations received from the Independent Directors, the Board of Directors are of the opinion that the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and are independent of the management.

As per the requirements of the Companies Act, 2013, all the Independent Directors of the Company have registered themselves in the Independent Directors Data Bank and are exempted from undertaking an online self-assessment test.

Separate Meeting of the Independent Directors:

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 12th February 2024, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Independent Directors were present at the meeting.

Resignation of Independent Director(s) before expiry of tenure

During the financial year, there was no resignation of Independent Director(s) before the expiry of his/her tenure.

3. AUDIT COMMITTEE

The Board has constituted a well-qualified Audit Committee in compliance with Section 177 of the Companies Act, 2013 read with Regulation 18 of the Securities and Exchange Board



of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Two thirds of the members of the Committee are Independent Directors including Chairman. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc.

Terms of Reference:-

The role, powers and functions of the committee are as per Section 177 of the Companies Act, 2013 and the guidelines set out in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference of this committee are as required by SEBI under Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Besides having access to all the required information from within the company, the committee can obtain external professional advice whenever required. The Committee acts as a link between the statutory and internal auditors and the Board of Directors of the Company.

Composition and Attendance

During the financial year ended 31st March 2024, Five Audit Committee Meetings were held on 29th May 2023, 11th August 2023, 13th November 2023, 7th December 2023 and 12th February 2024. The necessary quorum was present at these meetings.

The composition of the Audit Committee and the details of meetings attended by the Members are as follows:

Name of the Members & Designation	Category	No. of Meetings	
		Held	Attended
Mr.Meenakshi Sundaram Rajkumar - Chairman	Non-Executive - Independent	5	5
Mr.Vasthupal Rajinikant Mehta - Member	Non-Executive - Independent	5	5
Mr. Baba Chandrasekhar Ramakrishnan - Member	Non-Executive-Non-Independent	5	5

The meetings of the Audit Committee are usually attended by the Whole-Time Director, the Company Secretary, the Chief Financial Officer, Internal Auditor and a representative of the Statutory Auditors. The Minutes of the Audit Committee meetings were circulated to the Board, where it was discussed and taken note of. The Audit Committee considered and reviewed the financial statements before it was placed in the Board.

The quarterly financial results were reviewed by the Committee before submission to the Board. Independent sessions were held with the Statutory and the Internal Auditors to assess the effectiveness of the audit processes. On a quarterly basis, the Committee continues to review whistle-blower complaints, litigations, related party transactions and policy violation instances, the corrective actions and mitigating controls put in place thereof.



The Chairman of the Audit Committee, Mr. Meenakshi Sundaram Rajkumar was present at the Annual General Meeting of the Company held on 21st September 2023.

Mrs. Priyadarshini V was acting as the Secretary of the Audit Committee till her resignation i.e., 5th October 2023. Subsequently, Mrs. Shanthi P was appointed as the Company Secretary & Compliance Officer of the Company with effect from 7th December 2023. Mrs. Shanthi P acts as the Secretary of the Audit Committee.

4. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is constituted in compliance with the requirements of Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 178 of the Companies Act 2013.

Terms of Reference:-

The terms of reference of this committee are as required under Regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also with the requirement of Section 178 of the Companies Act, 2013. The broad terms of reference of the Nomination and Remuneration Committee therefore include recommending a policy relating to remuneration and employment terms of whole-time directors and senior management personnel, to recommend to the Board all remuneration, in whatever form, payable to senior management, adherence to and review of the remuneration/ employment policy as approved by the Board of Directors, formulating the criteria and identify persons who may be appointed as directors or senior management of the Company, evaluation of every Director's performance, as referred to in Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other matters which the Board of Directors may direct from time to time.

Composition and Attendance during the year

The composition of the Committee and the details of Meetings attended by the Directors during the year are given below:

Name of the Members & Designation	Category	No. of Meetings	
		Held	Attended
Mr.Vasthupal Rajnikant Mehta – Chairman	Independent – Non-Executive	4	4
Mr. Meenakshi Sundaram Rajkumar - Member	Independent – Non-Executive	4	4
Mr. Baba Chandrasekhar Ramakrishnan - Member	Non-Executive-Non-Independent	4	4

The Committee is, inter alia, authorized to identify persons who are qualified to become Directors and who may be appointed in Senior Management, evaluation of Directors



performance, formulating criteria for determining qualifications, positive attributes and independence of a director and recommending policy relating to the remuneration for the Directors, key managerial personnel.

During the year under review, the committee had met on 5th May 2023, 29th May 2023, 7th December 2023 and 12th February 2024.

The Chairman of the Nomination and Remuneration Committee, Mr. Vastupal Rajinikant Mehta was present at the Annual General Meeting of the Company held on 21st September 2023.

The remuneration policy of the Company is annexed to the Board's Report and can also be accessed on the Company's websites at <https://www.lambodharatextiles.com/Admin/web/images/Document/09042022104805AM.pdf>.

Performance evaluation of Non-Executive and Independent Directors

The evaluation of the performance of the independent directors is based on their qualification, experience, knowledge and competency, ability to fulfill allotted functions / roles, ability to function as a team, pro-activeness, participation and attendance, commitment, contribution, integrity and ability to articulate independent views and judgement. Accordingly, the performance evaluation of Independent Directors has been conducted and the results have been communicated to the Chairman of the Board.

Pursuant to the provisions of the Companies Act, 2013 and as per Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board has carried out the annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of the committees of the board. They also evaluated various aspects of the board such as adequacy of the composition of the board and its committees, board diversity, execution and performance of specific duties, obligations and governance.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee was constituted in compliance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 20 and Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Terms of reference:

The Stakeholders Relationship Committee of the Board is empowered to oversee the redressal of investors' complaints pertaining to share transfer, non-receipt of annual reports, dividend payments, issue of duplicate certificates, transfers and transmission of shares and other miscellaneous complaints. The committee also approved transfer, transmission, transposition, name deletion and issue of duplicate share certificates.



In addition, the Committee looks into other issues including status of dematerialization / re-dematerialization of shares as well as systems and procedures followed to track investor complaints and suggest measures for improvement from time to time.

The composition of the above committee and attendance as under

Name of the Members & Designation	Category	No. of Meetings	
		Held	Attended
Mr.Meenakshi Sundaram Rajkumar- Chairman	Non-Executive-Independent	8	8
Mr.Vasthupal Rajnikant Mehta - Member	Non-Executive- Independent	8	8
Mr. Baba Chandrasekhar Ramakrishnan - Member	Non-Executive-Non-Independent	8	8

During the year under review, the Committee met Eight times to deliberate on various matters referred above.

The Chairman of the Stakeholders Relationship Committee, Mr. Meenakshi Sundaram Rajkumar was present at the Annual General Meeting of the Company held on 21st September 2023.

Mrs. Priyadarshini V was acting as the Secretary of the Committee till her resignation i.e., 5th October 2023. Subsequently, Mrs. Shanthi P was appointed as the Company Secretary & Compliance Officer of the Company with effect from 7th December 2023. Mrs. Shanthi P acts as the Secretary of the Committee.

The minutes of the Investors Relations committee were placed before the board meeting.

There were no complaints received from the shareholders during the year ended on 31st March 2024. There were no outstanding complaints as on 31st March 2024.

Pursuant to Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate on yearly basis from a Practicing Company Secretary confirming that all certificates have been issued within thirty days of the date of lodgement for transfer or any other purpose and the same has been submitted to the Stock Exchanges within stipulated time.

5A. RISK MANAGEMENT COMMITTEE:

The provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company and hence the Company is not required to constitute a Risk Management Committee. Accordingly, the disclosure under this clause does not arise.



5B. SENIOR MANAGEMENT :

Particulars of senior management including the changes therein since the close of the previous financial year are as follows:

S No	Name of the Senior management personnel	Designation	Details of changes during the FY
1	Mr. R.Santossh	Chief Financial Officer	Appointed as Chief Financial Officer with effect from 12th February 2024
2	Mrs. Priyadarshini V	Company Secretary & Compliance Officer	Resigned with effect from 5th October 2023
3	Mr. P.Damodaran	Admin Officer	Nil
4	Mr. P.Muthukumar	Production Incharger	Nil
5	Mr.R.Nadaraj	QC Incharger	Nil
6	Mr.K.Selvakumar	Electrical Engineer	Nil
7	Mr.R.Sasikumar	Manager – Accounts	Nil
8	Mrs. Shanthi P	Company Secretary & Compliance Officer	Appointed as Company Secretary & Compliance Officer with effect from 7th December 2023

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE)

In compliance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted the Corporate Social Responsibility Committee. The Committee presently comprises of Mrs.Bosco Giulia, Mr. Nishanth Balu and Mr.Meenakshi Sundaram Rajkumar as members.

The Committee evaluates and recommends the CSR proposals to the Board for approval. The Company formulated CSR Policy, which is uploaded on the website of the Company viz. <https://www.lambodharatextiles.com/Admin/web/images/Document/01042021141200PM.pdf>.

The CSR Committee met three times during the year on 29th May 2023, 11th August 2023 and 12th February 2024. The necessary quorum was present for all Meetings. The attendance record of the members at the meeting was as follows.

Name of the Members	Category	Designation	No. of Meetings	
			Held	Attended
Mrs. Bosco Giulia	Executive Director	Chairman	3	3



Name of the Members	Category	Designation	No. of Meetings	
			Held	Attended
Mr. Ramesh Shenoy Kalyanpur *	Executive Director	Member	2	2
Sri.M.S.Rajkumar	Non- Executive Independent Director	Member	3	3
Mr. Nishanth Balu ^	Executive Director	Member	1	1

* Ceased to be a member of the Committee upon his demise on 22nd November 2023.

^ Appointed as a member of the committee, effective from 7th December 2023.

7. REMUNERATION OF DIRECTORS

Details of Remuneration paid to the Whole Time Directors of the Company as on 31st March 2024.

(₹ In Lakhs)

Details of Remuneration	Mrs.Bosco Guilia (Whole-Time Director)	Mr. Ramesh Shenoy Kalyanpur (Whole-Time Director-cum-CFO) *	Mr.Narayana-samy Balu (Whole-Time Director)	Mr. Nishanth Balu (Whole-Time Director) ^
Term of Appointment	For a period three years from 28th September 2023 to 27th September 2026	For a period of three years from 11th July 2023 to 10th July 2026	For a period of three years from 11th July 2023 to 10th July 2026	For a period of three years from 07th December 2023 to 06th December 2026
Salary	60.00	9.06	11.31	2.47
Perquisites & Allowances	6.47	-	-	-

* Ceased to be the Whole time Director cum Chief Financial Officer of the Company upon his demise on 22nd November 2023.

^ Appointed as Whole-time Director with effect from 7th December 2023

None of the executive directors of the Company are entitled to commission, stock option, bonus, pension, performance linked incentives. There is no notice period and provision for payment of severance pay.

The Company does not pay Sitting fees to Non-Executive Directors for attending Board Meetings and other Committee Meetings.

Presently, the Company does not have a stock options scheme for its Directors.

The Company does not pay any remuneration to its non-executive directors including independent directors.



8. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report covering matters in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) for the year under review is given as separate annexure in this Annual Report.

9. GENERAL BODY MEETINGS

The last three Annual General Meetings (AGM) of the Company were held as under:

Year	Date	Time	Venue of meeting
2020-2021	09.09.2021	11.00 AM	Through Video Conferencing (“VC”)/ Other Audio Visual Means (OAVM)
2021-2022	08.09.2022	11.00 AM	Through Video Conferencing (“VC”)/ Other Audio Visual Means (OAVM)
2022-2023	21.09.2023	11.00 AM	Through Video Conferencing (“VC”)/ Other Audio Visual Means (OAVM)

The following are the special resolutions passed at the last three Annual General Meeting

Date of AGM	Summary of Special Resolutions passed
09.09.2021	No Special Resolutions were passed
08.09.2022	Approval for variation in the terms of appointment of Mrs.Bosco Giulia, (DIN: 01898020) Whole-Time Director, effective from 1st October 2022.
21.09.2023	<ol style="list-style-type: none"> 1. Re-appointment of Mrs. Bosco Giulia, (DIN: 01898020) as Whole-Time Director for a further period of three years with effect from 28th September 2023 2. Re-appointment of Mr. Ramesh Shenoy Kalyanpur (DIN:06392237) as Whole-time Director (Designated as “Whole-time Director cum Chief Financial Officer”) for a further period of three years with effect from 11th July 2023 3. Re-appointment of Mr. Narayanasamy Balu (DIN: 08173046) as Whole-time Director for a further period of three years with effect from 11th July 2023

Extra Ordinary General Meeting:

During the year under review no Extra Ordinary General Meeting was held.

No special resolution requiring Postal Ballot is being proposed on or before the ensuing Annual General Meeting of the company.

Postal Ballot conducted:

During the reporting year, the Company has conducted the following Postal Ballots vide Notice(s) dated 5th May 2023 and 7th December 2023 for seeking approval of the shareholders by way of the following special /ordinary resolution(s) through postal ballot only through remote e-voting



1. Postal Ballot vide Notice dated 5th May 2023:

To approve continuation of Directorship of Mr. Baba Chandrasekar Ramakrishnan (holding DIN: 00125662) as Non-Executive Non-Independent Director beyond the age of 75 years.

2. Postal Ballot vide Notice dated 7th December 2023:

- i. To appoint Mr. Nishanth Balu (DIN: 08418408) as a Director of the Company.
- ii. To appoint Mr. Nishanth Balu (DIN: 08418408) as a Whole time Director of the Company and approval of his remuneration.

The details of resolution(s) passed through Postal Ballot and the voting pattern for the said resolution(s) are disclosed as under:

Resolution Particulars	Type of Resolution	No. of votes polled	Votes cast in favour		Votes cast against		No of Invalid Votes Cast
			No of Votes	%	No of Votes	%	
Continuation of Directorship of Mr. Baba Chandrasekar Ramakrishnan (holding DIN: 00125662) as Non-Executive Non-Independent Director beyond the age of 75 years.	Special Resolution	76,29,702	75,95,955	99.56	33,747	0.44	Nil
Appointment of Mr. Nishanth Balu (DIN: 08418408) as a Director of the Company.	Ordinary Resolution	76,23,207	76,03,237	99.74	19,970	0.26	2,270
Appointment of Mr. Nishanth Balu (DIN: 08418408) as a Whole time Director of the Company and approval of his remuneration.	Special Resolution	76,23,207	76,03,237	99.74	19,970	0.26	2,270



Pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the General Circular No.11/2022 dated December 28, 2022 read with the relevant circular(s) issued during the year(s) 2020, 2021, 2022 and 2023 respectively by the Ministry of Corporate Affairs, the resolution(s) as specified in the Notice(s) of the Postal Ballot dated 5th May 2023 and 7th December 2023 were transacted by means of voting through electronic means only (e-voting). The Company had engaged the services of M/s. Link Intime India Private Limited (“LIPL”) for providing e-voting facility to the members.

For the resolution mentioned in the Postal Ballot Notice dated 5th May 2023, the members were provided the option of exercising their right to vote on the said resolution through e-voting only during the period commencing from 9:00 AM on Tuesday, 9th May 2023 to 5.00 PM on Wednesday, 7th June 2023. Upon completion of the voting period, the scrutinizer completed the scrutiny of votes cast and submitted his report to the Chairman. The results of the voting were declared on Thursday, 8th June 2023 on the website of the Company, Stock Exchanges and LIPL.

For the resolution(s) mentioned in the Postal Ballot Notice dated 7th December 2023, the members were provided the option of exercising their right to vote on the said resolution(s) through e-voting only during the period commencing from 9:00 AM on Tuesday, 12th December 2023 to 5.00 PM on Wednesday, 10th December 2024. Upon completion of the voting period, the scrutinizer completed the scrutiny of votes cast and submitted his report to the Chairman. The results of the voting were declared on Thursday, 11th January 2024 on the website of the Company, Stock Exchanges and LIPL.

10. MEANS OF COMMUNICATION:

The quarterly, half yearly and annual results are published in accordance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board approved results are forthwith sent to the National Stock Exchange of India Limited and BSE Limited and also could get published in Business Line (English) and Dhina Thanthi (Tamil). Quarterly and annual financial results and Annual Reports are also available at Company’s website viz., www.lambodharatextiles.com and at the website of Stock Exchanges viz., www.nseindia.com and www.bseindia.com

Whenever there are any important developments, the company makes news releases and the same will be displayed in the company’s web site www.lambodharatextiles.com and also forward a copy of the same to the Stock Exchange(s). There were no specific presentations made to Institutional Investors or to analysts during the period ended 31st March 2024.



11. GENERAL SHAREHOLDER INFORMATION

a. 30th Annual General Meeting

Date : 16th September 2024

Time : 11.00 A.M.

Venue : The meeting is being convened through video conferencing/ other audio-visual means and hence the registered office of the Company will be deemed to be the venue of the AGM.

b. Financial Year: The Company follows April to March as its financial year. The results for every quarter beginning from 1st April 2023 are declared within the timeline as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

c. Date of Book closure : 10.09.2024 to 16.09.2024

d. Dividend payment date: Dividend, when declared, will be payable on or before 15th October 2024 to those members whose names are registered as such in the Register of Members of the Company as on 9th September 2024 and to the Beneficiary holders as per the beneficiary list as on record date provided by the NSDL and CDSL.

e. Listing on Stock Exchange: The Company's equity shares are listed on the National Stock Exchange of India Limited (NSE), Exchange Plaza, 5th Floor, C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 and are traded in "BSE IndoNext" platform of BSE Limited, P.J. Towers, Dalal Street, Fort, Mumbai – 400001.

Annual Listing Fees for the year 2023-24 was paid to National Stock Exchange of India Limited. Custodial Fees to Depositories for the year 2023-24 were paid to National Securities Depository Limited and Central Depository Services (India) Limited.

f. Stock Code/Symbol:

NSE: LAMBODHARA

BSE Indonext: 590075

ISIN Number for NSDL & CDSL: INE112F01022

Type of Security: Equity

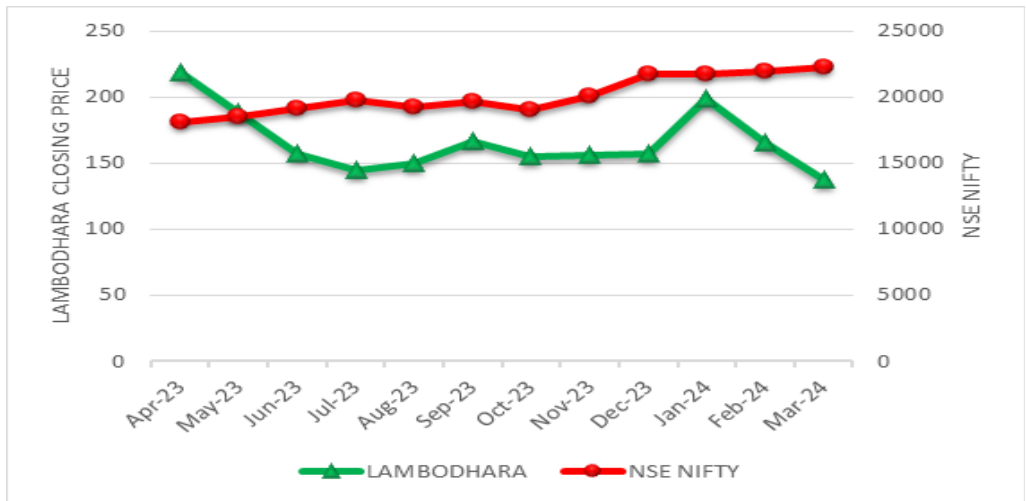


g. Market price data: The monthly high and low price of shares traded on the National Stock Exchange of India Limited and BSE-Indo Next are as follows;

Month	National Stock Exchange of India		BSE-Indo next	
	High	Low	High	Low
Apr-23	232.00	141.60	232.25	138.70
May-23	240.95	183.25	240.40	183.30
Jun-23	194.50	148.60	195.90	149.65
Jul-23	164.00	139.00	164.00	138.20
Aug-23	158.00	136.05	154.35	135.50
Sep-23	184.40	144.00	184.60	143.25
Oct-23	189.00	143.80	189.10	143.50
Nov-23	168.40	140.35	168.05	140.00
Dec-23	176.70	154.10	177.15	148.15
Jan-24	209.85	155.00	209.20	156.25
Feb-24	203.50	151.60	203.35	150.95
Mar-24	175.00	134.25	182.65	131.65

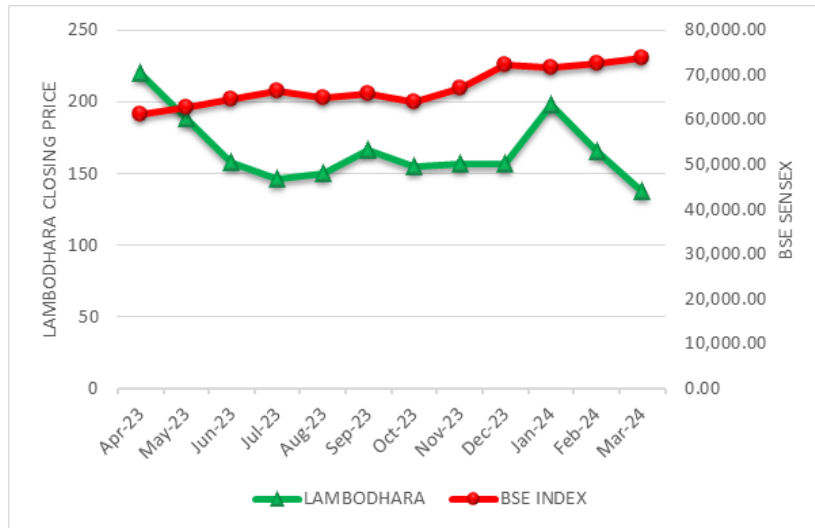
h. Performance of Company’s Stock Price vis-à-vis NSE Nifty

The performance of your Company’s Stock relative to the NSE Nifty is in the chart given below





The performance of your Company's Stock relative to the BSE Sensitive Index (SENSEX) is in the chart given below



- i. The securities of the Company have never been suspended from trading.
- j. **Registrar and Share Transfer Agents (For both physical & demat segments)**

M/s. Link Intime India Private Limited
Surya, 35, Mayflower Avenue, Behind Senthil Nagar,
Sowripalayam Road, Coimbatore - 641028, Tamil Nadu.
Phone: 0422 - 4958995 / 2539835 / 836
Fax : +91 422 2539837
Email: coimbatore@linkintime.co.in
Web: www.linkintime.co.in

- k. **Details of Compliance Officer:**

Mrs. Shanthi P

Lambodhara Textiles Limited, 3A, B-Block, Pioneer Apartments, 1075-B, Avinashi Road,
Coimbatore - 641 018
Tel: 0422-2249038, e-mail: cs@lambodharatextiles.in

Mrs. Priyadarshini V was the Company Secretary and Compliance Officer of the Company till 5th October 2023. Subsequently, Mrs. Shanthi P was appointed as the Company Secretary & Compliance Officer of the Company with effect from 7th December 2023.

In order to facilitate investor servicing, the Company has designated an e-mail-id: info@lambodharatextiles.in mainly for registering complaints by investors.

- l. **Reconciliation of Share Capital Audit**

A qualified Company Secretary in Practice carried out reconciliation of share capital audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The reconciliation of share capital audit report confirms that the total issued/ paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL & CDSL..



m. Share Transfer System

The company's shares being in compulsory dematerialised (demat) list are transferable through the depository system. The Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities/Registrars and Share Transfer Agents with effect from 1st April 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. All requests for dematerialization of shares are processed and confirmed to the depositories, NSDL and CDSL, within 15 days. The Stakeholders Relationship Committee generally meets whenever necessary for approving share transfers and other related activities.

n. Distribution of shareholding as on 31.03.2024

Shareholding range	No. of Holders	% of shareholders	No. of Shares	% of shareholding
Upto 500	9631	91.13	910662	8.78
501-1000	565	5.35	456187	4.40
1001-2000	219	2.07	339480	3.27
2001-3000	51	0.48	131895	1.27
3001-4000	39	0.37	141012	1.36
4001-5000	13	0.12	59716	0.58
5001-10000	25	0.24	183924	1.77
10001 and above	25	0.24	8154724	78.58
Total	10568	100.00	10377600	100.00

Shareholding Pattern as on 31.03.2024

Shares held by	No. of Shares	% of shareholding
Promoters and Promoters Group	75,93,283	73.170%
Foreign Portfolio Investors	17,387	0.168%
Bodies Corporate	198122	1.909%
Trusts	102	0.001%
Public	23,19,689	22.353%
Non-Resident Indians	62,525	0.603%
Clearing Member	2,140	0.021%
Hindu Undivided Families	77,951	0.751%
Limited Liability Partnership	68	0.000%
Investor Education and Protection Fund	1,05,333	1.015%
Unclaimed Shares	1000	0.010%
Total	1,03,77,600	100.00



o. Dematerialisation of shares and liquidity

As on 31st March 2024, 98.88% of the equity shares have been dematerialized. The Company has arrangement with National Securities Depository Ltd. (NSDL) as well as Central Depository Services (India) Limited (CDSL) for demat facility. The Company’s shares being in compulsory dematerialized (demat) list are transferable through the depository system. Considering the advantages of demat trading, shareholders are requested to consider dematerialization of their shares so as to avoid inconvenience in future. With effect from 1st April 2019, the applications for transfer of shares held in physical form will not be processed by the listed entity / Registrar and Share Transfer Agent, except in case of transmission or transposition, in accordance with the amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	No. of Holders	No. of Shares	% of shareholding
National Securities Depository Limited	3,139	86,81,413	83.65
Central Depository Services Limited	7,352	15,80,187	15.23
Physical Form	77	1,16,000	1.12
Total	10,568	1,03,77,600	100.00

p. Outstanding GDRs /ADRs /Warrants or any Convertible Instruments

There are no outstanding warrants or any convertible instruments. The Company has not issued GDR/ADR.

q. Commodity price risk or foreign exchange risk and hedging activities

The Company is an exporter, hence forex risks are naturally hedged.

r. Plant location:

Unit I : 826, Thazhaiyuthu, Palani Taluk – 624 618.

Windmill Installed at:

1. AT SF No. 13/1(P), Koodankulam Village, Radhapuram Taluk, Tirunelveli District, Pincode : 627104. (SUZLON 1.25MW (MAKE:2008).
2. SF No.1051/1, Kundadam Village, Dharapuram Taluk, Tirupur District. (SUZLON 1.05MW).
3. SF No 447/3A,447/3B, 448/3,450/1,450/2A1 and B, LTLWM, Alambadi Village, Kujiliamparai Taluk, Dindugal District, Pincode : 624620. (GAMESA 2.00 MW).

Solar plant at: SF NO. 114, 115 & 116, Lambodhara_Solar_Plant, Kamuthi, Kamuthi Taluk, Thavasikurichi Village, Ramanathapuram, Tamil Nadu, 623603.

Commercial Complex at: 1334, Avinashi Road, Peelamedu, Coimbatore – 641004.

s. Address for Correspondence:

Registrar and Share Transfer Agent

M/s. Link Intime India Private Limited,
“Surya” 35, Mayflower Avenue, Behind Senthil Nagar,
Sowripalayam Road, Coimbatore - 641028, Tamilnadu
Phone: 0422 - 4958995 / 2539835 / 836
Email: coimbatore@linkintime.co.in Website: www.linkintime.co.in



Registered Office of the Company

The Secretarial Department,
Lambodhara Textiles Limited,
CIN: L17111TZ1994PLC004929

3A, 3rd Floor, 'B Block', Pioneer Apartments, 1075-B, Avinashi Road, Coimbatore - 641 018.

Telefax : +91-422-2249038 & 4351083,

Email : info@lambodharatextiles.com Website : www.lambodharatextiles.com

t. Credit Rating:

The Company does not have any Debt instruments or fixed deposit programme or any scheme or proposal involving mobilization of funds either in India or abroad that requires Credit Rating.

12. DISCLOSURES:

a) Disclosures on materially significant related party transactions that may have potential conflict with the interest of the company at large.

All the related party transactions are entered into on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel or otherwise which may have potential conflict with the interest of the Company at large.

The details of the transactions with Related Parties are provided in the Company's financial statements in accordance with the Accounting Standards. All Related Party Transactions are presented to the Audit Committee and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

Kindly refer to the notes forming part of accounts for the details of Related Party Transactions.

b) Details of non-compliance by the company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authorities, on any matter relating to capital markets, during the last three years.

As per Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is required to give 5 days prior intimation to the Stock Exchanges regarding the meeting of Board of Directors for approval of the Financial Results, however, the Company had made a delay of one day to give prior intimation regarding the meeting of Board of Directors dated 14th August 2021 for approval of the Financial Results and in this regard the Company has paid a fine of Rs.11,800/- (inclusive of GST) to the National Stock Exchange of India Limited. Other than this, no penalties and/or strictures were imposed on the Company by Stock Exchanges or SEBI or any Statutory Authorities, on any matter relating to capital markets, during the last three years.



c) Whistle Blower policy and affirmation that no personnel have been denied access to the Audit Committee.

The Company has Whistle Blower Policy for establishing a vigil mechanism to report genuine concerns regarding unethical behavior, mismanagement, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimization of employees who avail themselves of the mechanism. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy of the Company has been posted on the website of the Company.

d) Details of compliance with mandatory requirements and adoption of the non mandatory Requirements.

All the mandatory requirements have been complied with as stated in this report on Corporate Governance. There is no non-compliance with any requirement of corporate governance report of sub-paras (2) to (10) of the Corporate Governance report as given in Schedule V(C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also followed the non-mandatory requirement of Reporting of internal auditors to Audit Committee as recommended under Regulation 27(1) read with Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

e) Material Subsidiaries:

The Company does not have any subsidiaries as defined under Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

f) Web link where policy on dealing with related party transactions.

The Company has framed a Related Party Transaction Policy and the same is placed on the Company's website and the web link for the same is <https://www.lambodharatextiles.com/Admin/web/images/Document/09042022170604PM.pdf>.

g) Disclosure of Commodity price risks and commodity hedging activities

The Company has a price review mechanism to protect against material movement in price of raw materials.

h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)

The Company has not raised any funds through preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the year.

i) Certificate on non-disqualification of Directors

A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Security Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority has been obtained and is annexed to this report.



j) Recommendation of the Committees of the Board

During the year under review, the recommendations made by the different Committees have been accepted and there were no instances where the Board of Directors had not accepted any recommendation of the Committees.

k) Total fees for all services paid to the Statutory Auditor

The Company has paid a sum of Rs. 8.17 Lakhs as fees on consolidated basis to the Statutory Auditor and all entities in the network firm / entity of which the Statutory auditor is a part for the services rendered by them.

l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

As per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has constituted an Internal Complaints Committee. During the year 2023-24;

- i) number of complaints filed during the financial year: Nil
- ii) number of complaints disposed of during the financial year: Nil
- iii) number of complaints pending as on end of the financial year: Nil

m) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which Directors are interested by name and amount

Not Applicable.

n) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.

The Company does not have any subsidiaries as defined under Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

o) Disclosure on Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

p) Disclosure on Risk Management

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

There has been no instance of non-compliance of any requirement of the Corporate Governance Report.

The Company has not adopted any of the discretionary requirements as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the Listing Regulations.



Certificate from CEO/CFO

The CEO and CFO certification of the financial statements for the year has been submitted to the Board of Directors, in its meeting held on 29th May 2024 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations.

Code of Conduct

The Board has laid down a Code of Conduct for all Board members and senior management which is posted on the website of the Company. All Board members and senior management personnel have affirmed the compliance with the Code of Conduct. A declaration to this effect signed by the Whole-time Director, forms part of this Annual report. Code of conduct of Board of Directors and Senior Management Personnel are available in Company's website:www.lambodharatextiles.com

The Directors and senior management of the Company have made disclosures to the Board confirming that there are no material financial and/ or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

Code for prevention of Insider Trading

The Company has framed a code of conduct for monitoring the trading done by Insiders based on The SEBI (Prohibition of Insider Trading) Regulations, 2015. This code is applicable to all Directors / officers /Designated employees.

The Company has also formulated "The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSII)" in compliance with The SEBI (Prohibition of Insider Trading) Regulations, 2015.

Disclosure of certain types of agreements binding listed entities

This clause is not applicable, since the Company has no binding agreements/ information as required to be disclosed under clause 5A of paragraph A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations.

For and on behalf of the Board
Lambodhara Textiles Limited
Meenakshi Sundaram Rajkumar
Chairman
(DIN: 06935422)

Date : 13th August 2024

Place : Coimbatore



DECLARATION FOR CODE OF CONDUCT

I, Bosco Giulia, Whole-time Director of Lambodhara Textiles Limited, declare that all the members of the Board of Directors and Senior Management have, for the year ended 31st March 2024 affirmed compliance with the Code of Conduct laid down by the Board of Directors and Senior Management in terms of Regulation 26(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By Order of the Board

Lambodhara Textiles Limited

Bosco Giulia

Whole-Time Director

(DIN: 00819820)

Place : Coimbatore

Date : 13th August 2024

UNCLAIMED SUSPENSE ACCOUNT

Pursuant to Regulation 39(4) read with Schedule VI of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company had transferred on 14/09/2019, its unclaimed shares to Lambodhara Textiles Limited unclaimed demat suspense account opened with M/s Stock Holding Corporation of India Ltd. The details of the unclaimed securities suspense account are given below:

Particulars	Number of Shareholders	Number of Equity shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	7	7,000
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	5	5000
Number of shareholders to whom shares were transferred from suspense account during the year	5	5000
Number of shareholders whose shares has been transferred from suspense account to IEPF during the year	1	1000
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31st March, 2024	1	1000

The voting rights on the outstanding unclaimed shares as on 31st March 2024 shall remain frozen till the rightful owner of such shares claims the shares by submission of the requisite documentary proof of their identity to the Company's Registrar & Share Transfer Agent.



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of Lambodhara Textiles Limited

1. We have examined the compliance of conditions of Corporate Governance by Lambodhara Textiles Limited ('the Company'), for the year ended 31st March 2024, as stipulated in Regulations 17 to 27, Clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of Corporate Governance as stipulated in the Listing Regulations.

Auditor's Responsibility

3. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the company has complied with the conditions of Corporate Governance as stated in paragraph 1 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the 'ICAI'), and the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and other Assurance and Related Services Engagements.

Opinion

6. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of Corporate Governance as stipulated in the Listing Regulations during the year ended 31 March 2024. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on use

7. This certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For Mohan & Venkataraman

Chartered Accountants FRN:
007321S

Ramesh P

Partner

M.No.202682

UDIN: 24202682BKFOUD8488

Place : Coimbatore

Date : 13th August 2024



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members,
LAMBODHARA TEXTILES LIMITED
(CIN: L17111TZ1994PLC004929)
3A, B Block, Pioneer Apartments,
1075-B, Avinashi Road,
Coimbatore-641018
Tamil Nadu, India

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s. LAMBODHARA TEXTILES LIMITED** having CIN: L17111TZ1994PLC004929 and having registered office at 3A, B-Block, Pioneer Apartments, 1075-B, Avinashi Road, Coimbatore – 641018, Tamil Nadu, India (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company, as stated below for the financial year ending on **31st March 2024**, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name of the Director	DIN	Date of Appointment in Company
1.	Mrs. Bosco Giulia (Whole-time Director)	01898020	07-03-2008
2.	Mr. Balu Narayanasamy (Whole-time Director)	08173046	11-07-2018
3.	Mr. Ramakrishnan Baba Chandrasekar	00125662	10-11-2014
4.	Mr. Meenakshi Sundaram Rajkumar	06935422	04-08-2014
5.	Mr. Vastupal Rajnikant Mehta	02368358	15-11-1995
6.	Mr. Balu Nishanth (Whole-time Director)	08418408	07-12-2023



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

**For MDS & Associates LLP
Company Secretaries**

**M D Selvaraj
Managing Partner
FCS No.: 960; C P No.: 411
Peer Review No. 3030/2023
UDIN: F000960F000438925**

Place : Coimbatore
Date : 29.05.2024



INDEPENDENT AUDITOR'S REPORT

To the Members of Lambodhara Textiles Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying financial statements of Lambodhara Textiles Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows, the Statement of Changes in Equity for the year then ended, notes to the financial statements and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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



S.No	Key Audit Matter	Auditor's Response
1.	<p>Revenue Recognition</p> <p>Revenue from the sale of goods (hereinafter referred to as "Revenue") is recognised when the Company performs its obligation to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such recognition in case of sale of goods is when the control over the same is transferred to the customer, which is mainly upon delivery.</p> <p>The timing of revenue recognition is relevant to the reported performance of the Company. The management considers revenue as a key measure for evaluation of performance. There is a risk of revenue being recorded before control is transferred. Refer Note 38 II (q) to the Financial Statements - Significant Accounting Policies.</p>	<p>Principal Audit Procedures</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures including:</p> <ul style="list-style-type: none">Assessing the appropriateness of the Company's revenue recognition accounting policies in line with Ind AS 115 ("Revenue from Contracts with Customers") and testing thereof.Evaluating the integrity of the general information and technology control environment and testing the operating effectiveness of key IT application controls.Evaluating the design and implementation of Company's controls in respect of revenue recognition.Testing the effectiveness of such controls over revenue cut off at year-end.Testing the supporting documentation for sales transactions recorded during the period closer to the year end and subsequent to the year end, including examination of credit notes issued after the year end to determine whether revenue was recognised in the correct period.Performing analytical procedures on current year revenue based on monthly trends and where appropriate, conducting further enquiries and testing.
2.	<p>Litigations - Contingencies</p> <p>The Company has ongoing litigations with various authorities and third parties which could have a significant impact on the results, if the potential exposures were to materialise.</p> <p>The amounts involved are significant, and the application of accounting standards to determine the amount, if any, to be provided as a liability or disclosed as a contingent liability, is inherently subjective.</p> <p>Claims against the Company not acknowledged as debts are disclosed in the Financial Statements by the Company after a careful evaluation of the facts and legal aspects of the matters involved. The outcome of such litigation is uncertain and the position taken by management involves significant judgment and estimation to determine the likelihood and/or timing of cash outflows and the interpretation of preliminary and pending court rulings.</p> <p>Refer Note 40 to the Financial Statements</p>	<p>Principal Audit Procedures</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures including:</p> <p>Assessing the appropriateness of the design and implementation of the Company's controls over the assessment of litigations and completeness of disclosures. Supporting documentation are tested for the positions taken by the management, meetings are conducted with in-house legal counsel and/or legal team and minutes of Board to confirm the operating effectiveness of these controls.</p> <p>Involving our direct and indirect tax specialists to assess relevant historical and recent judgements passed by the appropriate authorities in order to challenge the basis used for the accounting treatment and resulting disclosures.</p>



Information other than the Financial Statements and Auditor's Report thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, Corporate Governance Report, Management Discussion and Analysis and Business Responsibility Report, but does not include the financial statements and our auditor's report thereon. The Board's Report, Corporate Governance Report, Management Discussion and Analysis and Business Responsibility Report are expected to be made available to us after the date of this auditor's report.
- Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the Board's report, Corporate Governance Report, Management Discussion and Analysis and Business Responsibility Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Management's Responsibility for the Financial Statements

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

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



The 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to the financial statements are in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - 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-A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration



paid by the company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note 40 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March 2024.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in Note 57 to the financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in Note 58 to financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. As stated in Note 47 (b) to the standalone financial statements:
 - a. the dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.



- b. The Board of Directors of the Company have proposed dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. Based on our examination, which included test checks, the Company has used an accounting software(s) for maintaining its books of account for the financial year ended 31 March 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software(s). Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31 March 2024.

2. As required by the Companies (Auditor's Report) Order, 2020, ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in "Annexure- B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Mohan & Venkataraman**
Chartered Accountants
FRN: 007321S

Ramesh P
Partner

M.No.202682

UDIN: 24202682BKFOTT2124

Place: Coimbatore

Date: 29.05.2024



ANNEXURE - “A” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Lambodhara Textiles Limited (“the Company”) as of March 31, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company 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”) issued by Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, 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 for internal financial control over financial reporting 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.

For **Mohan & Venkataraman**
Chartered Accountants
FRN: 007321S

Ramesh P
Partner

M.No.202682

UDIN: 24202682BKFOTT2124

Place: Coimbatore

Date: 29.05.2024



ANNEXURE - “B” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in Paragraph 2 under ‘Report on Other Legal Regulatory Requirements’ section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and capital work-in-progress.

(B) The Company does not have any intangible assets and hence clause (i) (a) (B) of the order is not applicable.
- (b) According to the information and explanations given to us, Property, Plant and Equipment were physically verified during the year by the Management in accordance with a programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its activities. According to the information and explanations given to us, no material discrepancies were noticed on such physical verification.
- (c) Based on our examination of registered sale deeds and other documents, the title deeds of all the immovable properties disclosed in the financial statements are held in the name of the company. In respect of immovable properties that have been taken on lease and disclosed in the financial statements as right-of-use assets as at the balance sheet date, the lease agreements are duly executed and are in favour of the company.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- (e) According to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The inventories (except for stocks held with third parties) were physically verified during the year by the Management at reasonable intervals. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. For stocks held with third parties at the year-end, written confirmations have been obtained. The discrepancies noticed on verification between the physical stocks and the book records were not exceeding 10% in the aggregate for each class of inventory and have been properly dealt with in the books of account.



- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs.5 Crore, in aggregate, at points of time during the year, from banks on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements (comprising stock statements, statements on ageing analysis of the debtors / other receivables, and other stipulated financial information) filed by the Company with such banks are materially in agreement with the unaudited books of accounts of the company of the respective quarters. Refer Note – 64 of the financial statements.
- (iii) During the year, the Company has made investments in various shares, mutual fund schemes and other securities. The Company has not provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
- (a) During the year, the Company has not provided loans or advances in the nature of loans or stood guarantee or provided security to any other entity.
- (b) In our opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest.
- (c) The Company has not granted any loans and advances in the nature of loans. Hence reporting under clause 3(iii) (c), (d), (e) and (f) of the order is not applicable.
- (iv) The Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- (vi) The company has maintained the cost audit records prescribed under subsection (1) of section 148 of the Act, however, we have not made a detailed examination of such records.
- (vii) According to information and explanation given to us, in respect of statutory dues:
- (a) the Company has been 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 other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other material statutory



dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) According to the information and explanation given to us, the Company has not defaulted in repayment of loans and payment of interest for loans taken from banks and financial institutions. The Company has not taken loans from Government.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, the Company has utilized money obtained by way of term loans during the year for the purposes for which they were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause (ix)(e) of the Order is not applicable.
- (f) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause (ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally convertible) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reporting during the year.



- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year and up to the date of this report.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc., as required by the applicable Indian accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued to the company during the year and covering period up to March 31, 2024 for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi) (a), (b), (c) and (d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year



from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) The Company has fully spent the required amount towards Corporate Social responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. According, reporting under clause (xx) (a) and (xx) (b) of the Order is not applicable for the year.

For **Mohan & Venkataraman**
Chartered Accountants
FRN: 007321S

Ramesh P
Partner

M.No.202682

UDIN: 24202682BKFOTT2124

Place: Coimbatore

Date: 29.05.2024



STANDALONE BALANCE SHEET AS AT 31st MARCH 2024

(₹ in lakhs)

Particulars	Note No.	As at 31 st March, 2024	As at 31 st March, 2023
I ASSETS			
1. Non-current assets			
(a) Property, Plant and Equipment	1.1	11,056.66	10,756.71
(b) Right-to-use assets	1.2	3.36	0.99
(c) Capital Work - in - progress	2	0.69	78.28
(d) Investment Properties	3	178.17	119.08
(e) Financial Assets			
(i) Investments	4	474.79	0.05
(ii) Others Financial Assets	5	128.45	118.65
(f) Income Tax Assets	6	13.53	13.53
(g) Other Non Current Assets	7	239.33	185.17
Total Non-Current Assets		12,094.99	11,272.47
2. Current assets			
(a) Inventories	8	1,794.29	1,293.28
(b) Financial Assets			
(i) Investments	9	2,893.35	2,831.58
(ii) Trade Receivables	10	768.03	1,078.48
(iii) Cash and Cash equivalents	11	12.45	164.13
(iv) Bank Balances other than cash and cash equivalents	12	332.49	313.12
(v) Loans	13	0.27	0.60
(vi) Other Financial Assets	14	13.37	21.33
(c) Other Current Assets	15	1,319.27	1,974.44
Total Current Assets		7,133.51	7,676.96
TOTAL ASSETS		19,228.50	18,949.42
II EQUITY AND LIABILITIES			
1. Equity			
(a) Equity Share Capital	16	518.88	518.88
(b) Other Equity	17	10,560.26	10,163.94
Total Equity		11,079.14	10,682.82
2. Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	4,074.80	4,491.13
(ii) Lease Liabilities		1.04	-
(iii) Other Financial Liabilities	19	55.90	68.97
(b) Provisions	20	143.23	132.76



(₹ in lakhs)

Particulars	Note No.	As at 31 st March, 2024	As at 31 st March, 2023
(c) Deferred tax liabilities (Net)	-	1,174.95	977.18
(d) Other Non-Current Liabilities	21	54.16	93.99
Total - Non-Current Liabilities		5,504.08	5,764.03
3. Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	1,609.40	1,111.02
(ii) Lease Liabilities		2.51	1.17
(iii) Trade Payables	23		
(a) Total outstanding dues of Micro Enterprises and small Enterprises		39.98	57.18
(b) Total outstanding dues of creditors other than Micro Enterprises and small Enterprises		216.28	244.13
(iv) Other Financial Liabilities	24	272.75	321.06
(b) Provisions	25	12.30	10.25
(c) Current Tax Liabilities (Net)	26	141.00	469.87
(d) Other Current Liabilities	27	351.06	287.88
Total-Current Liabilities		2,645.28	2,502.57
TOTAL EQUITY AND LIABILITIES		19,228.50	18,949.42
SIGNIFICANT ACCOUNTING POLICIES	38		

The accompanying Notes are an integral part of the Financial Statements

Vide Our Report of even date

For **Mohan & Venkataraman**
Chartered Accountants
FRN:07321S

(Sd/-) **Meenakshi Sundaram Rajkumar**
Chairman
(DIN : 06935422)

(Sd/-) **Bosco Giulia**
Whole-Time Director
(DIN : 01898020)

(Sd/-) **Ramesh P**
Partner
M.No.: 202682

(Sd/-) **Radhakrishnan Santossh**
Chief Financial Officer

(Sd/-) **Shanthi P**
Company Secretary
Membership No. A60402

Place : Coimbatore
Date : 29th May 2024



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2024

(₹ in lakhs)

Particulars	Note No.	Year ended 31 st March, 2024	Year ended 31 st March, 2023
I INCOME			
Revenue from Operations	28	19,469.02	21,140.09
Other Income	29	488.43	324.10
Total Income		<u>19,957.45</u>	<u>21,464.20</u>
II EXPENSES			
Cost of Materials consumed	30	11,387.01	10,396.81
Purchase of Stock-in-Trade	31	2,297.03	3,280.34
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	32	-849.85	-205.06
Employee Benefits Expense	33	1,417.71	1,368.72
Finance Costs	34	323.53	362.33
Depreciation & Amortisation Expense	35	1,077.08	770.48
Other Expenses	36	3,517.72	3,125.30
Total Expenses		<u>19,170.22</u>	<u>19,098.92</u>
Profit Before Exceptional Items and Tax		<u>787.23</u>	<u>2,365.28</u>
Exceptional Items		-	-
Profit Before Tax		<u>787.23</u>	<u>2,365.28</u>
Tax Expense			
Current Tax	37	132.00	460.87
Deferred Tax	37	197.77	167.18
Tax in respect of earlier years		-3.60	6.83
Total Tax Expense		<u>326.17</u>	<u>634.88</u>
Profit for the Year		<u>461.06</u>	<u>1,730.40</u>
VI Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
Remeasurements of net defined benefit plans		-0.75	20.80
(ii) Items that will be reclassified to profit or loss			
Remeasurements of fair value of Investments in bonds		13.84	-37.26
VII Total Comprehensive Income for the Year		<u>474.15</u>	<u>1,713.93</u>



(₹ in lakhs)

Particulars	Note No.	Year ended 31 st March, 2024	Year ended 31 st March, 2023
VIII Earnings per equity share of Rs. 5 each			
Basic (₹)		4.44	16.67
Diluted (₹)		4.44	16.67
SIGNIFICANT ACCOUNTING POLICIES	38		

The accompanying notes are an integral part of these Financial Statements.

Vide Our Report of even date

For **Mohan & Venkataraman**
Chartered Accountants
FRN:07321S

(Sd/-) **Meenakshi Sundaram Rajkumar**
Chairman
(DIN : 06935422)

(Sd/-) **Bosco Giulia**
Whole-Time Director
(DIN : 01898020)

(Sd/-) **Ramesh P**
Partner
M.No.: 202682

(Sd/-) **Radhakrishnan Santossh**
Chief Financial Officer

(Sd/-) **Shanthi P**
Company Secretary
Membership No. A60402

Place : Coimbatore
Date : 29th May 2024



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

(₹ in lakhs)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Exceptional Items and Tax	787.23	2,365.28
Adjustments for :		
Depreciation and Amortization Expense	1,077.08	770.48
Finance Costs	323.53	362.33
Unrealised Exchange (Gain)/Loss (Net)	-1.39	0.12
Unrealised Gain on Investments measured at Fair Value through Profit or Loss (Net)	-108.04	-7.08
Provision for Debtors	-	-
Dividend Income	-3.37	-2.66
Interest Income	-327.49	-236.00
(Profit) on Sale of Investments (Net)	-12.95	-10.51
(Profit) on Sale / Discard of Property, Plant and Equipment (Net)	-3.93	-2.90
	<u>1,730.68</u>	<u>3,239.05</u>
Operating profit Before Working Capital Changes		
Adjustments for Changes in Working Capital:		
(Increase)/Decrease in trade & other receivables	923.37	382.46
(Increase)/Decrease in inventories	-501.01	-364.39
Increase/(Decrease) in trade, other payables & provisions	-70.57	52.96
Cash Generated from Operations	2,082.48	3,310.07
Less: Direct taxes paid (net)	457.28	533.06
	<u>1,625.20</u>	<u>2,777.01</u>
Less : Exceptional items	-	-
Net cash flows generated from operating activities	<u>1,625.20</u>	<u>2,777.01</u>
CASH FLOW FROM INVESTING ACTIVITIES:		
Inflows		
Sale proceeds from disposal of Property, Plant and Equipment	8.48	11.70
Interest received	315.44	235.33
Dividend Received	3.37	2.66
	<u>327.28</u>	<u>249.70</u>
Outflows		
Purchase of Property, Plant and equipment including Capital work-in progress	1,365.45	3,437.23
Purchase of current investments (net)	401.68	115.18
Fixed deposit with Banks	19.37	274.95
	<u>1,786.49</u>	<u>3,827.36</u>
Net cash flows used in from financing activities	<u>-1,459.21</u>	<u>-3,577.66</u>



(₹ in lakhs)

Particulars	Year ended 31 st March, 2024	Year ended 31 st March, 2023
CASH FLOW FROM FINANCING ACTIVITIES		
Inflows		
Proceeds from long -term borrowings (net)	82.05	1,473.22
	<u>82.05</u>	<u>1,473.22</u>
Outflows		
Repayment of borrowings (net)	-	-
Dividend paid (including Unpaid dividend)	78.58	155.54
Repayment of Lease Obligations	-2.38	2.21
Finance Costs paid	323.53	362.09
	<u>399.73</u>	<u>519.83</u>
Net cash flows (used in) / generated from financing activities	-317.68	953.38
NET INCREASE/(DECREASE) IN CASH AND CASHEQUIVALENTS	-151.68	152.73
Add : Cash and cash equivalents at beginning of the year	164.13	11.40
Cash and cash equivalents at end of the year	12.45	164.13
Cash and Cash Equivalents above comprises of the following		
Cash and Cash Equivalents (Refer Note 11)	12.45	164.13
Balances as per statement of Cash Flows	12.45	164.13

The accompanying notes are an integral part of these financial statements.

The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standards (Ind AS) 7, 'Statement of Cash flows'.

Vide Our Report of even date

For **Mohan & Venkataraman**
Chartered Accountants
FRN:07321S

(Sd/-) **Meenakshi Sundaram Rajkumar**
Chairman
(DIN : 06935422)

(Sd/-) **Bosco Giulia**
Whole-Time Director
(DIN : 01898020)

(Sd/-) **Ramesh P**
Partner
M.No.: 202682

(Sd/-) **Radhakrishnan Santossh**
Chief Financial Officer

(Sd/-) **Shanthi P**
Company Secretary
Membership No. A60402

Place : Coimbatore
Date : 29th May 2024



STANDALONE STATEMENT OF CHANGES IN EQUITY

A. EQUITY SHARE CAPITAL

Year Ended 31st March 2024

(₹ In Lakhs)

Balance as at April 1, 2023	Changes in Equity Share Capital due to prior period errors	Restated balance as at April 1, 2023	Changes in equity share capital during the year	Balance as at March 31, 2024
518.88	-	518.88	-	518.88

Year Ended 31st March 2023

Balance as at April 1, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance as at April 1, 2023	Changes in equity share capital during the year	Balance as at March 31, 2023
518.88	-	518.88	-	518.88

B. OTHER EQUITY

Particulars	Reserves and Surplus				Total
	Revaluation Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	
Balance as at 01st April 2022	769.01	942.80	152.56	6,741.30	8,605.67
Profit for the year	-	-	-	1,730.40	1,730.40
Other Comprehensive Income for the year	-	-	-	(16.46)	(16.46)
Total Comprehensive Income for the year	-	-	-	1,713.93	1,713.93
Dividends	-	-	-	(155.66)	(155.66)
Balance as at 31st March 2023	769.01	942.80	152.56	8,299.57	10,163.94
Profit for the year	-	-	-	461.06	461.06
Other Comprehensive Income for the year	-	-	-	13.09	13.09
Total Comprehensive Income for the year	-	-	-	474.15	474.15
Dividends	-	-	-	(77.83)	(77.83)
Balance as at 31st March 2024	769.01	942.80	152.56	8,695.89	10,560.26

Vide Our Report of even date

For **Mohan & Venkataraman**
Chartered Accountants
FRN:07321S

(Sd/-) **Meenakshi Sundaram Rajkumar**
Chairman
(DIN : 06935422)

(Sd/-) **Bosco Giulia**
Whole-Time Director
(DIN : 01898020)

(Sd/-) **Ramesh P**
Partner
M.No.: 202682

(Sd/-) **Radhakrishnan Santossh**
Chief Financial Officer

(Sd/-) **Shanthi P**
Company Secretary
Membership No. A60402

Place : Coimbatore
Date : 29th May 2024



(₹ in lakhs)

Note - 1.1 - PROPERTY, PLANT AND EQUIPMENTS

Particulars	Land Freehold	Buildings	Wind Mill	Plant & Equipment	Furnitures & Fixtures	Office Equipments	Vehicles	Total
Gross Carrying amount								
Balance as at 01st April 2022	1,067.00	2,314.33	2,581.27	5,256.34	56.28	78.11	286.96	11,640.28
Additions	26.90	300.93	-	2,957.29	25.31	8.16	82.21	3,400.79
Disposals	2.82	-	-	38.21	-	-	26.04	67.07
Reclassification as held for sales	-	-	-	-	-	-	-	-
Balance as at 31st March 2023	1,091.07	2,615.26	2,581.27	8,175.42	81.59	86.27	343.12	14,973.99
Additions	1.30	325.89	-	1,047.38	12.75	20.27	-	1,407.61
Disposals	0.12	-	-	108.35	13.75	7.85	0.20	130.27
Reclassification as held for sales	-	-	-	-	-	-	-	-
Balance as at 31st March 2024	1,092.26	2,941.15	2,581.27	9,114.45	80.59	98.69	342.92	16,251.33
Accumulated Depreciation								
Balance as at 01st April 2022	-	342.76	510.78	2,517.85	32.20	40.06	63.62	3,507.27
Additions	-	66.75	123.82	517.92	5.74	11.72	42.31	768.28
Disposals	-	-	-	37.00	-	-	21.28	58.27
Reclassification as held for sales	-	-	-	-	-	-	-	-
Balance as at 31st March 2023	-	409.51	634.60	2,998.78	37.95	51.78	84.65	4,217.28
Additions	-	76.26	126.02	807.95	5.87	12.35	46.41	1,074.87
Disposals	-	-	-	76.50	13.24	7.73	0.01	97.48
Reclassification as held for sales	-	-	-	-	-	-	-	-
Balance as at 31st March 2024	-	485.77	760.62	3,730.22	30.57	56.40	131.05	5,194.67
Net carrying amount								
Balance as at 31st March, 2023	1,091.07	2,205.75	1,946.66	5,176.64	43.64	34.48	258.47	10,756.71
Balance as at 31st March, 2024	1,092.26	2,455.38	1,820.65	5,384.23	50.02	42.29	211.87	11,056.70



(₹ in lakhs)

Note

- 1 Refer to Note 41 for disclosure of contractual capital commitments for the acquisition of property, plant and equipment.
- 2 Refer Note 39 for information on property, plant and equipment pledged as security by the company.
- 3 Title deeds of all Immovable properties are held in the name of the Company.
- 4 The company has not revalued its property, plant and equipment (including Right-of-Use Assets during the year.
- 5 The Fair value of Commercial complex (under Real Estate Segment) included in Freehold Land and Building is Rs.2,856 Lakhs (Previous year Rs.2,732 Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Income derived from Real estate segment - Commercial Complex (included in Freehold land & Building)	140.00	160.96
Direct Operating expenses (including repairs & maintenance) generating rental income	30.00	34.14
Income arising from Real estate segment - Commercial complex - before depreciation	110.00	126.82
Depreciation	12.08	12.08
Income from Real estate segment - Commercial Complex (Net)	97.93	114.74

Premises given on operating leases:

The company has given commercial complex on operating lease. These lease arrangements range for a period between 11 months and 6 years old and include both cancellable and non-cancellable leases. Most of the leases are renewable for further period on mutually agreeable terms.

The total minimum lease rentals receivable at the balance sheet as under:

(₹ in lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
For the period not later than one year	165.01	97.97
For a period later than one year and not later than 5 years	467.72	281.62
For a period later than 5 years	-	-



Note - 1.2 - RIGHT TO USE ASSETS

(₹ in lakhs)

Particulars	Building
Movements during the year	
Balance as at 01st April 2022	4.40
Additions	-
Disposals	-
Balance as at 31st March 2023	4.40
Additions	4.64
Disposals	4.40
Balance as at 31st March 2024	4.64
Accumulated Depreciation	
Balance as at 01st April 2022	1.21
Additions	2.20
Disposals	-
Balance as at 31st March 2023	3.41
Additions	2.27
Disposals	4.40
Balance as at 31st March 2024	1.27
Net Block as at 31st March 2023	0.99
Net Block as at 31st March 2024	3.36

Note - 2 - CAPITAL WORK IN PROGRESS

(₹ in lakhs)

Particulars	Total
Balance as at 01st April 2022	41.84
Additions	3,309.07
Capitalised	3,272.63
Balance as at 31st March 2023	78.28
Additions	1,210.42
Capitalised	1,288.01
Balance as at 31st March 2024	0.69



Ageing details of Capital Work-in-Progress

(₹ in lakhs)

CWIP	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
As at 31st March 2023	76.31	-	-	-	76.31
As at 31st March 2024	0.69	-	-	-	0.69

Note: The company does not have any CWIP which is overdue or has exceeded its cost compared to its original plan and hence CWIP completion schedule is not applicable.

Note - 3 - INVESTMENT PROPERTY

Particulars	Freehold Land
Gross Carrying amount	
Balance as at 01st April 2022	119.08
Additions	-
Disposals	-
Balance as at 31st March 2023	119.08
Additions	59.09
Disposals	-
Balance as at 31st March 2024	178.17
Accumulated Depreciation	
Balance as at 01st April 2022	-
Additions	-
Disposals	-
Balance as at 31st March 2023	-
Additions	-
Disposals	-
Balance as at 31st March 2024	-
Net carrying amount	
Balance as at 31st March 2023	119.08
Balance as at 31st March 2024	178.17



Particulars	Freehold Land
Fair value	
As at 31.03.2023	354.00
As at 31.03.2024	476.00

Note: There is no income derived and / or no expenditure incurred for the investment property during the year.

Estimation of fair value

The fair valuation is based on current prices in the active market for similar properties. The main inputs used are quantum, area, location, demand; restrictive entry to the properties, age of building and trend of fair market rent in and around where properties are located.

Fair value of investment property (as measured for disclosure purpose in the financial statements) is based on the valuation by a registered valuer. The Fair Value Measurement is categorised in level 2 fair value hierarchy.

Particulars	As at 31st March, 2024	As at 31st March, 2023
NOTE - 4 - NON-CURRENT INVESTMENTS		
Investments in Equity Instruments		
Unquoted		
At Fair value through Profit and Loss account		
Watsun Infrabuild Private Limited 7,30,00 shares of Rs. 10 each (Previous year 500 shares)	7.30	0.05
Unquoted Investments in Alternate Investment Funds		
Vivirti Emerging Corporate Bond 1,004.335 units (Previous year Nil)	103.43	-
Sundaram Alternate Emerging Corporate Credit Opportunities Fund - Series 1 100.000 units (Previous year Nil)	102.16	-
UTI Structured Debt Opportunities Fund III 1,56,304.744 units (Previous year 39,864.723 units)	161.12	-
Sundaram Alternative Opp Series High Yield Secured Real Estate Fund IV 50.000 units (Previous year Nil)	100.78	-
	474.79	0.05
Aggregate amount of unquoted investments	474.79	0.05
Aggregate amount of impairment in the value of investment	-	-
NOTE - 5 - OTHER NON-CURRENT FINANCIAL ASSETS		
Security Deposit	0.99	1.07
Deposit with Others	127.46	117.58
Total	128.45	118.65
NOTE - 6 - INCOME TAX ASSET		
Income tax Refund receivable	13.53	13.53
Total	13.53	13.53
NOTE - 7 - OTHER NON-CURRENT ASSETS		
Other Advances - Deposits	239.33	185.17
Total	239.33	185.17



Particulars	As at 31st March, 2024	As at 31 st March, 2023
Note - 8 - INVENTORIES		
Raw Materials	300.10	633.78
Work-in-Progress	144.36	89.73
Finished Goods	1,068.01	217.69
Stock in Trade	109.14	164.24
Stores and Spares - Fuel	19.03	36.24
Stores and Spares Others	153.64	151.61
Total	<u>1,794.29</u>	<u>1,293.28</u>
Mode of valuation: Refer Note 38 ii (h) in significant accounting policies		
NOTE - 9 - CURRENT INVESTMENTS		
Investment in Portfolio Management (Unquoted)		
At Fair value through Profit and Loss account		
Master Portfolio Services Limited		
MPSL Irage Absolute Return Strategy	-	254.04
ASK Investment Managers Limited		
ASK Portfolio Management Services Funds	59.46	45.21
White Oak Capital Management Consultants LLP		
White Oak Portfolio Management Services Funds	63.20	48.39
Investment in Alternative Investment Fund (Unquoted)		
At Fair value through Profit and Loss account		
UTI Structured Debt Opportunities Fund III	-	40.49
Investment in Equity Shares (Quoted)		
At Fair value through Profit and Loss account		
Hinduja Global Solutions	-	8.75
(Previous Year 850 Equity shares face value of Rs.10 each)		
NMDC Limited	19.16	8.37
9500 Equity shares face value of Re.1 each (Previous year 7500 shares)		
Vedanta Limited	-	10.30
(Previous Year 3750 Equity shares face value of Re.1 each)		
Jio Financial Services Limited	17.69	-
5000 Equity shares face value of Rs. 10 each		
Asian Paints Ltd	-	0.97
(Previous Year 35 Equity shares face value of Re.1 each)		
Investment in Mutual Funds (Quoted)		
At Fair value through Profit and Loss account		
Axis Bluechip Fund - Regular Growth	-	57.05
(Previous Year 1,37,641.11 units)		



Particulars	As at 31st March, 2024	As at 31st March, 2023
DSP Equity Opportunities Fund - Regular Growth 7,081.539 units (Previous year 7,081.539 units)	35.43	24.91
Kotak Equity Opportunities Fund - Regular Growth Plan 12,790.649 units (Previous year 12,790.649 units)	36.64	26.00
ICICI Prudential Bluechip Fund - Growth Plan 17,189.69 units (Previous year 17,189.69 units)	16.53	11.61
Mirae Asset Large Cap Fund - Regular Growth Plan 80,570.03 units (Previous year 80,570.03 units)	77.70	61.76
Edelweiss Balanced Advantage Fund - Regular Growth 43,016.718 units (Previous year 43,016.718 units)	19.56	15.56
ICICI Prudential Balanced Advantage Fund - Growth 58,661.772 units (Previous year 58,661.772 units)	37.81	30.81
Bandan Balance Advantage Fund - Regular Plan - Growth 2,07,295.213 units (Previous year 2,07,295.213 units)	44.27	36.58
ICICI Prudential Liquid Fund - Growth 46.214 units (Previous year 46.214 units)	0.16	0.15
HDFC Nifty 50 ETF (Previous Year 1238 units)	-	2.33
Mothilal Oswal Nifty Midcap 100 ETF (Previous Year 3718 units)	-	1.19
HDFC Nifty 100 ETF - NFO (Previous Year 3199 units)	-	5.53
HDFC Nifty Next 50 ETF NFO (Previous Year 867 units)	-	3.29
Investments in Bond (Quoted)		
At Fair Value through Other Comprehensive Income		
9.30% Cholamandalam Investment and Finance Co Ltd 20 Bonds face value of Rs. 5,00,000 each (Previous Year 20 Bonds)	104.82	103.80
9.25 % Cholamandalam Investment and Finance Co Ltd 20 Bonds face value of Rs. 5,00,000 each (Previous Year 20 Bonds)	101.08	100.61
10.50% Indusind Bank Limited (Previous Year 10 Bonds)	-	100.12
11.50 % TVS Credit Services Ltd 40 Bonds face value of Rs. 5,00,000 each (Previous Year 40 Bonds)	208.07	208.07
10.90 % TVS Credit Services Ltd 94 Bonds face value of Rs.5,00,000 each (Previous Year 94 Bonds)	477.44	477.44
9.75% Hinduja Leyland Finance Limited	322.34	320.62



Particulars	As at 31st March, 2024	As at 31st March, 2023
31 Bonds face value of Rs.10,00,000 each (Previous Year 20 Bonds)		
10.15% Hinduja Leyland Finance Limited	100.14	100.14
10 Bonds face value of of Rs.10,00,000 each (Previous year 10 Bonds)		
10.25% Shriram Transport Finance Co	60.07	60.87
6 Bonds face value of Rs.10,00,000 each (Previous year 6 Bonds)		
8.40% Tata Motors Finance Solutions Ltd	99.23	100.23
10 Bonds face value of Rs.10,00,000 each (Previous year 10 Bonds)		
9.20% Hinduja Leyland Finance Limited	210.55	210.08
20 Bonds face value of Rs.10,00,000 each (Previous year 20 Bonds)		
9.55% Piramal Capital and Housing	96.39	100.63
10 Bonds face value of Rs.10,00,000 each (Previous year 10 Bonds)		
10.70% The Karnataka Bank Limited	101.77	100.03
1 Bond face value of Rs.1,00,00,000 each (Previous year 1 Bond)		
10.32% Andhra Pradesh Capital Region Development Authority	25.60	50.15
25 Bonds face value of Rs.2,00,000 each (Previous year 25 Bonds)		
9.15% Cholamandalam Investment & Finance	106.04	105.52
20 Bonds face value of Rs.5,00,000 each (Previous year 20 Bonds)		
11.10% Spandana Spoorthy Financial Limited	66.65	-
100 Bonds face value of Rs.1,00,000 each (Previous year Nil)		
10.00% Muthoot Capital Services Limited	75.06	-
75 Bonds face value of Rs.1,00,000 each (Previous year Nil)		
9.40% Hinduja Leyland Finance Limited	104.39	-
100 Bonds face value of Rs.1,00,000 each (Previous year Nil)		
9.98% IFCI Limited	98.44	-
10 Bonds face value of Rs.10,00,000 each (Previous year Nil)		
9.40% Cholamandalam Investment & Finance	107.67	-
20 Bonds face value of Rs.5,00,000 each (Previous year Nil)		
	<u>2,893.35</u>	<u>2,831.58</u>
Aggregate amount of quoted investments and Market Value thereof	2,770.69	2,443.45
Aggregate amount of unquoted investments	122.66	388.14
NOTE - 10 - TRADE RECEIVABLES (CURRENT)		
Trade receivables - Considered Good - Unsecured	768.03	1,078.48
Trade Receivables - Credit impaired	0.70	0.70
Less: Allowance for Expected Credit Loss	(0.70)	(0.70)
Total	<u>768.03</u>	<u>1,078.48</u>
Refer Note 46 for information about credit risk and market risk of trade receivables		



Particulars

As at 31st
March, 2024As at 31st
March, 2023

Trade Receivable - Ageing Schedule

Particulars	As at March 31 st , 2024					TOTAL
	LESS THAN 6 MONTHS	6 MONTHS - 1 YEARS	1 YEAR - 2 YEARS	2 YEARS - 3 YEARS	MORE THAN 3 YEARS	
Undisputed Trade receivables - considered good	757.08	1.13	9.81	-	-	768.03
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	0.70	-	0.70
Undisputed Trade receivables - credit impaired	-	-	-	(0.70)	-	(0.70)
Disputed Trade receivables - considered good	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-
Grand Total	757.08	1.13	9.81	-	-	768.03

Particulars	As at March 31 st , 2023					TOTAL
	LESS THAN 6 MONTHS	6 MONTHS - 1 YEARS	1 YEAR - 2 YEARS	2 YEARS - 3 YEARS	MORE THAN 3 YEARS	
Undisputed Trade receivables - considered good	1,078.48	-	-	-	-	1,078.48
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	0.70	-	0.70
Undisputed Trade receivables - credit impaired	-	-	-	(0.70)	-	(0.70)
Disputed Trade receivables - considered good	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-
Grand Total	1,078.48	-	-	-	-	1,078.48



Particulars	As at 31st March, 2024	As at 31st March, 2023
Note - 11 - CASH AND CASH EQUIVALENTS		
Cash on hand	8.95	11.30
Balances with Banks	3.50	152.83
Total	<u>12.45</u>	<u>164.13</u>
Note - 12 - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS		
Investments in Term Deposits	324.94	304.83
Unclaimed Dividend Accounts	7.55	8.29
Total	<u>332.49</u>	<u>313.12</u>
Note - 13 - LOANS - (CURRENT)		
Loan to Employees	0.27	0.60
Total	<u>0.27</u>	<u>0.60</u>
NOTE - 14 - OTHER CURRENT FINANCIAL ASSETS		
Interest receivable	13.37	1.33
Deposits with Others	-	20.00
Total	<u>13.37</u>	<u>21.33</u>
Note - 15 - OTHER CURRENT ASSETS		
Export Benefits receivable	8.24	7.28
Advances to Suppliers	679.61	828.78
Balances with Government Authorities	555.49	1,071.65
Prepaid Expenses	56.24	46.87
Advances recoverable in kind for value to be received	0.17	0.03
Other Advances	19.52	-
Total	<u>1,319.27</u>	<u>1,954.60</u>
Note - 16 - EQUITY SHARE CAPITAL		
Authorised		
2,00,00,000 (31st March 2023: 2,00,00,000)	1,000.00	1,000.00
Equity shares of Rs. 5 each		
Issued, Subscribed and fully paid up		
1,03,77,600 (31st March 2023 : 1,03,77,600) Equity shares of Rs. 5 each	518.88	518.88
Total	<u>518.88</u>	<u>518.88</u>



b) Reconciliation of Number of Shares

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	
	Number of shares	Amount	Number of shares	Amount
Equity shares				
Shares outstanding at the beginning of the year	1,03,77,600	5,18,88,000	1,03,77,600	5,18,88,000
Shares outstanding at the end of the year	1,03,77,600	5,18,88,000	1,03,77,600	5,18,88,000

c) Rights, preferences and restriction attached to shares

Equity shares: The Company has one class of equity shares having a par value of Rs.5 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the the approval of the shareholders in the ensuing Annual General Meeting, except, in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

d) Details of equity shares held by promoters and details of each shareholders holding more than 5 % of the aggregate shares in the company

Details of Share Holders	As at 31 st March, 2024		As at 31 st March, 2023	
	%	No. of shares	%	No. of shares
Promoters				
Mrs. Bosco Giulia	35.83	37,18,284	35.83	37,18,284
Strike Right Integrated Services Limited	36.82	38,20,600	36.82	38,20,600
Other than Promoters more than 5% holding	Nil	Nil	Nil	Nil

Note - 17 - OTHER EQUITY

Particulars	Reserves and Surplus				Total
	Revaluation Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	
Balance as at 01st April 2022	769.01	942.80	152.56	6,741.30	8,605.67
Profit for the year	-	-	-	1,730.40	1,730.40
Other Comprehensive Income for the year	-	-	-	(16.46)	(16.46)
Total Comprehensive Income for the year	-	-	-	1,713.93	1,713.93
Dividends	-	-	-	(155.66)	(155.66)
On issue of preferential share	-	-	-	-	-
Balance as at 31st March 2023	769.01	942.80	152.56	8,299.57	10,163.94
Profit for the year	-	-	-	461.06	461.06
Other Comprehensive Income for the year	-	-	-	13.09	13.09
Total Comprehensive Income for the year	-	-	-	474.15	474.15
Dividends	-	-	-	(77.83)	(77.83)
Balance as at 31st March 2024	769.01	942.80	152.56	8,695.89	10,560.26

Securities premium reserve is used to record the premium on issue of share. These reserve is utilised in accordance with the provisions of the Act.



Retained earnings represent the amount of accumulated earnings / deficit of the Company, and re-measurement gains/losses on defined benefit plans. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the financial statements of the Company and also considering the requirements of the Companies Act, 2013. Thus, the amounts reported above are not distributable in its entirety.

In accordance with the notification issued by Ministry of Corporate Affairs dated March 24, 2021, re-measurement of defined benefit plan shall be recognised as a part of retained earnings with separate disclosure of such item. Accordingly re-measurement of defined benefit plan has been disclosed as part of retained earnings.

General Reserves: Represents transfer portion of the net profit pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

Revaluation reserve represents the revalued value of Commercial Complex Free hold land during the year 2008-09.

Note - 18 - BORROWINGS - (NON-CURRENT)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Secured		
Term Loans from Banks		
Foreign Currency Loans		
From Banks	3,535.39	3,877.07
Other Loans		
From Banks	31.91	75.33
From Non-Banking Financial Companies	-	25.82
Unsecured		
Loans from Related Parties	507.50	512.91
Total	4,074.80	4,491.13
18.1	FCNRB Term loan - IV from Bank of India is secured first charge on Roof Top Solar Power Plant created out of term loan. Total outstanding as on 31.03.2024 is Rs. 189.29 lakhs (Previous year Rs.307.52 lakhs). Term Loan - IV is payable in 54 installments commencing from Jun 2021. Last installment is due in Nov 2025.	
18.2	Term Loan - V from Bank of India is secured by Residential apartment purchased out of term loan. Total outstanding as on 31.03.2024 is Rs. 13.83 Lakhs and (Previous year Rs. 23.75 Lakhs). Term Loan - IV is payable in 137 installments commencing from April 2014. Last installment is due in Feb 2026.	
18.3	FCNRB Term Loan - I from The Karur Vysya Bank is secured by First charge on Comercial Complex Land and building . Total outstanding as on 31.03.2024 is Rs.537.16 Lakhs (Previous year Rs.755.05). Term Loan - I is payable in 98 installments commencing from December 2018. Last installment is due in July 2026.	
18.4	FCNRB Term Loan - II from The Karur Vysya Bank is secured by First charge on entire assets created out of term loan. Total outstanding as on 31.03.2024 is Rs. 66.27 lakhs (Previous year Rs.114.99). Term Loan - II is payable in 60 installments commencing from Jan 2020. Last installment is due in June 2025	
18.5	FCNRB Term Loan - III from The Karur Vysya Bank is secured by First charge on entire assets created out of term loan. Total outstanding as on 31.03.2024 is Rs. 157.31 lakhs (Previous year Rs. 289.97). Term Loan - III is payable in 60 installments commencing from Nov 2019. Last installment is due in April 2025	



- 18.6 FCNRB Term Loan - V from The Karur Vysya Bank is secured by First charge on entire assets created out of term loan. Total outstanding as on 31.03.2024 is Rs. 7.52 lakhs (Previous year Rs.31.64). Term Loan - V is payable in 52 installments commencing from Aug 2019. Last installment is due in June 2024.
- 18.7 FCNRB Term Loan - VI from The Karur Vysya Bank is secured by First charge on entire assets created out of term loan. Total outstanding as on 31.03.2024 is Rs. 431.44 lakhs (Previous year Rs.633.88). Term Loan - VI is payable in 66 installments commencing from Aug 2020. Last installment is due in Mar 2026.
- 18.8 FCNRB Term Loan - VII from The Karur Vysya Bank is secured by First charge on entire assets created out of term loan. Total outstanding as on 31.03.2024 is Rs. 1366.11 lakhs (Previous year Rs.1588.66). Term Loan - VII is payable in 84 installments commencing from Feb 2023. Last installment is due in Jan 2030.
- 18.9 FCNRB Term Loan - VIII from The Karur Vysya Bank is secured by First charge on entire assets created out of term loan. Total outstanding as on 31.03.2024 is Rs. 233.85 lakhs (Previous year Rs. 243.75). Term Loan - VIII is payable in 84 installments commencing from Dec 2023. Last installment is due in Nov 2030.
- 18.10 FCNRB Term Loan - IX from The Karur Vysya Bank is secured by First charge on entire assets created out of term loan. Total outstanding as on 31.03.2024 is Rs. 956.16 lakhs (Previous year Rs.717.62). Term Loan - IX is payable in 84 installments commencing from Dec 2023. Last installment is due in Nov 2030.
- 18.11 FCNRB Term Loan - X from The Karur Vysya Bank is secured by First charge on entire assets created out of term loan. Total outstanding as on 31.03.2024 is Rs. 365.64 lakhs (Previous year Rs.237.53). Term Loan - X is payable in 84 installments commencing from Dec 2023. Last installment is due in Nov 2030.
- 18.12 FCNRB Term Loan - XI from The Karur Vysya Bank is secured by First charge on entire assets created out of term loan. Total outstanding as on 31.03.2024 is Rs. 410.07 lakhs (Previous year Rs. Nil). Term Loan - XI is payable in 84 installments commencing from June 2024. Last installment is due in May 2031.
- 18.13 FCNRB Term Loan - XII from The Karur Vysya Bank is secured by First charge on entire assets created out of term loan. Total outstanding as on 31.03.2024 is Rs. 82.75 lakhs (Previous year Rs. Nil). Term Loan - XII is payable in 84 installments commencing from June 2024. Last installment is due in May 2031.
- “18.14 One Whole Time Director and one relative of the Director have given personal guarantee for the term loans and working capital loans from Karur Vysya Bank and no Guarantee Commission has been paid to the director and their relative in this connection.
- One Whole Time Director and CFO of the company have given personal guarantee for the term loans and working capital loans from Bank of India and no Guarantee Commission has been paid to any director and CFO in this connection.
- Details of pledge of shares held by directors for availing loan facilities for the company:
- The Whole Time Director has pledged 11.24 lakh shares of the company held by her as collateral security for the loan sanctioned by Karur Vysya Bank and 10.50 lakh shares of the company held by her as collateral security for the loan sanctioned by Bank of India.
- CFO of the company has given personal guarantee for the Residential property loan from Bank of India and no Guarantee Commission has been paid to CFO of the company in this connection.
- 18.15 Installments falling due in respect of all the above Loans upto 31.03.2024 have been grouped under “Current Maturities of Long-Term Debt” (Refer Note - 22)
- 18.16 The carrying amounts of financial and non financial assets as security for secured borrowings are disclosed in Note - 39.
- 18.17 The company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.



(₹ in lakhs)

Particulars	As at 31st March, 2024	As at 31 st March, 2023
Note - 19 - OTHER FINANCIAL LIABILITIES - (NON-CURRENT)		
Security Deposits	55.90	68.97
Total	55.90	68.97
Note - 20 - PROVISIONS - (NON-CURRENT)		
Provision for employee Benefits		
(i) Provision for Gratuity (Unfunded)	143.23	132.76
Total	143.23	132.76
Note - 21 - OTHER NON CURRENT LIABILITIES		
Rental Advance	2.77	7.25
Government Grant #	51.39	86.75
Total	54.16	93.99
# Represents unamortised amount of duty saved referred to in note 49		
Note - 22 - BORROWINGS - (CURRENT)		
(a) Loans repayable on demand		
From banks (Secured)	-	-
Other Loans	297.98	-
(b) Current Maturities of Long-Term Debts		
From Banks	1,311.42	1,091.40
From Non-Banking Financial Companies	-	19.62
Total	1,609.40	1,111.02

Particulars	As at 31st March, 2024	As at 31 st March, 2023
Note - 23 - TRADE PAYABLES		
Total outstanding dues of Micro & Small enterprises	39.98	57.18
Total outstanding dues other than Micro & Small enterprises	216.28	244.13
Total	256.27	301.32

Dues to Micro and Small Enterprises

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
a) The Principal amount remaining unpaid to any supplier at the end of the year	39.98	57.18
b) Interest due remaining unpaid to any supplier as at the end of the year	-	-
c) The amount of interest paid by the buyer in terms of section 16 of MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-



Particulars	As at 31 st March, 2024	As at 31 st March, 2023
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date which the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED act, 2006.	-	-

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no material overdue principal amounts to such vendors at the Balance Sheet date

Trade Payable Ageing Schedule					(₹ in lakhs)
Particulars	As at March 31, 2024				Total
	< 1 year	1-2 years	2-3 years	> 3 year	
MSME	39.61	0.37	-	-	39.98
Others	215.74	0.04	0.06	0.44	216.28
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	255.36	0.41	0.06	0.44	256.27

Trade Payable Ageing Schedule					(₹ in lakhs)
Particulars	As at March 31, 2023				Total
	< 1 year	1-2 years	2-3 years	> 3 year	
MSME	57.13	-	-	-	57.13
Others	243.08	0.25	0.06	0.75	244.13
Disputed dues - MSME	0.05	-	-	-	0.05
Disputed dues - Others	-	-	-	-	-
Total	300.26	0.25	0.06	0.75	301.32



Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Note - 24 - OTHER FINANCIAL LIABILITIES - (CURRENT)		
(a) Interest accrued but not due on borrowings	2.77	3.21
(b) Unpaid dividends	7.55	8.29
(c) Payable to Employees	262.43	309.56
Total	272.75	321.06

Note: (a) There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.

Note - 25 - PROVISIONS - (CURRENT)

Provisions for Employee Benefits

(i) Provision for Gratuity (Unfunded) - (Refer Note - 42)	12.30	10.25
Total	12.30	10.25

Note - 26 - CURRENT TAX LIABILITIES (NET)

Provision for Taxation	141.00	469.87
Total	141.00	469.87

Note - 27 - OTHER CURRENT LIABILITIES

Statutory Dues	36.01	25.30
Government Grant #	13.64	27.01
Rental Advance	15.34	
Other Payables	286.07	235.57
Total	351.06	287.88

Represents unamortised amount of duty saved referred to in Note-49.



Particulars	As at 31 st March, 2024	As at 31 st March, 2023
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Note - 28 - REVENUE FROM OPERATIONS**Sale of Products**

(i) Manufactured goods	13,640.27	15,035.38
(ii) Traded Goods	4,612.62	5,286.56

Other Operating Revenue

(i) Export Incentives, etc.	26.29	24.57
(ii) Process waste sale	-	5.49
(iii) Income from Real Estate	135.37	155.59
(iv) Income from Power Generation	1,054.47	632.50

Total	19,469.02	21,140.09
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Disaggregation of revenue**Revenue based on Geography**

Domestic	18,810.30	20,323.92
Export	658.72	816.17

Revenue from Operations	19,469.02	21,140.09
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Revenue based on Business Segment

Textiles	18,279.18	20,352.00
Real Estate	135.37	155.59
Power Generation	1,054.47	632.50
Total revenue from operations	19,469.02	21,140.09

Note - 29 - OTHER INCOME

Interest Income	327.49	236.00
Dividend Income	3.37	2.66
Other non-operating income *	7.83	19.42
Apportioned income from Government Grant (Refer Note - 49)	22.38	23.42
Profit on Sale of Assets	3.93	4.16
Profit on Sale of Investments	15.40	31.36
Net gain arising on Financial Assets and Liabilities designated as at FVTPL	108.04	7.08
Total	488.43	324.10

* includes PF Atmanirbhar Bharat Rozgar Yojana Govt. contribution & Carbon credit sales

Note - 30 - COST OF MATERIALS CONSUMED

Opening stock	633.78	539.06
Add : Purchases	11,053.33	10,491.53
Less: Closing stock	300.10	633.78
Total	11,387.01	10,396.81



Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Note - 31 - PURCHASE OF STOCK IN TRADE		
Yarn	2,297.03	3,280.34
Total	<u>2,297.03</u>	<u>3,280.34</u>
Note - 32 - CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Opening inventories		
Finished goods	217.69	121.54
Work-in-progress	89.73	114.31
Stock in trade	164.24	30.75
	<u>471.66</u>	<u>266.60</u>
Closing inventories		
Finished goods	1068.01	217.69
Work in progress	144.36	89.73
Stock in trade	109.14	164.24
	<u>1,321.51</u>	<u>471.66</u>
Total	<u>-849.85</u>	<u>-205.06</u>
Note - 33 - EMPLOYEE BENEFIT EXPENSES		
Salaries and Wages	1,135.99	1,101.44
Managerial Remuneration	86.73	57.03
Contribution to Provident funds and other funds	45.50	53.30
Gratuity expense	30.29	30.91
Workmen and Staff welfare expenses	119.19	126.04
Total	<u>1,417.71</u>	<u>1,368.72</u>
Note - 34 - FINANCE COSTS		
Interest on Borrowings	279.41	103.82
Interest expenses - Right-to-Use Assets	0.20	0.13
Applicable net loss on foreign currency transactions and translation	30.91	247.36
Other Borrowing Costs	13.00	11.02
Total	<u>323.53</u>	<u>362.33</u>
Note - 35 - DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation on Property, Plant and Equipment	1,074.81	768.28
Depreciation on Right-to-Use Assets	2.27	2.20
Total	<u>1077.08</u>	<u>770.48</u>



Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Note - 36 - OTHER EXPENSES		
Manufacturing expenses		
Consumption of stores and spares #	552.11	614.60
Power and fuel	1,604.57	1,445.82
Job - work charges	219.60	16.21
Repairs to Buildings	65.18	88.16
Repairs to Machinery	33.46	45.43
	2,474.93	2,210.22
Selling and Distribution Expenses		
Freight and forwarding	263.49	242.75
Insurance	0.07	0.54
Sales commission	97.97	292.52
Business promotion	11.65	9.11
Discount on Scrip	0.22	-
Advertisement	5.60	4.92
	379.01	549.85
Establishment Expenses		
Rent	0.06	1.23
Repairs and maintenance - Others	342.56	211.39
Insurance	23.97	22.66
Rates and taxes, excluding taxes on income	148.07	30.32
Postage and Telephone	3.50	3.19
Travelling and conveyance	21.16	28.30
Printing and stationery	4.55	4.48
Audit Fees and Expenses	9.17	7.51
Subscription	1.33	1.32
Legal, Professional and Consultancy Fees	64.32	36.27
Net loss on foreign currency transactions and translation (other than considered as finance cost)	-8.95	-39.72
Loss on Sale of Fixed Assets	0.01	1.26
Loss on Sale of Investments	8.76	20.85
Miscellaneous expenses	4.28	5.17
Corporate Social Responsibility Expenses		
	41.00	31.00
Total	3,517.72	3,125.30
# Consumption of stores and spares		
Indigenous	551.78	549.17
Imported	0.33	0.41
Total	552.11	549.58
Note - 37 - Tax Expenses		
Tax expenses recognised in the Statement of profit and Loss		
Current Tax		
On Taxable Income for the year	132.00	460.87
Deferred Tax		
Deferred Tax charge	197.77	167.18
Tax in respect of earlier years	-3.60	6.83
Total Tax expense	326.17	634.88



Note - 38 - STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

I. Background

Lambodhara Textiles Limited incorporated in India in the year 1994 and is a leading premium quality synthetic fancy yarn manufacturing Company. The Company has its wide network of operations in domestic as well International market.

II. Significant Accounting Policies followed by the Company

(a) Basis of preparation

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The accounting policies are applied consistently to all the periods presented in the financial statements.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- 1) Certain financial assets and liabilities that are measured at fair value;
- 2) Assets held for sale - measured at lower of carrying amount or fair value less cost to sell;
- 3) Defined benefit plans - plan assets measured at fair value;

(iii) Current non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

(iv) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

(b) Use of estimates and judgments

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

(c) Property, Plant and Equipment

The Company has applied for the one-time transition exemption of considering the carrying cost on the transition date i.e., April 1, 2016 as the deemed cost under IND AS, hence regarded thereafter as historical cost.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component



accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation on tangible fixed assets is provided using the straight-line method as prescribed under Schedule II to the Companies Act 2013 and is charged to the statement of profit and loss. In respect of individual assets costing less than ₹ 5000 the policy of the Company is to charge depreciation at 95% of the cost on pro-rata basis to the period of use, considering the useful life of assets as less than 1 year.

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

In case of pre-owned assets, the useful life is estimated on a case-to-case basis.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

(d) Investment properties

Property that is held for long-term investments for capital appreciation, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

(e) Intangible assets

Computer software

Computer software are stated at cost, less accumulated amortisation and impairments, if any.

Amortisation method and useful life

The Company amortizes computer software using the straight-line method over the period of 3 years.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

(f) Lease

Operating Lease

The Company has adopted the new accounting standard Ind AS 116 "Leases" Ind AS 116 is a single lessee accounting model and sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors.

As a lessee: The Company's lease assets primarily consists of office premises which are of short-term lease with the term of twelve months or less and low value leases. For these short term and low value leases, the Company has recognized the lease payments as an expense in the Statement of Profit and Loss on a straight-line basis over the term of lease. At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments



are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

As a lessor: Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the receipts are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

(g) Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(h) Inventories

Inventories of Raw Materials, Work-in-Progress, Stores and spares, Finished Goods and Stock-in-trade are stated 'at cost or net realisable value, whichever is lower'. Goods-in-Transit are stated 'at cost'. Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulae used are 'First-in-First-out', 'Weighted Average cost' or 'Specific identification', as applicable. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

(i) Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- (1) Those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- (2) Those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

- (1) **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method.
- (2) **Fair value through profit and loss:** Assets that do not meet the criteria for amortised cost are measured at fair value through Profit and Loss. Interest income from these financial assets is included in other income.



- (3) **Fair value through other comprehensive income:** Assets are measured at fair value through other comprehensive income if financial assets are held within business model whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Equity instruments:

The Company measures its equity investment other than in subsidiaries, joint ventures and associates at fair value through profit and loss. However, where the Company's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income (Currently no such choice made), there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss.

(iii) Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk in the normal operation at the end of each reporting period.

(iv) Income Recognition

Interest Income

Interest on investments is recognized on a time proportion basis taking into account the amounts invested and the rate of interest.

Dividends

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established.

(j) Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(k) Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

Non-current assets are not depreciated or amortised while they are classified as held for sale.

(l) Derivative financial instruments

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognised in the Statement of Profit and Loss in the period when they arise.



(m) Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

(n) Borrowings

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

(o) Borrowing costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss.

(p) Provisions and contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

(q) Revenue recognition

The Company derives revenues primarily from sale of manufactured goods, traded goods and related services. The Company derives revenues from real estate segment. The Company applies Indian Accounting Standard 115 (Ind AS 115) - 'Revenue from contracts with customers' using the cumulative catch-up transition method.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

The Company recognises provision for sales return, based on the historical results, measured on net basis of the margin of the sale. Therefore, a refund liability, included in other current liabilities, are recognized for the products expected to be returned.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

Other operating revenue - Export incentives : Export Incentives under various schemes are accounted in the year of export.

(r) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, earned leave and sick leave including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.



(ii) Other long-term employee benefit obligations

The benefits are discounted using the Government Securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

- (a) Defined benefit plans such as gratuity and
- (b) Defined contribution plans such as provident fund.

Gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Presently the company provides for the liability as above but not funding the same.

Defined Contribution Plans

Defined Contribution Plans such as Provident Fund etc., are charged to the Statement of Profit and Loss as incurred.

Termination benefits

Expenditure on termination benefits is recognised in the statement of profit and loss in the period of incurrence.

(s) Foreign currency translation

(i) Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

(ii) Transactions and balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

(t) Income tax

Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with Income Tax Act, 1961.



Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are excepted to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively

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

(u) Earnings per Share

Basic earnings per Share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share

Diluted earnings per share, adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(v) Government Grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on a straight - line basis over the expected lives of related assets and presented within other income.

(w) Exceptional items

When items of income and expense within statement of profit and loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

**(x) Critical estimates and judgements**

The preparation of financial statements requires the use of accounting estimates which by definition will seldom equal the actual results. Management also need to exercise judgement in applying the accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgement are:

- (i) Estimation of tax expenses and tax payable
- (ii) Probable outcome of matters included under Contingent Liabilities
- (iii) Estimation of Defined benefit obligation.

Note - 39 - ASSETS PLEDGED AS SECURITY

The carrying amounts of assets Pledged as security for current and non-current borrowings are: (₹ in lakhs)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Current Assets		
Financial Assets		
Floating Charge		
Receivables	768.03	1,078.48
	768.03	1,078.48
Non Financial Assets		
Floating Charge		
Inventories	1,794.29	1,293.28
Total Current assets Pledged as security	1,794.29	1,293.28
Non Current Assets		
Land	1,059.66	1,058.48
Building	2,455.38	2,205.75
Plant and Machinery	5,384.23	5,176.64
Wind Mill	1,820.65	1,946.66
Vehicles	102.75	208.31
Investment property	-	-
Total non-current assets Pledged as security	10,822.67	10,595.83
Total assets Pledged as security	13,384.98	12,967.59

**Note - 40 - Details of Contingent liabilities and Contingent assets**

(₹ in lakhs)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
i. Employees' State Insurance Corporation demand, Appeal before the Employee Insurance Court. *	-	5.63
ii. Dispute on outstanding balance against the lease finance and hire purchase, the case is before the High Court of Karnataka	12.34	12.34
iii. Cross Subsidy surcharge to TNGDCL	39.52	39.52
iv. Dispute with TNEB on Payment of tax on self-generation units	6.96	6.96

* Demand was remitted during the year.

Note - 41 - COMMITMENTS**Capital Commitments**

Estimated value of contract remaining to be executed on Capital account is Rs.800.92 lakhs (Previous year Rs. Rs.1252.18 lakhs)

EPCG & Advance Licence Commitments

EPCG & Advance Licence Commitments Future export obligations / commitments under import of Capital Goods at Concessional rate of customs duty. As at 31st March, 2024 Rs. 417.16 Lakhs (31st March, 2023 Rs. 414.91 Lakhs)

Note - 42 - POST RETIREMENT BENEFIT PLANS**Defined Benefits Plan****Gratuity**

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is an unfunded plan.

In accordance with IND AS details are given below which is certified by the actuary and relied upon by the auditors and the company has provided the liability in accounts, to meet its liability from internal generation.

(₹ in lakhs)

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
I. PRINCIPAL ACTUARIAL ASSUMPTIONS		
[Expressed as weighted averages]		
Discount Rate	6.97%	7.18%
Salary escalation rate	6.00%	6.00%
Attrition rate	5.00%	5.00%
Expected rate of return on Plan Assets	0.00%	0.00%
II CHANGES IN THE PRESENT VALUE OF THE OBLIGATIONS (PVO)		
RECONCILIATION OF OPENING AND CLOSING BALANCES (₹ in lakhs)		
PVO as at the beginning of the period	143.01	140.96
Interest Cost	9.60	9.83



Particulars	As at 31st March, 2024	As at 31st March, 2023
Current service cost	20.69	21.08
Past service cost	-	-
Benefits paid	-18.52	-8.06
Actuarial loss/(gain) on obligation (balancing figure)	0.75	-20.80
PVO as at the end of the period	155.53	143.01
III CHANGES IN THE FAIR VALUE OF PLAN ASSETS - RECONCILIATION OF OPENING AND CLOSING BALANCE		
Fair value of plan assets as at the beginning of the period	-	-
Expected return on plan assets	-	-
Contributions	18.52	8.06
Benefits paid and charges deducted	-18.52	-8.06
Actuarial gain/(loss) on plan assets [balancing figure]	-	-
Fair value of plan assets as at the end of the period	-	-
IV ACTUAL RETURN ON PLAN ASSETS		
Expected return on plan assets	-	-
Actuarial gain (loss) on plan assets	-	-
Actual return on plan assets	-	-
V ACTUARIAL GAINS AND LOSSES RECOGNIZED		
Actuarial gain / (loss) for the period - Obligation	-0.75	20.80
Actuarial gain / (loss) for the period- Plan Assets	-	-
Total (gain) / loss for the period	-0.75	20.80
Actuarial (gain) / loss recognized in the period	0.75	-20.80
Unrecognized actuarial (gain) / loss at the end of the year	-	-
VI AMOUNTS RECOGNISED IN THE BALANCE SHEET AND RELATED ANALYSIS		
Present value of the obligation	155.53	143.01
Fair value of plan assets	-	-
Amount determined under para 63 of Ind AS 19	155.53	143.01
Net Defined benefit liability recognized in the balance sheet	155.53	143.01
Present value of future reduction in contribution under para 65 of Ind AS 19	-	-
Net Defined Benefit Asset recognized under para 64 of Ind AS 19	-	-
VII EXPENSES RECOGNISED IN THE STATEMENT OF PROFIT AND LOSS ACCOUNT		
Current service cost	20.69	21.08
Net Interest on Net Defined Benefit Obligations	9.60	9.83
Net actuarial (gain) / loss recognised during the period	-	-



Particulars	As at 31st March, 2024	As at 31st March, 2023
Past service	-	-
Expenses recognized in the statement of profit and loss	30.29	30.91
VIII AMOUNT RECOGNISED FOR THE CURRENT PERIOD IN THE STATEMENT OF OTHER COMPREHENSIVE INCOME (OCI)		
Actuarial (gain)/ Loss on Plan obligations	0.75	-20.80
Difference between Actual return and interest income on Plan Assets-(gain)/loss	-	-
Effect of Balance Sheet asset limit	-	-
Amount recognized in OCI for the current period	0.75	-20.80
IX MOVEMENTS IN THE LIABILITY RECOGNISED IN THE BALANCE SHEET		
Opening net liability adjusted for effect of balance sheet	143.01	140.96
Amount recognized in Profit and Loss Account	30.29	30.91
Amount recognised in OCI	0.75	-20.80
Contribution paid	-18.52	-8.06
Closing net liability	155.53	143.01
X AMOUNT FOR CURRENT PERIOD		
Present value of obligation	155.53	143.01
Plan Assets	-	-
Surplus (Deficit)	-155.53	-143.01
Experience adjustments on plan liabilities (Loss) / gain	1.91	20.80
Impact on change in assumptions on plan liabilities (loss) / gain	-2.66	0.00
Experience adjustments on plan liabilities (loss) / gain	-	-
Date of valuation	As at 31st March, 2024	As at 31st March, 2023
Average Duration of defined benefit obligations (in years)	9.1	9.2
Sensitivity analysis		(₹ in lakhs)
A. Discount Rate +50 BP	7.47%	7.68%
Defined benefit obligation (PVO)	149.31	137.26
Current Service Cost	20.56	19.71
B. Discount rate -50 BP	6.47%	6.68%
Defined benefit obligation (PVO)	162.19	149.18
Current Service Cost	22.71	21.75
C. Salary Escalation Rate +50 BP	6.50%	6.50%



Date of valuation	As at 31 st March, 2024	As at 31 st March, 2023
Defined benefit obligation (PVO)	162.42	149.41
Current Service Cost	22.75	21.79
D. Salary Escalation Rate -50 BP	5.5%	5.5%
Defined benefit obligation (PVO)	149.05	137.00
Current Service Cost	20.52	19.67
EXPECTED CONTRIBUTION IN FOLLOWING YEARS		
(MID YEAR CASH FLOWS)		
YEAR 1	8.93	8.25
YEAR 2	18.08	11.72
YEAR 3	11.29	17.91
YEAR 4	15.60	10.70
YEAR 5	13.82	16.81
NEXT 5 YEARS	83.54	68.61
EXPECTED BENEFIT PAYMENTS IN FOLLOWING YEARS		
(MID YEAR CASH FLOWS)		
YEAR 1	8.93	8.25
YEAR 2	18.08	11.72
YEAR 3	11.29	17.91
YEAR 4	15.60	10.70
YEAR 5	13.82	16.81
NEXT 5 YEARS	83.54	68.61

Note - 43 - SEGMENT REPORTING**Operating Segments:**

- Textile
- Power Generation
- Real Estate

Identification of Segments:

The chief operational decision maker monitors the operating results of its Business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements, Operating segment have been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108.

Segment revenue and results:

The expenses and income which are not directly attributable to any business segment are shown as un-allocable expenditure (net of allocable income).

Segment assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant



and equipments, trade receivables, Inventory and other operating assets. Segment liabilities primarily includes trade payable and other liabilities. Common assets and liabilities which can not be allocated to any of the business segment are shown as un-allocable assets / liabilities.

Segment Reporting	31.03.2024	31.03.2023
Segment Revenue		
Textiles	18,762.98	20,670.74
Power Generation	1,054.47	632.50
Real Estate	140.00	160.96
Net Segment Revenue	19,957.45	21,464.20
Segment Results (Profit Before Finance cost & Tax)		
(i) Textiles	568.61	2,311.78
(ii) Power Generation	559.76	368.44
(iii) Real Estate	113.29	138.39
Total	1,241.66	2,818.60
Less : Finance cost		
(i) Textiles	204.13	215.98
(ii) Power Generation	104.04	122.71
(iii) Real Estate	15.36	23.65
Total	323.53	362.33
Less : Unallocable Expenses	130.90	90.99
Profit / Loss before Tax	787.23	2,365.28
Segment Assets		
Textiles	13,923.71	13,480.76
Power Generation	3,678.19	3,890.02
Real Estate	1,621.99	1,576.07
Add: Unallocable Assets	4.61	2.58
Total Assets	19,228.50	18,949.42
Segment Liabilities		
Textiles	4,727.68	4,132.76
Power Generation	1,833.70	2,349.49
Real Estate	254.36	329.09
Add: Unallocable Liabilities	1,333.63	1,455.25
Total Liabilities	8,149.36	8,266.60



Summary of segment Revenue and Segment Assets

Particulars	India		Rest of the world		Total	
	Current Year	Previous year	Current Year	Previous year	Current Year	Previous Year
Segment Revenue *	19,298.73	20,648.03	658.72	816.17	19,957.45	21,464.20
Carrying Cost of segment assets **	19,123.12	18,911.38	100.77	35.46	19,223.89	18,946.84
Carrying Cost of segment Non Current assets @	1,038.33	515.75	-	-	1,038.33	515.75
Additions to Property, plant and equipments	1,407.61	3,400.79	-	-	1,407.61	3,400.79

* Based on location of Customers

** Based on location of assets

@ Excluding Property, plant and equipments

Note 44 - Related Party Disclosures

List of Related Parties as identified by the Management

S.No.	Party	Particulars
1	Bosco Giulia	Key Managerial Personnel
2	Ramesh Shenoy K	Key Managerial Personnel
3	Santossh R	Key Managerial Personnel
4	Balu K N	Key Managerial Personnel
5	Nishanth Balu	Key Managerial Personnel
6	R Baba Chandrasekar	Non-Independent Director
7	Strikeright Integrated Services Limited	Other Significant influences (with whom transactions have taken place)

Disclosure of Related Party Transactions for the year ended 31st March, 2024

(₹ in lakhs)

S. No.	Nature of Transactions	Related Parties						
		Strikeright Integrated Services Limited	Bosco Giulia	Ramesh Shenoy K	Santossh R	Nishanth Balu	Balu KN	R Baba Chandrasekar
1	Purchase of Yarn & Fibre	3,490.82	-	-	-	-	-	-
2	Sale of Fibre	2,533.62	-	-	-	-	-	-
3	Lease Rent on Vehicles	-	4.86	-	-	-	-	-
4	Interest Paid on unsecured Loan	-	-	-	-	-	-	36.35
5	Consultancy charges	-	-	-	5.38	-	-	-
6	Remuneration to KMP's	-	60.00	9.06	3.89	2.47	11.31	-
	Total	6,024.44	64.86	9.06	9.27	2.47	11.31	36.35



Disclosure of Related Party Transactions for the year ended 31st March, 2023

(₹ in lakhs)

S. No.	Nature of Transactions	Related Parties				
		Strikeright Integrated Services Limited	Bosco Giulia	Ramesh Shenoy K	Balu KN	R Baba Chandrasekar
1	Purchase of Yarn & Fibre	3,715.02	-	-	-	-
2	Sale of Fibre	2,890.44	-	-	-	-
3	Lease Rent on Vehicles	-	5.24	-	-	-
4	Interest Paid on unsecured Loan	-	-	-	-	36.21
5	Remuneration to KMPs	-	40.07	11.09	9.94	-
	Total	6,605.46	45.31	11.09	9.94	36.21

Outstanding Balances

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Payables (Trade payables and other liabilities)		
Other Significant Influences	62.45	98.98
Key Managerial Personnel	3.74	4.44
End of the year	66.19	103.42
Receivables (Trade receivables and other receivables)		
Other Significant Influences	198.47	158.33
Key Managerial Personnel	0.15	0.49
End of the year	198.62	158.82
Loans		
R Baba Chandrasekar - Non Independent Director		
Beginning of the year	502.77	467.38
Loans received	-	35.00
Interest Charged during the year	36.35	36.21
Interest Paid	33.58	35.82
End of the year	505.54	502.77
Bosco Giulia - Whole Time Director		
Beginning of the year	12.91	3.20
Loans received	113.00	166.99
Interest Charged during the year	-	-
Loan repayments	118.41	157.28
End of the year	7.50	12.91
End of the year	513.04	515.68

NOTE - 45 - FAIR VALUE MEASUREMENTS

Financial Instrument by category and hierarchy



The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short-term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The fair values for loans security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

For Financial assets and Liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1 : quoted (unadjusted) prices in active markets for identical assets or liabilities.
- Level 2 : other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
- Level 3 : techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.



₹ in lakhs

Note - 45 - FAIR VALUE MEASUREMENT (CONTD..)

Financial Assets and Liabilities as at 31 st March, 2024	Non Current	Current	Routed through Profit and Loss				Routed through OCI			Carried at amortised cost				Total Amount	
			Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3		Total
Financial Assets															
Equity Instruments	7.30	36.85	44.15	36.85	-	7.30	-	-	-	-	-	-	-	-	44.15
Mutual Funds	-	268.09	268.09	268.09	-	-	-	-	-	-	-	-	-	-	268.09
Investment in Portfolio Management Fund	-	122.66	122.66	-	122.66	-	-	-	-	-	-	-	-	-	122.66
Investment in Alternative Investment Fund	467.49	-	467.49	-	-	467.49	-	-	-	-	-	-	-	-	467.49
Investment in Bonds	-	2,465.74	2,465.74	-	-	-	-	-	-	-	-	-	-	-	2,465.74
Other Assets	474.79	2,893.35	3,368.14	304.94	122.66	474.79	902.40	2,465.74	2,465.74	-	-	-	-	-	3,368.14
Loans to Employees	-	0.27	0.27	-	-	-	-	-	-	-	-	-	0.27	-	0.27
Other Financial Assets	128.45	13.37	141.83	-	-	0.99	0.99	-	-	-	-	-	140.83	-	141.83
Trade receivable	-	768.03	768.03	-	-	768.03	768.03	-	-	-	-	-	-	-	768.03
Cash and Cash equivalents	-	12.45	12.45	-	-	-	-	-	-	-	-	-	12.45	-	12.45
Other Bank Balance	-	332.49	332.49	-	-	-	-	-	-	-	-	-	332.49	-	332.49
Financial Liabilities	128.45	1,126.60	1,255.06	-	-	769.02	769.02	-	-	-	-	-	486.04	-	1,255.06
Borrowings	4,074.80	1,609.40	5,684.20	-	-	-	-	-	-	-	-	-	5,684.20	-	5,602.14
Other Financial Liabilities	55.90	272.75	328.65	-	-	55.90	55.90	-	-	-	-	-	272.75	-	390.03
Trade Payables	-	256.27	256.27	-	-	-	-	-	-	-	-	-	256.27	-	301.32
Lease Liabilities	-	2.51	2.51	-	-	-	-	-	-	-	-	-	2.51	-	1.17
Financial Assets and Liabilities as at 31st March, 2023	4,130.70	2,140.92	6,271.62	-	-	55.90	55.90	-	-	-	-	-	6,215.72	-	6,294.66
Financial Assets															
Investments															
Equity instruments	0.05	305.16	305.21	305.16	-	0.05	305.21	-	-	-	-	-	-	-	305.21
Mutual Funds	-	264.44	264.44	264.44	-	-	264.44	-	-	-	-	-	-	-	264.44
Investment in Portfolio Management Fund	-	347.64	347.64	-	347.64	-	347.64	-	-	-	-	-	-	-	347.64
Investment in Alternative Investment Fund	-	40.49	40.49	-	-	40.49	40.49	-	-	-	-	-	-	-	40.49
Investment in Bonds	-	2,138.29	2,138.29	-	-	-	-	2,138.29	2,138.29	-	-	-	-	-	2,138.29
Other Assets	0.05	3,096.02	3,096.07	569.60	347.64	40.54	957.78	2,138.29	2,138.29	-	-	-	-	-	3,096.07
Loans to Employees	-	0.60	0.60	-	-	-	-	-	-	-	-	-	0.60	-	0.60
Other Financial Assets	118.65	21.33	139.98	-	-	1.07	1.07	-	-	-	-	-	138.90	-	139.98
Trade receivable	-	1,078.48	1,078.48	-	-	1,078.48	1,078.48	-	-	-	-	-	-	-	1,078.48
Cash and Cash equivalents	-	164.13	164.13	-	-	-	-	-	-	-	-	-	164.13	-	164.13
Other Bank Balance	-	313.12	313.12	-	-	-	-	-	-	-	-	-	313.12	-	313.12
Financial Liabilities	118.65	1,577.65	1,696.31	-	-	1,079.55	1,079.55	-	-	-	-	-	616.76	-	1,696.31
Borrowings	4,491.13	1,111.02	5,602.14	-	-	-	-	-	-	-	-	-	5,602.14	-	5,602.14
Other Financial Liabilities	68.97	321.06	390.03	-	-	68.97	68.97	-	-	-	-	-	321.06	-	390.03
Trade Payables	-	301.32	301.32	-	-	-	-	-	-	-	-	-	301.32	-	301.32
Lease Liabilities	-	1.17	1.17	-	-	-	-	-	-	-	-	-	1.17	-	1.17
Total	4,560.09	1,734.57	6,294.66	-	-	68.97	68.97	-	-	-	-	-	6,225.69	-	6,294.66

**NOTE - 46 - FINANCIAL RISK MANAGEMENT****Financial risk management objectives and policies**

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommend risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures like foreign exchange forward contracts, borrowing strategies and ensuring compliance with market risk limits and policies.

Market Risk- Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

According to the Company, interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50-basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Exposure to interest rate risk

(₹ in lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Non-Current Borrowings	3,567.30	3,978.22
Current Maturities of Long Term-Debts	1,311.42	1,111.02
Total Borrowings (excl. Int. accrued but not due and unsecured loans)	4,878.72	5,089.24
Borrowings carrying variable rate of interest	4,878.72	5,089.24
% of borrowings out of above bearing variable rate of interest	100.00%	100.00%

Interest rate sensitivity**A change of 50 bps in interest rates would have following Impact on profit before tax**

Particulars	2023-24	2022-2023
50 bps increase would decrease the profit before tax by	24.39	25.45
50 bps decrease would Increase the profit before tax by	-24.39	-25.45



Market Risk- Foreign currency risk

The Company operates internationally and portion of the business is transacted in foreign currencies and consequently the Company is exposed to foreign exchange risk through its sales in overseas and purchases from overseas suppliers in foreign currencies. Foreign currency exchange rate exposure is partly balanced by purchasing of goods, commodities in the foreign currencies.

a) Unhedged foreign currency exposure

(Foreign Currency in Lakhs)

Particulars of unhedged foreign currency exposures as at the reporting date

Particulars	USD	EURO
As at 31st March, 2024		
Trade Receivable	1.21	-
Trade payables	-	-
Loans taken	-	53.24
Advance to import creditors	-	-
Advance from Debtors	-	-
Cash and Bank balances	0.04	-
As at 31st March, 2023		
Trade Receivable	0.43	-
Trade payables	-	-
Loans taken	-	54.91
Advance to import creditors	0.04	-
Advance from Debtors	-	-
Cash and Bank balances	1.43	0.000042

Market Risk - Price risk

(a) Exposure

The Company's exposure to equity securities price risk arises from Investments held by the Company and classified in the balance sheet either at fair value through OCI or at fair value through profit and loss. To manage its price risk arising from investments in equity securities, the company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

(b) Sensitivity

The table below summarizes the impact of increases/decreases of the BSE index on the company's equity and Gain/Loss for the period. The analysis is based on the assumption that the index has increased by 5% or decreased by 5% with all other variables held constant, and that all the company's equity instruments moved in line with the index.

Impact on Profit before tax

₹ in lakhs

Particulars	31.03.2024	31.03.2023
BSE Sensex Increase 5%	15.25	15.26
BSE Sensex Decrease 5%	(15.25)	(15.26)

Above Referred sensitivity pertains to quoted equity investments (Refer Note 9). Profit for the year would increase/(decrease) as a result of gains/losses on equity securities as at fair value through profit or loss.



(c) Foreign Currency Risk Sensitivity

A change of 5% in Foreign currency would have following impact on profit before tax

Particulars	2023-24		2022-23	
	5% Increase	5% Decrease	5% Increase	5% Decrease
USD	5.21	(5.21)	7.64	(7.64)
EURO	(240.18)	240.18	(246.03)	246.03
Increase / (decrease) in profit or loss	(234.96)	234.96	(238.39)	238.39

Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant increase in credit risk on other financial instruments of the same counterparty,
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivables is not material hence no additional provision considered.

Trade receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 7 days to 180 days credit term. Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit. The Company has no concentration of credit risk as the customer base is widely distributed both economically and geographically.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on actual incurred historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 10. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.



Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.

(i) Financing arrangements

The Company had access to the following borrowings facilities at the end of the reporting period

Particulars	As at 31 st March, 2024	As at 31 st March, 2023
Fixed rate		
Expiring within one year (bank overdraft and other facilities)	1,500.00	1,500.00
Expiring beyond one year (bank loans)	-	-

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in INR.



(₹ in Lakhs)

(ii) Maturity patterns of borrowings

Particulars	As at 31 st March, 2024				As at 31 st March, 2023			
	0-1 years	1-5 years	Beyond 5 years	Total	0-1 years	1-5 years	Beyond 5 years	Total
Long term borrowings (Including current maturity of long term debt)	1,609.40	3,027.63	241.69	4,878.72	1,114.23	4,011.81	479.31	5,605.36
Short term borrowings	297.98	-	-	297.98	-	-	-	-
Total	1,907.38	3,027.63	241.69	5,176.70	1,114.23	4,011.81	479.31	5,605.36

(₹ in lakhs)

(iii) Maturity patterns of other Financial Liabilities

As at 31 st March, 24	As at 31 st March, 2024				As at 31 st March, 2023			
	0-3 months	3-6 months	6 months to 12 months	beyond 12 months	Total			
Trade Payable	256.27	-	-	-	256.27			
Other Financial liability (Current and Non Current)	273.53	-	15.34	40.56	329.43			
Total	529.80	-	15.34	40.56	585.70			
As at 31st March, 23								
Trade Payable	301.32	-	-	-	301.32			
Other Financial liability (Current and Non Current)	319.02	-	-	68.97	387.99			
Total	620.34	-	-	68.97	689.30			

**NOTE - 47 - CAPITAL RISK MANAGEMENT****(a) Risk Management**

The Company aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary, adjust, its capital structure.

(b) Dividend

(₹ in lakhs)

Particulars	31 st March, 2024	31 st March, 2023
Equity shares		

Final dividend for the year ended 31 st March, 2023	77.83	155.66
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Re. 0.75 per equity share (15%) of face value Rs. 5 each (31st March 2022 - Rs. 1.50) per fully paid share distributed based on approval by the shareholders at the AGM held on 21st Sep 2023.

Dividends not recognised at the end of the reporting period

In addition to the above dividends, since year end the Directors have recommended the payment of a final dividend of Re. 0.50 per fully paid equity share (31st March 2023 – Re. 0.75). This proposed dividend is subject to the approval of Shareholders in the ensuing Annual General Meeting.	51.89	77.83
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Particulars	31 st March, 2024	31 st March, 2023
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NOTE - 48 - EARNINGS PER SHARE**Earnings per share has been computed as under**

Profit / (Loss) for the year	461.06	1,730.40
Weighted average number of equity shares outstanding	1,03,77,600	1,03,77,600
Earnings per shares (₹) - Basic (Face value ₹ 5 per share)	4.44	16.67
Diluted earnings per share is same as basic earnings per share	4.44	16.67

NOTE - 49 - EXPORT PROMOTION OF CAPITAL GOODS (EPCG)

Export Promotion Capital Goods (EPCG) scheme allows import of certain capital goods including spares at concessional duty subject to an export obligation for the duty saved on capital goods imported under EPCG scheme. The duty saved on capital goods imported under EPCG scheme being Government Grant, is accounted as stated in the Accounting policy on Government Grant.

NOTE - 50 - BREAK UP OF AUDIT FEES

(₹ in lakhs)

Particulars	31 st March, 2024	31 st March, 2023
For Audit	5.00	4.75
For Certification	2.25	1.03
For Taxation Services	1.55	1.40
For reimbursement of expenses	0.37	0.33

**NOTE - 51 - CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENSES**

(₹ in lakhs)

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Amount required to be spent by the company during the year	40.71	30.89
Amount of expenditure incurred	41.00	31.00
- towards educational aid		
Shortfall at the end of the year	Nil	Nil
Total of previous year shortfall	Nil	Nil
Reasons for shortfall	NA	NA
Nature of CSR activities	Amount spent for Education aid.	
Details of related party transactions	-	
Movements during the year for provision made with respect to liability incurred by entering into as contractual obligation.	NA	NA

NOTE - 52 - EVENT OCCURRING AFTER BALANCE SHEET DATE

The board of directors has recommended Equity dividend of Re.0.50 per share (previous year Re. 0.75) for the financial year 2023-24.

53. Financial Ratios

S. No.	Particulars	As at March 31, 2024	As at March 31, 2023	Variation	Remarks for variation more than 25%
1	Current Ratio (in times)	2.70	3.07	-12.05%	Not Applicable
2	Debt Equity Ratio (in times)	0.55	0.57	-3.51%	Not Applicable
3	Debt Service Coverage Ratio (in times)	1.52	3.28	-53.66%	Reduction in Turnover and Increase in the input cost as a resulted in lower PBT.
4	Return on Equity Ratio (in %)	4.56%	18.94%	-75.92%	Reduction in Turnover and an Increase in the input cost have resulted in lower PAT.
5	Inventory Turnover Ratio (in times)	11.84	18.32	-35.37%	Reduction in Turnover and Inventory holding as at the year end is higher as compared to the previous year end.
6	Trade Recievables Turnover Ratio (in times)	19.80	19.82	-0.10%	Not Applicable
7	Trade Payables Turnover Ratio	49.87	45.94	8.55%	Not Applicable
8	Net Capital Turnover Ratio	4.03	4.15	-2.89%	Not Applicable



S. No.	Particulars	As at March 31, 2024	As at March 31, 2023	Variation	Remarks for variation more than 25%
9	Net Profit Ratio (in %)	2.37%	8.19%	-71.06%	Reduction in Turnover and an Increase in the input cost have resulted in lower PAT.
10	Return on Capital Employed (in %)	6.54%	16.53%	-60.44%	Reduction in Turnover and an Increase in the input cost have resulted in lower PBT.
11	Return on Investment (in %)	8.71%	7.66%	13.71%	Not Applicable

Explanations to items included in computing the above ratios

- i. Current Ratio: Current Asset over Current Liabilities
- ii. Debt-Equity Ratio: Debt (includes Borrowings and current & non-current lease liabilities) over total shareholders' equity (including Reserves & Surplus excluding Revaluation reserve)
- iii. Debt Service Coverage Ratio: EBIT + Depreciation + Profit or loss on sale of assets / investments over lease payments (Principal & Interest) + Loans repayments (Principal & Interest).
- iv. Return on Equity Ratio: PAT over average Equity (including Reserves & Surplus excluding Revaluation reserve)
- v. Inventory Turnover Ratio: Revenue from Textiles operations only considered over average Inventory.
- vi. Trade Receivables Turnover Ratio: Revenue from Textiles operations only considered over average Trade Receivables.
- vii. Trade Payables Turnover Ratio: Purchases over average Turnover Payable
- viii. Net Capital Turnover Ratio: Revenue from Operations over average Working Capital (Current Assets - Current Liabilities)
- ix. Net Profit Ratio: Net profit after tax over Revenue from operations
- x. Return on Capital Employed: PBIT over Capital Employed (Capital Employed includes total shareholders' equity (Excluding revaluation reserve), borrowings, short term and long-term lease liabilities and Deferred Tax Liability)
- xi. Return on Investment: Interest Income + Dividend Income + Realised gain on investment in MF / Equities / Bonds over average investments (includes Investment in MF, Shares, Bonds and other bank deposits)

The Non-GAAP Measures presented may not be comparable to similarly titled measures reported by other companies. Further, it should be noted that EBIDTA, EDITDA Margin, Gross Margin, Net Worth, Return on Net Worth, Net Asset Value (Per Equity Share), Debt Equity Ratio, Return on Capital Employed, Return on Equity is not a measure of operating performance or liquidity defined by generally accepted accounting principles and may not be comparable to similarly titled measures presented by other companies.

54. No proceedings have been initiated during the year or are pending against the company as at March 31, 2024 for holding any benami property under Benami Property Transactions (Prohibition) Act, 1988.
55. Transactions and balances with companies which have been removed from register of Companies (Struck off companies) as at the above reporting periods is Nil.
56. The company has not traded / invested in Crypto currency or virtual currency.
57. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:



- i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
58. The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding party) with the understanding (whether recorded in writing or otherwise) that the company shall:
- i. 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
 - ii. Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
59. The company has no such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (Such as search or survey or any other relevant provisions of Income Tax Act, 1961).
60. The company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.

61. AUDIT TRAIL

As per the requirements of Rule 3(1) of the Companies (Accounts) Rules, 2014, the Company uses only such accounting software for maintaining its books of account that have a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and who made those changes within such accounting software. This feature of recording audit trail has operated throughout the year and was not tampered with during the year

62. Registration of charges or satisfaction with Registrar of companies (ROC)

The Company does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.

63. The Company was not declared wilful defaulter by any bank or financial institutions or other lenders.
64. The Company has borrowed from banks on the basis of security of current assets. Quarterly returns or Statements of current assets filed by the company with banks are in agreement with books of accounts. Summary of reconciliation and reasons for material discrepancies are given below:

Stock Statement submission with banks

(₹ in lakhs)

Particulars	As at March 31,2024	As at December 31, 2023	As at September 30, 2023	As at June 30, 2023	As at March 31,2023
Inventories as per declaration with Bank	1,794.29	978.77	1,293.67	984.49	1,293.28
Trade receivables as per Declaration with Bank	768.73	1,023.61	844.40	883.96	1,079.18
Total (A)	2,563.02	2,002.38	2,138.07	1,868.45	2,372.46
Inventories as per Books	1,794.29	978.77	1,293.67	984.49	1,293.28
Trade Receivables as per Books	768.73	1,023.61	844.40	883.96	1,079.18
Total (B)	2,563.02	2,002.38	2,138.07	1,868.45	2,372.46
Difference in Inventories	0.00	(0.00)	(0.00)	(0.00)	-0.00
Difference in Trade Receivables	0.00	0.00	(0.00)	0.00	-
Total Differences (A)-(B)	0.00	0.00	(0.00)	(0.00)	-0.00



65. Approval of Financial Statements:

The Board of Directors of the company has reviewed the realisable value of all the current assets and has confirmed that the value of such assets in the ordinary course of business will not be less than the value at which these are recognized in the financial statements. In addition, the board has also confirmed the carrying value of the non-current assets in the financial statements. The Board, duly taking into account all the relevant disclosures made, has approved these financial statements in its meeting held on 29th May 2024.

66. Previous year's figures have been regrouped wherever considered necessary.

Vide Our Report of even date

For **Mohan & Venkataraman**
Chartered Accountants
FRN:07321S

(Sd/-) **Meenakshi Sundaram Rajkumar**
Chairman
(DIN : 06935422)

(Sd/-) **Bosco Giulia**
Whole-Time Director
(DIN : 01898020)

(Sd/-) **Ramesh P**
Partner
M.No.: 202682

(Sd/-) **Radhakrishnan Santossh**
Chief Financial Officer

(Sd/-) **Shanthi P**
Company Secretary
Membership No. A60402

Place : Coimbatore
Date : 29th May 2024