



**SUNIL INDUSTRIES LIMITED**

(AN ISO 9001 & 14001 CERTIFIED COMPANY)

**Corporate Office**

315, Rewa Chambers  
New Marine Lines, Mumbai - 400 020  
Tel. : (022) 2201 7389 / 2208 7860  
Fax : (022) 2208 4594  
E-mail : info@sunilgroup.com  
www.sunilgroup.com

CIN No.: L99999MH1976PLC019331

**Date: 31<sup>st</sup> August, 2023**

To,  
**Department of Corporate Service (DCS-CRD),**  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**Sub.: Submission of Annual Report for Financial Year 2022- 2023 as per Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

**Ref.: Sunil Industries Limited (Scrip Code – 521232).**

Dear Sir,

Please find attached Annual Report for Financial year 2022-2023 pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking you.  
Yours truly,

**FOR SUNIL INDUSTRIES LIMITED**

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**Mr. Saurabh Sahu**  
**Company Secretary & Compliance Officer**  
**ACS: 55322**  
**Contact: 0251-2870749**

**47<sup>TH</sup> ANNUAL REPORT**

**2022 - 2023**



**SUNIL INDUSTRIES LIMITED**  
**(L99999MH1976PLC019331)**

<b>Sr. No</b>	<b>Particulars</b>	<b>Page No.</b>
1.	Notice	5-21
2.	Director's Report	20-38
3.	Secretarial Audit Report	39-43
4.	Corporate Governance Report	44-69
5.	Compliance Certificate By CFO & CEO	70-72
6.	Certificate on Corporate Governance by Practicing Company Secretary	73-74
7.	Certificate of Non-Disqualification of Directors	75
8.	Management Discussion Report	76-80
9.	Independent Auditors' Report	81-95
10.	Balance-Sheet	96
11.	Profit & Loss Account	97
12.	Cash Flow Statement	98
13.	Notes	99-125

**BOARD OF DIRECTORS:**

Mr. Vinod Lath (DIN: 00064774)	:	Chairman and Managing Director
Mr. Pradeep Roongta(DIN: 00130283)	:	Whole-Time Director & CFO
Mr. RohitGadia(DIN: 02175342)	:	Independent Director
Mr. Rajesh Tibrewal(DIN: 00130509)	:	Independent Director
Mrs. ShrutiSaraf (DIN: 07521927)	:	Independent Woman Director
Mr. SourabhSahu(ACS: 55322)	:	Company Secretary

**REGISTERED OFFICE:**

D-8, M.I.D.C., Phase II,  
Manpada Road, Dombivli (E) - 421 203  
Dist. Thane, Maharashtra.

**MANUFACTURING UNITS:****Spinning Unit:**

S.F.No. 324/1, Karungal Village,  
K. Anapatti Post, Vedasandur Taluk,  
Dist. Dindigul – 624 620.

**Weaving Unit:**

Plot No. 60- B, Parvati Industrial Area,  
Kondigre Road, Near Gangajal Water Tank,  
Yadrav,Ichalkaranji.

**Processing Unit:**

D-8, MIDC, Phase II,  
Manpada Road, Dombivli (E),  
Dist. Thane - 421 203.

**BANKERS:**

Standard Chartered Bank

**STATUTORY AUDITORS:**

M/S P R Agarwal &Awasthi, **(Till 08.08.2023)**  
Chartered Accountants, Mumbai

V.K. Beswal& Associates

(Board of Directors Recommended appointment  
In the Board Meeting held on 08.08.2023 subject to  
the approval of Members in ensuing Annual General Meeting)  
Chartered Accountants, Mumbai

**SECRETARIAL AUDITOR:**

HSPN & Associates LLP  
Company Secretaries, Mumbai

**INTERNAL AUDITOR:**

Chetan Jain & Associates  
Chartered Accountants, Mumbai

**COST AUDITOR:**

M/s Shanker Chaudhary & Co.,  
Cost Accountants, Mumbai

**SHARE TRANSFER AGENTS:**

Link Intime India Private Limited,  
Add.: C 101, 247 Park,  
L.B.S.Marg, Vikhroli (West),  
Mumbai - 400083

**SHARES LISTED AT:**

**BSE Limited**

PhirozeJeejeebhoy Towers, Dalal Street,  
Mumbai – 400 001.

**47<sup>th</sup>ANNUAL GENERAL MEETING**

<b>Date:</b>	<b>23<sup>RD</sup> September, 2023</b>
<b>Day:</b>	<b>SATURDAY</b>
<b>Time:</b>	<b>03.00 P.M.</b>
<b>Place:</b>	<b>VIDEO CONFERENCING(VC) OR OTHER AUDIO-VISUAL MEANS(OAVM)</b>

**Sunil Industries Limited**

**CIN No: L99999MH1976PLC019331**

**Reg Office: D 8 MIDC PhaseII, Manpada Road,  
Dombivli (East),Thane,Maharashtra-421201.**

**Web: [www.sunilgroup.com](http://www.sunilgroup.com), Tel: 0251-2870749**

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 47<sup>th</sup> ANNUAL GENERAL MEETING OF MEMBERS OF SUNIL INDUSTRIES LIMITED WILL BE HELD ON SATURDAY THE 23<sup>RD</sup> SEPTEMBER, 2023 AT 03.00 P.M. THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS, TO TRANSACT THE FOLLOWING.

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### ORDINARY BUSINESS:

#### **Item no. 1: APPROVAL OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023**

To receive, consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March 2023 together with the Reports of the Board of Directors and the Auditors thereon.

#### **Item No. 2: APPROVAL FOR RE-APPOINTMENT OF MR. PRADEEP CHATRUPRASAD ROONGTA, WHOLE TIME DIRECTOR (HOLDING DIN 00130283) WHO IS RETIRING BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT**

To appoint Mr. Pradeep Chatruprasad Roongta, Whole Time Director (Holding DIN 00130283) who retires by rotation at the ensuing Annual General Meeting, and being eligible offers himself for re-appointment.

#### **Item no. 3: TO APPOINTMENT OF M/S V.K. BESWAL & ASSOCIATES, CHARTERED ACCOUNTANTS (FRN: 101083W) AS STATUTORY AUDITORS UNDER CASUAL VACANCY CAUSED BY RESIGNATION OF M/S. P R AGARWAL & AWASTHI (FRN: 117940W).**

*To consider, and if though fit, to pass with or without modification, if any, the following resolution as an **Ordinary Resolution**.*

Appointment of M/s V.K. Beswal & Associates, Chartered Accountants (FRN: 101083W) as statutory auditors under casual vacancy caused by Resignation of M/s. P R Agarwal & Awasthi (FRN: 117940W).

**“RESOLVED THAT** pursuant to the provisions of Sections 139(8), 141, 142 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee of the Company, the consent of the members of the Company be and is hereby accorded to appoint M/s V.K. Beswal & Associates (FRN: 101083W) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. P R Agarwal & Awasthi (FRN: 117940W) to hold office for a period of 5 years from the conclusion of 47<sup>th</sup> Annual General Meeting till the conclusion of the 52<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2028 on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.”

**RESOLVED FURTHER THAT** any one director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with the Registrar of Companies.”

**SPECIAL BUSINESS:**

**Item no. 4: RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR FINANCIAL YEAR 2023-2024**

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

**“RESOLVED THAT** pursuant to provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force) and any other applicable provisions, if any, the appointment of M/s Shanker Chaudhary & Co., Cost Accountants as Cost Auditors of the Company by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year 2023-2024 at remuneration of Rs. **1,25,000/-p.a.** plus applicable taxes as paid to them be and is hereby ratified.”

**RESOLVED FURTHER THAT** any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto”

**Notes:**

- 1) In view of the massive outbreak of Covid-19 pandemic, social distancing is the norm to be followed and pursuant to the Ministry of Corporate Affairs (“MCA”) vide its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 all other relevant circulars issued from time to time (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and January 05, 2023 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“the Meeting”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circulars, the Meeting of the Company is being held through VC / OAVM
- 2) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 3) The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- 4) The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 5) In accordance with the aforesaid MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail addresses for receiving the Notice.



Members who have not registered their e-mail addresses are requested to register the same as per the process mentioned in the Notes.

- 6) In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and various MCA Circulars, the Company is pleased to provide its Members with the e-voting facility to exercise their right to vote on the proposed resolutions electronically. For this purpose, the Company has appointed Mr. Hemant Shetye, Company Secretary, having Membership No. FCS-2827& Certificate of Practice No. 1483, Designated Partner of M/s HSPN & Associates LLP, Practicing Company Secretaries, as the Scrutinizer for conducting the e- voting process in a fair and transparent manner.
- 7) The Company has engaged National Securities Depository Limited (“NSDL”) as the agency to provide the e-voting facility and the instructions for e-voting are provided as part of this Notice.
- 8) The voting rights of Members shall be in proportion to their shares in the paid- up equity share capital of the Company as on the Cut-Off Date i.e., Saturday, 16th September, 2023.
- 9) Corporate Members intending to authorise their representatives to attend the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
- 10) The Members of the Company can join the AGM through VC/OAVM 15 minutes before and after the scheduled time of the commencement of the AGM. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members of the Company on first come first served basis. This will not include large Members (Members holding 2% or more shares of the Company), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of various Committees of the Company, Auditors etc. who are allowed to attend the AGM without any restriction.
- 11) The attendance of the Members at the AGM through VC/OAVM will be counted for the purpose of determining the quorum under Section 103 of the Act.
- 12) The Register of Members and the Share Transfer Books of the Company will be closed from Sunday 17th September, 2023 to Saturday, 23rd September, 2023 (both days inclusive).

- 13) Members are requested to notify any change in their address or bank mandate to: (a) their respective Depository Participants in case of shares held in electronic form; or (b) the Company's Registrar & Share Transfer Agent, Link Intime India Private Limited at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083. Tel: +91 22 49186270 Fax: +91 22 49186060. Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) Website: <http://www.linkintime.co.in>, in case of shares held in physical form.
- 14) The Voting through an electronic means will commence on Wednesday, 20th September, 2023 at 9.00 a.m. and will end on Friday, 22<sup>nd</sup> September, 2023 at 5.00 p.m. The members will not be able to cast their electronically beyond the date and time as aforesaid mentioned.
- 15) The Company's Equity Shares are listed on BSE Limited, P.J. Towers, Dalal Street, Mumbai - 400 001. The Company has paid the annual listing fees for the financial year 2023-2024.
- 16) In terms of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, every holder of securities of the Company may, at any time, nominate, in the prescribed manner, a person to whom his/her securities of the Company shall vest in the event of his/her death. Members, who wish to avail of this facility, may fill in the prescribed Form No. SH-13 and forward the same to Link Intime India Private Limited.
- 17) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
- 18) Members who desire to take part in the Green Initiative of the Company, are requested to register their e-mail addresses with their Depository Participant(s) in case they hold shares in demat form and with the Company/ their RTA for the shares held in physical form by submitting the Investor Service Request Form - Form ISR1, ISR2 and Nomination form duly filed and signed, as per the specimen signatures registered against the folio, along with the supporting documents stated thereon. On registration, all the communications will be sent to the e-mail address of the Member registered with the Company.
- 19) An electronic copy of the Annual Report 2022-2023 along with the Notice are being sent to all those Members whose e-mail addresses are registered with the Company/Depository Participant(s) and physical copy of the same is not being provided in line with the aforementioned circulars issued by the MCA and SEBI. Members may also note that the Notice of the 47<sup>th</sup> AGM and the Annual Report are available on the Company's website <http://www.sunilgroup.com>. The aforesaid documents can also be accessed from the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com)

and on the website of NSDL (agency for providing the e-voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- 20) The documents referred to in the Notice of the AGM are available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [cssunilgroup@gmail.com](mailto:cssunilgroup@gmail.com).
- 21) As per Regulation 40 of the Listing Regulations, securities of the listed companies can only be transferred in demat form with effect from 1st April 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or Link Intime India Private Limited (RTA) for assistance in this regard.
- 22) Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased Member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

Further, the Members are requested to kindly note that as per SEBI circular bearing no SEBI/HO/MIRSSD\_RTAMB/PCIR/2021/655 dated 3<sup>rd</sup> November, 2021, it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN.

Members holding shares in physical form are requested to provide Form ISR1, ISR2 and Nomination Form duly filled and signed along with the hard copy of the following self-attested documents to Link Intime India Private Limited for registration against their respective folio(s):

- Identity Proof: Copy of PAN card/ Aadhar Card
- Address Proof: Copy of Aadhar Card/ Passport/ client Master List/ Utility Bill not over 3 months old
- Bank Details: Copy of the cancelled cheque stating the name of the Member as account holder
- Contact Details: Mobile no., e-mail id
- Nomination: Please provide Form SH13 duly filled and signed.
- In the absence of any of the above information registered against your folio no., your folio no. will be frozen for any updation/ dividend payment in accordance with the aforesaid Circular.
- Form ISR1, ISR2 and Nomination forms are available on the website of Company [www.sunilgroup.com](http://www.sunilgroup.com) and on the website of our Registrar and Transfer Agent at <http://www.linkintime.co.in>.

- 23) In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020, had enabled e-voting to all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- 24) Members holding shares under multiple folios are requested to submit their applications to Link Intime India Private Limited for consolidation of folios into a single folio.
- 25) Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on Wednesday, 20<sup>th</sup> September, 2023 at 9.00 am. And ends on Friday, 22<sup>nd</sup> September, 2023 at 5.00 pm the remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 16<sup>th</sup> September, 2023, may cast their vote electronically, The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 16<sup>th</sup> September, 2023.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method

<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or</p>

	<p><a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.



5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [hs@hspnassociates.in](mailto:hs@hspnassociates.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [www.sunilgroup.com](http://www.sunilgroup.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([hns@sunilgroup.com](mailto:hns@sunilgroup.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are

allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (hns@sunilgroup.com). The same will be replied by the company suitably.
  
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
  
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**Information of Directors seeking re-appointment at the ensuing Meeting, as required under Regulation 36 (3) of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, is as follows:**

<b>Particulars</b>	<b>Pradeep Chatruprasad Roongta</b>
Date of Birth (Age)	61 years
Date of Appointment/Re-appointment	01 <sup>st</sup> November, 1999
Qualifications	Commerce Graduate
Expertise in specific functional areas	Production & Administration
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL
List of Listed Companies in which the person has resigned in the past three years	NIL
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL
Number of shares held in the Company	13,600

**ON BEHALF OF THE BOARD  
FOR SUNIL INDUSTRIES LIMITED**

**SD/-  
VINOD LATH  
MANAGING DIRECTOR AND CHAIRMAN  
DIN NO: 00064774  
DATE: 16<sup>th</sup>AUGUST, 2023  
PLACE: DOMBIVLI**

## **EXPLANATORY STATEMENT**

### **AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 and Regulation 36(5) of SEBI (LODR), 2015**

#### **Item No. 3:**

#### **To Appointment of M/s. V.K. Beswal& Associates, Chartered Accountants (FRN: 101083W) As Statutory Auditors under Casual Vacancy Caused by Resignation of M/s. P R Agarwal &Awasthi (FRN: 117940W)**

M/s. P R Agarwal &Awasthi, Chartered Accountants (FRN.:117940W) was appointed statutory auditor of the Company at their 41<sup>st</sup> Annual General Meeting ('AGM') held on 26<sup>th</sup> September, 2017 for a period of 5 years, up to the conclusion of 46<sup>th</sup> AGM of the Company held in calendar year 2022.

M/s. P R Agarwal &Awasthi, Chartered Accountants (FRN.:117940W) have tendered their resignation from the position of Statutory Auditors due to specific reason as mentioned in their resignation Letter, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in after taking consent of the members.

The Board, on the basis of recommendation of Audit Committee, proposes that M/s. V.K. Beswal& Associates., Chartered Accountants, (FRN.: 101083W) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation M/s. P R Agarwal &Awasthi, Chartered Accountants (FRN.:117940W). Accordingly, shareholders' approval by way of Ordinary resolution is sought.

M/s. V.K. Beswal& Associates., Chartered Accountants, (FRN.: 101083W), have conveyed their consent and Eligibility to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

**Disclosure under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Proposed statutory audit fee payable to auditors for the financial year ending March 31, 2024	Rs.2,50,000/-(Rupees Two Lacs Fifty Thousand Only ) per annum plus applicable taxes and reimbursement of out of pocket expenses as may be incurred during the audit.
Terms of appointment	M/s. V.K. Beswal& Associates., Chartered Accountants, (FRN.: 101083W),will hold the office for a period of 5 years from the conclusion of 47 <sup>th</sup> Annual General Meeting till the conclusion of the 52 <sup>nd</sup> Annual General Meeting of the Company to be held in the year 2028.
Basis of recommendation and auditor credentials	<p>The recommendations made by the Audit Committee and the Board of Directors of the Company, V.K. Beswal&amp; Associates., Chartered Accountants, (FRN.: 101083W), are in compliance the eligibility criteria prescribed under the Companies Act, 2013 and the applicable rules made under the Act with regard to the statutory audit experience capability, assessment of independence, etc.</p> <p><b>Brief Profile of Statutory Auditors</b></p> <p>V.K. Beswal&amp; Associates., Chartered Accountants, (FRN.: 101083W), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India having offices in Bangalore, Chennai, Cochin and Trivandrum and provides comprehensive business solutions in Assurance, Consulting, Taxation and Regulatory services. A firm is managed by a team of professionals with years of experience and expertise in different service areas such as assurance, consulting, and regulatory services.</p> <p>The Audit Firm has valid Peer Review certificate valid till 20<sup>th</sup> May, 2023.A firm is engaged in providing audit and assurance services to its client. The firm is also specialized in providing services related to Taxation, Accounting and other consultancy matters.</p>

**ON BEHALF OF THE BOARD  
FOR SUNIL INDUSTRIES LIMITED**

**SD/-  
VINOD LATH  
MANAGING DIRECTOR AND CHAIRMAN  
DIN NO: 00064774  
DATE:16<sup>th</sup> AUGUST, 2023  
PLACE: DOMBIVLI.**

**DIRECTORS' REPORT TO THE SHAREHOLDERS FOR FINANCIAL YEAR ENDED**

**31<sup>ST</sup> MARCH, 2023.**

To,  
The Members,  
**SUNIL INDUSTRIES LIMITED,**  
**DOMBIVLI**

**Dear Members**

Your director's have great pleasure in presenting **47<sup>th</sup> Annual Report** along with the Audited Balance Sheet and Profit and Loss Account for the year ended on **31<sup>st</sup> March, 2023.**

**1. FINANCIAL RESULTS:**

The Financial Results are briefly indicated below:

(Rs. In Lakhs)

Particulars	Financial Year 2022-2023 (FY 2023)	Financial Year 2021-2022 (FY 2022)
<b>Total Income</b>	22,777.00	16,168.45
<b>Total Expenditure</b>	22,283.00	15,758.13
<b>Net Profit/(Loss) Before Tax</b>	<b>494.37</b>	<b>408.43</b>
<b>Provision for Tax</b>	150.38	137.83
<b>Net Profit/(Loss) After Tax</b>	<b>343.98</b>	<b>270.60</b>
<b>Other Comprehensive Income</b>	(5.69)	9.67
<b>Net Profit/(Loss) After Tax and Other Comprehensive Income</b>	<b>338.29</b>	<b>280.27</b>
<b>Profit/(Loss) b/f Previous Year</b>	<b>1647.09</b>	1,366.82
<b>Balance c/f to Balance Sheet</b>	<b>1985.39</b>	<b>1647.09</b>

**2. PERFORMANCE OF THE COMPANY:**

During the year ended 31<sup>st</sup> March, 2023, your Company reported total Income of Rs. 2,27,77,29,477/- which in comparison to previous year's figures have increased by approximately 40.87%. The Net Profit after tax and OCI is Rs. 3,38,29,412/- as compared to Rs. 2,80,26,769/- in previous year marking an addition of approximately 20.70% but the overall profit carried forward to the Balance Sheet is Rs. 19,85,38,675/- which has increased by 20.53% as compared to previous year's figure.

**3. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:**

The company does not have any Subsidiary, Joint Venture or Associate Company and therefore provision with respect to Section 129 of the Companies Act, 2013 are not applicable to the Company.

**4. DIVIDEND:**

In order to conserve the reserves for a sustainable future, your Company does not recommend Dividend for the Financial Year 2022-2023.

**5. TRANSFER TO RESERVES:**

During the year under review, no amount is proposed to be transferred to General Reserve out of the net profits of the Company for the Financial Year 2022-2023. Hence, the entire amount of profit has been carried forward to the Profit & Loss Reserve Account.

**6. THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

During the year no Significant and Material Orders passed by the regulations or Courts or Tribunals impacting the going concern status and Company's operations in future.

**7. THE CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

There is no change in the nature of business of the Company.

**8. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there are no unpaid dividends pending of the Company.

**9. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed and also discussed at the meetings of the Audit Committee and the Board of Directors of the Company. Safety at work is being followed at all times.

**10. INTERNAL CONTROL SYSTEM:**

The Company's internal controls system has been established on values of integrity and operational excellence and it supports the vision of the Company "To be the most



sustainable and competitive Company in our industry". The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

**11. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

The Management's Discussion and Analysis Report for the year under review, as stipulated under regulation 34 (3) and Part B of Schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, is annexed to this Annual Report.

**12. CORPORATE GOVERNANCE:**

The Company is committed towards maintaining the highest standards of Corporate Governance and adhering to the Corporate Governance requirements as set out by Securities and Exchange Board of India. The Report on Corporate Governance as stipulated under Regulation 34 (3) and Part C of Schedule V of the SEBI (Listing Obligation and Disclosure Requirement), Regulation 2015 forms part of the Annual Report. The Certificate from the practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under Regulation 34 (3) and Part E of Schedule V of the SEBI (Listing Obligation and Disclosure Requirement), Regulation 2015 is also published in this Annual Report.

**13. REPORT ON CORPORATE GOVERNANCE:**

The Report on Corporate Governance as stipulated under Regulation 34 (3) and Part C of Schedule V of the SEBI (Listing Obligation and Disclosure Requirement), Regulation 2015 prepared by HSPN Associates & LLP, Company Secretaries, forms part of the Annual Report and is annexed hereto as **Annexure D**.

**14. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135 of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

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

The particulars of investment made under Section 186 of the Companies Act, 2013 have been disclosed in the financial statements in Note 4 of the Financial Statement. The Company has not given any loans falling under Section 185 and 186 of the Companies Act 2013 nor has it provided any Corporate Bank guarantee.

**16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:**

All the related party transactions are entered 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 Listing Regulations. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders. Accordingly, transactions are being reported in **Form AOC-2 i.e., Annexure B** in terms of Section 134 Companies (Accounts) Rules, of the Act read with Rule 8 of the 2014. However, the details of the transactions with the Related Party are provided in the Company's financial statements in accordance with the Accounting Standards as applicable to the Company.

All Related Party Transactions are presented to the Audit Committee and the Board and wherever forecasted 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.

The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at [www.sunilgroup.com](http://www.sunilgroup.com).

**17. POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. All employees (permanent, contractual, temporary, trainees) are covered under the said policy. The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and it redresses complaints received on sexual harassment. During the financial year under review, the Company has not received any complaints of sexual harassment from any of the employees of the Company.

**18. EXPLANATION OR COMMENTS ON QUALIFICATION, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICISING COMPANY SECRETARY IN THEIR REPORTS:**

The Statutory Auditor's Report does not contain any qualifications, reservations or adverse remarks, but Secretarial Audit Report contains qualifications pursuant to Regulations 31 (2) of Listing Obligation, Disclosure Requirements, Regulations 2015 for Dematerialization of Promoters shareholding. The company would like to inform that Promoters being distant relatives of each other are scattered all over and hence it is very difficult to convert each promoter's physical holding into Demat, however the company is in the process for conversion of the same as per Regulations 31 (2) of LODR. The Report of the secretarial auditor in MR-3 is given as an Annexure which forms part of this report.

**19. ANNUAL RETURN:**

The Annual Return pursuant to the provisions of Section 92 read with Rule 12 of (Management and Administration) Rules, 2014 is available at the Website of the Company [www.sunilgroup.com](http://www.sunilgroup.com)

**20. DEPOSITS:**

The Company has neither accepted nor renewed any deposits during the year under review.

**21. PARTICULARS OF EMPLOYEES AND MEDIAN REMUNERATION:**

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

**a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year:**

<b>Name of the Directors</b>	<b>Ratio to Median Remuneration</b>
<b>Non-executive Directors</b>	
Mr. Rajesh Tibrewal	NA
Mr. Rohit Gadia	NA
Mrs. Shruti Saraf	NA
<b>Executive Directors</b>	
Mr. Vinod Lath	<b>1: 13.69</b>
Mr. Pradeep Roongta	<b>1: 13.69</b>
<b>Company Secretary</b>	
Mr. Saurabh Sahu	<b>1:1.23</b>

**b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:**

<b>Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary</b>	<b>% Increase in Remuneration in the Financial Year</b>
Mr. Rohit Gadia	NA
Mr. Rajesh Tibrewal	NA
Mrs. Shruti Saraf	NA
Mr. Vinod Lath	<b>60% Increase from last year</b>
Mr. Pradeep Roongta	<b>60% Increase from last year</b>
Mr. Saurabh Sahu	<b>No changes</b>

- c. The median remuneration for the year 2022-2023 is **Rs 1,75,362/-**
- d. The percentage increase/(decrease) in the median remuneration of employees in the financial year: **(14.86%)**
- e. The number of permanent employees on the rolls of Company: **29**
- f. **The explanation on the relationship between average increase in remuneration and Company Performance:**  
 On an average, employees received an annual increase of **7.17%**.  
 The overall decrease in aggregate remuneration is due to reduction of employees. In order to ensure that remuneration reflects Company performance, the performance pay is also linked to organization performance, apart from an individual's performance.
- g. **Comparison of the remuneration of the key managerial personnel against the performance of the Company:**

<b>Aggregate remuneration of Key Managerial Personnel (KMP) in FY 31.03.2023</b>	
Revenue	<b>Rs. 2,27,77,29,477/-</b>
Remuneration of KMPs (as a % of revenue)	<b>0.27%</b>
Profit before Tax (PBT)	<b>Rs. 4,94,36,778/-</b>
Remuneration of KMP (as a % of PBT)	<b>12.28%</b>

- h. **Average percentile increases 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 point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The average annual increase was around **7.17%**.

The increase in the managerial remuneration for the relevant year as compared to previous year is **44.56%**.

**i. Comparison of each remuneration of the key managerial personnel against the performance of the Company:**

	<b>Mr. Vinod Lath</b> (Managing Director)	<b>Mr. Pradeep Roongta</b> (Whole-Time Director & CFO)	<b>Mr. Ramesh Khanna</b> (Whole-Time Director)	<b>Mr. Saurabh Sahu</b> (Company Secretary)
Remuneration in FY 2022-2023	<b>Rs. 24,00,000</b>	<b>Rs. 24,00,000</b>	<b>Rs. 10,56,300</b>	<b>Rs. 2,16,000</b>
Revenue <b>Rs. 2,27,77,29,477/-</b>				
Remuneration as % of Revenue	<b>0.11%</b>	<b>0.11%</b>	<b>0.05%</b>	<b>0.01%</b>
Profit before Tax (PBT): <b>Rs. 4,94,36,778/-</b>				
Remuneration as % of Profit before Tax	<b>4.85%</b>	<b>4.85%</b>	<b>2.14%</b>	<b>0.44%</b>

**j. The key parameters for any variable component of remuneration availed by the directors:**

There are no variable components of remuneration provided to the Directors.

**The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: None**

**k. Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Nomination and Remuneration Committee of the Company has affirmed at its meeting held on 30<sup>th</sup> August, 2021 that the remuneration is as per the remuneration policy of the Company. The policy is available on the company's website: [www.sunilgroup.com](http://www.sunilgroup.com).

**l. The statement containing particulars and remuneration paid to employees as required under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company since there are no employees drawing remuneration in excess of the prescribed limits and hence not disclosed in the Report.**

## **22. DIRECTORS & KEY MANAGERIAL PERSONNEL:**

### **A. Independent Directors/Non-Executive Directors:**

The present composition of the Board is in compliance with the provisions of Section 149 of the Companies Act, 2013. As on date; Mr. Rohit Gadia, Mrs. Shruti Saraf and Mr. Rajesh Tibrewal are the Independent Directors on the Board.

### **DECLARATION OF INDEPENDENT DIRECTORS**

The Company has received declarations from all these Independent Directors confirming that they meet with the criteria of independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and read with the Schedules and Rules issued thereunder as well as Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **Opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the independent directors appointed during the year**

The Board states that during the financial year there has been no new appointment of Independent Directors and its present three Independent Directors fulfil the conditions of integrity, expertise and experience based on the size and operations of your Company. Further the Board hereby states that by virtue of Independent Directors being appointed as for a period of 5 years or more, therefore by virtue of the same the mandatory online proficiency self-assessment test is exempted for the Independent Directors of your Company.

### **Key Managerial Personnel/ Executive Directors:**

Mr. Vinod Lath, Managing Director, Mr. Pradeep Roongta, CFO and Whole Time Director, Mr. Ramesh Khanna, Whole Time Director, Mr. Saurabh Sahu, Company Secretary are the Key Managerial Personnel of the Company.

Mr. Pradeep Chatruprasad Roongta is liable to retire by rotation in this 46<sup>th</sup> Annual General Meeting and being eligible he has offered himself for re-appointment as Whole Time Director. The Board recommends his re-appointment for your approval.

### **B. DIRECTORS RESPONSIBILITY STATEMENT:**

In terms of Section 134(5) of the Companies Act, 2013 The Board of Directors of the Company hereby confirms:

- i. That in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure.
- ii. That the selected accounting policies were applied consistently and the Directors 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 as at 31<sup>st</sup> March, 2023, and that of the profit of the Company for the year ended on that date.

- iii. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the annual accounts have been prepared on a going concern basis.
- v. The Board has laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**C. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:**

During the financial year, the Board had met **Six(6)** times on 30.05.2022,12.08.2022, 25.08.2022, 14.11.2022,14.02.2023 and 28.02.2023.

**D. AUDIT COMMITTEE:**

The Audit Committee as on date comprises of four members viz. Mr. Rajesh Tibrewal (Independent Director), Mrs. Shruti Saraf (Independent Director), Mr. Rohit Gadia (Independent Directors) and Mr. Pradeep Roongta (CFO and Whole Time Director). The above composition of the Audit Committee consists of 3 (three) Independent Directors who form a majority. The Role of the Committee is provided in the Corporate Governance Report. The Audit Committee Met6(Six) times in the financialyear.All the recommendations made by the Audit Committee during the year were accepted by the Board.

**E. STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

Pursuant to Section 178 of the Companies Act, 2013, the Stakeholder's Relationship Committee constituted by the Board of Directors to deal with the matters related to stakeholders' grievances met 6 (Six) times during the Financial Year.

The details of status of grievances received from various stakeholders during the financial year are furnished in the Corporate Governance Report.

**F. NOMINATION, REMUNERATION AND EVALUATION POLICY:**

The Nomination & Remuneration Committee of Directors have approved a policy for selection, appointment and remuneration of Directors which inter-alia requires that composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and Senior Management Employees and the Directors appointed shall be of high integrity with relevant expertise and experience so as to have diverse Board and the Policy also lays down the positive attributes/ criteria while recommending the candidature for the appointment as Director. The Committee Met **2 (Two)** times in the financial year.

Details of the Nomination, Remuneration and Evaluation Policy are set out are available at website of the Company at [www.sunilgroup.com](http://www.sunilgroup.com).

#### **G. ANNUAL EVALUATION BY THE BOARD:**

In compliance with the Companies Act, 2013, and Regulation 17 of the Listing Regulations, 2015 the performance evaluation of the Board and its Committees were carried out during the year under review. More details on the same are given in the Annexure to Corporate Governance Report.

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings.
- ii. Quality of contribution to Board deliberations.
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance.
- iv. Providing perspectives and feedback going beyond information provided by the management.
- v. Commitment to shareholder and other stakeholder interests.
- vi. The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his / her evaluation.

#### **H. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

The familiarization programme aims to provide Independent Directors with the Textile industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments so as to enable them to take well informed decisions in a timely manner. The familiarization programme also seeks to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes. The policy on Company's familiarization programme for Independent Directors is posted on Company's website at [www.sunilgroup.com](http://www.sunilgroup.com) along with the Familiarization programme for F.Y 2022-2023 along with the hours spent on the Programme.

#### **I. SECRETARIAL STANDARDS:**

Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2 as revised by the ICSI, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been followed by the Company.

#### **23. VIGIL MECHANISMPOLICY FOR DIRECTORS AND EMPLOYEES:**

The Board of Directors of the Company has, pursuant to the provisions of Section 178(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Whistle Blower Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc.



The Company has also provided direct access to Chairman of Audit Committee on reporting issues concerning the interests of co-employees and the Company. The Vigil Mechanism Policy is available at the website of the company: [www.sunilgroup.com](http://www.sunilgroup.com). No instance under the Whistle Blower Policy was reported during the financial year 2022-2023.

**24. PUBLIC DEPOSITS:**

The Company has neither accepted nor renewed any deposits during the year under review.

**25. REPORTING OF FRAUD BY AUDITORS**

During the year under review, the Auditors of the Company have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Act.

**26. AUDITORS AND AUDITORS REPORT:**

**A. STATUTORY AUDITORS:**

M/s. P R Agarwal & Awasthi, Chartered Accountants (FRN.: 117940W) have tendered their resignation from the position of Statutory Auditors due to specific reason as mentioned in their resignation Letter, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in after taking consent of the members.

It is proposed to appoint M/s.V.K. Beswal & Associates, Chartered Accountants, as Statutory Auditors of the Company pursuant to the provisions of Sections 139 (8) of the Companies Act, 2013 to hold office from the conclusion of 47th Annual General Meeting of the Company until the conclusion of the 52nd Annual General Meeting of the Company to be held in the year 2028, on a proposed remuneration of Rs. 2,50,000/- (Rupees Two Lacs Fifty Thousand Only) for conducting the audit of the Company, excluding applicable taxes and reimbursement of out-of-pocket expenses on actual subject to approval of members, in the ensuing Annual General Meeting. Your directors recommend their appointment.

The resolution for approval for re-appointment and payment of remuneration is put forward for your approval in the ensuing Annual General Meeting.

**B. COST RECORDS AND COST AUDIT**

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 is applicable to your Company.

**C. COST AUDITOR:**

M/s Shanker Chaudhary & Co, Cost Accountant are appointed as Cost Accountants in compliance of Section 148(1) read with Section 139 of the Companies Act, 2013 to audit Cost records maintained by the Company for the financial year commencing from 01st April, 2023 and ending 31st March, 2024 at a remuneration of Rs. 1,25,000 (Rupees One Lakh Twenty-Five Thousand only) plus Service Tax & Re-imbursment of out-of-pocket expenses.

**D. INTERNAL AUDITORS:**

The company had appointed Chetan Jain & Associates, Chartered Accountants, Mumbai, as Internal Auditor of the company for Financial Year 2022-2023.

**E. SECRETARIAL AUDITOR:**

The Company has appointed M/s HSPN & Associates LLP, Company Secretaries, as Secretarial Auditors of the Company to carry out the Secretarial Audit for the Financial Year 2023-2024 and to issue Secretarial Audit Report as per the prescribed format under rules in terms of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The report of secretarial Auditor is appended to this report as **Annexure C** to Director's Report.

**27. STATUTORY STATEMENT:**

**A. CONSERVATION OF ENERGY-TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE ETC:**

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 **Annexure A to Director's Report**.

**B. 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:**

There have being no material changes and commitments affecting the financial position of the Company occurred during the financial year.

## **28. POLICIES:**

The Company seeks to promote highest levels of ethical standards in the normal business transaction guided by the value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates formulation of certain policies for Listed Companies. The Policies are reviewed periodically by the Board and are updated based on the need and compliance as per the applicable laws and rules and amended from time to time. The policies are available on the website of the Company at [www.sunilgroup.com](http://www.sunilgroup.com).

## **29. OTHER DISCLOSURES:**

As per the confirmation given by Registrar and Transfer Agent, the Company has nil shares that remain unclaimed by the shareholders of the Company. All shares held in demat and physical form has been duly claimed by the respective shareholders and hence the company is not required to undergo the procedural requirements of Schedule VI of the SEBI (LODR) Regulations, 2015.

The company does not have any Employees Stock Option Scheme in force and hence particulars are not furnished, as the same are not applicable.

Pursuant to Regulation 27 of (Listing Obligation and Disclosure Requirements), Regulations 2015, report on Corporate Governance is given in **Annexure D**.

## **30. CAUTIONARY STATEMENT**

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operation include global and domestic demand and supply conditions affecting selling prices of Raw Materials, Finished Goods, input availability and prices, changes in government regulations, tax laws, economic developments within and outside the country and other various other factors.

## **31. ACKNOWLEDGEMENTS**

Your Company wishes to sincerely thank all the customers, commercial banks, financial institution, creditors etc. for their continuing support and co-operation.

Your Directors express their appreciation for the dedicated and sincere services rendered by the employees of the company and also sincerely thank the shareholders for the confidence reposed by them in the company and from the continued support and co-operation extended by them

**ON BEHALF OF THE BOARD  
FOR SUNIL INDUSTRIES LIMITED**

**SD/-  
VINOD LATH  
MANAGING DIRECTOR& CHAIRMAN  
DIN NO: 00064774**

**DATE:16<sup>TH</sup> AUGUST, 2023  
PLACE: DOMBIVLI.**

**ANNEXURE A TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023.**

Information pursuant to the Companies (Accounts) Rules, 2014.

**A. CONSERVATION OF ENERGY:**

In line with the company's commitment towards conservation of energy, all units continue with their endeavour to make more efficient use of energy through improved operational and maintenance practices. The measures taken in this direction at the units are as under:

- Replaced inefficient motors with energy efficient motors;
- Installed power factor capacitor banks to save energy;
- Heat recovery from CRP hot water to boiler feed;
- Increase in temperature of feed water for saving on coal consumption in boilers;
- Sheds were covered by installing Natural ventilation equipment;
- Made use of waste water generated by cooling coil moisture;
- Trimming of impellers to save on power consumption in chilled water pumps;

		31/03/2023	31/03/2022
<b>A.</b>	<b>POWER &amp; FUEL CONSUMPTION</b>		
1.	Electricity		
a)	Purchased		
	Units (in lakhs) (in kwh)	36.69	26.37
	Amount in Rupees (in lakhs)	246.78	177.84
	Rate per Unit (in Rupees)	6.72	6.32
<b>B.</b>	<b>CONSUMPTION PER UNIT OF PRODUCTION</b>		
	Fabrics (kwh/meter)	0.15	0.07

**B. TECHNOLOGY ABSORPTION**

Regarding Research and development and technology absorption is not enclosed due to the fact that there is at present no scope for R&D and absorbing any new technology in view of type of product which is accepted by the customers. However, your company shall certainly go for it in future if any new development in technology takes place.

**C. RESEARCH AND DEVELOPMENT**

Regarding Research and development and technology absorption is not enclosed due to the fact that there is at present no scope for R&D and absorbing any new technology in view of type of product which is accepted by the customers. However, your company shall certainly go for it in future if any new development in technology takes place.

<b>Research and Development (R &amp; D)</b>	<b>31/03/2023 Rs.</b>	<b>31/03/2022 Rs.</b>
Expenditure on (R & D)	Nil	Nil

**FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows are as under:

<b>Particulars</b>	<b>31/03/2023 Rs in Lakhs</b>	<b>31/03/2022 Rs in Lakhs</b>
<b>Foreign exchange Earnings</b>	--	--
(FOB Value of Exports)	--	--
<b>Foreign Exchange outgo:</b>		
Cloth imported (Purchased)	--	--
Machine Imported (CIF Value)	--	<b>87,60,022</b>
Foreign travel	--	--

**ON BEHALF OF THE BOARD  
FOR SUNIL INDUSTRIES LIMITED**

**SD/-  
VINOD LATH  
MANAGING DIRECTOR& CHAIRMAN  
DIN NO: 00064774  
DATE: 16<sup>TH</sup> AUGUST, 2023  
PLACE: DOMBIVLI**

**ANNEXURE B TO THE DIRECTORS' REPORT**

**FORM NO. AOC - 2**

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

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

**1. Details of contracts or arrangements or transactions not at Arm's Length Basis:**

(a) Name(s) of the related party and nature of relationship	<b>NIL</b>
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) Date(s) of approval by the Board	
(g) Amount paid as advances, if any	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

**2. Details of material contracts or arrangement or transactions at Arm's Length Basis:**

(a) Name(s) of the related party and nature of \Relationship	<b>NIL</b>
(b) Nature of contracts/ arrangements/ transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Date(s) of approval by the Board, if any:	
(f) Amount paid as advances, if any	

**ON BEHALF OF THE BOARD**

**FOR SUNIL INDUSTRIES LIMITED**

**SD/-**

**VINOD LATH**

**MANAGING DIRECTOR& CHAIRMAN**

**DIN NO: 00064774**

**DATE: 16<sup>TH</sup> AUGUST, 2023**

**PLACE: DOMBIVLI**

## ANNEXURE C TO DIRECTORS REPORT

### Secretarial Audit Report

Form No. MR-3

FOR FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2023.

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

To,  
The Members,  
**Sunil Industries Limited**

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31<sup>st</sup> March, 2023, 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 and minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31<sup>st</sup> March 2023, to the extent applicable 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. 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;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company: -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;



- d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
  - e. The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited.
- vi. The Management has identified and confirmed the applicable Acts, laws and Regulations specifically applicable to the Company being in Textile Sector as given in **Annexure – 2.**

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

- a. Secretarial Standards 1 and 2 issued and revised by The Institute of Company Secretaries of India with effect from October 1st, 2017.
- b. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, and Guidelines, mentioned above subject to the following observation.

- 1. The Company has not Dematerialized 100 % of Shareholding of Promoter and Promoter Group as per Regulation 31 (2) of Listing Obligation and Disclosure requirements, Regulations 2015. 42,300 [Forty-Two Thousand Three Hundred only] Equity shares constituting to 1.71% of the entire promoter holding are yet to be Dematerialised.***

**We further report that:**

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

- a. Re-appointment of Rajesh Sitaram Tibrewal as an Independent Director on 22th August, 2022.
- b. Resignation of Mr. Ramesh Chamanlal Khann (DIN: 00130351) as an Executive Director (Whole Time Director) of the Company on 28<sup>th</sup> February, 2023.
- c. Mr Pradeep Chatruprasad Roongta(DIN:00130283 ) is Re-appointed as Whole-time Director in Annual General Meeting held on 29<sup>th</sup> September 2022 who was liable to rotation.

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.

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 audit period:**

The Annual General Meeting of the Company was held on 29<sup>th</sup> September 2022 to transact following business:

- a. Approval of Audited Financial Statements for the year ended 31st March 2022.
- b. Approval for Re-Appointment of Mr. Pradeep ChatruprasadRoongta, Whole Time Director (Holding Din 00130283) who is Retiring by Rotation and Being Eligible Offers Himself for Re-Appointment.
- c. To Re-Appoint M/S P R Agarwal &Awasthi, Chartered Accountants (FRN 117940w) as Statutory Auditors of the Company and to fix their Remuneration.
- d. Ratification of remuneration payable to cost auditor for financial year 2022-2023;
- e. Re-appointment of Rajesh SitaramTibrewal as an Independent Director.

**Place: Mumbai**  
**Date: 16<sup>th</sup> August 2023**  
**ICSI UDIN: A005941000810140**

**For HSPN Associates & LLP**  
**Company Secretaries**

**Sd-**  
**Prakash D Naringrekar**  
**Designated Partner**  
**ACS No.: 5941**  
**COP No.: 18955**

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

**Annexure - 1**

To,  
The Members,  
**Sunil Industries Limited**

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness appropriateness of financial records and Books of Accounts of the Company.
4. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place: Mumbai.**

**Date: 16th August 2023**

**ICSI UDIN: A005941000810140**

**For HSPN Associates & LLP  
Company Secretaries**

**Sd/-  
Prakash D Naringrekar  
Designated Partner  
ACS No.: 5941  
COP No.: 18955**

**Annexure - 2**

**Sector Specific Laws as applicable and identified by the Company being in Textile Industry:**

1. The Air (Prevention and Control of Pollution) Act, 1981 and the Rules made thereunder
2. The Water (Prevention and Control of Pollution) Cess Act and Rules.
3. Environment Protection Act, 1986 read with Environment (Protection) Rules, 1986
4. Pollution Prevention and Control Act 1999.

**Place: Mumbai**  
**Date: 16<sup>th</sup> August 2023**  
**ICSI UDIN: A005941000810140**

**For HSPN Associates & LLP**  
**Company Secretaries**

**Sd/-**  
**Prakash D Naringrekar**  
**Designated Partner**  
**ACS No.: 5941**  
**CP No.: 18955**

## **ANNEXURE D TO THE DIRECTORS REPORT**

### **CORPORATE GOVERNANCE REPORT**

#### **1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

The Corporate Governance regulations were issued by Security and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015 (with effect from 1st December, 2015) and as amended from time to time. The same has been implemented by the Company.

The Company believes in maximum utilization of resources at minimum cost and attaining maximum long-term shareholders value.

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

##### **a) Composition and Category of Board of Directors:**

- The Board of the Company comprised of 5 (Five) Directors as on March 31, 2023 out of which 1 (One) is Managing Director, 1 (one) Whole Time Director, 3 (three) are Independent Non-Executive Directors and among them 1 (One) is Women Non-Executive Independent Director of the Company.
- There isn't any Nominee Director or Institutional Directors appointed in the Company.
- None of Directors has pecuniary or business relationship with the Company other than as mentioned elsewhere in Annual Report. No Director of the Company is either member in more than 10 (Ten) committees and/or Chairman of more than 5 (Five) committees across all Companies in which he or she is a director.
- During the year Mr. Ramesh Chamanlal Khanna(DIN: 00130351) has tendered his resignation as Whole-Time Director dated February, 28 2023.
- Mr Pradeep Chatruprasad Roongta(DIN:00130283 ) is Re-appointed as Whole-time Director in Annual General Meeting held on 29<sup>th</sup> September 2022 who was liable to rotation.

##### **b) Details of attendance of each director at the meeting of the board of Directors and the last Annual General Meeting:**

The following table gives the attendance of the Directors at Board Meetings of the Company and also other Directorship other than the Company and Chairmanship/Membership in Board Committees of public limited companies:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Category</b>	<b>Board Meetings Attended</b>	<b>Attendance at Last AGM</b>	<b>*No. of other Directorship</b>	<b>No. of Other Committee Membership / chairmanship in other Companies</b>
1.	Mr. Vinod Lath	Promoter Chairman & Managing Director	30.05.2022 12.08.2022 25.08.2022, 14.11.2022, 14.02.2023,, 28.02.2023.	Yes	Nil	Nil
2.	Mr. Pradeep Roongta	Whole Time Director	30.05.2022 12.08.2022 25.08.2022 14.11.2022 14.02.2023 28.02.2023.	Yes	Nil	Nil
3.	Mr. Ramesh Khanna	Promoter & Whole Time Director	30.05.2022 12.08.2022 25.08.2022 14.11.2022 14.02.2023 28.02.2023.	Yes	Nil	Nil
4.	Mr. Rajesh Tibrewal	Independent and Non-Executive Directors	30.05.2022 12.08.2022 25.08.2022 14.11.2022 14.02.2023 28.02.2023.	Yes	Nil	Nil
5.	Mr. RohitGadia	Independent and Non-Executive Directors	30.05.2022 12.08.2022 25.08.2022 14.11.2022 14.02.2023 28.02.2023.	Yes	2	Nil

6.	Ms. Shruti Saraf	Woman Independent Non-Executive Director	30.05.2022 12.08.2022 25.08.2022 14.11.2022 14.02.2023 28.02.2023.	Yes	Nil	Nil
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\* Directorship only of public limited company is considered

**c) Number of other board of directors or committees in which a directors is a member or Chairperson**

Sr. No.	Name of Director	*No. of other Directorship	No. of Other Committee Membership in other Companies	No. of Other Committee Chairmanship in other Companies
1.	Mr. Vinod Lath	2	Nil	Nil
2.	Mr. Pradeep Roongta	1	Nil	Nil
4.	Mr. Rajesh Tibrewal	Nil	Nil	Nil
5.	Mr. RohitGadia	3	Nil	Nil
6.	Ms. ShrutiSaraf	Nil	Nil	Nil

**d) Number of meetings of the board of directors held and dates on which held:**

- During the year, there were in total **6 (Six)** Board Meetings were held. The time gap between the two meetings was not more than 120 days. All the information required to be furnished to the Board was made available to them along with detailed Agenda notices.

The dates on which the Board Meetings were held are as follows

1. 30.05.2022
2. 12.08.2022
3. 25.08.2022
4. 14.11.2022
5. 14.02.2023
6. 28.02.2023.

e) **Disclosure of Relationships between Directors Inter-se:**

- Mr. Vinod Lath is the Managing Director & Chairman and is related to Mr. Pradeep Roongta being a relative as per Companies Act, 2013.
- Mr. Pradeep Roongta is the CFO & Whole-time Director and is related to Mr. Vinod Lath being a relative as per Companies Act, 2013.
- Mr. RohitGadia is a Non-Executive Independent Director and is not related to any of the other Members of the Board of Directors.
- Mr. Rajesh Tibrewal is a Non-Executive Independent Director and is not related to any of the other Members of the Board of Directors.
- Ms. ShrutiSaraf is a Non-Executive Independent Woman Director and is not related to any of the other Members of the Board of Directors.

f) **Number of shares and convertible instruments held by Non-executive Directors:**

Sr. No.	Name of the Non-Executive Director	No. of Shares held	No. of convertible instruments held
1.	Rajesh Tibrewal	Nil	Nil
2.	ShrutiSaraf	Nil	Nil
3.	Mr. RohitGadia	Nil	Nil

g) **Details of Familiarization programmed imparted to Independent Directors for FY 2022-2023:**

On appointment, the concerned Director is issued a Letter of appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through an induction and familiarization program including the presentation and interactive session with the Managing Director & CEO, Executive Committee Members and other Functional Heads on the Company's manufacturing, marketing, finance and other important aspects. The program also includes visit to the plant to familiarize them with all facets of textile manufacturing. The details of familiarization program imparted for FY 2022-2023 can be accessed from the website:[www.sunilgroup.com](http://www.sunilgroup.com).

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

<b>Business Management</b>	Understanding of business dynamics, during various market conditions, industry verticals and regulatory jurisdictions and applying the same in organising, planning and analysing company's business operation.
<b>Strategy, Leading and Planning</b>	Setting priorities, focusing resources and motivating employees towards achievement of common goal and objective of the organisation.
<b>Corporate</b>	Developing good corporate governance practices that impacts all



<b>Governance</b>	aspects of the organisation linked to transparency, accountability and trust, which serve the best interests of all stakeholders and strike a right balance between board and management accountability.
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**In the table below, the areas of core competencies, skills and attributes of Individual Directors have been highlighted**

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Business Management</b>	<b>Strategy, Leading and Planning</b>	<b>Corporate Governance</b>
1.	Mr. Vinod Lath	<b>Yes</b>	<b>Yes</b>	<b>Yes</b>
2.	Mr. Pradeep Roongta	<b>Yes</b>	<b>Yes</b>	-
4.	Mr. Rajesh Tibrewal	<b>Yes</b>	<b>Yes</b>	<b>Yes</b>
5.	Mr. RohitGadia	<b>Yes</b>	-	<b>Yes</b>
6.	Ms.ShrutiSaraf	<b>Yes</b>	-	<b>Yes</b>

**i) Board Evaluation:**

The Board has adopted a formal mechanism for evaluating its performance and effectiveness as well as that of its committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues, quality of contribution to Board deliberations, commitment to shareholders and other stakeholder interests etc.

**j) Code of Conduct:**

The Board of Directors has adopted the code of conduct for the directors and senior management and the same has been placed on the company's website: [www.sunilgroup.com](http://www.sunilgroup.com). All board members and senior management personnel have affirmed compliance with the code of conduct for the period under review. A declaration to that effect signed by the Managing Director is attached and forms part of the Annual Report of the Company.

**k) Meeting of Independent Directors:**

The Company's Independent Directors met on 28<sup>th</sup> February 2023 without the presence of the Managing Director & CEO, Non-Independent Directors and the Management Team. The meeting was attended by all the Independent Directors and was conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company. The Independent

Directors, inter-alia, reviewed the performance of Non-Independent Directors, board as a whole and Chairman of the Company, taking into account the views of executive directors and non-executive directors.

**l) Confirmation that in the opinion of the board, the Independent Directors fulfil the conditions specified in these regulations and are independent of the management.**

The Board confirms that the Independent Directors of the Company fulfil the conditions specified in SEBI LODR regulations, 2015 and the Companies Act, 2013 and are independent of the management. Further there has been no resignation of an Independent Director before the expiry of his tenure during the Financial Year 2022-2023.

**3. Audit Committee:**

**a) Brief Description of Terms of Reference:**

Broad terms of reference of the Audit Committee are as per following:

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- 2) Recommending the appointment, remuneration and terms of appointment of auditors of the company.
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- 4) Reviewing, with the management the annual financial statements and the auditor's report thereon, before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries based on exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Modified opinion(s) in the draft audit report.
- 5) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer

- document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter.
- 7) Review and monitor the auditors' independence and performance, and effectiveness of audit process.
  - 8) Approval or any subsequent modification of transactions of the company with related parties
  - 9) Scrutiny of inter-corporate loans and investments.
  - 10) Valuation of undertakings or assets of the company, wherever it is necessary;
  - 11) Evaluation of internal financial controls and risk management systems;
  - 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
  - 14) Discussion with internal auditors of any significant findings and follow up there on.
  - 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
  - 16) Discussion with statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  - 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  - 18) To review the functioning of the Whistle Blower mechanism.
  - 19) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
  - 20) To review report submitted by Monitoring Agency informing material deviations in the utilization of issue proceeds and to make necessary recommendations to the Board, if, when and where applicable.
  - 21) Carrying out any other function as is mentioned in the terms of reference of the Audit committee.

- 22) Reviewing the utilisation of loans and/ or advances from investment by the holding company in the subsidiary exceeding Rs. 100 Crores or 10% of the asset size of the subsidiary, whichever is lower [including existing loans / advances / investments existing as on the date of coming into force of this provision]

**b) Composition, Name of Members and Chairperson:**

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 Listing Obligation and Disclosure Requirement, 2015. The Audit Committee comprises of 3 Non-Executive Independent Directors and 1 Executive Director.

The Audit Committee met **Six (6) times** in financial year 2022-2023 viz: **30.05.2022, 12.08.2022, 25.08.2022, 14.11.2022, 14.02.2022 and 28.02.2022.**The necessary quorum was present in the said meetings. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 29<sup>th</sup> September, 2022. The composition of the Committee during the year 2022-2023 and the details of meetings held and attended by the Directors are as under:

Mr. Rajesh Tibrewal	Chairman
Mr. RohitGadia	Member
Ms. ShrutiSaraf	Member
Mr. Pradeep Roongta	Member

Mr. Saurabh Sahu, Company Secretary is the secretary to the Audit Committee.

**c) Meetings and Attendance during the year:**

The Audit Committee has held 6 (Six) meetings during the year and attendance of the meetings is given below:

The Audit Committee met **6 (Six) times** in Financial Year 2022-2023 viz. **30.05.2022, 12.08.2022, 25.08.2022,14.11.2022, 14.02.2023 and 28.02.2023.**

<b>Name of Director</b>	<b>Category of Directorship</b>	<b>No. of Committee Meetings attended</b>
Mr. Rajesh Tibrewal	Independent Director	6
Mr. RohitGadia	Independent Director	6
MS. ShrutiSaraf	Independent Director	6
Mr. Pradeep Roongta	Whole-Time Director	6

#### 4. **Nomination & Remuneration Committee:**

a) **Brief Description of Terms of Reference:**

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Section 178(3) and (4) of the Companies Act, 2013 read with Regulation 19 Security and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015. Nomination and Remuneration Committee comprises of 3 Non-Executive Independent Directors.

The Nomination and Remuneration Committee met **(2) two** times during the year 2022-2023. The necessary quorum was present in the said meetings. The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company held on 29<sup>th</sup> September, 2022. The Committee comprises of 3 Non-Executive Independent Directors.

**ROLE OF NOMINATION AND REMUNERATION COMMITTEE**, inter-alia, include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
5. 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;
6. Criteria for evaluation of performance of independent directors and the board of directors and the Chairman of the Company;
7. Nomination and Remuneration Committee shall carry out evaluation of every director's performance.

b) **Composition, Name of Members and Chairperson:**

The composition of the Nomination and Remuneration Committee during the Financial Year 2022-2023 is as follows:

<b>Name of the Director</b>	<b>Category</b>
Mr. Rajesh Tibrewal	Chairman
Mr. RohitGadia	Member
Ms. ShrutiSaraf	Member

Mr. SaurabhSahu, Company Secretary is the secretary to the Committee.

c) **Meeting and Attendance during the year:**

The Nomination and Remuneration Committee has held **2 (Two)** meetings viz. 12.08.2022 and 28.02.2023 during the year. The attendance of the meetings is given below.

<b>Name of Director</b>	<b>Category of Directorship</b>	<b>No. of Committee Meetings attended</b>
Mr. Rajesh Tibrewal	Non-executive Independent Director	2
Mr. Rohit Gadia	Non-executive Independent Director	2
Ms. Shruti Saraf	Non-executive Independent Director	2

d) **Performance Evaluation Criteria for Independent Directors:**

- **Guidelines regarding appointment of directors:** The Nomination & Remuneration Committee have approved a Policy for the Selection, Appointment and Remuneration of Directors. In line with the said Policy, the Committee facilitate the Board in identification and selection of the Directors who shall be of high integrity with relevant expertise and experience so as to have well diverse Board. Directors are appointed or re-appointed with the approval of the shareholders and shall remain in office in accordance with the provisions of the law and the retirement policy laid down by the Board from time-to-time. The Managing Director and all the Non-Executive Directors (except Independent Directors) are liable to retire by rotation unless otherwise specifically provided under the Articles of Association or under any statute. As required under Regulation 46(2)(b) of the Listing Obligation and Disclosure Requirements, Regulations, 2015 the Company has issued formal letters of appointment to the Independent Directors. The terms & conditions of appointment of their appointment are posted on the Company's website and can be accessed at [www.sunilgroup.com](http://www.sunilgroup.com).
- **Membership term:** As per the Articles of Association of the Company, at least two-thirds of the Board of Directors should be retiring Directors. One-third of these Directors are required to retire every year and if eligible, the retiring Directors qualify for re-appointment.
- **Meeting of Independent Directors:** The Company's Independent Directors met on **28<sup>th</sup> February 2023** without the presence of the Managing Director & CEO, Non-Independent Directors and the Management Team. The meeting was attended by all the Independent Directors and was conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company

- **Succession policy:** The Board constantly evaluates the contribution of its members and recommends to shareholders their re-appointment periodically as per the statute. Executive Directors are appointed by the shareholders for a maximum period of Five years of one term, but are eligible for re-appointment upon completion of their term. Non-Independent, Non-Executive Directors do not have any term, but retire by rotation as per the law.
- **Performance Evaluation Criteria of Independent Directors:** During the year, the Board adopted a formal mechanism for evaluating its performance and effectiveness as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues, quality of contribution to Board deliberations, commitment to shareholders and other stakeholder interests etc.
- **Code of Conduct:** The Board of Directors has adopted the code of conduct for the directors and senior management and the same has been placed on the company's website <http://www.sunilgroup.com>. All board members and senior management personnel have affirmed compliance with the code of conduct for the period under review. A declaration to that effect signed by the Managing Director is attached and forms part of the Annual Report of the Company.

## 5. Remuneration to Directors:

### a) Pecuniary relationship or transactions of the non-executive Directors:

There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has Potential conflict with the interests of the Company at large.

### b) Criteria of making payments to non-executive Directors:

The Nomination and Remuneration Policy devised in accordance with Section 178 (3) and (4) of the Companies Act, 2013 is available at the website of the Company: <http://www.sunilgroup.com>. Further, criteria of making payments to non-executive directors, the details of remuneration paid to all the Directors and the other disclosures required to be made under Listing Obligation and Disclosure Requirement, 2015 have been provided in the said policy and Nomination and remuneration policy adheres to the terms and conditions of the policy while approving the remuneration payable.

### c) Disclosures with respect to remuneration:

#### i. Details of Remuneration Paid to the Directors:

The remuneration of the managing director and executive director is recommended by the Remuneration Committee, then approved by the Board of Directors and

subsequently by the shareholders in general meeting within the limits prescribed in Companies Act, 2013.

**Details of remuneration paid to Executive Directors:**

<b>Name of Director</b>	<b>Mr. Vinod Lath</b>	<b>Mr. Pradeep Roongta</b>	<b>Mr. Ramesh Khanna</b>
<b>Designation</b>	Managing Director	Chief Financial Officer & Whole Time Director	Whole Time Director
<b>Salary</b>	Rs. 24,00,000	Rs. 24,00,000	Rs. 10,56,300
<b>Performance bonus</b>	--	--	--
<b>Provident Fund &amp; Gratuity Fund</b>	--	--	--
<b>Stock Option</b>	--	--	--

**Details of remuneration paid to Non-Executive Directors:**

<b>Name</b>	<b>Mr. Rajesh Tibrewal</b>	<b>Mr. RohitGadia</b>	<b>Ms. Shrutisaraf</b>
<b>Sitting fees</b>	Nil	Nil	Nil
<b>Remuneration</b>	Nil	Nil	Nil
<b>No. of Equity shares</b>	Nil	Nil	Nil
<b>Commission</b>	Nil	Nil	Nil
<b>Non-Convertible Instruments</b>	Nil	Nil	Nil
<b>Stock Option</b>	Nil	Nil	Nil

- ii. Directors are not provided with any performance linked incentives, along with the performance linked criteria.
- iii. None of the Directors have Services Contracts, apart from agreements made towards their appointment as Whole-time Directors/ Managing Director. The notice period for Resignation is 30 days however due to certain inadvertent or significant unavoidable circumstances notice of Resignation can be served and accepted without the mandatory period of 30 days.
- iv. The company has not issued any Stock Options either to its Directors or to its Employees.



## **6. Stakeholder's Relationship Committee:**

The Stakeholders' Relationship Committee of the Company is constituted in line with the provisions of Section 178(5) of the Companies Act, 2013 read with Regulation 20 Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015. Stakeholders' Relationship Committee of 3 Non-Executive Independent Directors

The Committee periodically reviews the status of Stakeholders' Grievances and Redressal of the same. The Committee met **(6) Six** times in FY 2022-2023- viz: 25.08.2022; 30.09.2022, 14.11.2022, 06-01-2023, 20.01.2023 and 14.02.2023. The composition of the Committee during financial year 2022-2023 and the details of meetings held and attended by the Directors are as under:

The Stakeholder Relationship Committee has been constituted with 3 members. The committee consists of three Non-Executive Independent Directors. The committee looks into the shareholders and investors grievances that are not settled at the level of Compliance Officer and helps to expedite the share transfers and related matters.

### **The role of the committee shall inter-alia include the following:**

(1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

(2) Review of measures taken for effective exercise of voting rights by shareholders.

(3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

(4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.]

### **Following are the members of the Committee.**

Mr. Rajesh Tibrewal	Chairman
Mr. RohitGadia	Member
Mr. ShrutiSaraf	Member

Mr. SaurabhSahu, Company Secretary is the secretary to the Committee.

**Meeting and Attendance during the year:**

The Stakeholder's Relationship Committee has (6) Six times in FY 2022-2023- viz: 25.08.2022; 30.09.2022, 14.11.2022, 06-01-2023, 20.01.2023 and 14.02.2023 The attendance of the meetings is given below.

<b>Name of Director</b>	<b>Category of Directorship</b>	<b>No. of Committee Meetings attended</b>
Mr. Rajesh Tibrewal	Non-executive Independent Director	6
Mr. RohitGadia	Non-executive Independent Director	6
Mr. ShrutiSaraf	Non-executive Independent Director	6

**a) Name of Non-Executive Director heading the committee:**

Mr. Rajesh Tibrewal, the Chairman and Independent Non-Executive Director is the head of the committee.

**b) Name and Designation of Compliance Officer:**

Mr. SaurabhSahu (Membership Number: A55322), who is Company Secretary is also the Compliance Officer of the Company.

**c) Number of Shareholder's Complaints received so far:**

The company received (**Nil**) complaints from Shareholders during the Financial Year 2022-2023.

**d) Number unsolved to the satisfaction of shareholders:**

There were no unsolved complaints to the satisfaction of shareholders.

**e) Number of Pending Complaints:**

There were no Shareholder Complaints.

**7. General Body Meetings:****a) Details of last 3 (Three) Annual General Meetings and whether any Special Resolutions were passed in those three Annual General Meeting are given below:**

<b>Financial Year</b>	<b>Date</b>	<b>Time</b>	<b>Location</b>	<b>Special Resolution(s)</b>
2019-2020	28.09.2020	11.00 am	Through video conferencing or other audio-visual means.	NIL

2020-2021	28.09.2021	04.00pm	Through video conferencing or other audio-visual means.	1. Alteration of Memorandum of Association as per the provisions of the Companies Act, 2013 2.Re-appointment of ShrutiSaraf as an Independent Woman Director
2021-2022	29.09.2022	02.00 pm	Through video conferencing or other audio-visual means.	1. Ratification Of Remuneration Payable To Cost Auditor For Financial Year 2022-2023 2. Re-appointment of Rajesh SitaramTibrewal as an independent director:

**b) Extra-ordinary general meeting:**

No Extra Ordinary General Meeting of Members or Meetings of Creditors was held during last 3 years and there was no instance of Court convened meeting during last 3 years.

- c) There were no Special/Ordinary resolutions passed during last year through Postal Ballot nor does the Company thus far has any plan to conduct postal Ballot and hence is not required to produce Procedure of Postal Ballot.

**8. MEANS OF COMMUNICATION:**

**a) Yearly/Quarterly Results:**

The yearly/quarterly results are duly reviewed by the Audit Committee and subsequently approved by the Board of Directors of the Company and the same have been submitted to BSE in due course of time. The Company has its website named as [www.sunilgroup.com](http://www.sunilgroup.com).

**b) Newspapers where Yearly/Quarterly Results are Published:**

The Yearly/Quarterly results are published in one English language newspaper being and one Marathi language newspaper.

**c) Website where Yearly/Quarterly Results are Published:**

The Yearly/Quarterly results are duly hosted on the Website of the Company at [www.sunilgroup.com](http://www.sunilgroup.com) and is easily accessible in public domain at the Website of BSE Limited at <http://www.bseindia.com/stock-share-price/sunil-industries-ltd/suniltx/521232/>. The results and other mandatory information about the Company is hosted at the website of the Company at [www.sunilgroup.com](http://www.sunilgroup.com). The website contains details as required under LODR, 2015 and Companies Act, 2013.

**d) News Releases and Presentations made to Institutional Investors or to the Analysts:**

The company has not made any official news releases nor it has made any presentations made to Institutional Investors or to the analysts hence the same are not disclosed to BSE or on the website of the Company.

**e) Stock Exchange**

Our Company makes timely disclosures and filing to BSE Limited in terms of the SEBI Listing Regulations and other rules and regulations issued by SEBI and the same are hosted on website of said Stock Exchange.

**f) Corporate Compliance & the Listing Centre**

The Company files its financial results and other submission on the electronic filing system, i.e., Listing Centre of BSE. The same is also available on the website of BSE [www.bseindia.com](http://www.bseindia.com).

**g) Whether it also displays official news releases**

The Company has not made any official news release during the year under review. Hence, there is no question of displaying the same.

**9. GENERAL SHAREHOLDERS INFORMATION:**

**a) Annual General Meeting - Date, Time and Venue:**

The 47<sup>th</sup> Annual General Meeting is scheduled to be held on **Saturday, the 23<sup>rd</sup> day of September, 2023** at **3.00 pm** through Video Conferencing or Other Audio-Visual Means (OAVM).

**b) Financial Year:**

The Financial year of the company is from April to March. The financial calendar is as per following.

Audited annual results of the year	On or before 13 <sup>th</sup> May
First Quarter Results	On or before 12 <sup>h</sup> August
Second Quarter & Half year results	On or before 14 <sup>th</sup> November
Third Quarter Results	On or before 14 <sup>th</sup> February

**c) Payment of Dividend:**

The Board of Directors has not proposed any dividend for the Financial Year ended 31<sup>st</sup> March, 2023 with a view to conserve resources for a sustainable future.

**f) Compliance Officer Details:**

Mr. SourabhSahu

Company Secretary & Compliance Officer

Membership No. A55322

Email: [cssunilgroup@gmail.com](mailto:cssunilgroup@gmail.com)

**g) Description of Voting Rights**

All shares issued by the Company carry equal voting rights.

**h) Listing of Stock Exchange:**

The company's shares are listed at Bombay, Ahmedabad, Delhi and Calcutta Stock Exchanges out of which Bombay Stock Exchange (Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001) is the only functional Stock Exchange and hence all the Listing Compliances including payment of Listing Fees are made to BSE Limited only.

The Company has paid listing fees up to 31<sup>st</sup> March, 2023 to the Bombay Stock Exchange (BSE Limited).

**i) BSE Stock Code:**

Scrip Name: SUNIL INDUSTRIES LIMITED

Scrip Code: 521232

**j) Market Price Data:**

The Stock Market Price for the period April 2022 to the end of March 2023 at BSE is given hereunder:

Month	BSE		
	High	Low	Volume of shares traded (Nos)
Apr-22	53.65	37.20	36,200
May-22	40.05	37.45	5,100
Jun-22	39.95	34.15	5,600
Jul-22	37.85	34.15	5,400

Aug-22	46.95	35.20	13,000
Sep-22	66.55	44.45	23,500
Oct-22	68.70	58.95	4,400
Nov-22	83.05	62.45	10,500
Dec-22	70.45	59.25	5,100
Jan-23	67.95	62.60	9,400
Feb-23	64.55	54.20	1,700
Mar-23	63.40	52.79	7,600

**d) Performance in comparison to broad-based indices of BSE:**

**Relative Performance of the Company's Shares Price with BSE Sensex:**

Share Price of Sunil Industries Limited v/s BSE Sensex Index for the year 2022-2023:

<b>Months</b>	<b>Sunil Industries Share Price (Rs.)</b>	<b>BSE Sensex (Rs.)</b>
Apr-22	37.30	57,060
May-22	37.45	55,566
Jun-22	34.15	53,018
Jul-22	37.05	57,570
Aug-22	43.95	59,537
Sep-22	58.35	57,426
Oct-22	62.95	60,746
Nov-22	69.00	63,099
Dec-22	65.20	60,840
Jan-23	66.20	59,549
Feb-23	57.00	58,962
Mar-23	60.25	58,991

**Chart**



e) **The Securities of the Company are not suspended from trading and hence no explanation is provided.**

f) **Registrars and Share Transfer Agents:**

Address of Registrars and Share Transfer Agent is as follows:

**Link Intime India Private Limited.**

Add.: C 101, 247 Park,  
L.B.S. Marg, Vikhroli (West),  
Mumbai - 400083.

g) **Share Transfer System:**

The share transfer of securities in physical form are registered, duly transferred and dispatched within 30 days of the receipt, if the transfer documents are in order, and rejection are communicated within 15 days if the documents are not found in order. The share transfers are approved on fixed time interval by the persons authorized to do so by the Board. The shares in de-materialized form are processed and transferred within 15 days from receipt of dematerialization requests.

**h) Distribution of shareholding as on 31<sup>st</sup> March, 2023**

Shareholding of Shares		Number of Shareholders	% of Total Shareholders	No. of Shares	% of Total Shares
1	500	5934	95.52	7,36,900	17.54
501	1000	136	2.18	1,14,900	2.37
1001	2000	43	0.69	68900	1.64
2001	3000	16	0.25	42,000	1.00
3001	4000	14	0.22	51,700	1.23
4001	5000	19	0.30	89,900	2.14
5001	10000	15	0.24	1,24,900	2.97
Above 10001		35	0.56	29,70,800	70.73
<b>TOTAL</b>		<b>6212</b>	<b>100</b>	<b>4200000</b>	<b>100</b>

**i) Categories of Shareholders as on 31<sup>st</sup> March, 2023**

Category	No. of Shares Held	% Shareholding
Corporate Bodies(Promoter Companies)	1292100	30.7643
Other Bodies Corporate	160200	3.8143
Directors	354400	8.4381
Hindu Undivided Family	8500	0.2024
Mutual Fund	4800	0.1143
Non-Nationalized Banks	300	0.0071
Non-Resident Indians	232800	5.5429
Non Resident (Non Repatriable)	3100	0.0738
Office Bearers	11700	0.2786
Clearing member	2900	0.069
Persons Acting in Concert	1500	0.0357
Public	1310600	31.2048
Promoters (excluding directors and their relatives)	325100	7.7405
Relative of Directors	494900	11.7833
<b>TOTAL</b>	<b>4200000</b>	<b>100.00</b>

**j) Dematerialization of securities and liquidity:**

**Names of depositories for dematerialization of equity shares are as under:**

Name of depository	ISIN No.
National Securities Depository Ltd.	INE124M01015
Central Depository Services (India) Ltd.	INE124M01015



As on 31<sup>st</sup> March, 2023, **68.83%** of the Company's total shares representing **28,90,800** shares were held in de-materialized form and the balance **31.17%** representing **13,09,200** shares in paper form. The details are given below:

Type	No. of Shares Held	% Shareholding
<b><u>De-materialized shares</u></b>		
<b>With N.S.D.L.</b>	1,55,88,45	37.12
<b>With C.D.S.L.</b>	13,31,955	31.71
<b>Total Demat shares</b>	28,90,800	68.83
<b>Physical shares</b>	13,09,200	31.17
<b>TOTAL</b>	<b>42,00,000</b>	<b>100.00%</b>

**k) The Company does not have any outstanding Global Depository Receipts (GDR's) or American Depository Receipts (ADR's) or warrants or any convertible instruments as on date.**

**l) Commodity price risk or foreign exchange risk and hedging activities:**

The Company does not have any Commodity Price Risk or Foreign Exchange Risk and hedging activities as the same are not applicable to the Company.

**m) Plant locations:**

The Company's Plant are located as under.

- **Spinning Unit:**  
S. F. Mo. 324/1, Karungal Village,  
Anapatti Post, Vendasandur Taluk,  
Dist. Dindigul – 624 620
- **Weaving Unit:**  
Plot No. 60-B, Parvati Industrial Area,  
Kondigre Road, Near Gangajal Water Tank, Yadrav,  
Ichalkaranji
- **Processing Unit:**  
D-8, MIDC, PHASE II,  
Manpada Road, Dombivli (E),  
Dist. Thane

**n) Address for correspondence:**

Shareholders of the company can send correspondence at company's share & Transfer Agent's Office or the Registered office of the company situated at following address:

D-8, MIDC, Phase II,  
Manpada Road, Dombivli (East),  
Dist. Thane 421201

- o) **Credit ratings need not be obtained by the entity during the relevant financial year as the financials do not consist of any debt instruments or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.**

## **10. Other Disclosures**

**a. Materially significant related party transactions:**

There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management or their relatives or that had potential conflict with the Company's interest. Suitable disclosure as required by the Accounting Standard (AS 18) and AOC-2 have been made in the Annual Report. The Related Party Transactions Policy as approved by the Board is available on the Company's website at [www.sunilgroup.com](http://www.sunilgroup.com).

**b. Details of non-compliance:**

The Company has complied with the necessary provisions of Listing Obligation and Disclosure Requirements, Regulations 2015 apart from Regulation 31(2) towards compulsory Demat holding of Promoters. The Promoters being distant relatives of each other are scattered all over and hence it is very difficult to convert each promoter's physical holding into Demat, however the company is in the process for conversion of the same as per Regulations 31 (2) of LODR, 2015.

**c. Details of establishment of Vigil Mechanism, Whistle Blower Policy and affirmation that no personnel have been denied access to the Chairman:**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 27(2) of Security and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015., the Company has a Whistle-Blower Policy for establishing a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics policy. The said mechanism also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The Company also affirms that no employee of the Company was denied access to the Audit Committee. The said Whistle-Blower Policy has been hosted on the website of the Company at [www.sunilgroup.com](http://www.sunilgroup.com)

**d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:**

The Company has complied with the mandatory requirements of Corporate Governance as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further the Company has also complied with the corporate governance requirements specified in Regulations 17 to 27 and the mandatory requirements under Schedule II and Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company to the

extent possible has adopted certain non-mandatory requirements as part of good corporate governance practice.

**e. Web link where policy of determining 'material' Subsidiaries is disclosed:**

The company does not have any subsidiary hence formation of material subsidiary policy is not applicable to the company.

**f. Web link where policy on dealing with Related Party Transactions:**

There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management or their relatives or that had potential conflict with the Company's interest. Suitable disclosure as required by the Accounting Standard (AS 18) and AOC-2 has been made in the Annual Report. The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at [www.sunilgroup.com](http://www.sunilgroup.com).

**g. Disclosure of commodity price risks and commodity hedging activities:**

Disclosures are not required since the Company does not have a Commodity Price Risk or foreign exchange risk and hedging activities as the same are not applicable Company.

**h. Details of utilization of funds raised through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32 (7A).**

There hasn't been any utilisation of funds through Preferential Allotment or Qualified Institutional Placement as per Regulation 32 (7A) in the Financial Year.

**i. 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 Board/Ministry of Corporate Affairs or any such statutory authority.**

A certificate that none of the Directors on the Board of the Company have been disqualified or debarred from continuing or being appointed as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority has been obtained for HSPN & Associates LLP, Practicing Company Secretaries and is attached to this report.

**j. The board had accepted all the recommendations obtained by the committees of the board which was otherwise mandatorily required to be obtained in the relevant Financial Year.**

**k. Total fees for all services paid by the listed entity, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.**

**Audit Fees paid to Statutory Auditor: Rs. 3,05,000/-.**

**Other Fees paid- Nil**

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

- 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. Dates of Book Closure:**

From Sunday, 17th September, 2023 to Saturday, 23rd September, 2023 (both days inclusive)

**n. Debentures:**

There are no outstanding debentures as the company has not issued Debentures at any point of time.

**o. E-Voting Facility to Members:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 47<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

**11. Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above. with reasons thereof shall be disclosed:**

The Company has complied with the necessary provisions of Listing Obligation and Disclosure Requirements, Regulations 2015 apart from Regulation 31(2) towards not holding promoters holding in Demat. The Promoters being distant relatives of each other are scattered all over and hence it is very difficult to convert each promoter's physical holding into Demat, however the company is in the process for conversion of the same as per regulations 31 (2) of LODR, 2015.

**12. The corporate governance report shall also disclose the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted:**

- **The Board:** A Executive chairperson maintains the office of Chairperson as the Company, as he is the founder promoter of the Company.
- **Shareholder Rights:** A half-yearly status of financial performance in the form of Financial Results is available at the website of the Company, the same can be downloaded from company's website. Further all the Significant transactions that have taken place during the financial year are disclosed as per the requirement of SEBI LODR regulations.

- **Modified opinion(s) in Audit Report:** The listed entity's financial statements have an unmodified audit opinion.
- **Reporting of Internal Auditor:** The internal auditor reports directly to the audit committee.
- **Separate Post of Chairman and Chief Executive Officer**  
The Post of Chairman and Chief Executive Officer is held by separate persons.

**D. Declaration signed by the chief executive officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management.**

The same has been annexed which forms Part of this Report.

**E. Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance shall be annexed with the directors' report.**

The same has been annexed which forms Part of this Report.

**F. Disclosure with respect to Demat suspense account/ unclaimed suspense account:**

As per the confirmation given by Registrar and Transfer Agent, the Company has nil shares that remains unclaimed by the shareholders of the Company. All shares held in demat and physical form has been duly claimed by the respective shareholders and hence the company is not required to undergo the procedural requirements of Schedule VI of the SEBI (LODR) Regulations, 2015.

- Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: NIL**
- Number of shareholders who approached listed entity for transfer of shares from suspense account during the year: NIL**
- Number of shareholders to whom shares were transferred from suspense account during the year; aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: NIL**
- That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: Not Applicable**

**ON BEHALF OF THE BOARD  
FOR SUNIL INDUSTRIES LIMITED**

**SD/-  
VINOD LATH  
MANAGING DIRECTOR & CHAIRMAN  
DIN NO: 00064774  
DATE:16TH AUGUST, 2023  
PLACE: DOMBIVLI**

## COMPLIANCE CERTIFICATE BY CFO & CEO

To,  
The Board of Directors,  
**SUNIL INDUSTRIES LIMITED**  
D-8, MIDC, Phase II,  
Manpada Road, Dombivli (E), Dist. Thane 421201

We, Mr. Vinod Lath, Managing Director and Mr. Pradeep Roongta, CFO of the Company as stipulated under Regulation 17(8) and Part B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, do hereby certify for the Financial Year, ending 31<sup>st</sup> March, 2023:

- a)** We have reviewed Financial Statements and the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2023 and that to the best of our knowledge and belief:
- 1.** These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
  - 2.** These statements together present a true and fair view of the Company's affairs and are in compliance with current applicable accounting standards, applicable laws and regulations.
- b)** There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- c)** We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- d)** We have indicated to the Auditors and the Audit Committee:
- i.** Significant changes, if any, in the internal control over financial reporting during the year.
  - ii.** Significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the Financial Statements; and

- iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**FOR SUNIL INDUSTRIES LIMITED**

**Sd/-  
Mr. Vinod Lath  
(MANAGING DIRECTOR)**

**Date: 16<sup>th</sup>August, 2023  
Place: Dombivli**

**FOR SUNIL INDUSTRIES LIMITED**

**Sd/-  
Mr. Pradeep Roongta  
(CFO)**



**DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT ON BEHALF OF THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

In terms of the requirements of the Listing Obligation and Disclosure Requirements, Regulations 2015, Code of Conduct as approved by the Board of Directors of the Company I, Mr. Vinod Lath, Managing Director on behalf of the board of directors and senior management of the Company hereby declare that all Board members and senior management personnel affirm compliance with the code on an annual basis for the period 31<sup>st</sup> March, 2023.

**ON BEHALF OF THE BOARD  
FOR SUNIL INDUSTRIES LIMITED**

**SD/-  
VINOD LATH  
MANAGING DIRECTOR& CHAIRMAN  
DIN NO: 00064774  
DATE:16<sup>th</sup>August, 2023  
PLACE: DOMBIVLI**

**CERTIFICATE ON CORPORATE GOVERNANCE FROM PRACTICING COMPANY**  
**SECRETARIES**

To,  
The Shareholders,  
**SUNIL INDUSTRIES LIMITED**  
D-8, MIDC, Phase II,  
Manpada Road, Dombivli (E),  
Dist. Thane

The Corporate Governance Report prepared by SUNIL INDUSTRIES LIMITED (“the Company”), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”) with respect to Corporate Governance for the year ended March 31, 2023 pursuant to the Listing Agreement of the Company with the Bombay Stock Exchange Limited (Herein after referred to as the “Stock Exchange”).

**Management’s Responsibility:**

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

**Auditor’s Responsibility:**

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether for the year ended March 31, 2023 the Company has complied, with the conditions of Corporate Governance as stipulated in the Listing Regulations. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

**Opinion:**

In our opinion, based on our examination of the relevant records and to the best of our information and according to explanations given to us, and representations provided by the management, we certify that, the Company has complied with the conditions of Corporate Governance as stipulated, in the above-mentioned Listing Regulations.

**Other Matters and Restriction on use:**

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. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, for the year ended March 31, 2023, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**Place: Mumbai****Date: 16<sup>th</sup> August, 2023****ICSI UDIN:A005941E000810184****For HSPN & Associates LLP  
Company Secretaries****Sd/  
Prakash D Naringrekar  
Designated Partner  
ACS No.: 5941  
COP No.: 18955**

## **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)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SUNIL INDUSTRIES LIMITED having CIN L99999MH1976PLC019331 and having registered office at D 8 MIDC PHASE II, MANPADA ROAD DOMBIVLI (EAST) THANE MH 421201 (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 my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31<sup>st</sup> March, 2023 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.

<b>SR. NO.</b>	<b>NAME OF DIRECTOR</b>	<b>DIN</b>	<b>DATE OF APPOINTMENT</b>
1.	VINOD GAJANAND LATH	00064774	02/07/1979
2.	PRADEEP CHATRUPRASAD ROONGTA	00130283	01/11/1999
3.	RAJESH SITARAM TIBREWAL	00130509	22/08/2017
4.	ROHIT GADIA	02175342	15/03/2012
5.	SHRUTI RITESH SARAF	07521927	27/05/2016

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

**Place: Mumbai**

**Date: 16<sup>th</sup> August, 2023**

**ICSI UDIN: A005941E000810195**

**For HSPN & Associates LLP  
Company Secretaries**

**Sd/  
Prakash D Naringrekar  
Designated Partner  
ACS No.: 5941  
COP No.: 18955**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **A) GLOBAL ECONOMIC OVERVIEW:**

Global economic activity is experiencing a broad-based and sharper-than-expected slowdown, with inflation higher than seen in several decades. The cost-of-living crisis, tightening financial conditions in most regions, Russia's invasion of Ukraine and its effects, climate change and the lingering COVID-19 pandemic all weigh heavily on the outlook. IMF forecasts global growth to slow from 3.4 percent in 2022 to 2.8 percent in 2023 before settling at 3.0 percent in 2024. Advanced economies are expected to see an especially pronounced growth slowdown, from 2.7 percent in 2022 to 1.3 percent in 2023\*. However, with the recent relaxations of COVID-19 restrictions in China and the unleashing of the pent-up demand, there is an expectation of faster-than-expected recovery in the global economy in a gradual manner.

### **B) INDIAN ECONOMIC OVERVIEW**

India's growth continues to be resilient despite some signs of moderation in growth, says the World Bank in its latest India Development Update, the World Bank India's biannual flagship publication.

The overall growth remains robust and is estimated to be 6.9 percent for the full year with real GDP growing 7.7 percent year-on-year during the first three quarters of fiscal year 2022/23. There were some signs of moderation in the second half of FY 22/23. Growth was underpinned by strong investment activity bolstered by the government's capex push and buoyant private consumption, particularly among higher income earners. Inflation remained high, averaging around 6.7 percent in FY22/23 but the current-account deficit narrowed in Q3 on the back of strong growth in service exports and easing global commodity prices.

The World Bank has revised its FY23/24 GDP forecast to 6.3 percent from 6.6 percent (December 2022). Growth is expected to be constrained by slower consumption growth and challenging external conditions. Rising borrowing costs and slower income growth will weigh on private consumption growth, and government consumption is projected to grow at a slower pace due to the withdrawal of pandemic-related fiscal support measures.

### **C) INDUSTRY STRUCTURE AND DEVELOPMENT:**

The global textile industry has been facing exceptionally challenging conditions since the past two years due to the restrictions imposed because of the Covid-19 pandemic. Further, the global supply chain had seen unprecedented levels of pressure and disruption due to logistical impasse. This led to delayed delivery resulting into reduced product shelf life and increased inventory at importer / retailer level which resulted in reduction in export orders / delayed picking of confirmed orders, apart from sharp increase in vessel shipping cost.

Further, prodigious liquidity globally led to a proliferation in commodity prices including Cotton, Dyes, Chemicals, Coal, etc.

The textile industry being majorly an unorganized and fragmented sector the entire industry size and figures cannot be estimated. The textiles market in India has grown tremendously over the decade. Indian textile industry is maturing and with urban population evolving, demand for casuals, sports and fashion textiles is picking up. Millennials are very brand conscious and demand for branded wear is on the rise. There is growth in the industry in tier I and II markets and brand awareness is growing significantly.

#### **D) OPPORTUNITIES AND THREATS:**

Accelerated reopening of activities have re-opened opportunities for the textile market which were quiet for a long time. Further, China plus one policy by USA and Europe will lead to increase in demand for the Indian Market. With an added advantage of high quality standards and globally renowned accreditations, our Company will be forging ahead with its sustainability vision to build potential so as to grab opportunities coming its way.

The demand for clothing in India and other countries is on the rise. The flow of orders has been progressively increasing for last few years. Your Company is well poised to seize opportunities available in the textile industry on account of its state-of-the-art production facilities, technical expertise, good quality culture and emphasis on product innovation and growth potential.

Market is shifting towards Branded Garment. Your Company has been ahead in making investment in plant and machinery to meet the growth and meet the huge demand creation in the market. We are constantly experimenting products made from innovative yarns and eco-friendly chemicals for manufacturing most comfortable clothing. These technically innovative products are much in demand by international brands. Given the unrelenting spread of the second wave of pandemic and the large-scale impact on the lives of the people, the near-term outlook for the Indian economy is uncertain impacting the growth prospects, the threat of slow demand for few quarters is possible.

#### **E) OUTLOOK:**

Coming year will be challenging with respect to pricing. Due to constant investment in latest machinery your company is able to target a vast audience, enhancing product quality, improving delivery schedules and giving superior customer service. Expectations are high, prospects are bright, but capitalizing on the new emerging opportunities will be a challenge for the textile manufacturing Companies.

The Company is optimistic of growth through continued network expansion and innovation. The Business will continue to focus on increasing the premium and fashion quotient of its offerings on the basis of a deep understanding of consumer preferences and delivering products of world-class quality.

## **F) BUSINESS OUTLOOK:**

There are signs of pickup in economic activity and the recovery should gather pace by the end of first quarter FY22, helped by the decline in COVID cases and faster vaccination. India is poised to grow at the fastest pace year-on-year among major economies, according to projections made by the International Monetary Fund (IMF). This recovery is supported by large-scale vaccination and sustained fiscal and monetary support. The results of growth-enhancing policies and schemes (such as production-linked incentives and government's push toward self-reliance) and increased infrastructure spending will start kicking in from 2023, leading to a stronger multiplier effect on jobs and income, higher productivity, and more efficiency—all leading to accelerated economic growth. Also, several spillover effects of geopolitical conflicts could enhance India's status as a preferred alternate investment destination. RBI estimates the GDP growth rate for FY 2022-23 at 7.2%. The annual inflation rate in India edged down to 7.04% in May of 2022 from an 8-year high of 7.79% in the previous month. Inflation is expected to remain high for the next few quarters of FY 2022-23 due to higher commodity and fuel prices and negative terms of trade. The RBI has already taken measures to contain inflation by tightening the policy rates. The next few quarters will be critical for India's economy as the Government and the RBI work at balancing the stress on inflation, currency and fiscal deficit. Consumer confidence is improving and households' optimism in outlook for the year ahead has strengthened with an uptick in sentiments. Business confidence is in optimistic territory and supportive of revival in economic activity.

## **G) SEGMENT-WISE PERFORMANCE OR PRODUCT WISE PERFORMANCE:**

The company has only one segment i.e., Manufacturing of Textiles, therefore the requirement of segment-wise reporting is not applicable to the Company.

## **H) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company maintains adequate and effective Internal Control Systems commensurate with its size and complexity. It believes that these systems provide, among other things, a reasonable assurance that transactions are executed with management authorization. It also ensures that they are recorded in all material respect to permit preparation of financial statements in conformity with established accounting principles along with the assets of the Company being adequately safeguarded against significant loss or misuse. An independent Internal Audit function is an important element of Company's Internal Control System. This is supplemented through an extensive internal audit program and periodic review by the management and the Audit Committee of Board.

## **I) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

During the year ended 31st March, 2023, your Company reported total Income of Rs. 2,27,77,29,477/- which in comparison to previous year's figures have increased by approximately 40.87%. The Net Profit after tax and OCI is Rs. 3,38,29,412/- as compared to Rs. 2,80,26,769/-in previous year marking an addition of approximately 20.70% but the

overall profit carried forward to the Balance Sheet is Rs. 19,85,38,675/- which has increased by 20.54% as compared to previous year's figure..

**J) CAUTIONARY STATEMENT:**

Statements in this report on Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectations, or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include finished goods prices, raw materials costs and availability, global and domestic demand supply conditions, fluctuations in exchange rates, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts. The Company assumes no responsibility in respect of the forward-looking statements herein, which may undergo changes in future based on subsequent developments, information, or events.

**K) HUMAN RESOURCE POLICIES:**

Your company considers its human resources as its most valuable assets, among all other assets of the Company. It has been the policy of the company to actuate the talent by providing opportunities to develop themselves within the organization. The company continued to have maintained very cordial & harmonious relations with its employees.

**L) RISK's AND CONCERNS:**

The major challenge that the textile, apparel and hosiery industry faces is of ever-increasing production costs arising out of rising wages, power and other overheads.

Inflation is expected to remain elevated for the foreseeable future, driven by war-induced commodity price increases and broadening price pressures. In addition, the anticipated increase in interest rates by Central Banks in the coming year are also expected to lower growth and exert pressure on economies particularly those in emerging markets.

In these circumstances, the ability to successfully navigate cost pressures would have a significant bearing on the overall performance of your Company. Diminishing purchasing power and demand due to the economic circumstances could result in fundamental shifts in consumer behaviours and adversely impact the market for textiles and apparel.

Deterioration in supply chain and demand due to pandemic such as COVID-19 have emerged as a significant business risk. Strong supply chain system with robust digitization and interlinking of various divisions is the need of the hour to tackle similar situations in future.

- M) Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including:**



Name of Metric	FY 2023	FY 2022	% Change Increase (decrease)	Explanation in case change is 25 % or more, as compared to the previous year
Trade Receivables Turnover Ratio	5.64	4.31	30.69%	Increase in ratio due to Increase in turnover
Inventory Turnover	7.79	6.85	13.75%	Not Applicable
Current Ratio	1.17	1.23	-4.51%	Not Applicable
Debt - Equity Ratio	1.48	1.09	35.67%	Increased in ratio on account of increase in borrowing
Net Profit Ratio	0.01	0.02	-14.32%	Not Applicable
Return on Net Worth	0.08	0.07	11.22%	Earning from operation has been increased for the period.

**Accounting Treatment:**

The Company is following India accounting standards (IND – AS) for financial year 2022-2023 as notified by the Central Government of India under the Companies (Accounting Standards) Rules under section 133 of the Companies Act, 2013 and as per guideline of the institute of chartered accountants of India in the preparation of financial statements and has not adopted a treatment different from that prescribed in any accounting standard.

**ON BEHALF OF THE BOARD**

**FOR SUNIL INDUSTRIES LIMITED**

**SD/-**

**VINOD LATH  
MANAGING DIRECTOR & CHAIRMAN**

**DATE: 16<sup>th</sup> August, 2023**

**DIN NO: 00064774**

**PLACE: DOMBIVLI**

## INDEPENDENT AUDITORS' REPORT

**To The Members of  
Sunil Industries Limited**

### **Report on the Audit of the IND AS Standalone Financial Statements**

#### **Opinion**

1. We have audited the accompanying IndAS standalone financial statements of **Sunil Industries Limited ("the Company")**, which comprise the Balance Sheet as at 31<sup>st</sup> March, 2023, and the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (**hereinafter referred to as "the standalone financial statements"**)
2. In our opinion and to the best of our information and according to the explanation given to us, the aforesaid Ind AS standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at 31<sup>st</sup> March 2023, and its **Profit** including comprehensive income, its cash flows and the change in equity for the year ended on that.

#### **Basis for Opinion**

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

#### **Key Audit Matters**

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### **Information other than the Standalone Ind AS Financial Statements and auditor's report thereon**

5. The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.
6. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
7. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Standalone Ind AS Financial Statements**

8. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS 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 accounting principles generally accepted in India, including the Indian Accounting Standards (Ind As) specified under Section 133 of the Act, read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act; for safeguarding the assets of the Company; for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
9. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
10. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## **Auditors Responsibility for the Audit of the Standalone Ind AS Standalone Financial Statements**

11. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
  
12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
  
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  
  - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

13. Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
14. 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.
15. 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.
16. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

17. 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 A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
18. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Standalone Ind AS Balance sheet, the standalone statement of profit and loss including other comprehensive income, the statement of cash flow and the statement of changes in equity dealt with by this report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards (Ind As) specified under Section 133 of the Act, read with relevant rule issued thereunder.

- e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2023 from being appointed as a director in terms of Section 164(2) of the Act;
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
19. With respect to the matter to be included in the Auditors’ Report under Section 197(16) of the Act: 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 of the Act.
1. With respect to the other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at 31<sup>st</sup> March 2023 on its financial positions in its standalone Ind AS financial statements (**Refer Note: 54**);
  - ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(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. No dividend has been declared or paid during the year by the Company

**For P R Agarwal & Awasthi**

Chartered Accountants

Firm Registration No 117940W

SD/-

**CA Pawan KR Agarwal**

Partner

M No-034147

UDIN No. : 23034147BGXIAX1533

Place: Mumbai

Date: 29-05-2023

## **Annexure A to the Ind AS Standalone Independent Auditor's Report**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the Ind AS standalone financial statements for the year ended 31st March 2023, we report the following:

- i. In respect of Property, Plant & Equipment:
    - a) **A)** The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment
    - B)** The Company has maintained proper records showing full particulars of intangible assets.
  - b) As explained to us, physical verification of these Property, Plant and Equipment is being conducted in a phased programme by the management designed to cover all the assets over a period of three to four years, which in our opinion is reasonable having regard to the size of the Company and the nature of assets. According to the information and explanations given to us no material discrepancies were noticed on such verification.
  - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds in respect of all immovable properties (Other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favor of the Company) are held in the name of the company.
  - d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
  - e) No proceedings have been initiated during the year or are pending against the Company as at March 31<sup>st</sup>, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. In respect of Inventories:
    - a) As explained to us physical verification of inventory has been conducted at reasonable intervals by the management, the coverage and procedure of such verification by the management is appropriate, and discrepancies (which is less than 10% in the aggregate for each class of inventory) noticed on such physical verification between physical stocks and book records were not material considering the operations of the Company and the same have been properly dealt with in the books of account.
    - b) The Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets; according to the information and explanations given to us and on the basis of records examined by us, the quarterly returns or statements comprising (stock statements, book debt statements, statements on ageing analysis of the debtors/ other receivables, and other stipulated financial information) filed by the Company with such bank are as per the unaudited books of account of the Company of the respective quarters. (Refer Note 53 to the standalone financial statements)



(Amount in Lakhs)

Name of the Bank	Quarter	Particulars of Securities Provided	Amount as per Books of accounts	Amount as reported in the quarterly return/ statement	Amount of difference
Standard Chartered Bank	Qtr 1	Stock	2,129	2,205	-76
		Debtors	8,043	8,023	20
		Creditors	4,145	4,232	-87
	Qtr 2	Stock	1,526	1,499	27
		Debtors	10,588	10,587	0
		Creditors	5,411	5,524	-113
	Qtr 3	Stock	1,429	1,398	31
		Debtors	8,840	8,911	-70
		Creditors	3,081	3,025	57
	Qtr 4	Stock	2,785	2,700	84
		Debtors	3,402	3,400	2
		Creditors	980	978	3

iii. a) The company has made investment and granted unsecured loans to employees & other parties during or outstanding in the year, in respect of which:

- A. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted any loans or advances and guarantees or security to subsidiaries, joint ventures and associates.
- B. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has granted loans to parties other than subsidiaries, joint ventures and associates as below:

Particulars	Loans (Amount in Lakhs)
Aggregate amount given during the year - Others	33
Balance outstanding as at balance sheet date - Others	33

- b)** In respect of the aforesaid loans, the terms and conditions under which such loans were granted are no prejudicial to the Company's interest.

The investments made and outstanding at the year-end are, prima facie, not prejudicial to the Company's interest.

- c)** In respect of the aforesaid loans, the loans to employees are interest free and in case of other parties the loans along with interest are repayable on demand, and the parties are repaying the principal amounts, as demanded, and are also regular in payment of interest as applicable.
- d)** In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days.
- e)** There were no loans which fell due during the year and were renewed/extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans.
- f)** The Company has granted Loans without specifying any terms or period of repayment and details of which are given below:

<b>Particulars</b>	<b>Others (Amount in Lakhs.)</b>
Aggregate of loans: - Agreement does not specify any terms or period of repayment	33
Percentage of loans to the total loans	100%

- iv.** In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to loans, investments and guarantees made. Hence reporting under clause (v) of the order is not applicable.
- v.** According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits, hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act. Further, according to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal.

**vi.** Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

**vii.** In respect of Statutory Dues:

- a)** According to the records of the Company and the information and explanations given to us, the Company has generally been regularly depositing with the appropriate authorities undisputed statutory dues including 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 any other statutory dues applicable to it. There are no undisputed statutory dues as referred to above as at 31st March, 2023 outstanding for a period of more than six months from the date they become payable.
- b)** According to the information and explanations given to us, the dues in respect of Income Tax, Goods and Service Tax (GST), Sales Tax, Duty of Customs, Excise Duty, Service Tax, Cess and other statutory dues that have not been deposited with the appropriate authorities on account of dispute and the forum where the disputes are pending are given below: -

<b>Name of the Statue / Nature of Dues</b>	<b>Amount (Lakhs)</b>	<b>Forum where disputes pending</b>
Central Excise duty (Payment made under protest Rs. 20 Lakhs)	141	Commissioner of Central Excise-Thane-I
Custom duty	336	Appellate Tribunal(CESTAT)
TNVAT (inclusive of penalty of Rs.20.82 Lakhs)	28	The Appellate Deputy Commissioner (CT)

**viii.** The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

**ix. a)** Based on our audit procedures and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

**b)** The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

**c)** In our opinion, term loans availed and outstanding in the books of the Company, were applied by the Company for the purposes for which the loans were obtained.

- d)** According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- e)** According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- f)** According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries.
- x.**
- a) According to information and explanations given to us, the company has not raised moneys during the year by way of initial public offer or further public offer (including debt instruments), Accordingly, provisions of the clause 3(x)(a) of the Order is not applicable to the Company.
- b) According to information and explanations given to us, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially, or optionally convertible) during the year by way requirements of section 42 and section 62 of the Companies Act, 2013. Accordingly, provisions of the clause 3(x)(b) of the Order is not applicable to the Company.
- xi.**
- a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) According to information and explanations given to us, the company have not received any whistle blower complaints during the year (and upto the date of this report), neither any reported to auditor for consideration.
- xii.** In our opinion and according to Information and explanations provided to us, the Company is not a Nidhi Company. Accordingly, provisions of the clause 3(xii) of the Order is not applicable to the Company.

- xiii.** In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable 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 of the Company for the period under audit.
- xv.** Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with Directors or persons connected with him under section 192 of the Companies Act. Accordingly, the provisions of clause 3 (xv) of the Order is not applicable to the Company.
- xvi.** In our opinion, and to the best of our information and according to the explanations provided by the management, we are of the opinion that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3 (xvi) (a) to (d) of the Order is not applicable to the Company.
- 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 and accordingly reporting under clause 3(xviii) of the order is not applicable to the Company.
- 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 provision for contribution towards Corporate Social Responsibility (CSR) u/s 135, of the Companies Act are not applicable to the company, hence the provisions of clause 3 (xx) (a) to (b) of the Order is not applicable to the Company.

**For P R Agarwal &Awasthi**  
Chartered Accountants  
Firm Registration No 117940W  
SD/-

**CA Pawan KR Agarwal**  
Partner  
M No-034147  
UDIN No. : 23034147BGXIAX1533

Place: Mumbai  
Date: 29-05-2023

## **Annexure B to the Standalone IND AS Independent Auditor's Report**

### **Independent Auditor's report on the Internal Financial Controls with reference to financial statements and its operative effectiveness under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. In conjunction with our audit of the standalone Ind AS financial statements of **Sunil Industries Limited** ("the Company") as of and for the year ended 31<sup>st</sup> March, 2023, we have audited the internal financial controls over financial reporting (IFCoFR) of the company of as of that date.

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

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the criteria being specified by management. These responsibilities include the design, implementation and maintenance of adequate internal financial controls with reference to financial statements, that were operating effectively for ensuring the orderly and efficient conduct of the company's 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 Act.

#### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI. 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 IFCoFR were established and maintained and if such controls operated effectively in all material respects.

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

6. A company's IFCoFR 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 including the Accounting Standards. A company's IFCoFR 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 including Accounting Standards, 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**

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

8. 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 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For P R Agarwal & Awasthi**

Chartered Accountants

Firm Registration No 117940W

SD/-

**CA Pawan KR Agarwal**

Partner

M No-034147

UDIN No. :23034147BGXIAX1533

Place: Mumbai

Date: 29-05-2023



# Sunil Industries Limited

Balance Sheet as at 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

PARTICULARS	Note Nos.	As at 31st March, 2023	As at 31st March, 2022
<b>I ASSETS</b>			
<b>Non-Current Assets</b>			
a) Property, Plant & Equipment	2	3,082	2,493
b) Capital Work-in-Progress	3	-	142
c) Other Intangible Assets	2	-	0
d) Financial Assets			
(i) Investments	4	16	2
e) Other Non-Current Assets	5	126	115
		<b>3,224</b>	<b>2,753</b>
<b>Current Assets</b>			
a) Inventories	6	2,785	1,435
b) Financial Assets			
(i) Trade Receivables	7	3,388	4,678
(ii) Cash and Cash Equivalents	8	1,015	366
(iii) Bank balances other than (ii) above	9	132	65
(iv) Loans	10	25	130
(v) Other Current Financial Assets	11	17	18
c) Current Tax Assets	12	39	30
d) Other Current Assets	13	2,073	1,113
		<b>9,473</b>	<b>7,834</b>
<b>TOTAL</b>		<b>12,698</b>	<b>10,587</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
<b>Shareholder's Fund</b>			
a) Equity Share Capital	14	420	420
b) Other Equity	15	3,887	3,548
		<b>4,307</b>	<b>3,968</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
a) Financial Liabilities			
(i) Non-Current Borrowings	16	304	279
b) Deferred Tax Liabilities (Net)	17	203	144
c) Provisions	18	2	1
		<b>509</b>	<b>425</b>
<b>Current Liabilities</b>			
a) Financial Liabilities			
(i) Current Borrowings	19	6,085	4,060
(ii) Trade Payables	20		
Total Outstanding Dues of Micro Enterprises and Small Enterprises		2	1
Total Outstanding Dues of Creditors Other Than Micro Enterprises and Small Enterprises		1,174	1,875
(iii) Other Current Financial Liabilities	21	267	47
b) Other Current Liabilities	22	351	148
c) Current Tax Liabilities	23	-	60
d) Provisions	24	3	3
		<b>7,882</b>	<b>6,193</b>
<b>TOTAL</b>		<b>12,698</b>	<b>10,587</b>
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES	1		
The accompanying notes are an integral part of the standalone financial statements	2-64		

As per our report of even date  
For **P.R. Agarwal & Awasthi**  
Chartered Accountants  
Firm Reg No.:117940W

**C.A. Pawan KR. Agarwal**  
Partner  
Membership Number- 34147

Place : Mumbai  
Date : 29/05/2023

For and on behalf of Board of Directors  
**Sunil Industries Limited**

**Vinod Lath**  
(Chairman & Managing Director)  
(DIN:64774)

**Pradeep Roongta**  
(CFO & WTD)  
(DIN:130283)

**Sourabh Sahu**  
Company Secretary

# Sunil Industries Limited

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

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

PARTICULARS	Note Nos.	2022-2023	2021-2022
<b>INCOME :</b>			
Revenue from Operations	25	22,740	16,148
Other Income	26	38	20
<b>Total Revenue</b>		<b>22,777</b>	<b>16,168</b>
<b>EXPENDITURE :</b>			
Cost of Materials Consumed	27	17,593	10,091
Purchases of Stock in Trade	28	26	-
Changes in Inventories of Finished Goods, Work-in-Progress and Waste	29	-1,181	190
Employee Benefits Expenses	30	363	272
Finance Costs	31	478	258
Depreciation and Amortization Expenses	32	210	188
Other Expenses	33	4,794	4,759
<b>Total Expenditures</b>		<b>22,283</b>	<b>15,758</b>
<b>Profit before extraordinary items and tax</b>		<b>494</b>	<b>410</b>
<b>Extraordinary Items :</b>			
Prior year adjustments		-	2
<b>Profit before tax</b>		<b>494</b>	<b>408</b>
<b>(Add)/Less :-</b>			
<b>Tax expenses :</b>			
Current tax expense for current year		98	101
Current tax expense relating to prior years		-7	0
Net current tax expense		<b>91</b>	<b>101</b>
Deferred tax		59	37
<b>Profit (Loss) for the period from continuing operations</b>		<b>344</b>	<b>271</b>
Profit/(Loss) from discontinuing operations		-	-
Tax expenses of discontinuing operations		-	-
<b>Profit/(Loss) from discontinuing operations (after tax)</b>		<b>-</b>	<b>-</b>
<b>Profit for the year</b>		<b>344</b>	<b>271</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Re-measurement gains/ (losses) on defined benefit obligations		-6	10
Tax Effect on above			
<b>Total Other Comprehensive Income</b>		<b>338</b>	<b>280</b>
Earnings per equity share: Basic & Diluted (in Rs.)	38	8.05	6.67
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES	1		
The accompanying notes are an integral part of the standalone financial statements	2-64		

As per our report of even date  
For **P.R. Agarwal & Awasthi**  
Chartered Accountants  
Firm Reg No.:117940W

**C.A. Pawan KR. Agarwal**  
Partner  
Membership Number- 34147

Place : Mumbai  
Date : 29/05/2023

For and on behalf of Board of Directors  
**Sunil Industries Limited**

**Vinod Lath**  
(Chairman & Managing Director)  
(DIN:64774)

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(CFO & WTD)  
(DIN:130283)

**Sourabh Sahu**  
Company Secretary

# Sunil Industries Limited

Cash Flow Statement For the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

PARTICULARS	2022-2023	2021-2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit / (Loss) before Tax and after Extraordinary items	494	410
<b>Adjustment For :</b>		
Depreciation	210	188
Interest & Finance charges	478	258
Interest received	(35)	-12
ECL on Receivables	5	9
Loss/(Profit) on sale of assets	(1)	4
Profit (-) / Loss (+) on sale of Shares	-	1
<b>Operative Profit before Working Capital Changes</b>	<b>1,150</b>	<b>858</b>
<b>Adjustment For :</b>		
Increase/ (Decrease) in Trade Payables, Other Payables & Provisions	-706	54
Increase/ (Decrease) in Other Current Liabilities	424	649
Increase/ (Decrease) in Trade Receivable	1,285	-1,877
Increase/ (Decrease) in Inventories	(1,350)	132
Increase / (Decrease) in Other Current Assets	(864)	24
<b>Cash Generation from Operations</b>	<b>(61)</b>	<b>(160)</b>
Direct Taxes	-161	-63
<b>Net Cash Flow from operating activities</b>	<b>(222)</b>	<b>(223)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale / (Purchase) of Property, Plant & Equipments (net)	-655	-831
Sale / (Purchase) of Investment (net)	(14)	-1
Proceeds from/ (Investment in) fixed deposits (net)	(67)	-
Interest Received	35	12
<b>Net Cash used in investing activities</b>	<b>(701)</b>	<b>(820)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from/ (Repayment of) Non-Current Borrowings (net)	2,050	1,325
Interest paid	(478)	-258
<b>Net Cash used in financing activities</b>	<b>1,572</b>	<b>1,067</b>
<b>D. Net Change In Cash And Cash Equilants (A+B+C)</b>	<b>650</b>	<b>23</b>
Cash and Cash Equivalents (Opening)	366	343
Cash and Cash Equivalents (Closing)	<b>1,015</b>	<b>366</b>

Notes : The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flow.

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date  
For **P.R. Agarwal & Awasthi**  
Chartered Accountants  
Firm Reg No.:117940W

**C.A. Pawan KR. Agarwal**  
Partner  
Membership Number- 34147

Place :Mumbai  
Date : 29/05/2023

For and on behalf of Board of Directors  
**Sunil Industries Limited**

**Vinod Lath**  
(Chairman & Managing Director)  
(DIN:64774)

**Pradeep Roongta**  
(CFO & WTD)  
(DIN:130283)

**Sourabh Sahu**  
Company Secretary

# Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

## Statement of Changes in Equity -

### A. Equity share capital

	Notes	Number	INR
<b>Balance as at 1 April 2021</b>		42,00,000	420
Less: Calls in Arrears		-	0
		<u>42,00,000</u>	<u>420</u>
Changes in equity share capital during the year		-	-
<b>Balance as at 31 March 2022</b>		<b><u>42,00,000</u></b>	<b><u>420</u></b>
	14		
<b>Balance as at 1 April 2022</b>		42,00,000	420
Less: Calls in Arrears		-	0
		<u>42,00,000</u>	<u>420</u>
Changes in equity share capital during the year		-	-
<b>Balance as at 31 March 2023</b>		<b><u>42,00,000</u></b>	<b><u>420</u></b>

### B. Other equity

	Notes	Reserves and surplus			Total other Equity
		General Reserves	Securities premium	Retained earnings	
<b>Balance as at 1 April 2021</b>		1,409	493	1,367	3,268
Dividends		-	-	-	-
Issue of share capital		-	-	-	-
Profit for the year		-	-	271	271
Other comprehensive income		-	-	10	10
<b>Balance as at 31 March 2022</b>		<b><u>1,409</u></b>	<b><u>493</u></b>	<b><u>1,647</u></b>	<b><u>3,548</u></b>
	15				
<b>Balance as at 1 April 2022</b>		<b>1,409</b>	<b>493</b>	<b>1,647</b>	<b>3,548</b>
Dividends		-	-	-	-
Issue of share capital		-	-	-	-
Profit for the year		-	-	344	344
Other comprehensive income		-	-	(6)	(6)
<b>Balance as at 31 March 2023</b>		<b><u>1,409</u></b>	<b><u>493</u></b>	<b><u>1,985</u></b>	<b><u>3,887</u></b>

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date

**For P.R. Agarwal & Awasthi**

Chartered Accountants

Firm Reg No.:117940W

**C.A. Pawan KR. Agarwal**

Partner

Membership Number- 34147

Place : Mumbai

Date: 29.05.2023

For and on behalf of Board of Directors

**Sunil Industries Limited**

**Vinod Lath**

(Chairman & Managing Director)

(DIN:64774)

**Pradeep Roongta**

(CFO & WTD)

(DIN:130283)

**Sourabh Sahu**

Company Secretary

# Sunil Industries Limited

CIN : L99999MH1976PLC019331

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

(Currency: Amount in Lakhs)

## 1 SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED 31.03.2023

### 1 Company Overview

Sunil Industries Limited ("The Company") is an existing limited company incorporated on 19/11/1976 under the provisions of the Indian Companies Act, 1956 and deemed to exist within the purview of the Companies Act, 2013, having its registered office at D 8, MIDC Phase II, Manpada Road, Dombivli-East, Thane-421201, Maharashtra. The equity shares of the Company are listed on BSE Limited ("BSE"). The financial statements are presented in Indian Rupee (₹).

### 2 Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### (A) Basis Of Preparation Of Financial Statement

##### i) Compliance with Ind AS

The financial statements Complies in all material aspects with Indian Accounting Standards (Ind AS) notified by Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 (the "Act") and other relevant provisions of the Act and other accounting principles generally accepted in India.

These financial statements and notes have been presented in Indian Rupees (INR), which is also the functional currency. All the amounts have been rounded off to the nearest lacs as per requirement of Schedule III, unless otherwise indicated.

##### ii) Historical cost convention

The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis. The financial statements are prepared under the historical cost convention, except for the following :

- Certain financial assets and liabilities (Including Derivative Instruments) that are measured at fair value;
- Defined benefit plans where plan assets are measured at fair value.

##### iii) Current and Non Current Classification

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle (Twelve Months) and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

#### (B) Use of estimates and judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Continuous evaluation is done on the estimation and judgments based on historical experience and various other assumptions and factors, including expectations of future events that are believed to be reasonable under existing circumstances. Difference between actual results and estimate related to accounting estimates are recognised prospectively.

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

#### (C) Financial Instruments

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

##### (I) Financial Assets

###### i. Classification

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

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss); and
- Those measured at amortised cost.

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

- For assets measured at fair value, gains and losses will either be recorded in Profit and Loss or Other comprehensive income.
- For investments in debt instruments, this will depend on the business model in which the investment is held.
- For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

###### ii. Measurement

At initial recognition, the Company measures a financial asset at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset and in the case of a financial asset not at fair value then through Profit and Loss. Transaction costs of financial assets carried at fair value through Profit and Loss are expensed in Profit and Loss.

##### (a) Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- 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. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.
- Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other income or other expenses (as applicable). Interest income from these financial assets is included in other income using the effective interest rate method.
- Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through Profit and Loss. A gain or loss on a debt investment that is subsequently measured at fair value through Profit and Loss and is not part of a hedging relationship is recognised in Profit and Loss and presented net in the statement of Profit and Loss within other income or other expenses (as applicable) in the period in which it arises. Interest income from these financial assets is included in other income or other expenses, as applicable.

# Sunil Industries Limited

CIN : L99999MH1976PLC019331

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

(Currency: Amount in Lakhs)

## (b) Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has selected to present fair value gains and losses on equity investments in other comprehensive income and there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss.

Dividends from such investments are recognised in Profit and Loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through Profit and Loss are recognised in other income or other expenses, as applicable in the statement of profit and

loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

## (iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime credit losses (ECL) to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

## (iv) Derecognition of financial assets

A financial asset is derecognised only when -

(a) The Company has transferred the rights to receive cash flows from the financial asset or

(b) Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

## (II) Financial Liabilities

### (i) Measurement

Financial liabilities are initially recognised at fair value, reduced by transaction costs (in case of financial liability not at fair value through Profit and Loss), that are directly attributable to the issue of financial liability. After initial recognition, financial liabilities are measured at amortised cost using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash outflow (including all fees paid, transaction cost, and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. At the time of initial recognition, there is no financial liability irrevocably designated as measured at fair value through profit or loss.

### (ii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of Profit and Loss.

## (D) Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets and the amount initially recognised less cumulative amortization, where appropriate.

## (E) Segment Report

(i) The company identifies primary segment based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

(ii) The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

## (F) Inventories Valuation

(i) Raw materials (excluding Dyes and Chemicals), Components, Stores and Spares, Packing Materials are valued at lower of cost and net realisable value. Cost is determined on a weighted average cost basis.

(ii) Cost of Dyes and Chemicals included in the cost of Raw Material are determined on first-in-first-out (FIFO) basis.

(iii) Work-in-Progress and Finished Goods are valued at lower of cost and net realisable value. The cost are determined on estimated cost basis and valued on a weighted average basis.

(iv) Traded goods are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

(v) Scrap is valued at net realisable value.

(vi) Due allowances are made in respect of slow moving, non-moving and obsolete inventories based on estimate made by the Management.

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

## (G) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits with banks, deposit 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.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes outstanding bank overdraft shown within current liabilities in statement of financial balance sheet and which are considered as integral part of company's cash management policy.

# Sunil Industries Limited

CIN : L99999MH1976PLC019331

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

(Currency: Amount in Lakhs)

## (H) Income tax and Deferred tax

The Income tax expense or credit for the year is the tax payable on the current year's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current and deferred tax is recognised in the Profit and Loss except to the extent it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised in equity or other comprehensive income respectively.

### (i) Current income tax

Current tax charge is based on taxable profit for the year. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

### (ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements at the reporting date. Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilised.

Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred income tax assets and liabilities are off-set against each other and the resultant net amount is presented in the Balance Sheet, if and only when, (a) the Company has a legally enforceable right to set-off the current income tax assets and liabilities, and (b) the deferred income tax assets and liabilities relate to income tax levied by the same taxation authority.

## (I) Property, plant and equipment

- (i) Freehold land is carried at historical cost including expenditure that is directly attributable to the acquisition of the land.
- (ii) All other items of property, plant and equipment are stated at cost less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition of the items.
- (iii) 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 profit or loss during the reporting period in which they are incurred.
- (iv) Cost of Capital Work in Progress ("CWIP") comprises amount paid towards acquisition of property, plant and equipment outstanding as of each balance sheet date and construction expenditures, other expenditures necessary for the purpose of preparing the CWIP for its intended use and borrowing cost incurred before the qualifying asset is ready for intended use. CWIP is not depreciated until such time as the relevant asset is completed and ready for its intended use.
- (v) Depreciation methods, estimated useful lives and residual value:-
  - (a) Fixed assets are stated at cost less accumulated depreciation.
  - (b) Depreciation is provided on a pro rata basis on the straight line method over the estimated useful lives of the assets which is as prescribed under Schedule II to the Companies Act, 2013. The depreciation charge for each period is recognised in the Statement of Profit and Loss, unless it is included in the carrying amount of any other asset. The useful life, residual value and the depreciation method are reviewed atleast at each financial year end. If the expectations differ from previous estimates, the changes are accounted for prospectively as a change in accounting estimate.
  - (c) The estimated useful lives are as follows:

Leasehold Land	99 years
Factory Building	30 years
Plant & machinery	08 years
Vehicles	10 years
Computer	03 years
Furniture	10 years
Office Equipment	05 years
- (vi) Tangible assets which are not ready for their intended use on reporting date are carried as capital work-in-progress.
- (vii) The residual values are not more than 5% of the original cost of the asset  
An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.  
Estimated useful lives, residual values and depreciation methods are reviewed annually, taking into account commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate.  
Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other expenses or other income as applicable.

## (J) Investment Property

Property that is held for long-term rental yields or for capital appreciation or both and which is not occupied by the Company, is classified by Investing property. Investment property is measured at cost including related transaction cost and where applicable borrowing cost. Investment properties are depreciated at the same rate applicable for class of asset under Property, Plant and Equipment.

# Sunil Industries Limited

CIN : L99999MH1976PLC019331

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

(Currency: Amount in Lakhs)

## (K) Intangible assets

- (i) An intangible asset shall be recognised if, and only if: (a) it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and (b) the cost of the asset can be measured reliably.
- (ii) Computer software is capitalised where it is expected to provide future enduring economic benefits. Capitalisation costs include licence fees and costs of implementation / system integration services. The costs are capitalised in the year in which the relevant software is implemented / ready for use. The same is amortised over a period of 5 years on straight-line method.

## (L) Leases

### (i) As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

### (ii) As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

## (M) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade discount, rebates. The Company recognises revenue as under :

Effective 01 April, 2018, the Company has adopted Indian Accounting Standard 115 (IND AS 115) - "Revenue from contracts with customers" using the cumulative catch-up transition method applied to the contract that was not completed as on the transaction date 01st April, 2018. Accordingly the comparative amounts of revenue and the corresponding contract assets / liabilities have not been retrospectively adjusted. The effect on adoption of IND-AS 115 was insignificant.

## (I) Sales

The Company recognizes revenue from sale of goods & services when:

- (a) The significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, which coincides with the delivery of goods and with regard to services, when services are rendered.
- (b) The Company retains neither continuing managerial involvement to the degree usually associated with the ownership nor effective control over the goods sold.
- (c) The amount of revenue can be reliably measured.
- (d) It is probable that future economic benefits associated with the transaction will flow to the Company
- (e) The cost incurred or to be incurred in respect of the transaction can be measured reliably.
- (f) The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

## (II) Other income

### (i) Interest income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

### (ii) Dividend

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the group, and the amount of the dividend can be measured reliably.

### (iii) Export Benefits

Export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

## (N) Employee Benefit

### (i) Short-term obligations

Liabilities for wages and salaries, 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. The liabilities are presented as current employee benefit obligations in the balance sheet.

### (ii) Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the appropriate market yields 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 are recognised in Profit and Loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur

### (iii) Post-employment obligations

The Company operates the following post-employment schemes

#### (a) Defined benefit gratuity plan:

Gratuity liability is a defined benefit obligation and is computed on the basis of an actuarial valuation by an actuary appointed for the purpose as per projected unit credit method at the end of each financial year. The liability or asset recognised in the Balance Sheet is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company makes contribution to a trust maintained by Life Insurance Corporation ('LIC') of India.

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. The defined benefit obligation is calculated annually as provided by LIC. 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. Remeasurement 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.



# Sunil Industries Limited

CIN : L99999MH1976PLC019331

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

(Currency: Amount in Lakhs)

## b) Defined Contribution plan:

Contribution payable to recognised provident fund and superannuation scheme which is defined contribution scheme is charged to Statement of Profit & Loss. The company has no further obligation to the plan beyond its contribution.

## (O) Foreign currency translation

### (i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

### (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. All the foreign exchange gains and losses are presented in the statement of Profit and Loss on a net basis within other expenses or other income as applicable.

## (P) Borrowing Cost

(i) Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

(ii) Borrowings are classified as current financial liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

## (Q) Earnings per share

### (i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company; and
- 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.

### (ii) Diluted earnings per share

Diluted earnings per share adjust 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.

## (R) Impairment of Assets

Intangible assets that have an indefinite useful life are not subject to amortization 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 purposes 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 groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

## (S) Provisions, contingent liabilities and contingent assets

### (i) Provisions:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

### (ii) Contingent liabilities:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

### (iii) Contingent Assets:

Contingent Assets are disclosed, where an inflow of economic benefits is probable.

## (T) Investments

On transition to Ind AS, equity investments are measured at fair value, with value changes recognised in Other Comprehensive Income, except for those mutual fund for which the Company has elected to present the fair value changes in the Statement of Profit and Loss.

## (U) Trade receivables

Trade receivables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method, less provision for expected credit loss.

## (V) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are recognised, initially at fair value, and subsequently measured at amortised cost using effective interest rate method.

## (W) Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current.

## (X) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Rupees Lacs (upto two decimals), unless otherwise stated as per the requirement of Schedule III (Division II).

**Sunil Industries Limited**

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

**2 Property, Plant and Equipment**

Details of the property, plant and equipment & Intangible Assets their carrying amounts are as follows:

Particulars	Land	Leasehold Lands	Factory Building	Bhiwandi Godown	Office Premises	Residential Premises	Bore Well	Lab Equipments	Office Equipment	Plant & Machinery	Computers	Furniture & Fixtures	Vehicles	TOTAL	Software
<b>Gross carrying amount</b>															
Balance as at 1 April 2022	43	4	906	2	8	660	2	19	27	2,214	55	79	75	4,093	3
Additions	-	-	66	-	-	116	-	-	8	451	3	85	71	799	-
Disposals	-	-	-	-	-	-	-	-	-	-4	-	-	-	-4	-
Net exchange differences	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2023	43	4	971	2	8	776	2	19	34	2,661	58	164	146	4,888	3
<b>Depreciation and impairment</b>															
Balance as at 1 April 2022	-	1	350	2	4	85	2	19	18	975	47	52	48	1,600	3
Disposal	-	-	-	-	-	-	-	-	-	3	-	-	-	3	-
Net exchange differences	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Depreciation	-	0	29	0	0	22	0	-	1	138	3	8	7	210	0
Balance as at 31 March 2023	-	1	379	2	4	107	2	19	20	1,109	50	60	55	1,806	3
<b>Carrying amount as at 31 March 2023</b>	<b>43</b>	<b>3</b>	<b>593</b>	<b>0</b>	<b>4</b>	<b>669</b>	<b>0</b>	<b>0</b>	<b>14</b>	<b>1,552</b>	<b>8</b>	<b>104</b>	<b>91</b>	<b>3,082</b>	<b>-</b>
	<b>Land</b>	<b>Leasehold Lands</b>	<b>Factory Building</b>	<b>Bhiwandi Godown</b>	<b>Office Premises</b>	<b>Residential Premises</b>	<b>Bore Well</b>	<b>Lab Equipments</b>	<b>Office Equipment</b>	<b>Plant &amp; Machinery</b>	<b>Computers</b>	<b>Furniture &amp; Fixtures</b>	<b>Vehicles</b>	<b>TOTAL</b>	<b>Software</b>
<b>Gross carrying amount</b>															
Balance as at 1 April 2021	43	4	737	2	8	660	2	19	20	1,839	46	53	78	3,511	3
Additions	-	-	169	-	-	-	-	-	6	490	8	26	-	700	-
Disposals	-	-	-	-	-	-	-	-	-	-115	-	-	-3	-119	-
Net exchange differences	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2022	43	4	906	2	8	660	2	19	27	2,214	55	79	75	4,093	3
<b>Depreciation and impairment</b>															
Balance as at 1 April 2021	-	1	336	2	4	74	2	19	18	938	45	50	30	1,517	2
Disposal	-	-	-	-	-	-	-	-	-	-101	-	-	-3	-104	-
Net exchange differences	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Depreciation	-	0	13	0	0	10	0	-	0	137	2	2	21	187	1
Balance as at 31 March 2022	-	1	350	2	4	85	2	19	18	975	47	52	48	1,600	3
<b>Carrying amount as at 31 March 2022</b>	<b>43</b>	<b>3</b>	<b>556</b>	<b>0</b>	<b>4</b>	<b>575</b>	<b>0</b>	<b>0</b>	<b>8</b>	<b>1,239</b>	<b>8</b>	<b>27</b>	<b>27</b>	<b>2,493</b>	<b>0</b>

## Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

### 3 Capital Work-in-Progress

Particulars	As at	As at
	31st March, 2023	31st March, 2022
Furniture & Fixture at Residential Premises	-	142
<b>Total</b>	<b>-</b>	<b>142</b>

#### 3.1 CWIP Ageing / Completion Schedule

##### (a) CWIP Ageing Schedule

CWIP as at 31 March, 2023	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

CWIP as at 31 March, 2022	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	142	-	-	-	142
Projects temporarily suspended	-	-	-	-	-

##### (b) Completion Schedule

CWIP as at 31 March, 2023	To be Completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	-	-	-	-	-
Projects Temporarily Suspended	-	-	-	-	-

CWIP as at 31 March, 2022	To be Completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	-	-	-	-	-
Projects Temporarily Suspended	-	-	-	-	-

### 4 Non-Current Investments

Particulars	Face Value	Units / Nos.	As at	As at	
			31st March, 2023	31st March, 2022	
<b>Unquoted Equity Instruments, Fully Paid up :</b>					
<b>Investments carried at fair value through profit or loss</b>					
Equity Shares of Fairdeal Supplies Limited	10	13,286	1	13,286	1
Equity Shares of Sunil Fabrics Private Limited	10	100	0	100	0
Equity Share of P G Mercantile Private Limited	10	1,47,000	15	10,000	1
<b>Total</b>			<b>16</b>		<b>2</b>

Aggregate amount of quoted investments -At Cost

Aggregate amount of quoted investments -At Market Value

Aggregate amount of unquoted investments -At Cost

16

2

Aggregate amount of unquoted investments -At Market Value

16

2

### 5 Other Non-Current Assets

Particulars	As at	As at
	31st March, 2023	31st March, 2022
<i>Unsecured, Considered Good</i>		
Security Deposits	31	20
Capital Advances	95	95
Deposits	0	0
<b>Total</b>	<b>126</b>	<b>115</b>

## Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

### 6 Inventories

Particulars	As at 31st March, 2023	As at 31st March, 2022
<i>(As Certified by management)</i>		
Raw materials	845	697
Work-in-progress	32	51
Finished goods (other than those acquired for trading)	1,785	584
Stores, spares and others	109	92
Packing Materials	9	6
Fuel, Oil & Gases	3	4
Waste (Valued at net realisable value)	1	3
<b>Total</b>	<b>2,785</b>	<b>1,435</b>

#### Method of Valuation of Stock :

- Stock of Raw Material & Packing material is valued at lower of Cost determined on FIFO basis or net realisable value.
  - Stores & spares and Fuel ,oil & Gases are valued at lower of Cost or net realisable value.
  - Work -in Progress and Finished Goods are valued at cost or net realizable value whichever is lower.
- The cost includes manufacturing expenses and appropriate overheads.

### 7 Trade Receivables

Particulars	As at 31st March, 2023	As at 31st March, 2022
<i>Unsecured, Considered Good</i>		
Others	3,402	4,687
	3,402	4,687
Less: Allowances for Expected Credit Loss	14	9
<b>Total</b>	<b>3,388</b>	<b>4,678</b>

#### 7.1 Movement in the Allowances for Expected Credit Loss

<b>Balance at the Beginning of the year</b>	-9	-
Provision/(Reversal) for allowances	14	9
<b>Balance at the end of the year</b>	<b>5</b>	<b>9</b>

#### 7.2 For trade receivables outstanding, following ageing schedule shall be given:

##### a) For the Year ended March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	1,184	1,942	20	74	183	3,402
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	1	4	9	14
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

##### b) For the Year ended March 31, 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	4,283	95	122	140	48	4,687
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	4	4	2	9
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

### 8 Cash and cash equivalents

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Balances with banks</b>		
On Current Accounts	1013	355
On Deposit Accounts with maturity of Less than 3 Months	0	5
Cash on hand	2	5
<b>Total</b>	<b>1,015</b>	<b>366</b>

Mark as Lein against Bank Gurantee

- 5

### 9 Bank balances other than (i) above

Particulars	As at 31st March, 2023	As at 31st March, 2022
Bank Deposits with maturity period of more than 3 months but less than 12 months		
Bank Deposits having maturity more than 12 Months	132	65
<b>Total</b>	<b>132</b>	<b>65</b>

Mark as Lein against Bank Gurantee

132 65

## Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

### 10 Loans

Particulars	As at	As at
	31st March, 2023	31st March, 2022
<i>Unsecured, Considered Good</i>		
Loan to Others	25	130
	<u>25</u>	<u>130</u>

### 11 Other Current Financial Assets

Particulars	As at	As at
	31st March, 2023	31st March, 2022
Interest Accrued	8	10
Other Receivables	0	0
Advance Payment to Employees	9	7
<b>Total</b>	<u>17</u>	<u>18</u>

### 12 Current Tax Assets

Particulars	As at	As at
	31st March, 2023	31st March, 2022
Advance Taxes (Net of Provisions)	39	30
<b>Total</b>	<u>39</u>	<u>30</u>

### 13 Other Current Assets

Particulars	As at	As at
	31st March, 2023	31st March, 2022
<i>Unsecured, considered good</i>		
Tender Deposits	510	263
Other Deposits	536	243
Advances to Suppliers	56	115
Advances other than Capital Advances	1	2
Balance with Government authorities	961	480
Prepaid Expenses	9	10
<b>Total</b>	<u>2,073</u>	<u>1,113</u>

## Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

### 14 Share Capital

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Numbers	Rs.	Numbers	Rs.
<b>Authorised</b>				
Equity Shares of Rs.10 each	50,00,000	500	50,00,000	500
	<b>50,00,000</b>	<b>500</b>	<b>50,00,000</b>	<b>500</b>
<b>Issued, Subscribed &amp; fully Paid up</b>				
Equity Shares of Rs.10 each	42,00,000	420	42,00,000	420
Less : Calls in Arrears		0		0
<b>Total</b>	<b>42,00,000</b>	<b>420</b>	<b>42,00,000</b>	<b>420</b>

### B Reconciliation of the number of shares outstanding is set out below :

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Numbers	Rs.	Numbers	Rs.
At the beginning of the year	42,00,000	420	42,00,000	420
Shares Issued during the year	-	-	-	-
At the end of the year	<b>42,00,000</b>	<b>420</b>	<b>42,00,000</b>	<b>420</b>

### C Detail of shareholding by the Promoters and Promotor Group in the company

Promoter Name	As at 31st March, 2023		As at 31st March, 2022		% Change during the year
	No. of Shares	% of Holding	No. of Shares	% of Holding	
Saroj Vinod Lath	3,35,200	7.98%	3,35,200	7.98%	-
Vinod Gajanand Lath	3,22,200	7.67%	3,22,200	7.67%	-
Laxmikant Lath	2,35,600	5.61%	2,35,600	5.61%	-
Vandana Laxmikant Lath	1,19,200	2.84%	1,19,200	2.84%	-
Vinod Gajanand Lath	80,400	1.91%	80,400	1.91%	-
Pradeep Chatruprasad Roongta	13,600	0.32%	13,600	0.32%	-
Beena Pradeep Roongta	12,800	0.30%	12,800	0.30%	-
Leena J Salot	10,000	0.24%	10,000	0.24%	-
Ramashankar Lath	9,600	0.23%	9,600	0.23%	-
Bhavesh Hasmukhlal Mehta	5,000	0.12%	5,000	0.12%	-
Prakashkumar Raichand Shah	5,000	0.12%	5,000	0.12%	-
Kamal Kumar Choudhary	4,400	0.10%	4,400	0.10%	-
Kamaluddin Essabhai Vastani	4,400	0.10%	4,400	0.10%	-
Raj Jaisingh	4,400	0.10%	4,400	0.10%	-
Ashok S. Maheshwari	-	0.00%	2,600	0.06%	0.06%
Vinod Dharnidharka	1,000	0.02%	1,000	0.02%	-
Chandraprakash Singhania	700	0.02%	700	0.02%	-
Preeti Lath	400	0.01%	400	0.01%	-
Jyoti Lath	300	0.01%	300	0.01%	-
Mahesh Tibrewal	200	0.00%	200	0.00%	-
Bindudevi Lath	100	0.00%	100	0.00%	-
Deepak Lath	300	0.01%	300	0.01%	-
Jugal Kishor Tela	1,500	0.04%	1,500	0.04%	-
Sunil Exim Pvt Ltd	3,44,900	8.21%	3,44,900	8.21%	-
Rajashree Capital And Insurance Brokers Limited	3,17,500	7.56%	3,17,500	7.56%	-
Sunil Prints Pvt Ltd	2,04,400	4.87%	2,04,400	4.87%	-
Sunil Fabrics Pvt Ltd	1,61,000	3.83%	1,61,000	3.83%	-
Sunil Synthetics Pvt Ltd	1,36,100	3.24%	1,36,100	3.24%	-
Eske Tex I Pvt Ltd	1,28,200	3.05%	1,28,200	3.05%	-
Jagadish Kumar Sanwalka	1,000	0.02%	3,200	0.08%	0.05%
Pushpadevi J Sanwalka	3,600	0.09%	1,500	0.04%	0.05%
Chandra Kumar K Jain	5,000	0.12%	5,000	0.12%	-

## Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

### D Detail of shareholders holding more than 5% of shares in the company

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Sunil Exim Pvt Ltd	3,44,900	8.21%	3,44,900	8.21%
Saroj Vinod Lath	3,35,200	7.98%	3,35,200	7.98%
Rajashree Capital And Insurance Brokers Limited	3,17,500	7.56%	3,17,500	7.56%
Vinod Gajanand Lath	3,22,200	7.67%	3,22,200	7.67%
Laxmikant Vinod Lath	2,35,600	5.61%	2,35,600	5.61%

### E Aggregate No. of Shares issued as fully paid up for consideration other than cash, bonus shares issued and shares bought back during the period of 5 Years immediately preceding the reporting date.

Particulars	Aggregate No. of Shares (for last 5 Financial Years)
<b>Equity Shares :</b>	
Fully paid up pursuant to contract(s) without payment being received in cash	NIL
Fully paid up by way of bonus shares	NIL
Shares bought back	NIL

## Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

### 15 Other Equity

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>General Reserves</b>		
Opening Balance	1,409	1,409
Add/(Less) : During the year	-	-
Closing Balance	1,409	1,409
<b>Securities Premium Account</b>		
As per last Balance Sheet	493	493
Add/(Less) : During the year	-	-
Closing Balance	493	493
<b>Retained Earnings</b>		
Opening balance	1,647	1,367
Add : Net profit for the current year	338	280
Closing Balance	1,985	1,647
<b>Total</b>	<b>3,887</b>	<b>3,548</b>

### 16 Non-Current Borrowings

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Secured Loans, Rupee Loans From Banks :-</b>		
Working Capital Loan	307	200
Term Loans	48	85
Property Loan	55	127
Vehicle Loan	70	17
	480	429
Less: Current Maturity of Long Term Debts (Refer Note "19")	176	150
<b>Total</b>	<b>304</b>	<b>279</b>

#### Nature of Security :-

16.1 Secured Working Capital loans, Term Loans & Property Loan taken from Standard Chartered Bank are secured against hypothecation of all current assets of the company, both present and future. Further, primary pari passu Equitable mortgage charge over on Certain Immovable and all Movable Property, Plant & Equipment situated at Shed No Plot 8, MIDC Phase II, Dombivili - East, Thane - 421203 together with property at Flat No. 33, 5th Floor, Building Sunbeam May Flower Co Op Hsg Soc Limited, 3A Peddar Road, Mumbai-400026. Further Secured by Personal guarantee of the directors and Corporate guarantee of Sunil Exim Private Limited as mentioned in the loan documents executed by the Company.

16.2 Vehicle Loans from ICICI Bank & Union Bank are secured against the respective vehicles against which the term loan financed by the banks.

#### Terms of Repayment:-

16.3 Working Capital Term Loan From Standard Chartered Bank of Rs. 200 Lakhs by way of Emergency Credit Line Guarantee Scheme. The loan is repayable in the form of 36 Monthly Installments commencing after completion of initial Moratorium of 12 Months. The loan is repayable upto 30-09-2025. The Interest on loan will be paid on monthly basis charge by the bank.

16.4 Working Capital Term Loan From Standard Chartered Bank of Rs. 140 Lakhs by way of Emergency Credit Line Guarantee Scheme. The loan is repayable in the form of 36 Monthly Installments commencing after completion of initial Moratorium of 12 Months. The loan is repayable upto 10-07-2027. The Interest on loan will be paid on monthly basis charge by the bank.

16.5 Term Loans & Property Loan From Standard Chartered Bank are repayable in the form of Equated Monthly Installments. The Term Loans are repayable upto 31-07-2024 and Property Loan is repayable upto 31-12-2023.

16.6 Vehicle Loans From Banks are repayable in the form of Equated Monthly Installments bifurcated into 36 Months.

### 17 Deferred Tax Liability (Net)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Deferred Tax Liability</b>		
Net Block as per Companies Act	3,035	2,446
Net Block as per Income Tax Act	2,300	1,923
Difference	736	523
Deferred tax liability (A)	<b>205</b>	<b>145</b>
<b>Deferred Tax Assets</b>		
Expenses Allowed in the year of Payment		
Bonus	-	1
Gratuity	4	4
	4	4
Deferred tax assets (B)	<b>1</b>	<b>1</b>
Net Deferred Tax Liability (Closing)	203	144
Less : Net Deferred Tax Liability (Opening)	144	108
Net Deferred Tax Liability to be recognized in Profit & Loss Account.	<b>59</b>	<b>37</b>



## Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

### 18 Provisions

Particulars	As at	As at
	31st March, 2023	31st March, 2022
Provision for employee benefits :		
Gratuity	2	1
<b>Total</b>	<b>2</b>	<b>1</b>

### 19 Current Borrowings

Particulars	As at	As at
	31st March, 2023	31st March, 2022
<b>Secured Loan, From Bank</b>		
Working Capital Loans	2,322	1,703
Current Maturity of Long Term Debts (Refer Note "16")	176	150
	2,498	1,853
<b>Unsecured Loans, Repayable on Demand</b>		
From Directors	35	-
From Relative of Directors	10	-
From Related Body-Corporates	658	710
Inter Corporate Deposits	2,885	1,497
	3,588	2,208
<b>Total</b>	<b>6,085</b>	<b>4,060</b>

#### Nature of Security:

19.1 Secured Working Capital Loans & Bank Gurantees taken from Standard Chartered Bank are secured against hypothecation of all current assets of the company, both present and future. Further, primary pari passu Equitable mottgage charge over on Certain Immovable and all Movable Property, Plant & Equipment situated at Shed No Plot 8, MIDC Phase II, Dombivili - East, Thane - 421203 together with property at Flat No. 33, 5th Floor, Building Sunbeam May Flower Co Op Hsg Soc Limited, 3A Peddar Road, Mumbai-400026. Further Secured by Personal guarantee of the directors and Corporate guarantee of Sunil Exim Private Limited as mentioned in the loan documents executed by the Company.

19.2 Unsecured Loans from various parties are repayable on demand and are short term funded against the working capital requirement of the company.

### 20 Trade Payables

Particulars	As at	As at
	31st March, 2023	31st March, 2022
Total Outstanding Dues of Micro Enterprises and Small Enterprises	2	1
Total Outstanding Dues of Creditors Other Than Micro Enterprises and Small Enterprises	1,174	1,875
<b>Total</b>	<b>1,176</b>	<b>1,876</b>

#### 20.1 Trade payables due for payment / ageing :

The following ageing schedule shall be given for Trade payables due for payment:-

##### a) For the Year ended March 31, 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3years	More than 3 years	
MSME	2	-	-	-	2
Others	1,121	37	13	2	1,174
Disputed dues – MSME	-	-	-	-	-
Disputeddues – Others	-	-	-	-	-

##### b) For the Year ended March 31, 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3years	More than 3 years	
MSME	1	-	-	-	1
Others	1,860	9	4	1	1,875
Disputed dues – MSME	-	-	-	-	-
Disputeddues – Others	-	-	-	-	-

## Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

### 20.2 Dues To Micro, Small and medium Enterprises:-

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED ACT").

The disclosures pursuant to the said MSMED Act are as follows:

	Particulars	As at 31st March, 2023	As at 31st March, 2022
a)	The principal amount remaining unpaid to any supplier at the end of the year	2	1
b)	Interest due remaining unpaid to any suppliers at the end of the year	-	-
c)	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amount of the payment made to the suppliers beyond the appointed day during the year	-	-
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 when 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.

### 21 Other Current Financial liabilities

Particulars	As at 31st March, 2023	As at 31st March, 2022
Interest accrued but not Due	1	1
Interest accrued and Due	266	46
<b>Total</b>	<b>267</b>	<b>47</b>

### 22 Other Current Liabilities

Particulars	As at 31st March, 2023	As at 31st March, 2022
Statutory dues	40	38
Retention from Suppliers	1	-
Trade Deposits from Customers	232	45
Payable for Expenses	51	38
Employees Dues	28	26
Advance from Customer	0	0
<b>Total</b>	<b>351</b>	<b>148</b>

### 23 Current Tax Liabilities

Particulars	As at 31st March, 2023	As at 31st March, 2022
Provision for Income Tax (Net of Taxes Paid)	-	60
<b>Total</b>	<b>-</b>	<b>60</b>

### 24 Provisions

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Provision for employee benefits :</b>		
Gratuity	3	3
<b>Total</b>	<b>3</b>	<b>3</b>

## Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

<b>25 Revenue From Operations</b>		
<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
<b>Revenue from operations</b>		
<b>Sale of Products :</b>		
Finished Goods	22,624	16,080
Traded Goods	27	-
<b>Sale of Service :</b>		
Processing Charges	88	69
<b>Total</b>	<b>22,740</b>	<b>16,148</b>
<b>Detail of Sales</b>		
<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
<b>Sale of Products Comprises:</b>		
Cloth	21,973	15,971
Made-Ups	-	9
Yarn	636	91
Waste	16	8
Others	0	-
	<b>22,624</b>	<b>16,080</b>
<b>Sale of Traded Goods Comprises:</b>		
Pulp Roll	27	-
<b>Total</b>	<b>27</b>	<b>-</b>
<b>26 Other Income</b>		
<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Interest Income		
- On Deposits with Banks	8	6
- On Loans	22	2
- On Deposits	3	3
- On IT Refunds	2	-
Profit on Sale of Assets	1	8
Miscellaneous	1	0
<b>Total</b>	<b>38</b>	<b>20</b>
<b>27 Cost of Materials Consumed</b>		
<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
<b>Raw Material Consumed</b>		
Opening Stock	697	550
Add: Purchases During the Year	17,742	10,238
	<b>18,438</b>	<b>10,788</b>
Less: Closing Stock	845	697
<b>Total Consumption</b>	<b>17,593</b>	<b>10,091</b>
<b>Raw Material Purchases during the year Comprises of:</b>		
Yarn	4,084	1,426
Cloth	13,658	8,812
	<b>17,742</b>	<b>10,238</b>
<b>28 Purchases of Stock-in-Trade</b>		
<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Stock-in-Trade	26	-
<b>Total</b>	<b>26</b>	<b>-</b>
<b>Stock-in-Trade Purchases during the year Comprises of:</b>		
Pulp Roll Purchase	26	-
	<b>26</b>	<b>-</b>
<b>29 Changes in Inventories of Finished Goods, Work-in-Progress and Waste</b>		
<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
<b>Inventories at the end of the year:</b>		
Finished goods	1,785	584
Work-in-progress	32	51
Waste	1	3
	<b>1,818</b>	<b>637</b>
<b>Inventories at the beginning of the year:</b>		
Finished goods	584	808
Work-in-progress	51	13
Waste	3	6
	<b>637</b>	<b>827</b>
<b>Net (Increase) / Decrease</b>	<b>-1,181</b>	<b>190</b>

## Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

<b>30 Employee Benefit Expenses</b>		
<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Salaries, Wages, Allowances and Bonus	297	233
Contribution to Provident, Gratuity and other funds	25	20
Workmen and Staff Welfare Expenses	42	19
<b>Total</b>	<b>363</b>	<b>272</b>
<b>31 Finance Costs</b>		
<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Interest Expenses		
- On Bank Borrowings	146	105
- On Unsecured Loans	294	130
- On Other	0	-
Other Borrowing Cost	-	-
- Bank Charges and Commission	27	20
- Loan Processing Charges	10	4
<b>Total</b>	<b>478</b>	<b>258</b>
<b>32 Depreciation &amp; Amortization Expenses</b>		
<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Depreciation on Property, Plant and Equipment	210	187
Amortization on Intangible Assets	0	1
<b>Total</b>	<b>210</b>	<b>188</b>
<b>33 Other Expenses</b>		
<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
<b>MANUFACTURING EXPENSES</b>		
Processing and Labour Charges	810	1,025
Stores, Dyes and Chemicals Consumed	793	823
Power and Fuel	1,079	778
Water Charges	22	22
Factory Expense	9	23
Repairs to Building	36	88
Repairs to Machinery	82	150
Packing Material Consumed	193	92
	<b>3,024</b>	<b>3,000</b>
<b>ADMINISTRATIVE EXPENSES</b>		
Rent	10	12
Rates and Taxes	60	116
Repairs to Others	6	15
Insurance Charges	20	23
Travelling and Conveyance	42	27
Communication Expenses	3	5
Professional Fees	42	57
Donations	35	10
Corporate Social Responsibility	2	5
Freight, Octroi and Forwarding Expenses	264	250
Auditors's Remuneration	3	3
Brokerage and Commission	1,244	1,148
Loss on sale of assets	-	4
Loss on sale of shares	-	1
Advertisement and Sales Promotion	25	21
ECL on Receivables	5	9
Miscellaneous Expenses	10	54
<b>Total</b>	<b>4,794</b>	<b>4,759</b>
<b>33.1 Payments to auditor</b>		
For Audit Fee	3	3
For others	-	-
<b>Total</b>	<b>3</b>	<b>3</b>
<b>33.2 Disclosure pertaining to corporate social responsibility expenses</b>		
The company has not applicable provision of Sec. 135 of the Companies Act, 2013 viz. Corporate Social Responsibility.		

## 34 Analytical Ratios

Sr. No.	Ratios	Head	As at 31st March, 2023			As at 31st March, 2022			% Variance	Reason for Variance more than 25%
			Numerator	Denominator	Current Period	Numerator	Denominator	Previous Period		
			Rs.	Rs.		Rs.	Rs.			
i)	Current Ratio	Current Assets / Current Liabilities	9,600	8,186	1.17	7,949	6,473	1.23	-4.51%	Not Applicable
ii)	Debt-equity ratio	Total Debt / Shareholder's Equity	6,389	4,307	1.48	4,340	3,968	1.09	35.67%	Increased in ratio on account of increase in borrowing
iii)	Debt service coverage ratio	EBIDTA/ Total Debt Service	1,182	629	1.88	854	372	2.30	-18.20%	Not Applicable
iv)	Return on equity	Net Income available to Shareholders / Shareholder's Equity	338	4,307	0.08	280	3,968	0.07	11.22%	Not Applicable
v)	Inventory turnover ratio	Cost of Goods Sold / Avg. Inventory	16,438	2,110	7.79	10,281	1,501	6.85	13.75%	Not Applicable
vi)	Trade receivables turnover ratio	Revenue from Operations / Average Account Receivables	22,740	4,033	5.64	16,148	3,743	4.31	30.69%	Increase in ratio due to Increase in turnover
vii)	Trade payables turnover ratio	Total Purchases + Total Other Expenses / Average Account Payables	22,562	1,526	14.79	14,997	1,509	9.94	48.80%	Increase in ratio due to faster churning of Inventory and services
viii)	Net capital turnover ratio	Revenue from Operations / Average Working Capital	22,740	2,152	10.57	16,148	1,328	12.16	-13.09%	Not Applicable
ix)	Net profit ratio	Net Profit / Total Revenue	338	22,777	0.01	280	16,168	0.02	-14.32%	Not Applicable
x)	Return on capital employed	Earning Before Interest & Tax / Capital Employed	972	4,512	0.22	445	4,114	0.11	99.14%	Increase in ratio due to increase in EBIT
xi)	Return on investment	Net Income / Total Assets	344	12,698	0.03	271	10,587	0.03	5.98%	Not Applicable

## Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

### 35 Fair Value Measurement

#### 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

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

- 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.
- 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 counter party. 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.
- 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 instrument by valuation technique

<b>Level 1:</b>	Quoted (unadjusted) price in active markets for identical assets or liabilities.
<b>Level 2:</b>	Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
<b>Level 3:</b>	Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Financial Assets and Liabilities	As at 31st March, 2023			As at 31st March, 2022				
	Carrying Amount	Level of input used in			Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>At Amortized Cost</b>								
<b>Financial Assets:-</b>								
- Loans	25	-	-	25	130	-	-	130
- Trade Receivables	3,388	-	-	3,388	4,678	-	-	4,678
- Other Financial Assets	17	-	-	17	18	-	-	18
- Cash & Cash Equivalents	1,015	-	-	1,015	366	-	-	366
- Other Bank Balance	132	-	-	132	65	-	-	65
	<b>4,577</b>	-	-	<b>4,577</b>	<b>5,256</b>	-	-	<b>5,256</b>
<b>At FVTPL</b>								
<b>Financial Assets:-</b>								
- Investments*	16	-	-	16	2	-	-	2
	<b>16</b>	-	-	<b>16</b>	<b>2</b>	-	-	<b>2</b>
<b>At Amortized Cost</b>								
<b>Financial Liabilities:-</b>								
Borrowings	6,085	-	-	6,085	4,060	-	-	4,060
Other Financial Liabilities	267	-	-	267	47	-	-	47
Trade Payables	1,176	-	-	1,176	1,876	-	-	1,876
Lease Liability	-	-	-	-	-	-	-	-
	<b>7,528</b>	-	-	<b>7,528</b>	<b>5,983</b>	-	-	<b>5,983</b>

# Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

\* The above Investments does not include equity investments in subsidiaries, associates and joint ventures which are carried at costs and hence are not required to be disclosed as per Ind AS 107 “Financial Instrument Disclosures.

The fair values of current debtors, cash & bank balances, loan to related party, security deposit to government department, current creditors and current borrowings and other financial liability are assumed to approximate their carrying amounts due to the short-term maturities of these assets and liabilities.

Fair value measurements using significant unobservable inputs (level 3)

## 36 FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

In the course of business, the company is exposed to certain financial risk that could have considerable influence on the Company’s business and its performance. These include market risk ( including currency risk, interest risk and other price risk), credit risk and liquidity risk. The Board of Directors review and approves risk management structure and policies for managing risks and monitors suitable mitigating actions taken by the management to minimise potential adverse effects and achieve greater predictability to earnings.

In line with the overall risk management framework and policies, the treasury function provides service to the business, monitors and manages through an analysis of the exposures by degree and magnitude of risks. It is the Company’s policy that no trading in derivatives for speculative purposes may be undertaken. The company uses derivative financial instruments to hedge risk exposures in accordance with the Company’s policies as approved by the board of directors.

### i. Market Risk - Interest rate risk :

Interest rate risk is risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company is exposed to interest rate risk pertaining to funds borrowed at both fixed and floating 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.

The Sensitivity analysis below has been determined based on the exposures to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming that the amount of the liability as 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 changes in interest rates.

### ii. Equity Price Risk

Equity price risk is related to the change in market reference price of the investments in quoted equity securities. The fair value of some of the Company’s investments exposes the company to equity price risks. At the reporting date, the company do not held any quoted equity securities.

The following table presents the changes in level 3 items for the year ended :

Particulars	As at	As at
	31st March, 2023	31st March, 2022
<b>a. Unquoted Equity Shares</b>		
At Cost	16	2
Profit / (Loss) Recognized in the Statement of Profit & Loss Account	-	-
Value at the Year end	<u>16</u>	<u>2</u>

## Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

### b. Quoted Equity Shares

#### At Cost

Profit / (Loss) Recognized in the Statement of Profit & Loss Account

Value at the Year end

-	-
-	-
-	-

### iii. Credit Risk

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. Credit quality of a customer is assessed based on customer profiling, credit worthiness and market intelligence. Trade receivables consist of a Government/Institutionals & Other customers, spread across India. Outstanding customer receivables are regularly monitored. The average credit period is in the range of 0 - 180 days. However in select cases credit is extended which is backed by security deposit/bank guarantee/letter of credit and other firms. The Company's Trade receivables consist of a large number of customers, across India hence the Company is not exposed to concentration risk.

The Company measures the expected credit loss of trade receivables from individual customers based on historical trend, industry practices and the business environment in which the entity operates.

### Ageing of Account receivables

#### Particulars

Not Due

Less than 6 months

Beyond more than 180 days

**Total**

As at 31st March, 2023	As at 31st March, 2022
-	-
1,184	4,283
2,218	404
<b>3,402</b>	<b>4,687</b>

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

### iv. Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained fund and non-fund based working capital limits from various banks. Furthermore, the Company access to funds from debt markets through commercial paper programs and short term working capital loans.

a. The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

#### Particulars

Non-current borrowings (including current maturities)

Current Borrowings

Interest Payable

**Net Debt**

As at 31st March, 2023	As at 31st March, 2022
304	279
6,085	4,060
267	47
<b>6,656</b>	<b>4,386</b>



## Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

### b. Assets Pledged as Security

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>A. Current Asset</b>		
<b>Non- Financial Assets</b>		
Inventories	2,785	1,435
<b>Financial Assets</b>		
Trade Receivables	3,388	4,678
Cash & Cash Equivalents	1,015	366
Other Bank Balance	132	65
Loans	25	130
Other Current Financial Assets	17	18
Current Tax Assets	39	30
Other Current Assets	2,073	1,113
<b>Total Current Assets Pledged as Security (A)</b>	<b>9,473</b>	<b>7,834</b>
<b>B. Non-Current Assets</b>		
<b>Non- Financial Assets</b>		
Property, Plant & Equipments	1,311	905
Other Non-Current Assets	126	115
<b>Financial Assets</b>		
Investments	16	2
<b>Total Non-current Assets Pledged as Security (B)</b>	<b>1,453</b>	<b>1,023</b>
<b>Total Assets Pledges as Security (A + B)</b>	<b>10,927</b>	<b>8,857</b>

The Company maintains sufficient liquidity by way of working capital limits from banks.

### 37 Capital Management

The capital structure of the Company consists of net debt and total equity of the Company. The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Company's Risk Management Committee reviews the capital structure of the Company considering the cost of capital and the risks associated with each class of capital.

## Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

### 38 Earning Per Share

Particulars	2022-23	2021-22
Net Profit After Tax available for Equity Shareholders	338	280
Weighted average number of Equity Shares for Basic EPS	42,00,000	42,00,000
Weighted average number of Equity Shares for Diluted EPS	42,00,000	42,00,000
Nominal Value of Equity Shares	10	10
Basic & Diluted Earnings per Equity Share	8.05	6.67

### 39 Expenditure & Earning in Foreign Currency

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Expenditure :</b>		
Travelling Expenses	-	3
Stores & Spares	-	-
CIF Value of Capital Goods	-	88
CIF Value of Purchases	-	-
<b>Earnings :</b>		
Export Sales	-	-

### 40 Stores, Spares, Dyes and Chemicals Consumed

Particulars	As at 31st March, 2023	As at 31st March, 2022
Indigenous	793	823
Imported	-	-

### 41 Employee Benefit

As per IND AS 19 "Employee Benefits", the disclosures of Employee benefits as defined in the said Accounting Standards are given below:

#### (i) Defined Contribution Plan

Contribution to Defined Contribution Plan includes Provident Fund & ESIC. The expenses recognised for the year are as under :

Particulars	2022-23	2021-22
Employer's Contribution to Provident Fund & ESIC	22	16
	<u>22</u>	<u>16</u>

#### (ii) Defined Benefit Plans

##### (a) Gratuity:

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 to 26 days/one month salary last drawn for each completed year of service depending on the date of joining. The same is payable on termination of service, retirement or death, whichever is earlier. The benefit vests after 5 years of continuous service.

##### (b) Major category of plan assets:

The Company has taken plans from Life Insurance Corporation of India.

(c) The following tables set out the funded status of the gratuity and leave encashment plans and the amounts recognised in the Company's financial statements as at 31 March 2023 and 31 March 2022

#### Gratuity:

(1) Funded Status of the Plan: -	2022-23	2021-22
Present value of unfunded obligations	-	-
Present value of funded obligations	57	48
Fair value of plan assets	-53	-44
<b>Net Liability (Asset)</b>	<u>4</u>	<u>4</u>

The total accrued liability is Rs. 62,79,328/-. Out of which the value of discontinuance liability (if all the accrued benefits were to settle immediately) as at the valuation date is Rs. 62,79,328/-

#### 2) Bifurcation of Liability as per Schedule III

	2022-23	2021-22
Current Liability	3	3
Non- Current Liability	2	1
<b>Net Liability (Asset)</b>	<u>4</u>	<u>4</u>

#### (3) The amounts recognized in the statement of Profit and Loss Account are as follows: -

	2022-23	2021-22
Current Service cost	3	3
Interest cost on benefit obligation	0	1
Expected return on plan assets	-	-
Net actuarial (gain) / loss recognized during the year	-	-
Past service cost	-	-
Losses (gains) on curtailments & settlement	-	-
<b>Total included in 'Employee benefit Expenses'</b>	<u>3</u>	<u>4</u>

## Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

<b>(4) Other Comprehensive Income for the current period</b>	<b>2022-23</b>	<b>2021-22</b>
Components of actuarial gain/losses on obligations:		
Due to Change in financial assumption	-2	-2
Due to change in demographic assumption	-	-
Due to experience adjustment	8	-7
Return on plan assets excluding amounts included in interest income	-0	-0
<b>Amounts recognized in Other Comprehensive (Income) / Expense</b>	<b>6</b>	<b>-10</b>

<b>(5) Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balance thereof are as follows:</b>	<b>2022-23</b>	<b>2021-22</b>
Opening defined benefit Obligation	48	53
Transfer OUT Liability to Group Gratuity Company	-	-
Current service cost	3	3
Interest cost	3	3
Due to experience adjustments	8	-7
Due to Change in financial assumptions	-2	-2
Actuarial (gains) / loss	-	-
Past service cost	-	-
Benefits Paid	-3	-2
<b>Closing defined benefits obligation</b>	<b>57</b>	<b>48</b>

<b>(6) Changes in the fair value of plan assets representing reconciliation of the opening and closing balance thereof are as follows: (expressed as weighted averages):</b>	<b>2022-23</b>	<b>2021-22</b>
Opening fair value of plan assets	44	43
Transfer in/(out) plan assets	-	-
Interest Income	3	3
Return on plan assets excluding amounts included in interest income	0	0
Contribution by employer	8	1
Benefit Paid	-3	-2
<b>Closing fair value of plan assets</b>	<b>53</b>	<b>44</b>

*The actual return on the assets is Rs. 3,28,312*

### **(7) Principle actuarial assumptions**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Discount Rate	7.4 % p.a	7.0 % p.a.
Salary Growth Rate	7.0 % p.a.	7.0 % p.a.
Withdrawal Rates	10.00% p.a at younger ages reducing to 2.00% p.a% at older ages	10.00% p.a at younger ages reducing to 2.00% p.a at older ages
Rate of Return on Plan Assets	7.4 % p.a	7.0 % p.a.

## Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

### 42 Related Parties Disclosure:

Disclosure of related parties/related party transactions pursuant to Ind AS 24 “ Related Party Disclosures”

#### a. Enterprises controlled by Director and Relatives

Eske Tex (India) Private Limited	Sunil Exim Private Limited
Sunil Fabrics Private Limited	Sunil Bleaching Co. Private Limited
Sunil Synthetics Private Limited	Rarefab Textiles Private Limited
Sunil Prints Private Limited	

#### b. Key Management Personnel and their relatives

Name	Relationship	Name	Relationship
Mr.Vinod Lath	Chairman & Managing Director	Mr.Laxmikant Lath	Relatives of Executive Directors
Mr. Pradeep Roongta	CFO & Whole Time Director	Mr.PrateekRoongta	Relatives of Executive Directors
Mr.RohitGadia	Director	Mrs.Saroj Lath	Relatives of Executive Directors
Mrs.ShrutiSaraf	Director	Mrs.BeenaRoongta	Relatives of Executive Directors
Mr.RajeshTibrewal	Director	Mrs. Vandana Lath	Relatives of Executive Directors
Mr.SourabhSahu	Company Secretary		

#### c. Transaction with related parties :

Name of Party	Nature of Transaction	2022-23	2021-22
Eske Tex (India) Private Limited	Interest Paid	6	2
	Loan Repaid during the year	18	24
	Loan Received During the year	135	-
Rarefab Textiles Private Limited	Interest Paid	7	6
	Loan Repaid during the year	2	29
	Loan Received During the year	158	-
	Weaving Charges Paid	-	1
Apple Mines & Mineral Pvt Ltd	Interest Paid	1	-
	Loan Received During the year	21	-
Sunil Bleaching Co. Private Limited	Interest Paid	2	1
	Loan Repaid during the year	3	-
	Loan Received During the year	28	17
Sunil Exim Private Limited	Interest Paid	4	1
	Loan Repaid during the year	1	-
	Loan Received During the year	31	25
Sunil Fabrics Private Limited	Interest Paid	3	1
	Loan Received During the year	-	27
Sunil Prints Private Limited	Interest Paid	0	0
	Loan Received During the year	-	5
Sunil Synthetics Private Limited	Interest Paid	3	1
	Loan Received During the year	-	35
Vandana Textiles	Rent paid	9	9
Mr.Vinod Lath	Interest Paid	2	-
	Loan Received During the year	36	-
	Remuneration to Directors	24	15
Mr. Pradeep Roongta	Remuneration to Directors	24	15
Mr. Ramesh Khanna	Remuneration to Directors	11	11
Mr.Sourabh Sahu	Remuneration to Company Secretary	2	2
Mrs.Beena Roongta	Salary Paid	12	9
Mr.Prateek Roongta	Salary Paid	9	7

#### d. Balance Outstanding of Related Parties :

Name of Party	Receivable/Payable	As at 31st March, 2023	As at 31st March, 2022
EskeTex (India) Private Limited	Payable	129	7
Rarefab Textiles Private Limited	Payable	214	52
Vinod Lath	Payable	39	1
Pradeep Roongta	Payable	1	1
Ramesh Khanna	Payable	-	4
Vandana Textiles	Payable	8	8
Apple Mines & Mineral Pvt Ltd	Payable	22	-
Sunil Bleaching Co. Private Limited	Payable	45	18
Sunil Exim Private Limited	Payable	60	26
Sunil Prints Private Limited	Payable	6	5
Sunil Synthetics Private Limited	Payable	39	36
Mrs.Saroj Lath	Payable	11	-
Image Dealcom Pvt Ltd	Payable	166	579
Sunil Fabrics Private Limited	Payable	30	28
Sourabh Sahu	Payable	0	0

## Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

### Note:

The related party relationships and transactions have been determined by management of the Company on the basis of the requirements of the Ind AS 24 “ Related Party Disclosures” and the same have been relied upon by the auditors.

The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the year.

Related parties have been identified by the Management. Actual re-imbusement of expenses/taxes paid on behalf of related parties is not considered as a related party transactions for disclosure purpose

43 Contribution to political parties during the year 2022-23 is Rs. Nil (previous year Rs. Nil).

44 There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at March 31, 2023.

### 45 Disclosure pertaining to Immovable properties

i) The title deeds, of all the immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.

ii) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the current or previous year.

### 46 Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority

47 Compliance related to number of layers prescribed under clause (87) of Section 2 of the Act is not applicable to the Company, keeping in view the fact that the Company has no subsidiaries.

### 48 Utilisation of Borrowings availed from Banks and Financial Institutions

The borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such loans were taken.

### 49 Crypto Currency / Virtual Currency

The company has not done any transaction in Crypto or Virtual currency.

50 The company has not entered into any Scheme’s of arrangements with the competent authority in terms of Sec. 230 to 237 of the Companies Act, 2013.

### 51 Details of pending charge creation / satisfaction registration with ROC.

The Company does not have any charges or satisfaction which are yet to be registered with ROC beyond the statutory period.

52 Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013.) either severally or jointly with any other person, that are:

Particulars	As at	As at
	31st March, 2023	31st March, 2022
a) repayable on demand	-	-
b) without specifying any terms or period of repayment	-	-

### Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties

Type of Borrower	Terms of repayment	As at 31st March, 2023		As at 31st March, 2023	
		Amount in the nature	% to the total	Amount in the	% to the total
		of loan outstanding	Loans and Advances in the nature of loans	nature of loan outstanding	Loans and Advances in the nature of loans
Promoters		-	-	-	-
Directors		-	-	-	-
KMP's		-	-	-	-
Related Parties	Repayable on Demand	-	0.00%	-	-

The Company has not extended any loans to its related parties during the year and previous year.

## Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

### 53 Reconciliation and Deviation in Submitting the Stock Statements to lenders:

The Stock, Debtor and Creditors statement are submitted to the Standard Chartered Bank. The deviation in the Quarterly Stock-Book debts statements as compared to the books are explained in the below table:

Name of the Bank	Quarter for the FY 2022-2023	Particulars of Securities Provided	Amount as per Books of accounts	Amount as reported in the quarterly return/ statement	Amount of difference
Standard Chartered Bank	Qtr 1	Stock	2,129	2,205	-76
		Debtors	8,043	8,023	20
		Creditors	4,145	4,232	-87
Standard Chartered Bank	Qtr 2	Stock	1,526	1,499	27
		Debtors	10,588	10,587	0
		Creditors	5,411	5,524	-113
Standard Chartered Bank	Qtr 3	Stock	1,429	1,398	31
		Debtors	8,840	8,911	-70
		Creditors	3,081	3,025	57
Standard Chartered Bank	Qtr 4	Stock	2,785	2,700	84
		Debtors	3,402	3,400	2
		Creditors	980	978	3

#### Reason for Material Discrepancies :

1. The company has submitted Stock-Book-Debt Statement to bankers on provisional basis/un-audited as per the bankers requirements in every month.
2. The value of unaudited creditors of goods includes creditors for expenses which are later reclassified. The debt statement provided to bankers are only in related to un-paid stock.
3. The Variance in Book-Debt outstanding are due to Debit/Credit Notes and other claims adjustment.
4. The variance in inventory is due to subsequent rectification of consumption and valuation of stock

### 54 Contingent Liabilities

Particulars	As at	As at
	31st March, 2023	31st March, 2022
Bank Guarantee	1,453	490
Disputed Excise Duty liability*	141	141
Disputed Customs Duty liability of M/s. Sunil Impex , a firm in which the company was an erstwhile partner sharing 80% profit and loss (to the extent of the profit and loss sharing ratio).**	336	336
Disputed TNVAT liability ( Inclusive of penalty of Rs. 20.82 lakhs)***	28	28

\* In the case of Excise Duty Liability, the Company had filed the appeal to CEGAT. An order was passed by CEGAT and has remanded the matter back to the Adjudicating Authority namely Commissioner of Central Excise, Thane-I. The management is of the view that the said demand will be deleted for which no liability will arise and in view of the same no provision is made as it will not impact the financial statements.

\*\* In the case of Custom duty, the contingent liabilities is on account of the "departmental" appeal filed by custom authorities, the company had in fact received the order in its favor, in the first appeal. Therefore the management of the company is of the view that the departmental appeal would be dismissed in favor of the company, hence the same is shown as a contingent liability and no provision is made as it will not impact the financial statements

\*\*\* In the case of TNVAT Liability, the company has filed appeal to the Sales Tax/VAT authorities. The management is in the view that the demands will be deleted and no provision is to be made as this will not impact the financial statements.

### 55 Capital Commitments

Particulars	As at	As at
	31st March, 2023	31st March, 2022
Estimated amount of capital contracts remaining to be executed on capital account and not provided.	100	150

56 No proceedings were initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988.

57 Disclosure on transaction 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 the Income Tax Act, 1961, is not applicable to the Company, since no such event occurred during the year.

## Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2023

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

### 58 Segmental Reporting

The Company is engaged only in Textile business and there are no separate reportable segments as per Ind AS 108.

### 59 Utilization of borrowed funds and share premium:

A)

The company has not granted/advance/invested funds in any entities or to any other person including foreign entities during the year with the understanding that the:

a) Intermediary shall directly or indirectly lend or invest in any manner whatsoever by or on behalf of the company (Ultimate beneficiaries).

b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

B)

The company has not received any funds during the year from any person's/entities including foreign entities with the understanding that the company shall

a) Directly or indirectly lend or invest in any manner whatsoever by or on behalf of the funding entity (Ultimate beneficiaries).

b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

### 60 Relationship with Struck off Companies

There are no companies which are struck off in MCA.

### 61 Rule 11(g) of Companies (Audit and Auditors) Rules, 2014

The Ministry of Company Affairs (MCA) vide its notification dated March 24, 2021 and subsequent notification dated April 1, 2022, has made it mandatory for every

company to fulfill the requirement of an audit trail feature in their accounting software from 1st April, 2023. Hence, reporting under this clause is not applicable.

### 62 In the opinion of the Board :

i) The current assets, loans and advances will realise in the ordinary course of business, at least the amount at which these are stated in the Balance Sheet. The balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and consequential adjustment, if any.

ii) Provision for all known liabilities have been made.

63 The company has a spinning unit at Dindigul, Tamilnadu. The accounts of the Dindigul unit has been audited by S.M.M & Co. -Chartered Accountants. Further, the

Company has an sale Division in Surat, where separate financials has been prepared and has been audited by A.K. Adukia & Co. - Chartered Accountants.

64 Figures of previous year have been regrouped, rearranged, reclassified where ever necessary to make them comparable with that of current year.

**For P.R. Agarwal & Awasthi**

Chartered Accountants

Firm Reg No.:117940W

**C.A. Pawan KR. Agarwal**

Partner

Membership Number- 34147

Place : Mumbai

Date : 29/05/2023

For and on behalf of Board of Directors

**Sunil Industries Limited**

**Vinod Lath**

(Chairman & Managing Director)

(DIN:64774)

**Pradeep Roongta**

(CFO & WTD)

(DIN:130283)

**Sourabh Sahu**

Company Secretary