

# AGGARSAIN SPINNERS LIMITED

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## *28<sup>th</sup>* **ANNUAL REPORT**

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2020-21





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## **CORPORATE INFORMATION**

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**Board of Directors**

Ramesh Kumar	Chairman
Sunny Garg	Managing Director
Ajay Garg	Wholetime Director & CFO
Sunita Rani	Director
Ashok Goel	Independent Director
Suresh Kumar	Independent Director
Jagdish Rai Kansal	Independent Director

**Company Secretary & Compliance Officer- Viney****Statutory Auditor**

Navdeep Mittal & Associates  
Chartered Accountants  
311, Old Housing Board Colony  
Karnal-132001  
(Firm Regt No. 019229N)

**Internal Auditor**

Mr. Arvind Goel  
Chartered Accountant  
1652/8, Vishnu Colony  
Railway Road  
Kurukshetra-136118

**Secretarial Auditor**

Ankit Singhal & Associates  
Practising Company Secretary  
K D 55 Kavinagar, Ghaziabad, Uttar Pradesh- 201002

**Bankers****Bank of Maharashtra**

SCO, 39, Sector-11, Panchkula-134112

**State Bank of India**

SCO 236, Sector-20, Panchkula-134116

**Registered Office**

2<sup>nd</sup> Floor, SCO 404, Sector-20  
Panchkula-134116  
Tele: - +91-172-4644777, 4644666  
Email: aggarsainspinners@gmail.com  
Website: www.aggarsainspinners.com

**Corporate Identity Number:**

U17297HR1998PLC034043

**Registrars and Share Transfer Agents**

Beetal Financial and Computer Services Pvt. Ltd.  
Beetal House, 3<sup>rd</sup> Floor, 99 Madangir  
Behind Local Shipping Centre, New Delhi-110024  
Website: www.beetalfinancial.com



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## **NOTICE OF TWENTY EIGHTH (28TH) ANNUAL GENERAL MEETING (AGM)**

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of Aggarsain Spinners Limited (“the Company”) will be held on Thursday, the 23<sup>rd</sup> day of September, 2021 at 09.00 a.m. at Hotel Shiraaz, Sector-10, Opp. Main Bus Stand, Panchkula-134113 to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To Receive, Consider and adopt Audited Financial Statement of the Company for the financial year ended March 31, 2021 including Balance Sheet, Statement of Profit & Loss and Cash Flow Statement and the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Sunita Rani (DIN No. 02061977), Director who retires by rotation at this Annual General Meeting, and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESS:**

3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

#### **Amendment in Article of Association (‘AOA’)**

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), new set of Article of Association containing article no 1 to 211, based on the Table F of Companies Act 2013, submitted to this meeting be and is hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

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

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

#### **Amendment in Object Clause of Memorandum of Association (‘MOA’)**

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, and subject to such approvals as may be necessary or required, the Clause III of the Memorandum of Association of the Company relating to its Objects be and is hereby altered in the following manner:



(i) By re-naming the object clause III (B) i.e. Objects incidental or ancillary to the attainment of the Main Objects of the Memorandum of Association to “Matters which are necessary for furtherance of the objects specified in clause III (A )”

(ii) By deleting the clause III (c), i.e. other object clause.

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

**5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**Payment of remuneration to Mr. Sunny Garg, Managing Director**

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198, and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (‘Act’) and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors in this regard, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Sunny Garg, Managing Director with effect from 01.04.2021 for remaining period of his tenure on the terms mentioned below.

**Remuneration:**

- I. Basic Salary:** upto a maximum of Rs. 3,50,000/- per month.
- II. Perquisites & Allowances:** No perquisites and allowances shall be payable.
- III. Commission:** No Commission shall be payable

**RESOLVED FURTHER THAT** notwithstanding to the above, in the event of loss or inadequacy of profits in any financial year of the Company during the remaining tenure of Mr. Sunny Garg (DIN: 02000004) as Managing Director of the Company, the remuneration payable to him shall be in accordance and within the limits prescribed in Schedule V read with Section 197 of the Companies Act, 2013 and subject to the approval of members, if required, as amended from time to time subject to the compliance of provisions thereof.”

**6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution**

**Payment of remuneration to Mr. Ajay Garg, Whole time Director**



**“RESOLVED THAT** pursuant to the provisions of Section 197, 198, and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (‘Act’) and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors in this regard, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Ajay Garg, Whole time Director with effect from 01.04.2021 for remaining period of his tenure on the terms mentioned below.

**Remuneration:**

- I. **Basic Salary:** upto a maximum of Rs. 3,50,000/- per month.
- II. **Perquisites & Allowances:** No perquisites and allowances shall be payable.
- III. **Commission:** No Commission shall be payable

**RESOLVED FURTHER THAT** notwithstanding to the above, in the event of loss or inadequacy of profits in any financial year of the Company during the remaining tenure of Mr. Ajay Garg (DIN: 07613769) as Whole time Director of the Company, the remuneration payable to him shall be in accordance and within the limits prescribed in Schedule V read with Section 197 of the Companies Act, 2013 and subject to the approval of members, if required, as amended from time to time subject to the compliance of provisions thereof”

**For AGGARSAIN SPINNERS LIMITED**

**PLACE: Panchkula**  
**DATE: 13-08-2021**

**Sd/-**  
**RAMESH KUMAR**  
**CHAIRMAN**  
**DIN: 01037508**

**NOTES: -**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HER SELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

A. A blank Proxy Form (MGT-11) is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of Companies, Societies etc. must be supported by appropriate resolution/ authority as applicable.

B. A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company during the period beginning 24 (Twenty-Four) hours before the time fixed for the commencement of AGM and ending with the conclusion of the AGM, provided that not less than 3 (three) days of notice in writing is to be given to the Company.

2. The Members/ Proxies attending the meeting are requested to bring the enclosed Attendance Slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission to the Annual General Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.

3. Duplicate attendance slip shall not be issued at the Annual General Meeting venue. The same shall be issued at the Registered Office of the Company up to a day preceding the day of the Annual General Meeting.

4. Corporate Members are requested to send a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.

5. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.

6. The relevant details as require under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 read with clause 1.2.5. of Secretarial Standard II of the person seeking re-appointment as Directors/under item no. 2 and directors whose remuneration terms to be fixed/decided under item no. 5 & 6 of the notice is annexed to this Notice.

7. As a measure of economy, copies of the Annual Report will not be distributed at the venue of the Annual General Meeting. The Members are, therefore requested to bring their copies of the Annual Report to the meeting. Those members who have not received copies of Annual Report can collect their copies from the Registered Office of the Company.



8. The members are requested to inform changes, if any, in their Registered Address along with Pin Code Number to the Company at the Registered Office address.

9. Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at the Registered Office address for the attention of Mr. Viney, Company Secretary, at least ten days in advance of the Meeting so that requisite information can be made available at the Meeting.

10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

11. Electronic copy of the Annual Report and Notice of the 28<sup>th</sup> Annual General Meeting of the Company along with Attendance Slip and Proxy Form and instructions for e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 28<sup>th</sup> Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting is being sent in the permitted mode. Members may further note that the said documents will also be available on the website of the Company [www.aggarsainspinners.com](http://www.aggarsainspinners.com) for download. Physical Copies of the aforesaid documents will also be available at the registered office of the Company for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's Email Id- [aggarsainspinners@gmail.com](mailto:aggarsainspinners@gmail.com).

12. Members holding shares in physical form are requested to dematerialize their holding in order to eliminate all risks associated with physical shares. Members can contact the Company or RTA for further assistance.

13. All the documents referred to in the accompanying notice and Register of Directors and Key Managerial Personnel and their shareholding are open for inspection at the registered office of the Company on all working days except Sundays, between 11:00 A.M. to 01:00 P.M. upto the date of AGM and also at the venue of AGM.

14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any members as soon as possible. Members are also advised to not leave their demat account(s) dormant for long period. Periodic Statement of holding should be obtained from the concerned depository participant and holdings should be verified from time to time.

15. The route map along with prominent land mark for easy location of the 28<sup>th</sup> Annual General Meeting venue is printed on the last page of the Annual Report.

16. No gifts or Coupons shall be distributed at the Annual General Meeting or in connection with the Meeting.



17. Members are request to register their email- address(es) and changes in their particulars like change in address from time to time with Beetal Financial and Computer Services Private Limited, Registrar and Share Transfer Agent for shares held in physical form and with their respective Depository Participants for the shares held in dematerialized from.

18. For security reasons, no article/baggage will be allowed at the Venue of the meeting. The members/attendees are strictly requested not to bring any article/baggage etc. at the Venue of the meeting

19. In terms of provisions of Section 136 of the Companies Act, 2013 read with Rule 11 of the Companies (Accounts) Rules, 2014, service of notice/documents to the shareholders can be made through electronic mode, provided the Company has obtained the e-mail address(es) of the shareholder(s). Also, the shareholders who have not registered their e-mail address(es) for receiving Balance Sheet, Annual Report etc. will be sent the physical copies through any recognised mode of delivery as specified under Section 20 of the Companies Act, 2013.

20. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to special businesses as set out in the Notice is annexed and forms part of this Notice.

**CUT-OFF DATE:**

- a) This Notice is being sent to all the members whose name appears as on 13<sup>th</sup> August, 2021 in the Register of members as received from M/S Beetal Financial and Computer Services Private Limited, the Registrar and Share Transfer Agent (RTA).
- b) A Person whose name is recorded in the Register of Members maintained by the depositories as on 16<sup>th</sup> September, 2021 (the cut-off date) only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot papers. The voting rights shall be in proportion to the paid up share capital as on Cut-off date.
- c) A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

**VOTING BY MEMBERS:**

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

- a) At the venue of AGM, voting shall be done through ballot papers and the members attending the AGM who have not casted their vote by Remote E-voting shall be entitled to caste their vote through Ballot Paper. Ballot Papers will be made available at the venue of the AGM.
- b) A member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a member caste vote through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as Invalid.

**VOTING THROUGH ELECTRONIC MEANS:****The instructions for shareholders voting electronically are as under:**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

The remote e-voting period begins on 20<sup>th</sup> September, 2021 at 10:00 A.M. and ends on 22<sup>nd</sup> September, 2021 at 05:00 P.M. 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. 16<sup>th</sup> September, 2021, 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 16<sup>th</sup> September, 2021.

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 for Individual shareholders holding securities in dematmode:-

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 (“DP”). 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWebIdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWebIdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <div><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div></div></div>



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li><li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/">https://web.cdslindia.com/myeasi/Registration/</a> Easi Registration</li><li>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. NSDL where the e-Voting is in progress.</li></ol>
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.

**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.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <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 helpdesk.e voting @cdslindia.com or contact at 022- 23058738 or 022-23058542-43
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B) Login Method for e-Voting 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 :

Manner of holding shares i.e.Demat (NSDL or CDSL) or Physical	Your User ID is:
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/ EVEN Generated is - 116844 For example if folio number is 001*** and EVEN is 116844 then user ID is 116844001***

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 on NSDL e-Voting system.**

**How to cast your vote electronically 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

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.

3. 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.

4. Upon confirmation, the message "Vote cast successfully" will be displayed.

5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

6. 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 [rsbhataics@aol.com](mailto:rsbhataics@aol.com) 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 to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Process for those shareholders whose email ids are not registered with the depositories/ company 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 [aggarsainspinners@gmail.com](mailto:aggarsainspinners@gmail.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 [aggarsainspinners@gmail.com](mailto:aggarsainspinners@gmail.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 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.

**E-VOTING PERIOD:-**

The Remote E-voting facility will be available during the following period:

Commencement of E-Voting	From 10:00 A.M. (IST) on Monday, September 20 <sup>th</sup> , 2021
End of Remote	Upto 5:00 P.M. (IST) on Wednesday, September 22nd, 2021

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be displayed by NSDL upon expiry of the aforesaid period.

User ID and Password for the Members who became Members after the dispatch of AGM Notice:

Any Person, who acquires shares of the Company and become a member of the Company after dispatch of Notice and holding shares as in the Cut-off date i.e. Thursday, September 16, 2021, may obtain the login ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Registrar and Share transfer Agent.

**VOTING THROUGH BALLOT PAPER:**

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of AGM on the date of AGM. **Voting at the venue of AGM shall be done through Ballot Papers** and Members attending the AGM Shall be able to exercise their voting rights at the meeting through Ballot Papers. After the agenda item has been discussed, the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot papers. The Ballot papers will be issued to the Shareholders/proxyholders/Authorized representatives present at the AGM. The Shareholders may exercise their right of vote by tick marking as (“”) against {FOR} or {AGAINST} as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

Please note that the members who have caste their vote by Remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to caste their vote again.

**SCRUTINIZER:**

- Mr. R.S. Bhatia, Practicing Company Secretary (C.P. No. 2514 and FCS No. 2599) has been appointed as the Scrutinizer for providing facility to members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Polling Papers” for all those members who are present at the AGM but have not caste their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of the meeting, will first count the votes cast at the meeting and thereafter unblock the Votes cast through remote e -voting in the presence of atleast two witnesses, not in the employment of the Company, and shall make, not later than two(2) working days from the conclusion of the meeting, a consolidated scrutinizer report of the total vote caste in the favour or against, if any, to the Chairman or person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.



- d) The results declared along with the report of Scrutinizer shall be placed on the website of the Company at [www.aggarsainspinners.com](http://www.aggarsainspinners.com) and on the website of NSDL immediately after the declaration of result by the chairman or a person authorized by him in writing. The result shall also be immediately forwarded to Metropolitan Stock Exchange of India Limited (MSEI) Mumbai.

**DECLARATION OF RESULTS:**

The result of voting (remote E-voting and the voting at the AGM) on the resolutions shall be declared not later than Two(2) working days from the conclusion of AGM by the Chairman or any person authorized by him for this purpose. The results declared along with the report of Scrutinizer shall be placed on the website of the Company i.e. [www.aggarsainspinners.com](http://www.aggarsainspinners.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared and simultaneously communicated to MSEI.

**NOMINATION:**

Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are requested to submit the request in prescribed form SH-13 to the RTA.

**For AGGARSAIN SPINNERS LIMITED**

**PLACE: Panchkula**  
**DATE: 13-08-2021**

**Sd/-**  
**RAMESH KUMAR**  
**CHAIRMAN**  
**DIN: 01037508**



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

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**Item No. 3**

The Article of Association (“AOA”) of the Company as presently in force are based on erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013, further several regulations/articles of the existing AOA of the Company require alteration or deletion pursuant to change in applicable laws. Therefore it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The new set of AOA to be substituted in place of existing AOA. The new set of AOA to be substituted in place of existing AOA are in the format prescribed under “Table F” of the Act which sets out the model AOA for a Company limited by shares. Copy of the draft Article of Association of the Company would be available for inspection by the members at the registered office of the Company on any working day between 2 P.M. to 4 P.M. upto and including the date of AGM and also at the venue of the meeting.

For carrying out any alteration/modification etc. in the Article of Association (‘AOA’) shareholders approval by way of Special Resolution is required.

Accordingly, Your Board of Directors recommends the passing of this resolution as Special Resolution for approval by the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out in item no. 3 of the Notice except to the extent of their shareholding held.

**Item No. 4**

The Clause III B of Object Clause of the Memorandum of Association (‘MOA’) of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only “the objects to be pursued by the Company and matters which are necessary for furtherance of the objects specified”. Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clause. Therefore, it is considered expedient to amend the existing MOA to incorporate the aforesaid changes as per the Companies Act, 2013.

The new set of MOA to be altered are in the format prescribed under “Table A” of the Act which sets out the model MOA for a Company limited by shares. Copy of the draft Memorandum of Association would be available for inspection by the members at the registered office of the Company on any working day between 2 P.M. to 4 P.M. upto and including the date of AGM and also at the venue of the meeting.



For carrying out any alteration/modification etc. in the Memorandum of Association ('MOA'), the shareholders approval by way of Special Resolutions required.

Accordingly, Your Board of Directors recommends the passing of this resolution as Special Resolution for approval by the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out in item no. 4 of the Notice except to the extent of their shareholding held.

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

Mr. Sunny Garg, aged 30 years is presently designated as Managing Director of the Company.

He has done Masters in Business Administration. He has been affiliated with the Company as a member of the Board of Directors since 2010 and from then the Company has been taking the advantage of his guidance and supervision. Because of his sustained efforts, the Company has sustained a growth pattern and achieved success in creating a brand image in the textile industry. He has wholesome exposure on all aspects of business of the Company along with senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board.

During the financial year 2020-21, Twelve (12) meetings of the Board of Directors has been attended by Mr. Sunny Garg, Managing Director.

As on 31<sup>st</sup> March, 2021, He was not holding any shareholding in the Company.

Mr. Sunny Garg is the members of Audit Committee and Stakeholder Relationship Committee of the Company.

Mr. Sunny Garg is Director in following other Companies:-

1. Fortune Multitech Private Limited

Mr. Sunny Garg has been appointed as Managing Director for a period of five years w.e.f. December 01, 2017 to November 30, 2022.

The Board of Directors of the Company in its meeting held on August 13, 2021 approved the payment of remuneration to Mr. Sunny Garg for remaining period of his tenure w.e.f. April 01, 2021 as recommended by the Nomination and Remuneration Committee in its meeting held on **August 06, 2021** in terms of Section II of Part II of Schedule V and any other applicable provisions of the Companies Act, 2013, at the terms and conditions as set out below:

1. **Basic Salary**: upto a maximum of Rs. 3,50,000/-
2. **Perquisites & Allowances**: No perquisites and allowances shall be payable.
3. **Commission**: No Commission shall be payable



The information required pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are as under:

## **I. GENERAL INFORMATION**

(1) **Nature of Industry:** Textile Industry

(2) **Date of commencement of commercial production/Activity:** 05.11.1993

The Company was incorporated and commenced its business on November 05, 1993 and is an existing operating Company.

(3) **Financial performance based on given indicators:**

<b>Financial year ended</b>	<b>31-Mar-21 (Audited)</b>	<b>31-Mar-20 (Audited)</b>	<b>31-Mar-19 (Audited)</b>
Total Income	17,97,28,774.93	557,644,514.64	65,366,434.00
Total Expenditure	17,45,21,086.18	545,215,032.46	64,037,702.42
<b>Net Profit / (Loss) before tax</b>	<b>52,07,688.77</b>	<b>12,429,482.19</b>	<b>1,328,731.58</b>
Exceptional expenses		-	-
<u>Less: Provision for Taxes</u>			
- Income Tax	11,25,691	3,351,558	385,458
- Deferred Tax (Credit) / Charge	2,45,791		(407,007)
- Wealth Tax			
- Earlier year's tax			
- MAT Credit utilization/ Entitlement			
<b>Net Profit/ (Loss) after tax</b>	<b>38,36,206.77</b>	<b>9,077,924.19</b>	<b>1,350,280.58</b>
<b>Paid-up Share Capital</b>	<b>35,034,000</b>	<b>35,034,000</b>	<b>35,034,000</b>
<b>(4) Export performance and net foreign exchange collaborations</b>			
Foreign Exchange Earning	Nil	Nil	Nil
Foreign Exchange Expenditure	Nil	Nil	Nil
<b>Net Foreign Exchange</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

(4) **Foreign Investments or collaborations:** NIL

## **II. INFORMATION ABOUT THE APPOINTEE:**

(1) **Background details :**

Name of Director	Mr. Sunny Garg
Date of birth	10.01.1990
Date of appointment	01.12.2017
Qualification	MBA
No. of shares held in the Company	Nil

(2) **Recognition or awards:**

Mr Sunny Garg has been associated with various industries like Textile and Real Estate activities. Mr Sunny Garg has total experience of more than 10 years, as are dedicated in textile industry. He has been extremely passionate about the role that the textile can play in the progress of India.



(3) **Past remuneration:** Rs. 40,50,000/- in Financial year 2020-21

(4) **Job profile and his suitability:**

Mr Sunny Garg has experience of management of all aspects in an organisation. His in-depth knowledge of industry would be very valuable for the Company in the context of the present situation in the Company. With sufficient past experience, Mr Sunny Garg is best suited for the position wherein, he is exclusively handling Sales & Marketing and Project Planning related activities & responsibilities of the Company.

(5) **Remuneration proposed:** - remuneration shall be within the Limits specified in Section II of Part II of the Act.

(6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The executive remuneration in the industry has increased manifold in last few years. Having regard to type of industry, trends in industry, size of the Company, the responsibilities, academic background and capabilities of Mr Sunny Garg, the remuneration is at par with the remuneration being paid to such senior executives by both domestic and multinational organizations in the Corporate Sector.

(7) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Mr Sunny Garg is promoter and relative of Mr Ramesh Kumar, Director and Mr Ajay Garg, Directors of the Company holding managerial position in the Company.

### **III. OTHER INFORMATION**

(1) **Reasons of loss or inadequate profit:**

As per the audited Profit & Loss Account of the Company for financial year 2020-2021, the profits of the Company are inadequate. The Company is taking approval for payment of remuneration under Section II of Part II of Schedule V to the Companies Act, 2013, in case the profits are inadequate.

(2) **Steps taken or proposed to be taken for improvement:**

The Company is taking adequate efforts and steps for improvement as the Company is approaching new clients and customers across the country.

(3) **Expected increase in productivity and profits in measurable terms:**

As detailed above, the Company is doing adequate efforts to increase the profitability and turnover and there is an expectation that with the trend continuing in textile industry there will be increase in profits of the Company..

As per the requirements of Schedule V of the Companies Act, 2013, the remuneration paid to Mr Sunny Garg has also been approved by the Nomination and Remuneration Committee of the Board.

Except Mr. Sunny Garg, himself and Mr. Ramesh Kumar, his father, Mr. Ajay Garg, his brother and Ms. Sunita Rani, his aunt, no other director or Key Managerial Personnel of the Company and their



relatives is concerned or interested, financial or otherwise, in the passing of the above resolution Notice except to the extent of their shareholding held.

Therefore, the Board of Directors of the Company recommends the passing of this resolution as Special Resolution by Members.

All resolutions passed in this regard are available for inspection by the Members of the Company at its Registered office, during the office hours between 01:00 AM to 01:00 PM, on all working days except Sundays upto the date of the Annual General Meeting and shall also be available at the Venue of the Meeting.

**Item No. 6**

Mr. Ajay Garg, aged 28 years is presently designated as Whole time Director & CFO of the Company.

He has done Masters in Business Administration. He has been affiliated with the Company as a member of the Board of Directors since 2017 and from then the Company has been taking the advantage of his guidance and supervision. Because of his sustained efforts, the Company has sustained a growth pattern and achieved success in creating a brand image in the textile industry. He has wholesome exposure on all aspects of business of the Company along with senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board.

During the financial year 2020-2021, Twelve (12) meetings of the Board of Directors has been attended by Mr. Ajay Garg.

As on 31<sup>st</sup> March, 2021, He was not holding any shareholding in the Company.

Mr. Ajay Garg is not holding any membership in the committees of the Company.

Mr. Ajay Garg is Director in following other Companies:-

1. Fortune Multitech Private Limited

Mr. Ajay Garg has been appointed as Whole time Director for a period of five years w.e.f. December 21, 2017 to December 20, 2022.

The Board of Directors of the Company in its meeting held on August 13, 2021 approved the payment of remuneration to Mr. Ajay Garg for remaining period of his tenure w.e.f. April 01, 2021 as recommended by the Nomination and Remuneration Committee in its meeting held on August 06, 2021 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013, at the terms and conditions as set out below:

1. **Basic Salary:** upto a maximum of Rs. 3,50,000/- per month
2. **Perquisites & Allowances:** No perquisites and allowances shall be payable.
3. **Commission:** No Commission shall be payable



Further, pursuant to the provisions of Section 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration shall be placed for the approval of the Shareholders in this Annual General Meeting.

**The information required pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are as under:**

## **I. GENERAL INFORMATION**

**(1) Nature of Industry:** Textile Industry

**(2) Date of commencement of commercial production/Activity:** 05.11.1993

The Company was incorporated and commenced its business on November 05, 1993 and is an existing operating Company.

**(3) Financial performance based on given indicators:**

Financial year ended	31-Mar-21 (Audited)	31-Mar-20 (Audited)	31-Mar-19 (Audited)
Total Income	17,97,28,774.93	557,644,514.64	65,366,434.00
Total Expenditure	17,45,21,086.18	545,215,032.46	64,037,702.42
<b>Net Profit / (Loss) before tax</b>	<b>52,07,688.77</b>	<b>12,429,482.19</b>	<b>1,328,731.58</b>
Exceptional expenses		-	-
<u>Less: Provision for Taxes</u>			
- Income Tax	11,25,691	3,351,558	385,458
- Deferred Tax (Credit) / Charge	2,45,791		(407,007)
- Wealth Tax			
- Earlier year's tax			
- MAT Credit utilization/ Entitlement			
<b>Net Profit/ (Loss) after tax</b>	<b>38,36,206.77</b>	<b>9,077,924.19</b>	<b>1,350,280.58</b>
<b>Paid-up Share Capital</b>	<b>35,034,000</b>	<b>35,034,000</b>	<b>35,034,000</b>
<b>(4) Export performance and net foreign exchange collaborations</b>			
Foreign Exchange Earning	Nil	Nil	Nil
Foreign Exchange Expenditure	Nil	Nil	Nil
<b>Net Foreign Exchange</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**(4) Foreign Investments or collaborations:** NIL

## **II. INFORMATION ABOUT THE APPOINTEE:**

**(1) Background details :**

Name of Director	Mr. Ajay Garg
Date of birth	17.09.1992
Date of appointment	21.12.2017
Qualification	MBA
No. of shares held in the Company	Nil

**(2) Recognition or awards:**

Mr Ajay Garg has been associated with various industries like Textile and Real Estate activities. Mr Ajay Garg has total experience of more than 3 years, as are dedicated in textile. He has been extremely passionate about the role that the textile can play in the progress of India.

**(3) Past remuneration:** Rs. 31,50,000/- in Financial Year 2020-21**(4) Job profile and his suitability:**

Mr Ajay Garg has experience of management of all aspects in an organisation. His in-depth knowledge of industry would be very valuable for the Company in the context of the present situation in the Company. With sufficient past experience, Mr Ajay Garg is best suited for the position wherein, he is exclusively handling Business Development, finance related activities & responsibilities of the Company.

**(5) Remuneration proposed:** remuneration shall be within the limits specified in Section II of Part II of Schedule V of the Act.**(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The executive remuneration in the industry has increased manifold in last few years. Having regard to type of industry, trends in industry, size of the Company, the responsibilities, academic background and capabilities of Mr Ajay Garg, the proposed remuneration is at par with the remuneration being paid to such senior executives by both domestic and multinational organizations in the Corporate Sector.

**(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Mr Ajay Garg is promoter and relative of Mr Ramesh Kumar, Director and Mr Sunny Garg, Directors of the Company holding managerial position in the Company.

**III. OTHER INFORMATION****(1) Reasons of loss or inadequate profit:**

As per the audited Profit & Loss Account of the Company for the financial year 2020-2021, the profits of the Company are inadequate. The Company is taking approval for payment of remuneration under Section II of Part II of Schedule V to the Companies Act, 2013, in case the profits are inadequate.

**(2) Steps taken or proposed to be taken for improvement:**

The Company is taking adequate efforts and steps for improvement as the Company is approaching new clients and customers across the country.

**(3) Expected increase in productivity and profits in measurable terms:**

As detailed above, the Company is doing adequate efforts to increase the profitability and turnover and there is an expectation that with the trend continuing in textile industry there will be increase in profits of the Company.

As per the requirements of Schedule V of the Companies Act, 2013, the remuneration paid to Mr Ajay Garg has also been approved by the Nomination and Remuneration Committee of the Board.

Except Mr. Ajay Garg, himself and Mr. Ramesh Kumar, his father, Mr. Sunny Garg, his brother and Ms. Sunita Rani, his aunt, no other director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above except to the extent of their shareholding held.

Therefore, the Board of Directors of the Company recommends the passing of this Resolution as Special Resolution by Members.

All resolutions passed in this regard are available for inspection by the Members of the Company at its Registered office, during the office hours between 11:00 AM to 01:00 PM, on all working days except Sundays upto the date of the Annual General Meeting and shall also be available at the Venue of the Meeting.



## AGGARSAIN SPINNERS LIMITED

CIN- U17297HR1998PLC034043

**Details of Director Seeking Re-appointment for the item no. 2 of this notice at the forthcoming Annual General Meeting of the Company and Details of Directors whose remuneration to be approved/fixed for the item no. 5 & 6 of this notice as required under Secretarial Standard-2 issued by the Institute of Company Secretarial of India are as follows:**

Name of Director	Mr. Ajay Garg (DIN: 07613769)	Mr. Sunny Garg (DIN: 02000004)	Mrs. Sunita Rani (DIN: 02061977)
Date of Birth (Age)	17/09/1992 (28 years)	10/01/1990 (30 Years)	20/09/1965 (55 Years)
Qualifications	Masters in Business Administration (MBA)	Masters in Business Administration (MBA)	Graduate
Experience & Expertise	Mr. Ajay Garg is having rich experience in various areas of business & operations.	10 Years Experience in Textile and real estate industry	21 Years of Experience in Textile Sector
Terms and condition of Re-appointment	Terms & Conditions of appointment or re-appointment are as per the appointment letter.	Terms & Conditions of appointment or re-appointment are as per the appointment letter.	Terms & Conditions of appointment or re-appointment as per the appointment letter
Details of Remuneration to be paid	Rs. 3,50,000/- per month	Rs. 3,50,000/- per month	NIL
Remuneration last drawn	Rs. 31,50,000/- in last Financial year 2020-21	Rs. 40,50,000/- in last Financial year 2020-21	NIL
Date of first Appointment on the Board	08/06/2017	14.08.2010	12.01.2001
Number of Board Meetings Attended during the year	12 (Twelve)	12 (Twelve)	12 (Twelve)
Nationality	Indian	Indian	Indian
Shareholding in the Company	Nil	Nil	9500 Equity Shares
Directorships held in other listed companies / Chairmanships or Memberships of Committees in other listed Companies	Nil	Nil	Nil
Relationship inter-se between Directors & Key Managerial Persons	Mr. Ajay Garg is younger son of Mr. Ramesh kumar, Chairman and younger brother of Mr. Sunny Garg, Managing Director and nephew of Ms. Sunita Rani, Director.	Mr. Sunny Garg is elder son of Mr. Ramesh Kumar and elder brother of Mr. Ajay Garg, Whole time Director and nephew of Ms. Sunita Rani, Director.	Mrs. Sunita Rani is Sister in Law of Mr. Ramesh Kumar and Aunt of Mr. Sunny Garg and Mr. Ajay Garg, Managing Director and Wholetime Director respectively

**for AGGARSAIN SPINNERS LIMITED**

**PLACE: Panchkula  
DATE: 13.08.2021**

**Sd/-  
RAMESH KUMAR  
CHAIRMAN  
DIN: 01037508**



## AGGARSAIN SPINNERS LIMITED

CIN- U17297HR1998PLC034043

### AGGARSAIN SPINNERS LIMITED

Regd. Office: 2<sup>nd</sup> Floor, SCO 404, Sector-20, Panchkula-134116

Ph: 0172-4644666 Email: aggarsainspinners@gmail.com

CIN No. U17297HR1998PTC034043, Website: www.aggarsainspinners.com

### ATTENDANCE SLIP

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

**Joint Shareholders may obtain additional Slip at the Venue of the meeting.**

DP Id*	
--------	--

Folio No.	
-----------	--

Client Id*	
------------	--

No. of Shares	
---------------	--

### NAME AND ADDRESS OF THE SHAREHOLDER

Please register/ update my/ our under mentioned E-mail ID for sending all future Company's correspondence:

E-mail ID.....

Shareholder(s) Signature.....

I hereby record my presence at the 28<sup>th</sup> **ANNUAL GENERAL MEETING** of the Company held on Thursday, **23rd September, 2021 at 09:00 AM** at the Hotel Shiraj, Sector-10, Opp. Main Bus Stand, Panchkula- 134113

\*Applicable for investor holding shares in electronic form.  
Shareholder / Proxy

-----  
Signature of

**ADMISSION AT THE ANNUAL GENERAL MEETING VENUE WILL BE ALLOWED ONLY ON VERIFICATION OF THE MEMBERSHIP DETAILS AND SIGNATURES ON THE ATTENDANCE SLIP.**

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# AGGARSAIN SPINNERS LIMITED

CIN- U17297HR1998PLC034043

## PROXY FORM FORM MGT-11

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

### AGGARSAIN SPINNERS LIMITED

Regd. Office: 2<sup>nd</sup> Floor, SCO 404, Sector-20, Panchkula-134116

Ph: 0172-4644666 Email: aggarsainspinners@gmail.com

CIN No. U17297HR1998PLC034043, Website: www.aggarsainspinners.com

Name of the member(s): Registered address:		e-mail Id: Folio No/*Client Id: *DP Id:	
---	--	---	--

I/We, being the member(s) of ----- shares of Aggarsain Spinners Limited, hereby appoint:

- 1).....of.....having e-mail id.....or failing him
- 2).....of.....having e-mail id.....or failing him
- 3).....of.....having e-mail id.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **28<sup>th</sup> ANNUAL GENERAL MEETING** of the Company to be held on **Thursday, 23<sup>rd</sup> September, 2021 at 09:00 AM** at Hotel Shiraaj, Sector-10, Opp. Main Bus Stand, Panchkula-134113 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions:-
<b>Ordinary Business</b>	
1.	To Receive, Consider and adopt Audited Financial Statement of the Company for the financial year ended March 31, 2021 including Balance Sheet, Statement of Profit & Loss and Cash Flow Statement and the Report of Board of Directors and Auditors thereon.
2.	To appoint a Director in place of Smt. Sunita Rani (DIN No. 02061977), who retires by rotation at this Annual General Meeting, and being eligible, offers herself for re-appointment.
<b>Special Business</b>	
3.	Amendment in Article of Association ('AOA').
4.	Amendment in object clause of Memorandum of Association ('MOA').
5.	Payment of Remuneration to Mr. Sunny Garg, Managing Director
6.	Payment of Remuneration to Mr. Ajay Garg, Whole time Director

Signed this..... day of .....2021

Signature of shareholder

.....  
Signature of first proxy holder  
Signature of third proxy holder

.....  
Signature of second proxy holder

Affix  
Rs.1.00  
Revenue  
Stamp

### Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.



## **BOARD'S REPORT**

Dear Shareholders,

The Directors have pleasure in presenting the 28<sup>th</sup> Annual Report of your Company on the business & operations and Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2021 along with the Auditor's Report thereon.

### **FINANCIAL RESULTS:**

The Standalone Financial Results of the Company for the year ended 31<sup>st</sup> March 2021 are as follows:

*(Rs. in lakh)*

PARTICULARS	Year Ended 31.03.2021	Year ended 31.03.2020
Revenue from Operations	1556.94	5519.22
Profit before Depreciation & Interest	133.58	184.67
Interest	67.74	60.11
Depreciation	13.77	0.27
Profit/(Loss) before Tax	52.08	124.29
Provision for Income Tax	11.26	33.52
Creation of Deferred Tax Assets/(Deferred Tax Liabilities written back)	2.46	0.00
Net Profit/(Loss) from continuing operations	38.36	90.78
Extraordinary and exceptional items	0.00	0.00
Profit/(Loss) for the year	38.36	90.78

### **DIVIDEND:**

In order to meet the working capital requirements of the Company, no Dividend has been recommended.

### **GENERAL RESERVES:**

During the period under review, no amount was transferred to General Reserve.

### **REVIEW OF OPERATIONS/ KEY HIGHLIGHTS:**

During the period under consideration the Company's revenue from operations were Rs. **1556.94** Lakh and it earned net profit of Rs. **38.36** Lakh Due to the impact of Covid 19 pandemic, the turnover as well profitability of the company affected adversely The Company is dealing in Textile range of Products. In the coming year, management focus shall continue to be on expanding specialty and improving internal efficiencies.

### **STATE OF AFFAIRS:**

Your Company is in trading of textile products. The Products of the Company were traded domestically. The Textile Sector is contributing a major contribution into the GDP of the Country. Your Management is doing all best efforts to ensure profitability of the Company.

**MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:**

There are no material changes affecting the affairs of the Company which have occurred between the end of financial year on March 31, 2021 of the Company to which the Financial Statement relate and date of this report.

**CHANGE IN NATURE OF BUSINESS:**

The Company has not undergone any change in the nature of the business during the financial year.

**IMPACT OF COVID 19 PANDEMIC:**

The COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity. The switch to work from home for employees was carried out seamlessly to work remotely and securely.

With it's positive outlook, innovative business model and work commitment even in these uncertain time due to the pandemic, the Company is anticipating to navigate the challenges ahead and gain better momentum in the near future.

**DEPOSITS:**

Your Company has no unclaimed / unpaid matured deposit or interest due thereon. Your Company has not accepted any deposits covered under 'Chapter V - Acceptance of Deposits by Companies' under the Companies Act, 2013 during the financial year ended March 31, 2021.

Your Company has availed Unsecured Loan from the Directors of the Company and the same is not covered under the definition of deposit as per the Companies Act, 2013, details of the Unsecured Loans availed from Directors are given below:

Sr. No.	Name of Director from whom Unsecured Loan has been availed	Designation	Amount Outstanding as on 31-03-2021(In rupees)
1.	Ramesh Kumar	Director	Rs. 3,22,05,000/-
2.	Sunny Garg	Managing Director	Rs. 82,00,000/-
3.	Ajay Garg	Whole time Director	Rs. 28,95,000/-
		<b>Total</b>	<b>Rs. 4,33,00,000/-</b>

The Directors has submitted a declaration that the Unsecured loan has not been provided out of their borrowed funds.

**CAPITAL STRUCTURE:**

The Authorized Share Capital of the Company as on March 31, 2021 was Rs. 4,50,00,000/- divided into 45,00,000 equity shares of Rs. 10/- each. The Paid-up Equity Share Capital as at March 31, 2021 was Rs. 3,50,34,000/- divided into 35,03,400 equity shares of Rs. 10/- each.



During the year under review, neither the Company has issued any shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2021, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

**LISTING:**

The Metropolitan Stock Exchange of India Limited (MSEI), has granted the listing approval for listing application submitted and accordingly the equity shares of the Company are admitted for trading on MSEI w.e.f. February 01, 2021.

The listing of the Company on MSEI having nation-wide trading platform being a significant occasion for the Company in the journey of growth and development helps in increasing visibility and reputation of organization among the various stakeholders and industry players.

**LISTING FEES:**

The Company has paid listing fee for the F Y 2021-22 to Metropolitan Stock Exchange of India Limited.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:****DIRECTORS:**

The composition of the Board is in conformity relevant provisions of the Companies Act, 2013. All Directors possess requisite qualifications and experience in general corporate management, finance, banking and other allied fields, which enable them to contribute effectively to the Company. The Board of Directors consist of 7 (Seven) directors including one Managing Director, One Whole time Director and CFO, Two Non Executive Directors, and three independent directors details are given below:

Name	Designation	Date of Appointment	Date of Cessation
Mr. Sunny Garg	Managing Director	14.08.2010	-
Mr. Ramesh Kumar	Director	30.09.1998	-
Mr. Ajay Garg	Whole Time Director & CFO (KMP)	21.12.2017	-
Mr. Jagdish Rai Kansal	Independent Director	12.02.2001	-
Mr. Suresh Kumar	Independent Director	12.02.2001	-
Mr. Ashok Goel	Independent Director	12.02.2001	-
Ms. Sunita Rani	Director	12.01.2001	-

There is no change in composition of Directors during the financial year ended March 31, 2021.

**KEY MANAGERIAL PERSONNEL:**

Ms. Pinky Kumari ceases to be a Company Secretary and Compliance officer of the Company w.e.f. October 30, 2020.



The Board appointed Mr. Viney as a Company Secretary and Compliance officer of the Company w.e.f. November 02, 2020 to perform the duties which shall be performed by the Company Secretary under the Companies Act, 2013.

Mr. Sunny Garg is the Managing Director, Mr. Ajay Garg is a Whole time Director & CFO, and Mr. Viney, Company Secretary, are the Key Managerial Personnel of the Company.

**RETIREMENT BY ROTATION:**

Pursuant to Section 152(6) and Article of Association of the Company, Mrs. Sunita Rani (DIN: 02061977) retires by rotation at the ensuing Annual General Meeting and being eligible, offer herself for re-appointment. The Board recommends her re-appointment for approval of the members in the forthcoming Annual General Meeting.

**DECLARATION BY INDEPENDENT DIRECTORS:**

All the Independent Directors have submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director as per provisions of Section 149 read with Schedule IV of the Companies Act, 2013. The Board confirms that the independent directors meet the criteria as laid down under the Companies Act, 2013.

Further, In the opinion of Board, the Independent Directors also possess the attributes of Integrity, Expertise and experience as required under Rule 8(5)(iiiia) of Company (Account) Rules, 2014.

The Company has also received from them, declaration of compliance that they have registered themselves with the databank of Independent Directors as maintained by Indian Institute of Corporate Affairs.

**SEPARATE MEETING OF INDEPENDENT DIRECTORS:**

In accordance with the provisions of Schedule IV to the Companies Act, 2013 a separate meeting of the Independent Directors of the Company was held on 29<sup>th</sup> March 2021 to discuss the agenda items as prescribed under the applicable laws. The said meeting was attended by all Independent Directors of the Company.

**SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS:**

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations.

**EXTRACT OF ANNUAL RETURN:**

Pursuant to Sec 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Return can be accessed at Company's website at <http://www.aggarsainspinners.com/report/Annualreturn>.

**STATUTORY AUDITORS:**

The shareholders of the Company at AGM held on September 29<sup>th</sup> 2017 appointed M/s. Navdeep Mittal & Associates, Chartered Accountants, (Firm Registration No. **019229N**), as the Statutory Auditors of the Company for an initial term of 5 years.

**AUDITOR'S REPORT:**

The Report given by M/s. Navdeep Mittal & Associates, Chartered Accountants, Statutory Auditors on the financial statement of the Company for the year ended March 2021 is part of the Annual Report. There are no qualification, reservation or adverse remark or disclaimer in their Report. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore, no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

**SECRETARIAL AUDITORS:**

The Board of Directors had appointed M/s Ankit Singhal & Associates (C.P. No. 21720), Practicing Company Secretary to carry out Secretarial Audit in accordance with the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the financial year ending on March 31, 2021.

There is no qualification, reservation and adverse remark or disclaimer made by the auditor in the report.

A copy of the Secretarial Audit Report is annexed herewith as “**Annexure A**” and forms part of this report.

**COST AUDIT:**

Companies (cost records and audit) (Amendment) Rules, 2015 are not applicable on the Company during the financial year 2020-2021.

**INTERNAL AUDITORS:**

Provisions of Section 138 of the Companies Act, 2013 were not applicable on the Company for the financial year 2020-2021.

**INTERNAL FINANCIAL CONTROLS:**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

The Company's Internal Control Systems are commensurate with the nature of its business and the size and complexity of its operations.

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

Your company does not have any unlisted/listed subsidiary company, Joint Venture or any Associate Company, pursuant to the provisions of the Rule 8 of Companies (Accounts) Rules, 2014, therefore, no requirement of attachment of Form AOC-1. Further no any Company become or ceased to be subsidiary, joint venture or associate company during the year under review.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Sec. 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability hereby confirm that:

- i. in the preparation of the annual accounts, the applicable Indian accounting standards have been followed along with proper explanation relating to material departures;
- ii. the directors have selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 2020-2021 and of the profit of the company for the year;
- iii. the directors have taken proper and sufficient care 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. the directors have prepared the annual accounts on a going concern basis;
- v. the directors have 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.

**WHISTLE BLOWER POLICY/ VIGIL MECHANISM:**

The Company has adopted a Whistle Blower Policy establishing vigil mechanism which is overseen by the Audit Committee for the genuine concerns expressed by the employees and the Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of employees and the Company. The policy as approved by the Board is uploaded on the Company's website.

**CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:**

During the year, there were no particulars of contracts or arrangement with related parties referred to in the provision of Section 188 of the Companies Act, 2013. Hence Form AOC-2 is not attached with the report.

The Policy on dealing with related party transactions and on determining materiality of related party transactions as approved by the Board may be accessed on the Company's website at [www.aggarsainspinners.com/report/policies](http://www.aggarsainspinners.com/report/policies).

**BOARD EVALUATION:**

The Companies Act, 2013 mandates that the Board shall monitor and review the Board evaluation i.e., evaluation of the performance of: (i) the Board as a whole, (ii) individual directors (including independent directors and Chairperson) and (iii) various Committees of the Board. The Performance evaluation was carried out by the Nomination and Remuneration Committee based on the "Annual Evaluation Framework" prepared by the Committee.

**The framework includes the evaluation of directors on various parameters such as:**

- Board dynamics and relationships
- Information flows
- Decision-making
- Relationship with stakeholders
- Company performance and strategy
- Tracking Board and committees' effectiveness
- Peer evaluation

In compliance with the Companies Act, 2013 and SEBI (LODR), 2015, the Board has carried out an evaluation of its own performance, Committees and performance of individual Directors during the period under review. The aspects covered in the evaluation included the contribution to and monitoring of corporate governance, practices, participation in the long-term strategic planning and the fulfillment of Directors' obligations and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The evaluation involves Self-Evaluation by the Board Members and subsequent assessment by the Board of Directors. The Board of Directors expressed their satisfaction with the evaluation process.

The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company.

**REMUNERATION POLICY:**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, key managerial personnel and senior management of the company. This policy also lays down criteria for selection and appointment of Board Members and related matters are put up on the website of the Company.



The Nomination and Remuneration Policy may be accessed on the Company's website at [www.aggarsainspinners.com/report/policies](http://www.aggarsainspinners.com/report/policies).

### **MEETINGS OF THE BOARD OF DIRECTORS:**

Twelve (12) meetings of the Board of Directors were held during the financial year 2020-2021. The details of the meetings of the Board held during the financial year 2020-2021 are as under:-

Sr No.	Meeting	Dates of Meeting
1.	Board of Directors	29-05-2020
2.	Board of Directors	02-07-2020
3.	Board of Directors	31-08-2020
4.	Board of Directors	09-09-2020
5.	Board of Directors	22-09-2020
6.	Board of Directors	06-10-2020
7.	Board of Directors	26-10-2020
8.	Board of Directors	31-10-2020
9.	Board of Directors	02-11-2020
10.	Board of Directors	10-11-2020
11.	Board of Directors	25-01-2021
12.	Board of Directors	10-02-2021

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

### **COMPOSITION OF COMMITTEES:**

#### **AUDIT COMMITTEE**

The Board of Directors of the Company has a duly constituted Audit Committee in terms of the provisions of Section 177 of the Companies Act, 2013 read with the Rules framed there under. The terms of reference of the Audit Committee has been approved by the Board of Directors.

The Audit Committee comprises of Independent Directors namely Mr. Jagdish Rai Kansal (Chairman), Mr. Suresh Kumar and Mr. Sunny Garg, managing director, as other members. All the recommendations made by the Audit Committee were accepted by the Board. The Company Secretary of the Company acts as the secretary to the Audit Committee.

#### **NOMINATION AND REMUNERATION COMMITTEE**

The Board of Directors constituted a Nomination and Remuneration Committee comprising three Non-Executive Independent Directors namely Mr. Jagdish Rai Kansal (Chairman), Mr. Suresh Kumar, Mr. Ashok Goel and one promoter director Ms. Sunita Rani. The function of the Nomination and Remuneration Committee includes recommendation of appointment and remuneration of Whole-time Director(s)/ Managing Director/Joint Managing Director and recommendation to the Board of their.

Nomination and Remuneration Committee has been constituted under section 178 of the Companies Act 2013 for formulization of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

**STAKEHOLDER RELATIONSHIP COMMITTEE**

The Board of Directors constituted a Stakeholder Relationship Committee comprising Two Non- Executive Independent Directors namely Mr. Jagdish Rai Kansal (Chairman), Mr. Ashok Goel and One Executive Director Mr. Sunny Garg as other members. The Stakeholder Relationship Committee, inter alia, oversees and reviews all matters connected with the investor services in connection with applications received and shares allotted in the Initial Public Offer, status of refund account, conversion of partly paid shares into fully paid shares, rematerialization and dematerialization of shares and transfer of shares of the Company.

The Committee oversees performance of the Registrar and Transfer Agents of the Company and recommends measures for overall improvement in the quality of investor services.

**PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED:**

The Company has not given any loan, made investment and provided security in terms of section 186 of the Companies Act, 2013.

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

The Company has put in place a policy on Prevention of Sexual Harassment in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, As per the said policy, an Internal Complaint Committee (ICC) is in place to redress complaints received regarding sexual harassment. During the FY 2020-2021, following is the summary of complaints received and disposed of:

No. of Complaints received	-	NIL
No. of Complaints disposed of	-	NIL

Your Directors state that during the financial year ended March 31, 2021 under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**CORPORATE GOVERNANCE:**

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, compliance with the Corporate Governance provisions as specified under regulation 17 to 27 and clause (b) to (i) of the sub-regulation 46 and para C, D and E of Schedule V shall not apply to the Company having paid-up equity Share Capital not exceeding Rs. Ten Crores and Net Worth not exceeding Rs. Twenty Five Crore, on the last day of previous financial year. The Company is covered under the limits as prescribed in Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, therefore Company is not required to comply with the said provisions.

**CREDIT RATING:**

Your Company has not obtained Credit Rating from any Agency during the year under Review.

**RISK MANAGEMENT:**

In accordance with the provisions of Regulation 21 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is not required to maintain Risk Management Committee. At present, the Company has not identified any element of risk which may threaten the existence of the Company.

**DISCLOSURE OF TRANSACTION WITH PROMOTER/PROMOTER GROUP:**

As per Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, every listed Company shall disclose the transaction with any person or entity belonging to promoter/promoter group which holds 10% or more shareholding in listed entity. Details of the transaction with Mr. Ramesh Kumar, Promoter holding more than 10% shareholding in the Company are given in the Note no. 19 of the Financial Statement.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:**

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

**CORPORATE SOCIAL RESPONSIBILITY:**

Pursuant to the provisions of Section 135 of the Companies Act, 2013 every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board and shall formulate a Corporate Social Responsibility Policy. Your Company is not falling under the purview of said section during the year.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(3) read with Schedule V (B) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, is presented in a separate section forming part of the Annual Report as "**Annexure C**".

**PARTICULARS OF EMPLOYEES:**

During the financial year 2020-2021, there was no employee employed in the Company who was in receipt of remuneration for that year Rupees One Crore and Two Lakh Rupees and who employed for the part of the financial year was in receipt of remuneration not less than Rupees eight lakh and fifty thousand rupees per month.

The statement containing particulars of employees as required under section 197(12) of the Companies Act' 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in "**Annexure D**".

**GENERAL DISCLOSURES:**

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

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares/ ESOP) to employees of the Company under any scheme.
3. Issue of shares by way of Rights Issue/Preferential Issue, Sweat Equity Shares
4. Neither the Managing Director not the Whole time Director of the Company receive any remuneration or commission from any of its subsidiaries.
5. No Significant and Material Order were passed by the Regulators or Courts or Tribunals which impact the going concern status and Operations of the Company in future.

**COMPLIANCE WITH SECRETARIAL STANDARDS:**

Your Company has complied with the applicable provisions of the Secretarial Standards issued by Institute of Company Secretaries of India.

**INDUSTRIAL RESOLUTIONS:**

Industrial relations remain peaceful and cordial during the period under review. Your company regards its employees as its core strength and thus, undertakes requisite changes in various policies from time to time for their welfare.

**ACKNOWLEDGEMENT:**

The Board takes this opportunity to sincerely thank all its stakeholders namely, shareholders, customers, suppliers/ contractors, bankers, employees, Government agencies, local authorities and the immediate society for their un- stinted support and co-operation during the year.

On behalf of the Board of Directors  
For Aggarsain Spinners Limited

PLACE: Panchkula  
DATE: 13.08.2021

Sd/-  
Ramesh Kumar  
(DIN: 01037508)  
Chairman

Sd/-  
Sunny Garg  
(DIN: 02000004)  
Managing Director

**ANNEXURE - A OF BOARD REPORT****SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2021**

[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,  
AGGARSAIN SPINNERS LIMITED  
2<sup>ND</sup> Floor, SCO, 404 Sector 20, Panchkula,  
Haryana-134116  
CIN No.: U17297HR1998PLC034043

I was appointed by the Board of Directors of AGGARSAIN SPINNERS LIMITED (hereinafter called the Company) to conduct Secretarial Audit on a voluntary basis for the period commencing from 1<sup>st</sup> April 2020 to 31<sup>st</sup> March 2021. I have conducted the secretarial audit in respect of compliance with applicable statutory provisions and adherence to good corporate practices by the Company. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of Company's books, papers, minutes, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021 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:

I have examined the books, papers, minutes, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of the following Laws (whichever applicable):

- 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-law framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and 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, 2018;**(Not Applicable during Audit Period)**
- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014**(Not Applicable during Audit Period)**
- e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;**(Not Applicable during Audit Period)**
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;**(Not Applicable during Audit Period)**
- g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;**(Not Applicable during Audit Period)**
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not Applicable during Audit Period)**
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not Applicable during Audit Period)**
- j. and other applicable laws

In respect of other laws specifically applicable to the Company, I have relied on information/records produced by the Company during the course of our audit and the reporting is limited to that extent.

In respect of Direct and Indirect Tax Laws like Income Tax Act, Goods & Service Tax Act, Excise & Custom Acts we have relied on the Reports given by the Statutory Auditor of the company.

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

- I. The Secretarial Standards issued by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with Metropolitan Stock Exchange.

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

### **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. Further no any change has been occurred in the composition of Board of Directors of the Company during the year under review.

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.

All decision at Board Meetings and Committee Meetings are carried unanimously and subsequently the minutes of the Board of Directors or Committee of the Board, as the case may be were recorded.



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.

**For ANKIT SINGHAL & ASSOCIATES**  
**Practicing Company Secretaries**

Sd/-  
CS ANKIT SINGHAL  
(Proprietor)  
Membership No.: 41744  
COP No.: 21720  
Date: 13/08/2021  
UDIN: A041744C00784101  
Place : Delhi

***Note: This report should be read with Annexure-1 and forms an Integral part of this report***



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**ANNEXURE -1**

To,  
The Members,  
AGGARSAIN SPINNERS LIMITED  
2<sup>ND</sup> Floor, SCO, 404 Sector 20, Panchkula, Haryana-134116  
CIN No.: U17297HR1998PLC034043

My Secretarial Audit Report of event date, for the financial year 2020-21 is to be read with this Management Responsibility letter.

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper system to ensure compliance with the provision of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility**

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer**

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

**For ANKIT SINGHAL & ASSOCIATES**  
**Practicing Company Secretaries**

Sd/-  
CS ANKIT SINGHAL  
(Proprietor)  
Membership No.: 41744  
COP No.: 21720  
Date: 13/08/2021  
UDIN: A041744C00784101  
Place : Delhi

**ANNEXURE -B OF BOARD REPORT****INFORMATION AS PER SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE BOARD REPORT FOR THE YEAR ENDED MARCH 31, 2021****(A) CONSERVATION OF ENERGY, POWER AND FUEL CONSUMPTION**

The company is taking all measures to conserve Energy, Power and Fuel Consumption.

- (i) Energy Conservation Measures taken N.A.  
(ii) Usage of Alternate Sources of Energy N.A.  
(iii) Capital Investments in Energy Conservation Equipments N.A.

**(B)** Technology absorption N.A.

**(C)** Expenditure on R&D N.A.

**(D)** Foreign Exchange earnings NIL

		Year ended 31 <sup>st</sup> March 2021	Year ended 31 <sup>st</sup> March 2020
a)	Total foreign Exchange earned	-	-
b)	Total foreign Exchange used on Import of raw materials, spare parts and capital goods	-	-
c)	Expenditure in Foreign Currencies for travels, subscription, consumables stores, goods for resale, commission on export sales etc.	-	-
d)	Remittance during the year in foreign currency on account of dividend.	-	-

On behalf of the Board of Directors  
For Aggarsain Spinners Limited

PLACE: Panchkula  
DATE: 13.08.2021

Sd/-  
Ramesh Kumar  
(DIN: 01037508)  
Chairman

Sd/-  
Sunny Garg  
(DIN: 02000004)  
Managing Director

**ANNEXURE - C OF BOARD REPORT****MANAGEMENT DISCUSSION AND ANALYSIS****INDUSTRY STRUCTURE AND DEVELOPMENT**

Textile Industry and sector of India is one of the oldest industries in Indian economy dating back to 19th century. The Indian textile Industry is extremely varied, with the hand-spun and hand-woven textiles sector at one end of the spectrum and the capital intensive sophisticated mills sector at the other end of the spectrum.

The ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the other countries.

The demand for Indian textile products can be increased by penetration of organized retail, favourable demographics.

It promotes buyer-driven value chains where large retailers, marketers play the pivotal roles in setting up production networks in many developing countries.

**STRENGTH, WEAKNESS, OPPORTUNITIES AND THREATS**

The Indian textile industry has strength across the entire value chain from natural to man-made fiber to apparel to home furnishings. Its share in the nation's GDP is 6% and in exports is 13%. The sector is the second largest employer after agriculture.

taking innovative measures in partnership with the industry and learning from experience, India could aspire to achieve 20% growth in exports over the next decade. In any case the achievement of 15% growth rate in exports should be feasible. In the domestic market, sustaining an annual growth rate of 12% should also not be difficult.

Aggarsain Spinners Limited is presently in trading of textile products, keeping in view of the potential of growth of textile industry and government positive approach in adopting the policies for development and growth of textile industry, the Company will extend its products variety and its reach to the every corner of the country and step in gradually in the export market as well in future.

The fierce competition from China, Bangladesh and Sri lanka in the low price garment market and tariff and non-tariff barriers coupled with quota in the global market are posing major challenges to Indian textile industry.

**SEGMENT WISE OR PRODUCT WISE PERFORMANCE**

The Company primarily operates and indulged in one segment only i.e. Textile Sector.

**OUTLOOK**

**FINANCIAL OUTLOOK:**

During the period under review, majorly from the adverse impact of COVID-19 Pandemic, which hampered the retail and wholesale market all over the country, your Company financial performance was not quite good enough, however with the changing scenario of global market and changing mood in terms of demand from domestic market, the management is quite hopeful that profitability of the Company will return in future.

**COMPANY OUTLOOK:**

The Securities of the your Company comprising equity shares has been listed and admitted for trading on the nation-wide stock exchange i.e. Metropolitan Stock Exchange of India Limited (MSEI) w.e.f. February 01, 2021, the management firmly believes that the listing of the Company on a MSEI having nationwide trading platform is a significant occasion for the Company in the journey of growth and development, listing on MSEI enables the Aggarsain Spinners Limited to raise capital while strengthening its structure and reputation, that the listing on MSEI will bring transparency and efficiency in overall operations of the Company and will ensure accountability of management of the Company towards shareholders and other stakeholders.

**RISKS AND CONCERN**

Generic competition, less margins is a concern. Regulatory constraints pose a threat. The Management is fully acquainted with these risks and concerns associated with the industry and continue to address them from time to time as required.

Besides being into retail and wholesale market, the Company is prone to usual risks of the business like frequent change in demand, impact of change in the policies of the government, tariff related agreements.

**FINANCIAL PERFORMANCE AND ANALYSIS**

During the year company has earned a Profit of of Rs. 38,36,206.77 and achieved turnover of Rs. 15,56,94,473.56.

**OTHER KEY FINANCIAL INDICATORS**

Ratios	2020-21	2019-20	%Change	Detailed Explanation in case change is more than 25%
Debtors Turnover Ratio (no. of days)	123 Days	31 Days	296.77	Due to Impact of COVID-19 on Industry
Inventory Turnover Ratio (no. of days)	16 Days	31 Days	48.38	Inventory turnover Ratio improved
Interest Coverage Ratio	1.97	3.07	35.83	Due to Impact of COVID-19 on Industry
Current Ratio	2.85	1.88	51.59	Current Ratio Improved
Debt Equity Ratio	1.79	1.34	33.58	Due to Impact of COVID-19 on Industry
Operating Profit Margin (%)	1.90	7.55	74.83	Due to Impact of COVID-19 on Industry
Net Profit Margin (%)	2.13	1.63	30.67	Net profit Margin increase
Return on net Worth	0.052	0.13	61.53	Due to Impact of COVID-19 on Industry

**HUMAN RESOURCE DEVELOPMENT / INDUSTRIAL RELATIONS**

The Company encourages the employees to upgrade their knowledge and skills. The training sessions on various working parameters are conducted in routine apart from allowing employees for outside specialized training, wherever required. There were 11 employees employed during the year.

**ACCOUNTING TREATMENT**

The Financial Statements of the Company for the financial year 2020-2021 are prepared in compliance with applicable provisions of the Companies Act, 2013 read with the Rules issued there under, applicable Indian Accounting Standards (Ind As) and SEBI Listing Regulations. The management accepts responsibility for the integrity and objectivity of these financial statements as well as for various estimates and judgments used therein. These estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the statements reflect, in a true and fair manner, the state of affairs and profits for the year. Therefore, the Company assumes no responsibility in respect of forward looking statements herein which may undergo change in future on the basis of subsequent developments, information or events.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequate internal control system commensurate with its size and complexity. The Internal Financial Control System of the Company is being regularly monitored by the Internal as well as external expert teams. Any deficiency in the controls is viewed seriously and corrective actions are taken to avoid repetition.

The financial statements are prepared in conformity with the established Indian Accounting Standards and Principles.

On behalf of the Board of Directors  
For Aggarsain Spinners Limited

PLACE: Panchkula  
DATE: 13.08.2021

Sd/-  
Ramesh Kumar  
(DIN: 01037508)  
Chairman

Sd/-  
Sunny Garg  
(DIN: 02000004)  
Managing Director

**ANNEXURE - D OF BOARD REPORT**

**Disclosure pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended by Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016:**

**PARTICULARS OF REMUNERATION****A. The Ratio of the Remuneration of each Director to the Median Remuneration of the Employees of the Company for the Financial Year 2020-21:-**

S.No.	Nature of Directorships Held & Name of Directors	Ratio of Median Remuneration
<b>1</b>	<b>Executive Directors</b>	
a)	Mr. Sunny Garg	18.75 : 1.00
b)	Mr. Ajay Garg	14.58 : 1.00
c)	Mr. Ramesh Kumar	-
<b>2</b>	<b>Non-Executive Directors*</b>	
a)	Mr. Jagdish Rai Kansal	-
b)	Mr. Ashok Goel	-
c)	Mr. Suresh Kumar	-
d)	Ms. Sunita Rani	-

**B. The Percentage Increase in Remuneration of each Director, Chief Financial Officer, Company Secretary in the Financial Year 2020-21:-**

S.No.	Name of the Director	% Increase in remuneration
<b>1</b>	Mr. Sunny Garg	-
<b>2</b>	Mr. Ajay Garg	-
<b>3.</b>	Mr. Ramesh Kumar	-
<b>4.</b>	Mr. Ashok Goel	-
<b>5.</b>	Mr. Suresh Kumar	-
<b>6.</b>	Mr. Pinky Kumari, Company Secretary (Resigned w.e.f. 30.10.2020)	-
<b>7.</b>	Mr. Viney, Company Secretary (Appointed w.e.f. 02.11.2020)	-

**C. The Percentage Increase in the Median Remuneration of Employees in the Financial Year 2020-21: Nil****D. The Number of Permanent Employees on the rolls of Company: 11****E. Average Percentile increase already made in the Salaries of Employees other than the Managerial Personnel in the last Financial Year and its Comparison with the Percentile Increase in the Managerial Remuneration:**

Average Salary Increase for employees	:	-
Average Salary Increase for KMP's	:	-

**F. Affirmation that the Remuneration is as per the Remuneration policy of the Company: The Company's Remuneration policy is driven by the success and performance of the individual**



Employees and the Company. Through its compensation package, the Company's endeavours to attract, retain, develop and motivate a high performance staff. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms that the remunerations are as per the Remuneration Policy of the Company.

- G. Details as per Section 197 and Rule 5(2) and 5(3) of the Act:-**During the financial year 2020-21, no employee of the Company, received remuneration of one crore and two lakh rupees or more per annum while working for the whole year or at the rate of eight lakh and fifty thousand rupees per month while working for a part of the year.
- H.** During the financial year 2020-21 or part thereof, no employee of the Company received remuneration in excess of the remuneration drawn by Managing Director or Whole-Time Director or Manager and no employee of the Company (by himself or along with his spouse and dependent children), was holding two percent or more of the equity shares of the Company.
- I.** During the financial year 2020-21, no employee of the Company, resident in India, posted and working in a country outside India, not being Directors or their relatives, had drawn more than sixty lakh rupees per year or five lakh rupees per month.

On behalf of the Board of Directors  
For Aggarsain Spinners Limited

PLACE: Panchkula  
DATE: 13.08.2021

Sd/-  
Ramesh Kumar  
(DIN: 01037508)  
Chairman

Sd/-  
Sunny Garg  
(DIN: 02000004)  
Managing Director

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
**AGGARSAIN SPINNERS LIMITED**  
2<sup>nd</sup> Floor, Sco 404, Sector-20, Panchkula, Haryana-134116

I have examined the relevant registers, records, forms, returns and disclosures received from the Directorsof **AGGARSAIN SPINNERS LIMITED** having CIN **U17297HR1998PLC034043** and having registered office at **2<sup>ND</sup> FLOOR, SCO 404, SECTOR-20, PANCHKULA, HARYANA-134116** (hereinafter referred to as 'the Company'), produced before me 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 my 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 me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 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

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Ramesh Kumar	01037508	30-09-1998
2.	Sunny Garg	02000004	14-08-2010
3.	Ajay Garg	07613769	08-06-2017
4.	Sunita Rani	02061977	12-01-2001
5.	Jagdish Rai Kansal	00172861	12-02-2001
6.	Ashok Goel	00172854	12-02-2001
7.	Suresh Kumar	00172847	12-02-2001

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.

**For ANKIT SINGHAL & ASSOCIATES**  
**Practicing Company Secretaries**

**CS ANKIT SINGHAL (Proprietor)**

**Membership No.: 41744**

**COP No.: 21720**

**Date: 13/08/2021**

**UDIN: A041744C00784090**

**Place : Delhi**



## **INDEPENDENT AUDITORS' REPORT**

To the Member of  
AGGARSAIN SPINNERS LIMITED  
CIN- U17297HR1998PLC034043  
**Financial Year-2020-2021**

### **Report on the standalone Financial Statements**

#### **Opinion**

We have audited the accompanying standalone financial statements of **Aggarsain Spinners Limited**, CIN- U17297HR1998PLC034043 ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March, 2021, the statement of profit & loss, the Cash Flow Statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, 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.

#### **Information other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors and Management is responsible for the preparation of the other information. The other information comprises the information obtained at the date of this auditor's report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is no any material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibility of Management and Those Charged With Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act and the Companies (Indian Accounting Standard) Rules, 2015. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

**Auditor's Responsibility**

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

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

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



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable. refer to "**Annexure-A**".
2. As required by Section 143(3) of the Act, We report that:
  - a) We have sought and obtained all the information & 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 accounts as required by law have been kept by the Company so far as it appears from our examination of the thosebooks.
  - c) The Balance sheet, the statement of Profit & Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
  - d) In our opinion, the aforesaid standalone financial statements comply with the accounting standards specifies under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



- e) On the basis of the written representations received from the directors as at 31<sup>st</sup> March, 2021 taken on record by the Board of Directors in terms of the Section 164(2) of the Act.
- f) With respect to the adequacy of the Internal Financial Control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”; and
- g) With respect to other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigation which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Navdeep Mittal & Associates**  
**Chartered Accountants**

**Sd/-**

**Prop. : Navdeep Mittal [F.C.A.]**

**M.NO : 500171**

**Reg. No.: 019229N**

**Place: Panchkula**

**Dated : 28.06.2021**

**UDIN : 21500171AAAAGB4083**



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**ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT**

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The Annexure referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of the Company on the financial statement for the year ended 2021, we report that:

- (i)
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
  - b) The Company's fixed assets have been physically verified by the management during the year and there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
  - c) N.A
- (ii)
  - (a) As explained to us, the inventories of Finished Goods, Stores & Consumables, Raw Material were physically verified at regular intervals by the Management.
  - (b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification of stocks as compared to book records.
- (iii) The Company has not granted unsecured loans to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Therefore paragraph 3 (iii) of the order is not applicable
- (iv) In respect of loans, investments, guarantees and security, The Company has not granted any loan to the persons covered under Section 185 of the Companies Act, 2013. Therefore the provisions of section 185 and 186 and paragraph 3 (iv) of the order is not applicable.
- (v) The company has not received any public deposits during the year.
- (vi) As informed to us maintenance of cost records under under Section 148(1) of the Companies Act, 2013 is not applicable to the Company..
- (vii)
  - (a) According to the records of the company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including Income-tax, Tax deducted at sources, Professional Tax, Goods and Service tax, and other statutory liability and other material statutory dues applicable to it, with the appropriate authorities.
  - (b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-tax, GST and other material statutory dues in arrears were outstanding as at 31<sup>st</sup> March, 2021 for a period of more than six months from the date they became payable.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks.



- (ix) The company did not raise any money by way of initial public offer or further public offer (including debt instruments)
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) In our opinion and according to the information and explanations given to us, the Managerial Remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, has not entered into any transaction with the related parties falling under the provisions of the Companies Act, 2013, therefore paragraph (xiii) of the order is not applicable on the Company..
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank Of India Act, 1934.

**For Navdeep Mittal & Associates**  
**Chartered Accountants**

**Sd/-**

**Prop. : Navdeep Mittal [F.C.A.]**

**M.NO : 500171**

**Reg. No.: 019229N**

**Place: Panchkula**

**Dated :28.06.2021**

**UDIN : 21500171AAAAGB4083**



## **ANNEXURE 'B' TO AUDITOR'S REPORT**

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

We have audited the internal financial controls over financial reporting of Aggarsain Spinners Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

#### **Auditors' Responsibility**

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

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on 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 Navdeep Mittal & Associates**  
**Chartered Accountants**

Sd/-

**Prop. : Navdeep Mittal [F.C.A.]**

**M.NO : 500171**

**Reg. No.: 019229N**

**Place: Panchkula**

**Dated :28.06.2021**

**UDIN : 21500171AAAAGB4083**



# AGGARSAIN SPINNERS LIMITED

CIN- U17297HR1998PLC034043

## Balance Sheet as at 31st March, 2021

Particulars	Notes	As at 31st Mar, 2021	As at 31st March, 2020	As at April 01, 2019
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	3.1	10,508,831.53	49,907.00	51,568.00
Capital work-in-progress	3.2	0.00	0.00	0.00
Intangible Assets	3.3	0.00	0.00	0.00
Financial assets	3.4	0.00	0.00	0.00
- Investments	3.4.1	0.00	0.00	0.00
Other non -Current Assets	3.5	2,429,134.00	0.00	19,122,500.00
		<b>12,937,965.53</b>	<b>49,907.00</b>	<b>19,174,068.00</b>
<b>Current assets</b>				
Inventories	4.1	6,737,428.00	46,309,944.01	28,902,102.50
Financial assets	4.2			
- Trade receivables	4.2.1	52,409,996.72	46,789,665.72	42,949,440.80
- Cash and cash equivalents	4.2.2	48,364,523.50	457,974.26	50,866.00
- Bank Balances other than Cash and Cash	4.2.2.1	90,315,000.00	83,815,000.00	24,200.66
<b>Equivalents</b>				
- Loans	4.2.3	800,000.00	0.00	3,899,077.00
- Other financial assets	4.2.4	4,026,444.00	5,110,505.00	0.00
Current tax assets (Net)	4.3	0.00	0.00	0.00
Other current assets	4.4	4,126,421.00	44,668,284.20	1,034.00
		<b>206,779,813.22</b>	<b>227,151,373.19</b>	<b>75,826,720.09</b>
<b>Total Assets</b>		<b>219,717,778.75</b>	<b>227,201,280.19</b>	<b>95,000,788.90</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share capital	5.1	35,034,000.00	35,034,000.00	35,034,000.00
Other Equity	5.2	38,952,562.84	35,116,356.07	26,038,431.88
		<b>73,986,562.84</b>	<b>70,150,356.07</b>	<b>61,072,431.88</b>
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
<b>Financial liabilities</b>	6.1			
- Borrowings	6.1.1	72,870,547.00	36,555,000.00	0.00
Non - Current Provisions	6.2	0.00	0.00	0.00
Deferred tax liabilities (Net)	6.3	2,45,791.00	0.00	0.00
Other non-current liabilities	6.4	0.00	0.00	0.00
		<b>73,116,338.00</b>	<b>36,555,000.00</b>	<b>0.00</b>
<b>Current liabilities</b>				
Financial liabilities	7.1			
- Borrowings	7.1.1	59,490,594.31	57,291,316.88	14,362,130.58
- Trade payables	7.1.2			
(a) Dues of micro & small enterprises		0.00	0.00	0.00
(b) Dues of creditors other than micro & small enterprises		92,853.00	34,605,560.24	18,561,963.44
- Other financial liabilities	7.1.3	10,860,898.00	24,240,298.00	0.00
Other current liabilities	7.2	1,044,841.60	663,636.00	275,250.00
Current Provisions	7.3	1,125,691.00	3,695,113.00	729,013.00
		<b>72,614,877.91</b>	<b>120,495,924.12</b>	<b>33,928,357.02</b>
<b>Total Equity and Liabilities</b>		<b>2,19,717,778.75</b>	<b>227,201,280.19</b>	<b>95,000,788.99</b>



# AGGARSAIN SPINNERS LIMITED

CIN- U17297HR1998PLC034043

Corporate Information & Significant Accounting Policies		1 & 2		
Accompanying notes to the financial statements		3-23		

The Notes referred to above form an integral part of the accounts. In terms of our report of even date attached herewith.

For NAVDEEP MITTAL & ASSOCIATES  
Chartered Accountants  
Firm Registration No: 019229N

Sd/-  
NAVDEEP MITTAL  
Partner

Membership No: 500171  
Place: Panchkula  
Date : 28.06.2021  
UDIN : 21500171AAAAGB4083

For and on behalf of the Board of Directors  
Aggarsain Spinners Limited

Sd/-  
(RAMESH KUMAR)  
(Chairman)  
DIN: 01037508

Sd/-  
Ajay Garg  
(Whole time Director &  
Chief Financial Officer)  
DIN: 07613769  
PAN: BKKPG6880K

Sd/-  
(SUNNY GARG)  
(Managing Director)  
DIN: 02000004

Sd/-  
Viney  
(Company Secretary)  
Memb No. A57146

**AGGARSAIN SPINNERS LIMITED**

CIN- U17297HR1998PLC034043

**Statement of Profit and Loss for the year ended 31st March, 2021**

Particulars	Notes	2020-21	2019-20
Revenue from Operations	8.1	155,694,473.56	551,921,559.64
.	8.2	24,034,301.37	5,722,955.00
<b>Total Income</b>		<b>179,728,774.93</b>	<b>557,644,514.64</b>
<b>Expenses</b>			
Cost of Material Consumed	9.1	126,063,872.74	341,155,452.54
Purchase of Stock in trade	9.2	0.00	8,588,938.00
Changes in Inventories	9.3	15,275,007.06	12,185,732.44
Employee Benefits Expense	9.4	9,048,787.00	13,204,780.00
Finance Costs	9.5	6,773,860.88	6,011,308.65
Depreciation & Amortization Expenses	9.6	1,376,513.00	27,161.40
Other Expenses	9.7	15,983,045.48	164,041,659.43
<b>Total Expenses</b>		<b>174,521,086.16</b>	<b>545,215,032.46</b>
<b>Profit/(Loss) before tax</b>		<b>5,207,688.77</b>	<b>12,429,482.19</b>
<b>Tax Expense:</b>	<b>10</b>		
Current Tax		1,125,691.00	3,351,558.00
Deferred Tax		245,791.00	0.00
		1,371,482.00	3,351,558.00
<b>Profit/(Loss) for the year</b>		<b>3,836,206.77</b>	<b>9,077,924.19</b>
Other comprehensive income			
A) Items that will not be reclassified to profit or loss			
- Changes in fair value of Equity Instruments		0.00	0.00
- Tax Expense relating to above		0.00	0.00
- Remeasurement of net defined benefit liabilities		0.00	0.00
- Tax Expense relating to above items		0.00	0.00
B) Items that will be reclassified to profit or loss		0.00	0.00
Other comprehensive income for the year		0.00	0.00
Total comprehensive income/(loss) for the year		0.00	0.00
Earnings per equity share			
Basic & Diluted	12	1.09	2.59

The Notes referred to above form an integral part of the accounts. In terms of our report of even date attached herewith.

For NAVDEEP MITTAL & ASSOCIATES  
Chartered Accountants  
Firm Registration No: 019229N

Sd/-  
NAVDEEP MITTAL  
Partner

Membership No: 500171  
Place: Panchkula  
Date : 28.06.2021  
UDIN : 21500171AAAAGB4083

For and on behalf of the Board of Directors  
Aggarsain Spinners Limited

Sd/-  
(RAMESH KUMAR)  
(Chairman)  
DIN: 01037508

Sd/-  
Ajay Garg  
(Whole time Director &  
Chief Financial Officer)  
DIN: 07613769  
PAN: BKKPG6880K

Sd/-  
(SUNNY GARG)  
(Managing Director)  
DIN: 02000004

Sd/-  
Viney  
(Company Secretary)  
Memb No. A57146

**Statement of Cash Flow for the year ended 31st March, 2021**

Particulars	2020-2021	2019-2020
<b>CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit/(loss) before tax and extraordinary items	5,207,688.77	12,429,482.19
Adjusted for :		
Depreciation & Amortization Expenses	1,376,513.00	27,161.40
Provision for Doubtful Debts		
Bad debt written off		
Interest Paid	6,773,860.88	6,011,308.65
Profit/(Loss) on sale of fixed assets ( Net)		
Dividend Received		
Interest income	4,715,945.00	5,677,090.00
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>8,642,117.65</b>	<b>12,790,862.24</b>
Adjusted for :		
Trade receivables/other current assets	-35,205,592.20	30,596,403.12
Inventories	-39,572,516.01	17407841.52
Trade Payables and current liabilities	-50,080,323.64	43638380.8
<b>CASH GENERATED FROM OPERATIONS</b>	<b>33,339,902.22</b>	<b>8,424,998.40</b>
Direct Taxes paid / adjusted	1,125,691.00	3,351,558.00
Cash flow before extra ordinary items	32,214,211.22	5,073,440.40
Extra Ordinary items		
<b>Net cash from Operating activities (A)</b>	<b>32,214,211.22</b>	<b>5,073,440.40</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Net Changes in fixed assets	11,228,153.53	25500
Non Current Assets	3,036,418.00	0.00
Capital Advances	0.00	0.00
Dividend Received	0.00	0.00
Interest Received	4,715,945.00	5,677,090.00
<b>Net Cash from investing activities (B)</b>	<b>-9,548,626.53</b>	<b>5,651,590.00</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Interest paid	6,773,860.88	6,011,308.04
Net Proceeds/(Repayment) of Long Term Borrowings	36,315,547.00	36,555,000.00
Net Proceeds/(Repayment) from Short term Borrowings	2,199,277.43	42,929,186.3
<b>Net Cash from Financing activities (C)</b>	<b>31,740,963.55</b>	<b>73,472,878.26</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+ B+ C)</b>	<b>54,406,548.24</b>	<b>84,197,908.66</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>84,272,975.26</b>	<b>75,066.6</b>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>138,679,523.50</b>	<b>84,272,975.26</b>

01. Proceeds from long term and other borrowings are shown net of repayment.

02. Cash and Cash equivalents represent cash and bank balances(including deposit) only.

The Notes referred to above form an integral part of the accounts. In terms of our report of even date attached herewith.

For NAVDEEP MITTAL & ASSOCIATES  
Chartered Accountants  
Firm Registration No: 019229N

For and on behalf of the Board of Directors  
Aggarsain Spinners Limited

Sd/-  
NAVDEEP MITTAL  
Partner

Membership No: 500171  
Place: Panchkula  
Date : 28.06.2021  
UDIN : 21500171AAAAGB4083

Sd/-  
(RAMESH KUMAR)  
(Chairman)  
DIN: 01037508

Sd/-  
Ajay Garg  
(Whole time Director &  
Chief Financial Officer)  
DIN: 07613769  
PAN: BKKPG6880K

Sd/-  
(SUNNY GARG)  
(Managing Director)  
DIN: 02000004

Sd/-  
Viney  
(Company Secretary)  
Memb No. A57146



## Statement of Changes in Equity for the year ended 31st March, 2021

### EQUITY SHARE CAPITAL

Particulars	Notes	As at 31st March, 2021	Changes during 2020-2021	As at 31st March, 2020	As at April 01, 2019
35,03,400 Equity shares of `10/- each fully paid up	5.1	35,034,000	-	35,034,000	35,034,000
		35,034,000	-	35,034,000	35,034,000

### OTHER EQUITY

Particulars	Notes	Reserves and Surplus		Retained Earnings		Total
	5.2	Capital Reserve	Share Forfeiture Reserve	General Reserve	Surplus in the statement of Profit and Loss	
Balance as at 01.04.2019		0.00	2,884,000.00	3,000,000.00	20,154,431.88	26,038,431.88
Profit for the year after tax		0.00			9,077,924.19	9,077,924.19
Other comprehensive income for the year					0.00	0.00
Total comprehensive income for the year			0.00	0.00	9,077,924.19	9,077,924.19
Transfer to General Reserve		0.00	0.00	0.00	0.00	0.00
Balance as at 31.03.2020		0.00	2,884,000.00	3,000,000.00	29,232,356.07	35,116,356.07
Balance as at 01.04.2020		0.00	2,884,000.00	3,000,000.00	29,232,356.07	35,116,356.07
Profit/(Loss) for the year after tax		0.00			3,836,206.77	3,836,206.77
Other comprehensive income for the year			0.00	0.00	0.00	0.00
Total comprehensive income/(loss) for the year			0.00	0.00	3,836,206.77	3,836,206.77
Transfer to General Reserve			0.00	0.00	0.00	0.00
Balance as at 31.03.2021		0.00	2,884,000.00	3,000,000.00	33,068,562.83	38,952,562.83

The Notes referred to above form an integral part of the accounts. In terms of our report of even date attached herewith.

For NAVDEEP MITTAL & ASSOCIATES  
Chartered Accountants  
Firm Registration No: 019229N

For and on behalf of the Board of Directors  
Aggarsain Spinners Limited

Sd/-  
NAVDEEP MITTAL  
Partner

Membership No: 500171  
Place: Panchkula  
Date : 28.06.2021  
UDIN : 21500171AAAAGB4083

Sd/-  
(RAMESH KUMAR)  
(Chairman)  
DIN: 01037508

Sd/-  
Ajay Garg  
(Whole time Director &  
Chief Financial Officer)  
DIN: 07613769  
PAN: BKKPG6880K

Sd/-  
(SUNNY GARG)  
(Managing Director)  
DIN: 02000004

Sd/-  
Viney  
(Company Secretary)  
Memb No. A57146

**1. CORPORATE INFORMATION**

Aggarsain Spinners Limited("the Company") is a public limited company domiciled and incorporated under the provisions of the Companies Act, 1956 on 05th November, 1993 in India and its shares are publicly traded on the Metropolitan Stock Exchange ("MSEI"), India. The Registered Office of the company is situated at 2nd Floor, SCO 404, Sector 20, Panchkula,134116.

The principal business activity of the company is the trading of all type of textile products.

The financial statements were authorised for issue in accordance with a resolution passed by the Board of Directors on 28th June, 2021.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****Basis of preparation of financial Statements**

The financial statements of the Company have been prepared on accrual basis in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and the provisions of the Companies Act, 2013.

These financial statements for the year ended 31st March 2021 have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and the provisions of the Companies Act, 2013.

For all period up to and including the year ended March 31, 2020, the Company has prepared its financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act, 2013, read with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

The Company has adopted Ind AS as per Companies (Indian Accounting Standards) Rules, 2015 as notified under Section 133 of the Companies Act, 2013 for these financial statements beginning April 01, 2020. As per the principles of Ind AS, the transition date to Ind AS is April 01, 2019 and hence the comparatives for the previous year ended March 31, 2020 and balances as on April 01, 2019 have been restated as per the principles of Ind AS, wherever deemed necessary.

**Exemption from retrospective application:**

Deemed cost of Property, Plant and equipment: The Company has opted to continue with the carrying value for all of its property, plat and equipment as recognized in the previous GAAP financial statements as their deemed cost at the transition date to Ind AS.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments).

The financial statements are presented in Indian Rupees ("INR" or Rs), except as stated otherwise.

**Estimates and Judgments**

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions effect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed. Accounting estimates could change from period to period. Actual results may differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

**Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period All other assets are classified as non-current. A liability is current when:
  - It is expected to be settled in normal operating cycle
  - It is held primarily for the purpose of trading

**Notes to the Financial Statements**

- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**Property, Plant and Equipment**

Property, Plant and Equipment represent a significant proportion of the asset base of the company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Management reviews the residual values, useful lives and method of depreciation of Property, Plant and Equipment at each reporting period end and any revision to these is recognized prospectively in current and future periods. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

**Intangible Assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment loss.

**Inventories**

Inventories are valued at cost or net realizable value, whichever is lower except waste which is valued at net realisable value. The cost in respect of the various items of inventory is computed as under:

Raw Materials - At weighted average cost plus direct expenses. The cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. However, materials and other items held for use in the production of inventories are not written down below cost if the finished product in which they will be incorporated are expected to be sold at or above cost. Stores and Spares - At weighted average cost plus direct expenses. The cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Work-in-Progress - At raw material cost plus conversion costs depending upon the stage of completion and other related overhead costs.

Finished Goods - At raw material cost plus conversion costs, packing cost and other overheads incurred to bring the goods to their present location and condition.

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

**Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with a maturity period of twelve months or less from the balance sheet date, which are subject to an insignificant risk of changes in value and is freely available for the company. Bank overdrafts are shown under borrowings in the balance sheet.

Earmarked bank balances and/or short term deposits which are lien marked against borrowings are shown under the head "Bank balances other than Cash and Cash Equivalent".

**Financial instruments****A. Financial Instruments - Initial recognition and measurement**

Financial assets and financial liabilities are recognised in the company's statement of financial position when the company becomes a party to the contractual provisions of the instrument. The company determines the classification of its financial assets and liabilities at initial recognition. All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets and liabilities carried at fair value through the Profit and Loss are immediately recognized in the Statement of Profit and Loss.

**Financial assets -Subsequent measurement**

The Subsequent measurement of financial assets depends on their classification which is as follows:

a. Financial assets at fair value through profit or loss

Financial assets at fair value through profit and loss include financial assets held for sale in the near term and those designated upon initial recognition at fair value through profit or loss.

**Notes to the Financial Statements**

b. Financial assets measured at amortised cost

Loans and receivables are non derivative financial assets with fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowance for estimated irrecoverable amounts based on the ageing of the receivables balance and historical experience. Additionally, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. Individual trade receivables are written off when management deems them not to be collectible.

**Provisions, Contingent Liabilities and Contingent Assets****A provision shall be recognised when:**

- (a) an entity has a present obligation as a result of a past event;
- (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- (c) a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A Contingent liability is not recognised but disclosed in the notes to the accounts, unless the probability of an outflow of resources is remote.

A contingent asset is generally neither recognised nor disclosed.

**Revenue Recognition**

Revenue is recognised upon transfer of control of promised product or services to customer in an amount that reflects the consideration the company expects to receive in exchange for those product or service, regardless of when the payment is received.



## **Notes to the Financial Statements**

Revenue is measured at the Transaction price, excluding amounts collected on behalf of the third parties. The amount disclosed as revenue is net of returns, trade discounts, volume rebates, Goods and Services Tax. The company recognizes revenue when the amount of revenue can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the entity.

The specific recognition criteria for the various types of the company's activities are described below:

### **(i) Sales of goods**

Revenue from sale of goods is recognised at the point in time when control of the goods are transferred to the customers, the customer has full discretion over the channel and price to sell the products, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold. The said conditions are generally fulfilled upon delivery of goods to the customers.

Delivery occurs when the goods have been shipped to the specific location, the risks and rewards of obsolescence and loss have been transferred to the customer, and either the customer has accepted the goods in accordance with the sale contract, the acceptance provisions have lapsed, or the company has objective evidence that all criteria for acceptance have been satisfied.

### **(ii) Services**

Revenue from sale of services is recognised on the basis of the stage of completion. When the contract outcome cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

### **(iii) Export Incentives**

Revenue in respect of the export incentives is recognized on accrual basis in the period in which the related exports have been made.

### **(iv) Power Generation**

Sale of power is recognised on the basis of meter reading confirmed by buyers in accordance with the respective agreement.

Renewable Energy Certificate are accounted for on certification of energy sale quantity by the buyer and is valued at minimum sale price fixed by Central Electricity Regulatory Authority after adjusting expected outgo.

### **(v) Interest**

Income from interest is recognized using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

**(vi) Dividend**

Dividend income is recognized when the right to receive the payment is established.

**(vii)** Insurance and other claims are recognized when no significant uncertainty exists with regard to the amount to be realized and the ultimate collection thereof.

**Employees Benefits****Short term Employee Benefits:**

Liabilities for wages, salaries and other employee benefits that are expected to be settled within twelve months of rendering the service by the employees are classified as short term employee benefits. Such short term employee benefits are measured at the amounts expected to be paid when the liabilities are settled. Short Term Employee Benefits are recognized as an expense on an undiscounted basis in the statement of profit and loss of the year in which the related service is rendered.

**Borrowing Costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the asset. Other borrowing costs are recognized as an expense in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**Notes to the Financial Statements****Income Taxes**

Income tax expense comprises current tax and deferred tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case it is also recognized in equity or other comprehensive income respectively.

**Current Taxes:**

Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

**Deferred Taxes:**

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred tax assets and liabilities are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of



changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

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

### **Impairment of assets**

#### **a) Financial assets**

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in statement of profit or loss.

#### **b) Non-financial assets**

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

**Earnings per Share**

The Basic earnings per share (EPS) is calculated by dividing the net profit or loss for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per equity share is calculated by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

**Notes to the Financial Statements****Dividends**

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's Board of Directors.

**Cash flow statement**

The cash flow statement is prepared in accordance with the Indian Accounting Standard (Ind AS) - 7 "Statement of Cash flows" using the indirect method for operating activities.

**Exceptional items**

Exceptional items refer to items of income or expense within statement of profit and loss from ordinary activities which are non- recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the company.

**Critical accounting estimates****Property, plant and equipment**

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

**Intangible assets**

The company tests whether intangible assets have suffered any impairment on an annual basis. The recoverable amount of a cash generating unit is determined based on value in use calculations which require the use of assumptions.



## Trade Receivables

As per Ind As 109, the company is required to apply expected credit losses model for recognising the provision for doubtful debts. The expected credit losses are determined based on past trends and assumptions.

## NOTE : 3Notes to the Accounts

### 3.1 PROPERTY, PLANT & EQUIPMENT

S. No	Particulars	Gross Block				Depreciation				Adjusted with retained earnings	(Amount in Rupees) Net Block		
		As On 01.04.2020	Addition During the Year	Deduction During the Year	As On 31.03.2021	As On 01.04.2020	Addition During the Year	Deduction During the Year	As On 31.03.2021		WDV as on 31.03.2021	WDV as on 31.03.2020	WDV as on 01-04-2019
<b>I.</b>	<b>Tangible Assets</b>												
1	Land	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2	Land - II	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3	Building-Unit-I	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4	Building-Unit-II	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0	0.00	0.00	0.00
5	Mobile Phone	0.00	86,652.00	0.00	86,652.00	0.00	6,563.00	0.00	6,563.00	0.00	80,089.00	0.00	0.00
6	Furniture & Fixtures	25,750.00	0.00	0.00	25,750.00	6,748.00	3,378.00	0.00	10,126.00	0.00	15,624.00	19,002.00	21,448.00
7	Vehicles	0.00	11,067,713.00	0.00	11,067,713.00	0.00	730,962.00	0.00	730,962.00	0.00	10,336,751.00	0.00	0.00
8	Computer	93,900.00	73,788.53	0.00	167,688.53	62,995.00	28,326.00	0.00	91,321.00	0.00	76,367.53	30,905.00	30,120.00
	<b>Total</b>	<b>119,650.00</b>	<b>11,228,153.53</b>	<b>-</b>	<b>11,347,803.53</b>	<b>69,743.00</b>	<b>769,229.00</b>	<b>-</b>	<b>838,972.00</b>	<b>-</b>	<b>10,508,831.53</b>	<b>49,907.00</b>	<b>51,568.00</b>
<b>3.2</b>	<b>Capital Work-in-Progress</b>												
1	Plant & Machinery	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2	Building-unit-i	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>3.3</b>	<b>Intangible Assets</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		0.00	0.00	0.00
	<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**Notes to the Accounts for the year ended 31st March 2021****3.4 FINANCIAL ASSETS - NON CURRENT****3.4.1 INVESTMENT IN SHARES**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01-04-2019
Unquoted	0.00	0.00	0.00
Other Investment	0.00	0.00	0.00
	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**3.5 OTHER NON CURRENT ASSETS**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01-04-2019
Non Financial Assets at amortized cost (unsecured, considered good)			
Miscellaneous Expenditure	2,429,134.00	0.00	0.00
	<b>2,429,134.00</b>	<b>0.00</b>	<b>0.00</b>

**4.1 INVENTORIES**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01-04-2019
As taken, valued and certified by the management			
Raw Materials	5,296,065.00	21,059,451.62	0.00
Stock in Process	0.00	0.00	0.00
Finished Goods	1,441,363.00	16,716,370.06	28,902,102.50
Stock in Transit	0.00	8,473,522.33	0.00
Waste	0.00	60,600.00	0.00
	<b>6,737,428.00</b>	<b>46,309,944.01</b>	<b>28,902,102.50</b>

**4.2 FINANCIAL ASSETS - CURRENT****4.2.1 TRADE RECEIVABLES**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01-04-2019
(unsecured, considered good, unless otherwise stated)			
- Due for more than six months	0.00	0.00	0.00
- Others	52,409,996.72	46,789,665.72	14,687,325.00
	<b>52,409,996.72</b>	<b>46,789,665.72</b>	<b>14,687,325.00</b>

**4.2.2 CASH AND CASH EQUIVALENTS**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01-04-2019
Balances with Scheduled Banks :			
In Current Account	47,902,050.30	22,492.26	9200.60
Cash-in-hand	462,473.20	435,482.00	50,866.00
	<b>48,364,523.50</b>	<b>457,974.26</b>	<b>60066.60</b>

**4.2.2.1 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01-04-2019
Other bank balances			
- Fixed Deposits	90,315,000.00	83,815,000.00	15,000.00
	<b>90,315,000.00</b>	<b>83,815,000.00</b>	<b>15,000.00</b>

**AGGARSAIN SPINNERS LIMITED**

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**FINANCIAL ASSETS - CURRENT (CONTD.)****4.2.3 LOANS**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01-04-2019
(Unsecured, considered good)			
Salary Advance	800,000.00	0.00	0.00
Others	0.00	0.00	3,899,077.00
	<b>800,000.00</b>	<b>0.00</b>	<b>3,899,077.00</b>

**4.2.4 OTHER FINANCIAL ASSETS**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01-04-2019
Interest Accrued on Fixed Deposits	4,026,444.00	5,110,505.00	0.00
Derivative Financial Instruments	0.00	0.00	0.00
	<b>4,026,444.00</b>	<b>5,110,505.00</b>	<b>0.00</b>

**4.3 CURRENT TAX ASSETS (NET)**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01-04-2019
MAT Credit Entitlement	0.00	0.00	0.00
Taxation Advances and Refundable (Net of Provisions)	0.00	0.00	0.00
	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**4.4 OTHER CURRENT ASSETS**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01-04-2019
(Unsecured, considered good)			
Advances to suppliers	0.00	42,902.00	0.00
Advances for Land/Plot	0.00	19,122,500.00	0.00
Earnest Money	2,525,000.00	5,050,000.00	0.00
Prepaid Expenses	54,130.00	37,555.00	0.00
Trade Discount Receivable	0.00	1,644,751.32	0.00
			0.00
<b>Balance with Government Authorities</b>			
- GST Receivable	0.00	16,022,956.88	0.00
- TDS Receivable	1,033,782.00	567,619.00	0.00
- TCS Receivable	113,509.00	0.00	0.00
- Advance Income Tax	0.00	500,000.00	0.00
Other Advances/receivables	400,000.00	1,680,000.00	1,034.00
	<b>4,126,421.00</b>	<b>44,668,284.20</b>	<b>1,034.00</b>

**5.1 EQUITY SHARE CAPITAL**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01-04-2019
Authorised :			
45,00,000 Equity Shares of Rs 10/- each.	45000000.00	45000000.00	45000000.00
	45,000,000.00	45,000,000.00	45,000,000.00
Issued, Subscribed and Paid up :			
3503400 Equity Shares of Rs 10/- each.	<b>35,034,000.00</b>	<b>35,034,000.00</b>	<b>35,034,000.00</b>
(i) Reconciliation of the number of equity shares outstanding is as follows :			



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Particulars	As at 31.03.2021	As at 31.03.2020	As at 01-04-2019
	Nos.	Nos.	Nos.
At the beginning of the year	3,503,400	3,503,400	3,503,400
Changes during the year	0.00	0.00	0.00
At the end of the year	3,503,400	3,503,400	3,503,400

## Notes to the Accounts for the year ended 31st March 2021

### EQUITY SHARE CAPITAL (CONTD.)

#### (ii) Details of shareholders holding more than 5% of the Equity Shares in the company:

Particulars	As at 31.03.2021		As at 31.03.2020		As at 01.04.2019	
	Nos.	% holding	Nos.	% holding	Nos.	% holding
Mr Ramesh Kumar	624,240	17.82	624,240	17.82	624,240	17.82
Mr Rajinder Kumar Garg	257,960	7.36	257,960	7.36	257,960	7.36

#### (iii) Term /Rights attached to Equity Shares

The company has one class of equity shares having a par value of `10/- each. Each holder of equity shares is entitled to one vote per share. During the year ended March 31, 2021 the amount of dividend recognised as distributions to equity shareholders is Nil (Previous Year Nil). In the event of winding up, the equity shareholders will be entitled to receive the remaining balance of assets, if any, in proportionate to their individual shareholding in the paid up equity capital of the company.

### 5.2 OTHER EQUITY

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01.04.2019
Reserves & Surplus			
a) Capital Reserve			
As per last Account	0.00	0.00	0.00
b) Securities Premium			
As per last Account	0.00	0.00	0.00
c) Securities Forfeiture Reserve			
As per last Account	2,884,000.00	2,884,000.00	2,884,000.00
d) Retained Earnings			
General Reserve	3,000,000.00	3,000,000.00	3,000,000.00
As per last Account			
Add: Amount transferred from surplus in Statement of Profit & Loss			
Surplus in the Statement of Profit & Loss			
As per last Account	29,232,356.07	20,154,431.88	18,804,151.30
Profit/(Loss) for the year	3,836,206.77	9,077,924.19	1,350,280.58
Remeasurement of net defined benefit liabilities			
Transfer to General Reserve			
	33,068,562.84	29,232,356.07	20,154,431.88
<b>Total Retained Earnings</b>	<b>38,952,562.84</b>	<b>35,116,356.07</b>	<b>26,038,431.88</b>
e) Equity Investment Reserve			
As per last Account	0.00	0.00	0.00
Add: Addition during the year	0.00	0.00	0.00
<b>TOTAL</b>	<b>38,952,562.84</b>	<b>35,116,356.07</b>	<b>26,038,431.88</b>

**Nature of Reserves****a) Share Foreiture Reserve**

Share Forfeiture Reserve is used to record the amount of forfeiture of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013

**b) General Reserve**

The General reserve is used from time to time for transfer of profits from surplus in statement of Profit and Loss for appropriation purposes.

**6.1 FINANCIAL LIABILITIES - NON CURRENT****6.1.1 BORROWINGS**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01.04.2019
Secured Loans			
Term Loan			
- From Banks	15,615,031.00	0.00	0.00
Vehicle Loans			
- From Banks	10,385,398.00	0.00	0.00
- Deposits			
- Directors, Share Holders & their relatives	43,300,000.00	36,555,000.00	0.00
- Corporate Debts	12,500,000.00	0.00	0.00
	<b>81,800,429.00</b>	<b>36,555,000.00</b>	<b>0.00</b>
Less : Current maturities of long term borrowings (Disclosed under Other Current Liabilities under Note No. 7.1.3 )	8,929,882.00	0.00	0.00
	<b>72,870,547.00</b>	<b>36,555,000.00</b>	<b>0.00</b>

**i) Details of security for term loans**

Term Loans from Banks are secured by Joint Equitable Mortgage by deposit of title deeds on pari-passu first charge basis and a charge by way of hypothecation of all movable fixed assets subject to prior charge on specified equipments. Term loans are further secured by pari-passu second charge on entire current assets (present and future) and Personal Guarantee of Chairman and Managing Director of the company. The loan is repayable in quarterly installments as follows:

**Repayment Terms**

S.No.	Amount Outstanding	No of remaining Installments	Nature of Installment	Last Month of Repayment
(a)	6055124.00	12	Monthly	Mar-21
(b)	9559907.00	36	Monthly	Mar-21

**ii) Details of security for vehicle loans**

Vehicle loans from banks are secured by hypothecation of specific assets purchased under such arrangements and is repayable in equated monthly installments as follows:

S.No.	Amount Outstanding	No of remaining Installments	Last Month of Repayment
(a)	10385398.00	78	Mar-21

**6.2 NON-CURRENT PROVISIONS**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01.04.2019
Provision for Employee Benefits:			
- Gratuity	0.00	0.00	0.00
- Leave Encashment	0.00	0.00	0.00
	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**6.3 DEFERRED TAX LIABILITIES (NET)**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01.04.2019
Deferred Tax Liability / (Asset) relating to:			
- Property, plant and equipment and Intangible Assets	245,791.00	0.00	0.00
- Employee Benefits	0.00	0.00	0.00
	<b>245,791.00</b>	<b>0.00</b>	<b>0.00</b>

**Notes to the Accounts for the year ended 31st March 2021****6.4 OTHER NON-CURRENT LIABILITIES**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01.04.2019
Deferred Income	0.00	0.00	0.00
	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**7.1 FINANCIAL LIABILITIES-CURRENT****7.1.1 BORROWINGS**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01.04.2019
Working Capital Limits – Secured			
From Banks:			
Cash Credit Facilities	59,490,594.31	57,291,316.88	14,362,130.58
	<b>59,490,594.31</b>	<b>57,291,316.88</b>	<b>14,362,130.58</b>

Working Capital limits are secured by First Charge by Hypothecation of inventories and Book Debts, Second Charge on entire Fixed Assets of the Company on Pari-passu basis and personal guarantee of the Chairman and Managing Director.

**7.1.2 TRADE PAYABLES**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01.04.2019
- Dues of Micro and Small Enterprises	0.00	0.00	0.00
- Dues of creditors other than micro & small enterprises	0.00	0.00	0.00
- Acceptances	0.00	0.00	0.00
- Others	92,853.00	34,605,560.24	18,561,963.44
	<b>92,853.00</b>	<b>34,605,560.24</b>	<b>18,561,963.44</b>

**7.1.3 OTHER FINANCIAL LIABILITIES**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01.04.2019
Current maturities of long-term borrowings	8,929,882.00	0.00	0.00
Interest accrued but not due on borrowings	54,170.00	0.00	0.00
Interest accrued and due on borrowings	342,308.00	0.00	0.00
Other Liabilities	1,534,538.00	24,240,298.00	0.00
	<b>10,860,898.00</b>	<b>24,240,298.00</b>	<b>0.00</b>

**7.2 OTHER CURRENT LIABILITIES**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01.04.2019
Statutory Dues			
- TDS	104,413.00	663,636.00	195,000.00
- GST	908,997.40	0.00	0.00
- TCS	31,431.20	0.00	0.00
Others	0.00	0.00	80,250.00
	<b>1,044,841.60</b>	<b>663,636.00</b>	<b>275,250.00</b>

**7.3 CURRENT PROVISIONS**

Particulars	As at 31.03.2021	As at 31.03.2020	As at 01.04.2019
Provision			
- Gratuity	0.00	343,555.00	343,555.00
- Taxation	1,125,691.00	3,351,558.00	385,458.00
	<b>1,125,691.00</b>	<b>3,695,113.00</b>	<b>729,013.00</b>

**8.1 REVENUE FROM OPERATIONS**

Particulars	2020-21	2019-20
Sale of Products		
- Yarn	85,863,310.21	546,212,593.64
- Towels	68,305,363.22	0.00
- Others Sales	1,368,910.13	0.00
	<b>155,537,583.56</b>	<b>546,212,593.64</b>
Other operating revenues:		
- Waste & Scrap Sales	156,890.00	5,708,966.00
	<b>155,694,473.56</b>	<b>551,921,559.64</b>

**8.2 OTHER INCOME**

Particulars	2020-21	2019-20
Interest	4,715,945.00	5,677,090.00
Commission	17,777,077.00	0.00
Rebate & Discount	1,197,724.37	0.00
Miscellaneous Income	343,555.00	45,865.00
	<b>24,034,301.37</b>	<b>5,722,955.00</b>

**9.1 COST OF MATERIAL CONSUMED**

Particulars	2020-21	2019-20
Raw Material	117,529,750.41	349,689,574.87
Waste	60,600.00	-60,600.00
Stock in transit	8,473,522.33	-8,473,522.33
	<b>126,063,872.74</b>	<b>341,155,452.54</b>

**9.2 PURCHASE OF STOCK-IN-TRADE**

Particulars	2020-21	2019-20
Trading Purchases	0.00	8,588,938.00
	<b>0.00</b>	<b>8,588,938.00</b>

**9.3 CHANGE IN INVENTORIES**

Particulars	2020-21	2019-20
Opening Stock		
Finished Goods	16,716,370.06	28,902,102.50
Work in progress	0.00	0.00
	<b>16,716,370.06</b>	<b>28,902,102.50</b>
Less: Closing Stock		
Finished Goods	1,441,363.00	16,716,370.06
Work in progress	0.00	0.00
	<b>1,441,363.00</b>	<b>16,716,370.06</b>
Decrease/(Increase) in Stocks	<b>15,275,007.06</b>	<b>12,185,732.44</b>

**9.4 EMPLOYEE BENEFIT EXPENSES**

Particulars	2020-21	2019-20
Salary and allowances	9,020,827.00	13,153,000.00
Staff welfare expenses	27,960.00	51,780.00
	<b>9,048,787.00</b>	<b>13,204,780.00</b>

**9.5 FINANCE COSTS**

Particulars	2020-21	2019-20
Interest Expenses	5,412,247.00	4,706,013.19
Loan Processing and other financial charges	1,361,613.88	1,305,295.46
	<b>6,773,860.88</b>	<b>6,011,308.65</b>

**9.6 DEPRECIATION & AMORTIZATION EXPENSES**

Particulars	2020-21	2019-20
Relating to :		
- Property, plant & equipment	769,229.00	27,161.40
- Misc Expenses W/off	607,284.00	0.00
	<b>1,376,513.00</b>	<b>27,161.40</b>

**9.7 OTHER EXPENSES**

Particulars	2020-21	2019-20
Conversion Charges	11,380,302.00	147,713,497.00
Freight & Cartage Inward	13,490.00	476,000.00
Loading & Unloading Exp	0.00	135,455.00
Advertisement And Publicity	5,000.00	21,500.00
Business Promotion	283,461.46	302,729.74
Rebate & Discount	0.00	3,500,895.13
Freight & Cartage Outward	1,042,417.00	4,398,961.00
Auditor Remuneration	29,500.00	29,500.00
Charity & Donation	0.00	35,000.00
Commission	207,500.00	0.00
Deepawali Expenses	139,480.00	55,200.00
Electricity Exp	19,540.00	15,712.00
AGM Expenses	38,520.00	28,490.00
Fees & Taxes	29,400.00	63,250.00
Insurance	89,478.00	127,450.00
Legal Exp	0.00	5,440.00
Office Expenses	87,490.00	55,240.00
Postage & Telegram	2,968.00	20,240.00
Printing & Stationary	17,905.00	31,400.00
Professional charges	2,188,875.00	4,922,400.00
Rent	80,000.00	80,300.00
Repair & Maintainance– Vehicle	11,102.00	0.00
Repair & Maintainance– Others	19,620.00	158,100.00
GST Exp	6,250.00	1,052,744.00
Telephone Expenses	64,580.00	43,550.00
Travelling Expenses	183,896.80	761,624.96
Misc Expenses	42,270.22	6,980.60
	<b>15,983,045.48</b>	<b>164,041,659.43</b>

**10 TAX EXPENSES**

Particulars	2020-21	2019-20
Current tax		
Income Tax	1,125,691.00	3,351,558.00
Less : MAT Credit availed during the year	0.00	0.00
Tax Adjustments for earlier year	0.00	0.00
Deferred Tax		
Deferred Tax	245,791.00	0.00



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(i) The major components of tax expense for the years ended 31 March 2021 and 31 March 2020 are:

Particulars	2020-21	2019-20
Current Tax:		
Current tax expenses for current year	1,125,691.00	3,351,558.00
MAT Tax Credit pertaining to current year	0.00	0.00
Tax expenses pertaining to prior periods	0.00	0.00
	1,125,691.00	3,351,558.00
Deferred tax obligations	245,791.00	0.00
Total tax expense reported in the statement of profit or loss	1,371,482.00	3,351,558.00

## 10 TAX EXPENSES (CONTD.)

(iii) Significant components of net deferred tax assets and liabilities for the year ended on 31st March, 2021 is as follows:

Particulars	Opening Balance	Recognised/reversed through Profit and Loss	Recognised/ reversed in other comprehensive income	Closing Balance
Deferred Tax (Assets)/Liabilities in relation to:				
Property, plant & equipment and Intangible Assets	0.00	245791	0.00	245,791.00
Employee Benefits	0.00	0.00	0.00	0.00
Unabsorbed Losses	0.00	0.00	0.00	0.00
Others	0.00	0.00	0.00	0.00
Net Deferred Tax (Assets)/Liabilities	0.00	245,791.00	0.00	245,791.00

Significant components of net deferred tax assets and liabilities for the year ended on 31st March, 2020 is as follows:

Particulars	Opening Balance	Recognised/ reversed through Profit and Loss	Recognised/ reversed in other comprehensive Income	Closing Balance
Deferred Tax (Assets)/Liabilities in relation to:	0.00	0.00	0.00	0.00
Property, plant & equipment and Intangible Assets	0.00	0.00	0.00	0.00
Employee Benefits	0.00	0.00	0.00	0.00
Unabsorbed Losses	0.00	0.00	0.00	0.00
Others	0.00	0.00	0.00	0.00
Net Deferred Tax (Assets)/Liabilities	0.00	0.00	0.00	0.00

## 11 FINANCIAL INSTRUMENTS

### 11.1 FINANCIAL INSTRUMENTS BY CATEGORY

The carrying value of financial instruments by categories as on 31st March, 2021 were as follows:

Particulars	Note Reference	Fair Value through Profit & Loss	Fair Value through OCI	Amortised Cost	Total Carrying Value	Total Fair Value
Financial Assets						
Investments						
- Equity Instruments	3.4.1	0.00	0.00	0.00	0.00	0.00
(other than subsidiary, Joint ventures)						
- Trade receivables	4.2.1	0.00	0.00	52,409,996.72	52,409,996.72	52,409,996.72
- Cash and Cash equivalents	4.2.2	0.00	0.00	48,364,523.50	48,364,523.50	48,364,523.50
- Bank Balances other than Cash & Cash Equivalents	4.2.2.1	0.00	0.00	90,315,000.00	90,315,000.00	90,315,000.00
- Loans	4.2.3	0.00	0.00	800,000.00	800,000.00	800,000.00



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- Other financial assets	4.2.4	0.00	0.00	4,026,444.00	4,026,444.00	4,026,444.00
<b>Total Financial Assets</b>		<b>0.00</b>	<b>0.00</b>	<b>195,915,964.22</b>	<b>195,915,964.22</b>	<b>195,915,964.22</b>
Financial Liabilities		0.00	0.00			
- Long Term Borrowings	6.1.1	0.00	0.00	72,870,547.00	72,870,547.00	72,870,547.00
- Short Term Borrowings	7.1.1	0.00	0.00	59,490,594.31	59,490,594.31	59,490,594.31
- Trade Payables	7.1.2	0.00	0.00	92,853.00	92,853.00	92,853.00
- Other Financial Liabilities	7.1.3	0.00	0.00	10,860,898.00	10,860,898.00	10,860,898.00
<b>Total Financial Liabilities</b>		<b>0.00</b>	<b>0.00</b>	<b>143,314,892.31</b>	<b>143,314,892.31</b>	<b>143,314,892.31</b>

## 11.1 FINANCIAL INSTRUMENTS BY CATEGORY (CONTD.)

The carrying value of financial instruments by categories as on 31st March, 2020 were as follows:

Particulars	Note \Reference	Fair Value through Profit & Loss	Fair Value through OCI	Amortised Cost	Total Carrying Value	Total Fair Value
Financial Assets						
Investments						
- Equity Instruments (other than subsidiary, Joint ventures)	3.4.1	0.00	0.00	0.00	0.00	0.00
- Trade receivables	4.2.1	0.00	0.00	46,789,665.72	46,789,665.72	46,789,665.72
- Cash and cash equivalents	4.2.2	0.00	0.00	457,974.26	457,974.26	457,974.26
- Bank Balances other than Cash and Cash Equivalents	4.2.2.1	0.00	0.00	83,815,000.00	83,815,000.00	83,815,000.00
- Loans	4.2.3	0.00	0.00	0.00	0.00	0.00
- Other financial assets	4.2.4	0.00	0.00	5,110,505.00	5,110,505.00	5,110,505.00
<b>Total Financial Assets</b>		<b>0.00</b>	<b>0.00</b>	<b>136,173,144.98</b>	<b>136,173,144.98</b>	<b>136,173,144.98</b>
Financial Liabilities		0.00	0.00			
- Long Term Borrowings	6.1.1	0.00	0.00	36,555,000.00	36,555,000.00	36,555,000.00
- Short Term Borrowings	7.1.1	0.00	0.00	57,291,316.88	57,291,316.88	57,291,316.88
- Trade Payables	7.1.2	0.00	0.00	34,605,560.24	34,605,560.24	34,605,560.24
- Other Financial Liabilities	7.1.3	0.00	0.00	24,240,298.00	24,240,298.00	24,240,298.00
<b>Total Financial Liabilities</b>				<b>152,692,175.12</b>	<b>152,692,175.12</b>	<b>152,692,175.12</b>

## Management estimations and assumptions

a) The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

b) The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair values of the unquoted equity shares have been determined based on certifications from valuers who have used Net Asset Value approach for determining the fair values.

**11.2 FAIR VALUE MEASUREMENT****(i) Fair Value hierarchy**

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The company's policy is to recognize transfers into and the transfers out of fair value hierarchy levels as at the end of the reporting period. There are no transfers between level 1 and level 2 during the end of the reported periods.

**11.2 FAIR VALUE MEASUREMENT (CONTD.)**

**(ii) The following table presents fair value hierarchy of assets and liabilities measured at fair value: As at 31st March 2021**

Particulars	Note Reference	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
Long term Investments				
Fair Value through OCI (Equity instruments designated upon initial recognition)	3.4.1	0.00	0.00	0.00
Other financial current assets		0.00	0.00	0.00
- Derivative financial instruments	4.2.4	0.00	0.00	0.00

**As at 31st March 2020**

Particulars	Note Reference	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
Long term Investments				
Fair Value through OCI (Equity instruments designated upon initial recognition)	3.4.1	0.00	0.00	0.00
Other financial current assets				
- Derivative financial instruments	4.2.4	0.00	0.00	0.00

**11.3 FINANCIAL RISK MANAGEMENT**

The principal financial assets of the Company include loans, trade and other receivables, and cash and bank balances that derive directly from its operations. The principal financial liabilities of the company, include loans and borrowings, trade and other payables and the main purpose of these financial liabilities is to finance the day to day operations of the company.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks and that advises on financial risks and the appropriate financial risk governance framework for the Company.

This note explains the risks which the company is exposed to and policies and framework adopted by the company to manage these risks:

**Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprise three types of risk: foreign currency risk, interest rate risk, investment risk.

**(ii) Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates, which are included in interest bearing loans and borrowings in these financial statements. The company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

**11.3 FINANCIAL RISK MANAGEMENT (CONTD.)****(iii) Credit Risk**

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables which are typically unsecured. Credit risk on cash and bank balances is limited as the company generally invests in deposits with banks and financial institutions with high credit ratings assigned by credit rating agencies. The Company's credit risk in case of all other financial instruments is negligible.

The company assesses the credit risk based on external credit ratings assigned by credit rating agencies. The company also assesses the creditworthiness of the customers internally to whom goods are sold on credit terms in the normal course of business. The credit limit of each customer is defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to overseas customers are generally covered by letters of credit.

The impairment analysis is performed on client to client basis for the debtors that are past due at the end of each reporting date. The company has not considered an allowance for doubtful debts in case of trade receivables that are past due but there has not been a significant change in the credit quality and the amounts are still considered recoverable.

**Write off policy**

The financials assets are written off in case there is no reasonable expectation of recovering from the financial asset.

**12 EARNINGS PER SHARE**

(a) The calculation of Earning Per Share (EPS) as disclosed in the statement of profit and loss has been made in accordance with Indian Accounting Standard (Ind AS)-33 on "Earning Per Share"

**(i) A statement on calculation of basic & Diluted EPS is as under:**

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
Net Profit after tax attributable to equity shareholders	3836206.77	9,077,924.19
Total (A)	3836206.77	9077924.19
Weighted average number of equity shares	3,503,400.00	3,503,400.00
Total (B)	3,503,400.00	3,503,400.00
Basic earning per Share (‘) (A)/(B)	1.09	2.59
Diluted earning per Share (‘)* (A)/(B)	1.09	2.59
Face value per equity share (‘)	10	10

**13 CONTINGENT LIABILITIES (TO THE EXTENT NOT PROVIDED FOR):-**

S. No.	Particulars	As at 31st March, 2021	As at 31st March, 2020
(i)	Excise / Service Tax Matters	NIL	NIL
(ii)	Income Tax Matters against which appeal filed before Appellate Authority	NIL	NIL
(iii)	Outstanding Bank Guarantees	90315000	83800000
(iv)	Claims against company not accepted	NIL	NIL

- 14. The company has given bank guarantee of Rs 9.03 Crs to banks as margin money for purchase of units through NCLT**
- 15. Balances of loans and advances sundry creditors and other liabilities are in the process of confirmation / reconciliation.**
- 16. In accordance with the Accounting Standards (IndAS-36) on “Impairment of Assets” during the year the company has assessed useful life of fixed assets in use and is of the view that no impairment is considered to be necessary in view of its expected realizable value/value in use.**
- 17. The Company has not received full information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amount unpaid as at year end together with interest paid /payable have been given based on the information so far available with the company/ identified by the company management. As required by schedule III of companies Act, of the above said Act the following information is disclosed:-**

**Notes to the Accounts for the year ended 31st March 2021****17 (CONTD.)**

Sr. No.	Particulars	2020-21	2019-20
a)	(i) Principal amount remaining unpaid at the end of the accounting year (ii) Interest accrued and due to such suppliers on above (a) amount	-	-
b)	Amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day.	0.00	0.00
c)	Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	0.00	0.00
d)	Interest accrued and remaining unpaid at the end of the accounting year.	-	-
e)	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	0.00	0.00

**18 SEGMENT INFORMATION**

The identification of Business segment is done in accordance with the system adopted for internal financial reporting to the board of directors and management structure. The company deals only in Textile products which in the context of Accounting Standard 17 is considered the only primary business segment. Hence no segmental reporting is required.

**19 RELATED PARTY DISCLOSURE**

Related parties and transactions with them as specified in the Ind-AS 24 on “Related Parties Disclosures” prescribed under Companies (Accounting Standards) Rules, 2015 has been identified and given below on the basis of information available with the company and the same has been relied upon by the auditors.

**19 RELATED PARTY DISCLOSURE (CONTD.)****Significant influenced entities**

Particulars	Country	Holding as at	
		2020-21	2019-20
a) Name of Subsidiary		-	-
b) List of Joint Ventures		-	-
c) Other related parties			

(i) Key management personnel and their relatives	Relationship
Shri Sunny Garg	Managing Director
Shri Ajay Garg	Whole Time Director cum Chief Financial Officer
Shri Viney	Company Secretary
(ii) Enterprise where Key Management Personnel & their relative have significant influence	
Fortune Multitech Pvt Ltd	India
VROMS Buildcom Pvt Ltd	India

**Transactions with Other Related Parties :-**

Nature of Transactions	2020-21	2019-20
Income	0.00	0.00
Expenses	0.00	0.00
Rent	0.00	0.00
Interest	0.00	0.00
Reimbursement of Expenses (Net)	0.00	0.00
Year End Receivable	0.00	0.00
Trade Receivable	0.00	0.00
Loans and advances	0.00	0.00
Year End Payable	0.00	0.00
Other Financial Liabilities	0.00	0.00

**Detail of Transaction with promoter/promoter group Holding more than 10% Share Holding**

Particulars	Name of Promoter holding more than 10% Share holding	Share Holding As on 31.03.2021	Outstanding Balance	
Details of Transaction with Promoter holding more than 10% Shareholding			2020-21	2019-20
Loans (unsecured) Taken	Sh. Ramesh Kumar	17.82%	32,205,000.00	27,550,000.00
Details of Transaction with Promoters				
Loans (unsecured) Taken	Sh. Sunny Garg	-	82,00,000.00	50,50,000.00
	Sh. Ajay Garg	-	28,95,00.00	39,55,000.00

**The table below describes the compensation to Key Managerial Personnel and Related Parties:**

Particulars	Year Ended 31-Mar-21	Year Ended 31-Mar-20
Director Remuneration	7200000	8400000
Post employment benefits	0.00	0.00
Defined contribution plan	0.00	0.00
Defined benefit plan	0.00	0.00
Other long term benefit	0.00	0.00

**20 AUDITORS REMUNERATION (EXCLUDING GST)****(a) Statutory Audit**

Particulars	2020-21	2019-20
Audit Fee	25000	25000
Tax Audit Fee	4500	4500
Other Services	0.00	0.00
Reimbursement of expenses	0.00	0.00

**(b) Cost Audit**

Particulars	2020-21	2019-20
Cost Audit Fee	0.00	0.00
Other Service	0.00	0.00

**(c) Other**

Particulars	2020-21	2019-20
Secretarial audit fee	0.00	0.00

21 The disclosures required under Ind-AS -19, Employee Benefits, notified in the Companies (Accounting Standard) Rules, 2015 are given below, based on the Actuarial Report certified by a Practicing Actuary.

**Defined Contribution Plan**

Particulars	2020-21	2019-20
Contribution to Defined Contribution Plan, charged off for the year are as under:	0.00	0.00
Employer's Contribution to Provident & Pension Fund	0.00	0.00
Employer's Contribution to ESIC Scheme	0.00	0.00

**22 As per the past practice, consumption of raw material and stores and spares is derived as net of opening stock plus purchases less closing stock.**

**22 (CONTD.)**

**(a) Total Value of Raw Materials and Stores & Spares consumed (includes packing material & dyes & chemicals):**

Particulars	2020-21	%	2019-20	%
Raw Material:				
Imported	0.00	0.00	0.00	0.00
Indigenous	126,063,872.74	100	341,155,452.54	100
Total				

**(b) CIF Value of Imports:**

Particulars	2020-21	2019-20
Raw Material	0.00	0.00
Capital goods	0.00	0.00
Spare Parts & Components	0.00	0.00
Total	0.00	0.00

**(c) Earnings in Foreign Exchange**

Particulars	2020-21	2019-20
Exports of goods on FOB basis (excluding export through export houses & EOU)	0.00	0.00

**(d) Expenditure in Foreign Currency**

Particulars	2020-21	2019-20
Interest and other financial charges	0.00	0.00
Travelling	0.00	0.00
Rent	0.00	0.00
Employee Expenses	0.00	0.00
Commission Expenses	0.00	0.00
Freight & Handling Charges	0.00	0.00
Insurance	0.00	0.00
Repairs and Maintenance	0.00	0.00
Other Expenses	0.00	0.00

**23 Figures for the previous year have been re-group/rearranged where ever necessary to make them comparable with current year.**


**Reconciliation between previous GAAP and Ind AS:**

Ind AS 101 required an entity to reconcile equity, total comprehensive Income and Cash flow for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

**Reconciliation of equity as at date of transition (1 April, 2019):**

	Previous GAAP	Ind As Adjustments	Ind AS
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	51,568.00	-	51,568.00
Capital work-in-progress	0.00	-	0.00
Intangible Assets	0.00	-	0.00
Financial assets	0.00	-	0.00
- Investments	0.00	-	0.00
Other non -Current Assets	19,122,500.00	-	19,122,500.00
	<b>19,174,068.00</b>	-	<b>19,174,068.00</b>
<b>Current assets</b>		-	
Inventories	28,902,102.50	-	28,902,102.50
Financial assets			
- Trade receivables	42,949,440.80	-	42,949,440.80
- Cash and cash equivalents	50,866.00	-	50,866.00
- Bank Balances other than Cash and Cash	24,200.66	-	24,200.66
<b>Equivalents</b>		-	
- Loans	3,899,077.00	-	3,899,077.00
- Other financial assets	0.00	-	0.00
Current tax assets (Net)	0.00	-	0.00
Other current assets	1,034.00	-	1,034.00
	<b>75,826,720.09</b>	-	<b>75,826,720.09</b>
<b>Total Assets</b>	<b>95,000,788.90</b>	-	<b>95,000,788.90</b>
<b>EQUITY AND LIABILITIES</b>		-	
<b>Equity</b>		-	
Equity Share capital	35,034,000.00	-	35,034,000.00
Other Equity	26,038,431.88	-	26,038,431.88
	<b>61,072,431.88</b>	-	<b>61,072,431.88</b>
<b>LIABILITIES</b>		-	
<b>Non-current liabilities</b>		-	
<b>Financial liabilities</b>		-	
- Borrowings	0.00	-	0.00
Non - Current Provisions	0.00	-	0.00
Deferred tax liabilities (Net)	0.00	-	0.00
Other non-current liabilities	0.00	-	0.00
	<b>0.00</b>	-	<b>0.00</b>
<b>Current liabilities</b>		-	
Financial liabilities		-	
- Borrowings	14,362,130.58	-	14,362,130.58
- Trade payables		-	
(a) Dues of micro & small enterprises	0.00	-	0.00
(b) Dues of creditors other than micro & small enterprises	18,561,963.44	-	18,561,963.44
- Other financial liabilities	0.00	-	0.00



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Other current liabilities	275,250.00	-	275,250.00
Current Provisions	729,013.00	-	729,013.00
	<b>33,928,357.02</b>	-	<b>33,928,357.02</b>
<b>Total Equity and Liabilities</b>	<b>95,000,788.99</b>	-	<b>95,000,788.99</b>

## Reconciliation of Equity as at 31 March 2020:

	Previous GAAP	Ind As Adjustments	Ind AS
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	49,907.00	-	49,907.00
Capital work-in-progress	0.00	-	0.00
Intangible Assets	0.00	-	0.00
Financial assets	0.00	-	0.00
- Investments	0.00	-	0.00
Other non -Current Assets	0.00	-	0.00
	<b>49,907.00</b>	-	<b>49,907.00</b>
<b>Current assets</b>		-	
Inventories	46,309,944.01	-	46,309,944.01
Financial assets			
- Trade receivables	46,789,665.72	-	46,789,665.72
- Cash and cash equivalents	457,974.26	-	457,974.26
- Bank Balances other than Cash and Cash	83,815,000.00	-	83,815,000.00
<b>Equivalents</b>		-	
- Loans	0.00	-	0.00
- Other financial assets	5,110,505.00	-	5,110,505.00
Current tax assets (Net)	0.00	-	0.00
Other current assets	44,668,284.20	-	44,668,284.20
	<b>227,151,373.19</b>	-	<b>227,151,373.19</b>
<b>Total Assets</b>	<b>227,201,280.19</b>	-	<b>227,201,280.19</b>
<b>EQUITY AND LIABILITIES</b>		-	
<b>Equity</b>		-	
Equity Share capital	35,034,000.00	-	35,034,000.00
Other Equity	35,116,356.07	-	35,116,356.07
	<b>70,150,356.07</b>	-	<b>70,150,356.07</b>
<b>LIABILITIES</b>		-	
<b>Non-current liabilities</b>		-	
<b>Financial liabilities</b>		-	
- Borrowings	36,555,000.00	-	36,555,000.00
Non - Current Provisions	0.00	-	0.00
Deferred tax liabilities (Net)	0.00	-	0.00
Other non-current liabilities	0.00	-	0.00
	<b>36,555,000.00</b>	-	<b>36,555,000.00</b>
<b>Current liabilities</b>		-	
Financial liabilities		-	
- Borrowings	57,291,316.88	-	57,291,316.88
- Trade payables		-	
(a) Dues of micro & small enterprises	0.00	-	0.00
(b) Dues of creditors other than micro & small enterprises	34,605,560.24	-	34,605,560.24
- Other financial liabilities	24,240,298.00	-	24,240,298.00



# AGGARSAIN SPINNERS LIMITED

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Other current liabilities	663,636.00	-	663,636.00
Current Provisions	3,695,113.00	-	3,695,113.00
	<b>120,495,924.12</b>	-	<b>120,495,924.12</b>
<b>Total Equity and Liabilities</b>	<b>227,201,280.19</b>	-	<b>227,201,280.19</b>

## **Reconciliation of total comprehensive income for the period ended March 31, 2020:**

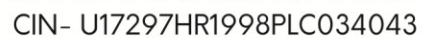
Particulars	Previous GAAP	Ind AS Adjustments	Ind AS
Revenue from Operations	551,921,559.64	-	551,921,559.64
.	5,722,955.00	-	5,722,955.00
<b>Total Income</b>	<b>557,644,514.64</b>	-	<b>557,644,514.64</b>
<b>Expenses</b>			
Cost of Material Consumed	341,155,452.54	-	341,155,452.54
Purchase of Stock in trade	8,588,938.00	-	8,588,938.00
Changes in Inventories	12,185,732.44	-	12,185,732.44
Employee Benefits Expense	13,204,780.00	-	13,204,780.00
Finance Costs	6,011,308.65	-	6,011,308.65
Depreciation & Amortization Expenses	27,161.40	-	27,161.40
Other Expenses	164,041,659.43	-	164,041,659.43
<b>Total Expenses</b>	<b>545,215,032.46</b>	-	<b>545,215,032.46</b>
<b>Profit/(Loss) before tax</b>	<b>12,429,482.19</b>	-	<b>12,429,482.19</b>
<b>Tax Expense:</b>			
Current Tax	3,351,558.00	-	3,351,558.00
Deferred Tax	0.00	-	0.00
	3,351,558.00	-	3,351,558.00
<b>Profit/(Loss) for the year</b>	<b>9,077,924.19</b>	-	<b>9,077,924.19</b>
Other comprehensive income			
A) Items that will not be reclassified to profit or loss			
- Changes in fair value of Equity Instruments	0.00	-	0.00
- Tax Expense relating to above	0.00	-	0.00
- Remeasurement of net defined benefit liabilities	0.00	-	0.00
- Tax Expense relating to above items	0.00	-	0.00
B) Items that will be reclassified to profit or loss	0.00	-	0.00
Other comprehensive income for the year	0.00	-	0.00
Total comprehensive income/(loss) for the year	0.00	-	0.00
Earnings per equity share			
Basic & Diluted	2.59	-	2.59

## **Reconciliation of Total Equity as at March 31, 2020 and March 31, 2019:**

Particulars	As at 31.03.2020	As at 31.03.2019
Total Equity (shareholders Fund)	70,150,356.07	61,072,431.88
Adjustments:		
Fair Value of Investments-Short Term	0.00	0.00
Deferred Tax Liability Created	0.00	0.00
<b>Total Ind AS Adjustments</b>	<b>0.00</b>	<b>0.00</b>
Total Equity under Ind AS	<b>70,150,356.07</b>	<b>61,072,431.88</b>

## **Explanation to material adjustments to Statement of Cash Flows:**

There were no material differences between the statement of cash flows presented under Ind AS and the previous GAAP.



Sector-10, Opp. Main Bus Stand, Panchkula-134113



*If undelivered Please return to:*

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