31st Annual Report 2022-23

PIONEER EMBROIDERIES LIMITED

PIONEER GROUP

Building Capabilities Staying Resilient

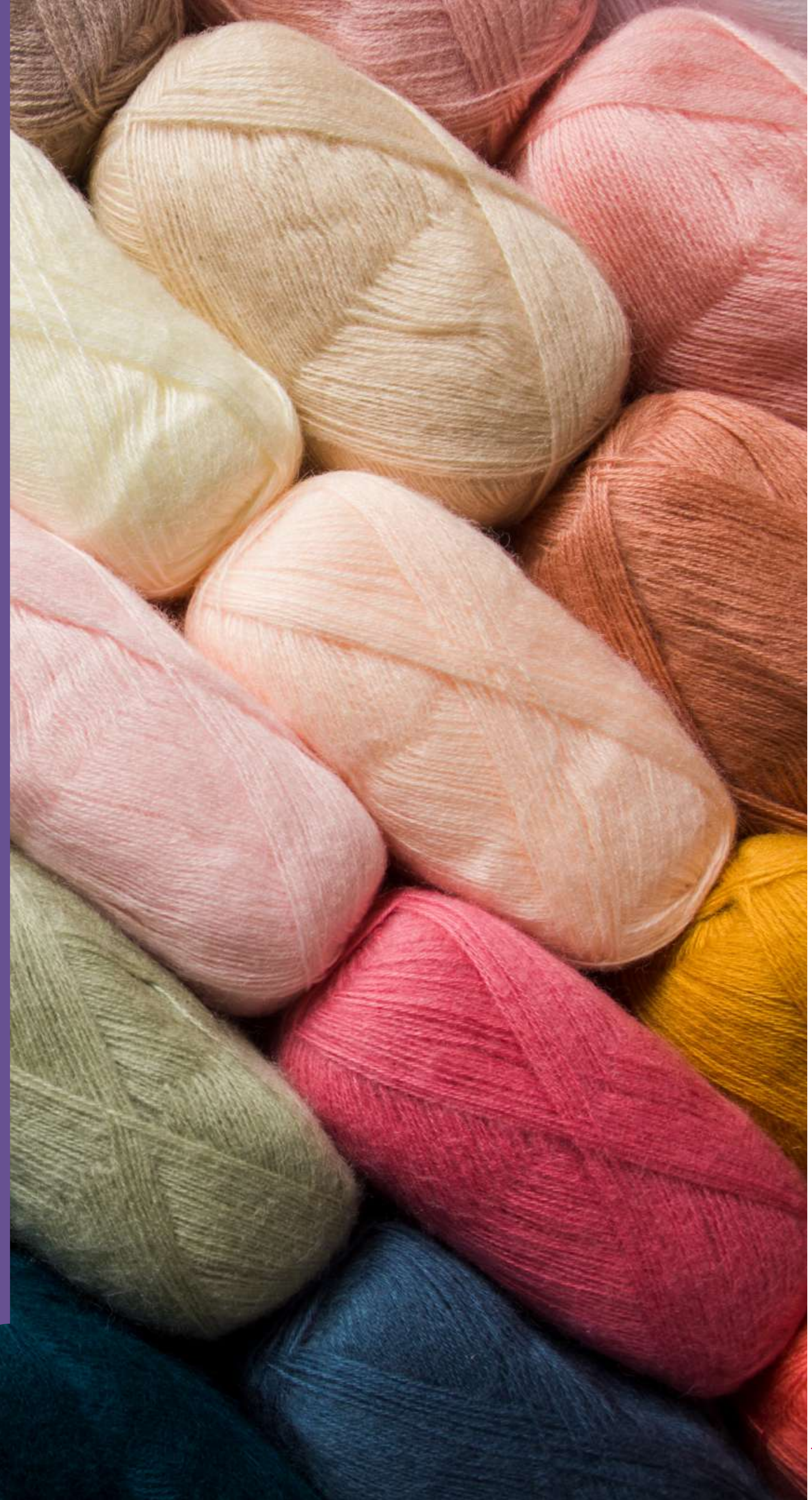
SILKOLITE
Scale to Value....

hakoba
Embroidery beyond your imagination

Content

This Annual Report can be downloaded from our website at

[https://www.pelhakoba.com/wp-content/uploads/2023/09/Annual-Reports-2022-2023.pdf



PIONEER GROUP

Building Capabilities Staying Resilient

A Journey of Growth, Adaptability, and Strategic Transformation

Pioneer Embroideries Limited (PEL) embodies the principles of "Building Capabilities, Staying Resilient," showcasing an unwavering commitment to growth, adaptability, and customer satisfaction. Amidst a dynamic market, PEL has bolstered its manufacturing capabilities, embraced strategic transformations, and navigated the challenges, emerging stronger than ever. An integral part of PEL's growth strategy involves capacity expansion, for which substantial investments have been made in manufacturing facilities to deliver high-quality products, thereby catering to a broader customer base and seizing new market opportunities.

PEL's quest to build capabilities extends to the careful consolidation of its operations. The Company has streamline its resources, by integrating various business units and eliminating redundancies. This consolidation will increase operational synergies, improve decision-making processes, and allow PEL to respond swiftly to market trends and customer demands.

In addition to capacity expansion and consolidation, PEL is also planning for organisational restructuring. As PEL continues its journey of resilience and innovation, it remains at the industry's forefront, constantly meeting and exceeding evolving customer needs, while serving as an inspiring business model for sustainable growth and enduring success.

Company Overview

Mission

Pioneer is dedicated to delivering products and services with integrity and accountability, using both proven and innovative methods

Vision

To make Pioneer a place of choice to work and grow

Established in 1991 by Mr. Raj Kumar Sekhani, Pioneer Embroideries Limited ("PEL") is one of India's notable manufacturer and exporter of value-added Specialized Polyester Filament Yarn (SPFY) and Embroidery & Laces (EL).

It has a state-of-the-art SPFY manufacturing facility at Himachal Pradesh, and two Embroidery & Laces manufacturing facilities in Gujarat, Dadra & Nagar Haveli, along with a wide marketing presence at all the major markets.

Within a few years, PEL has carved a permanent niche for itself in the SPFY business worldwide, with best-in-class quality under the **SILKOLITE** brand. PEL has a yarn capacity of about 18,000 MT pa. The Company's products find application mainly in the non-apparel segment, used in carpets, bath mats, upholstery fabrics, and curtains. PEL became one of the first textile Company to create a brand in a highly commoditized yarn business.

PEL has a capacity of around 14 mn meters for braided laces and about 1,200 mn stitches of embroidery. PEL's products enjoy premium in the marketplace because of better quality, designing, and capacity. Owners of the heritage brand – **Hakoba** – PEL has over the years added strength to the brand by building upon an extensive library of embroidery designs, making Hakoba synonymous to high-quality embroidery across the world.

Pioneer Group has established an impeccable reputation and carved a permanent niche for itself in the industry throughout the world.

The Company is listed on NSE **(PIONEEREMB)** and BSE **(514300)**.

FY23 - STANDALONE

Revenue	EBITDA	PAT	Book Value
₹ 296.6 Cr.	₹ 15.3 Cr.	₹ 8.7 Cr.	₹ 50.30
	Margin 5.11%	Margin 3%	

Over 3 Decades Of Experience In Manufacturing Yarn, Embroidery And Laces

Footprints in **25+ Countries**

Direct & Indirect Exports Contribute **Over 60%** To The Total Revenue

3 Manufacturing Facilities One Of SPFY, Two Of EL

300,000+ Designs In Library Embroidery & Laces

1200+ Colour Shades In Library Specialized Polyester Filament Yarn

1000+ Team Members Embracing Our Culture And Delivering Value

Integrated Manufacturing Operations

Capacity

Optimally Utilised Manufacturing Capacity

18,000+	14+	1,200+
MTPA Of SPFY	Million Meters Of Braided Laces	Million Stitches Of Embroidery

SILKOLITE Scale to Value.... « KEY BRANDS » hakoba Embroidery beyond your imagination

Journey So Far

01 1991
Mr. Raj Kumar Sekhani incorporated Pioneer Embroideries Ltd.

02 1994
Setup first embroidery manufacturing plant at Sarigam, Gujarat

03 1995
Setup marketing offices at Mumbai, New Delhi, Kolkata and Chennai

04 1996
Setup crochet lace braiding unit at Dadra, which was expanded by over ten-fold capacity in 1999

05 1997
Expanded embroidery capacity by introduction of new plant at Naroli

06 1998
Setup embroidery dyeing and processing facility at Sarigam

07 1999
Expanded Braided Lace unit capacity by ten-folds

08 2000
Acquired an Embroidery Unit at Coimbatore

09 2001
Acquired the Hakoba Brand.

10 2002
Set up New State of the art Embroidery Manufacturing facility

11 2005
Expanded Embroidery manufacturing capacityat Naroli

12 2006
Started greenfield project of Dope Dyed Yarn (Now SPFY) facility in Kala-amb H.P

13 2007
Dope Dyeing Yarn (Now SPFY) plant of 4,800 MTPA commissioned

14 2008
Set up New State of the Art Braided Lace unit at Silvassa & Coimbatore

15 2009
Expansion of Dope Dyed Yarn (Now SPFY) business to 7,200 MTPA

16 2011
Expansion of Dope Dyed Yarn (Now SPFY) business to 12,000 MTPA. Also embarks on debt resolution with lenders

17 2012
Crossed ₹2,000 mn turnover for the first time, despite macro headwinds

18 2014
Developed specialized yarn. SPFY turnover on standalone surpasses ₹2,000 mn

19 2015
Successfully completes resolution of a major part of its outstanding debt

20 2017
SPFY capacity increased to 18,000 MTPA, Company enters DTY segment

21 2018
Company overcomes GST headwinds, weak domestic demand and declining exports, to register operational cash profits

22 2019
Turnaround performance in profitability. Notable growth in exports, turnover, gross and cash profits

23 2020
Maintains profitability in tough business scenario. Succeeds in lowering its overall borrowings by more than ₹230 mn

24 2021
Recorded highest ever PAT of ₹197 Mn in FY21. Started fresh capacity expansion of 8,000 MT for SPFY

25 2022
Company sells Coimbatore EL unit. Plans to consolidate and modernise EL Business

Manufacturing Units

Capacity
18,000 MTPA

Kala-Amb, Himachal Pradesh

State of the art plant makes SPFY
Latest technology using equipment for value added products

Sarigam, Gujarat

Embroidered - Fabric & Guipure, Embroidered material (Schiffli machines)
Braided Laces (Bobbin Lace machines)

Capacity (Embroidery)
385 mn stitches

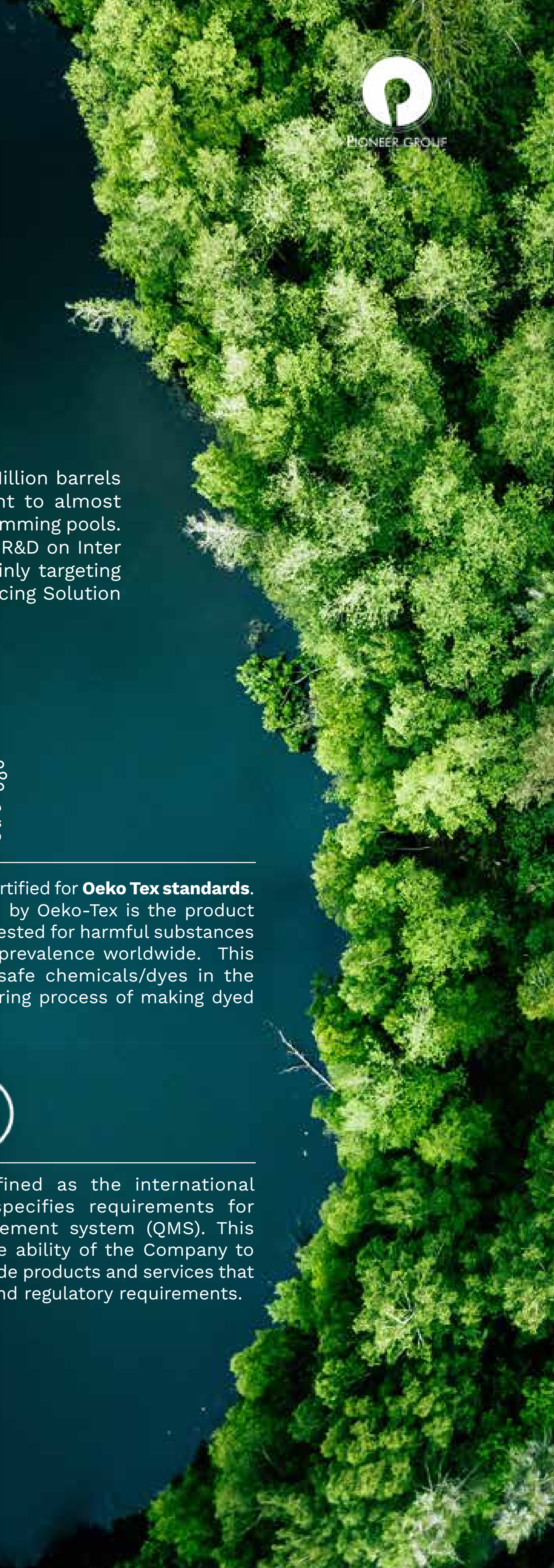
Capacity (Lace)
14+ mn metres

Capacity
830 mn stitches

Base for export orders

Naroli, Dadra & Nagar Haveli

Embroidered fabrics, Allover fabrics and Laces
(Schiffli machines)



Assurance Of High Quality & Sustainable Future

Every kilogram of yarn consumes 35 litres of precious water to produce solution-dyed yarns. The Company's SPFY process is totally without water and generates zero effluents, making it a very ECO-FRIENDLY method. So in effect, a saving of 1.9 Million litres of water every day or 4.2 Million barrels per annum is equivalent to almost 260 full-size Olympic swimming pools. The primary focus is on R&D on Inter Fibre replacements, mainly targeting Natural Fibres and replacing Solution Dyed Yarns.

The Company has successfully achieved **Global Recycled Standard (GRS) 4.0** label (yarns made from PET bottles to capture sustainability tag) for its entire product range after due inspection and assessment by independent certification agency ONE CERT.

The Company is certified for **Oeko Tex standards**. The Standard 100 by Oeko-Tex is the product label for textiles tested for harmful substances with the largest prevalence worldwide. This certifies use of safe chemicals/dyes in the entire manufacturing process of making dyed yarns.

ISO 14001 is the international standard that specifies requirements for an effective environmental management system (EMS). PEL's Himanchal Pradesh facility is certified with ISO 14001

ISO 9001 is defined as the international standard that specifies requirements for a quality management system (QMS). This demonstrates the ability of the Company to consistently provide products and services that meet customer and regulatory requirements.

Business Verticals

Crafting Sustainable Business To Create A Future For Our People, Communities And The World.

SILKOLITE
Scale to Value...

Specialty Polyester Filament Yarn

Air Texturised Yarns

Carpet Yarns

Twisted Yarns

Fully Drawn Yarn

Draw Textured Yarns

Partially Oriented Yarns

hakoba
Embroidery beyond your imagination

Retail

Embroidery Fabrics

Salwar Kameez Dupatta (SKDs)

Sarees

Garments

Embroidery & Laces

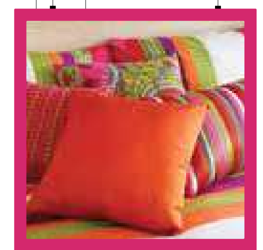
Guipure All Over & Laces

Fabric All Over & Laces

Braided Laces

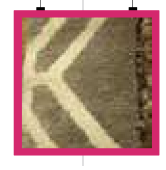
Fancy Laces

Carpet Yarns



Fully Drawn Yarn

Partially Oriented Yarns



Twisted Yarns

Fully Drawn yarn

Twisted Yarns

Creating A Niche For Its Eco-Friendly Product Portfolio

SILKOLITE
Scale to Value....

Brand: PEL is possibly the first Indian Company to create a brand: “SILKOLITE” in a commodity product like yarn.

Sustainable Business: The Specialty Polyester Filament Yarn (SPFY) business has emerged as a profitable venture and a good diversification for the Company. In SPFY, the yarn is dyed at the polymer stage. Then, before the extrusion process, the polymer solution is mixed with a pigment and the extruded yarns are coloured with excellent colour variations and fastness.

ECO-Friendly Production Process: The Dope dyed process does not use water and generates zero effluents, making it a very ECO-FRIENDLY method. The Company saves around 1.9 Million litres of water every day

Type of SPFY: Air Texturised Yarns, Carpet Yarns, Twisted Yarns, Fully Drawn Yarn, Draw Textured Yarns, and Partially Oriented Yarns

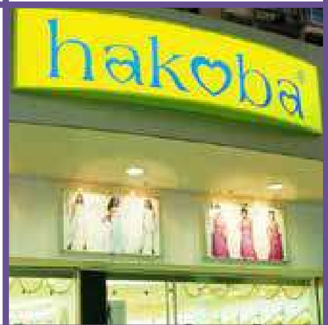
www.silkolite.in

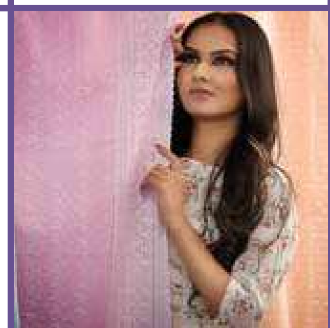
SPFY End Use: SPFY produced by PEL finds use in Technical textiles like Flame Retardants yarns, Recycled yarns, Anti-Microbial yarns, UV Stabilized yarns, Easy Dye-able and other Fancy Yarns, which are capable of replacing natural fibres like Cotton, Viscose and Wool.

State-of-the-art Manufacturing: PEL setup a Specialty Polyester Filament Yarn (SPFY) manufacturing facility in Kala-amb, Himachal Pradesh, in 2007, sensing that this niche industry will need manufacturers to supply a wide range of quality products at user-specific order sizes. PEL's SPFY plant at Kala Amb, Himachal Pradesh, is today one of the most unique (end to end solution) plants in India and probably in the whole of South-East Asia.

Customer-centric Approach: PEL has garnered a notable market presence in this vertical with over 1,200 shades and customised order quantities according to customer requirements, even as low as 500 Kilos; this ability sets PEL apart from the competition.

Exclusive, Affordable, Fashionable And Sustainable





hakoba
Embroidery beyond your imagination

Heritage Brand: "HAKOBA", a heritage brand since 1961, expresses the romanticism of the union of the needle and thread through its intricate creations of a wide range of luxury textile products. In 2001 Pioneer bought over the brand and relooked at the entire product portfolio.

Organic Fabrics: As part of strengthening its sustainability objectives, the Hakoba brand now offers organic textile products manufactured by PEL, which holds the GOTS certification, certifying conformance to organic production materials and methodologies.

www.hakoba.in: PEL has revamped and relaunched its website www.hakoba.in with a wide range of premium textile products, including organic variety and designs that expand its demographic presence beyond its traditional and online marketplace (Like Amazon etc.).

Product Offerings: Currently, the retail outlets are selling Sarees, Salwar Kameez Duptta, Fashion Fabrics. Hakoba also added men's wear in its portfolio, such as Unstitched and Stitched Kurta Pyjama. Besides cotton, other base fabrics like silks, man-made blends, net, etc., were also incorporated. In addition, Hakoba retail has expanded its reach by adding private labels under the Hakoba umbrella to add fashion and home furnishing allied products in its offerings.

New Launch: Successfully selling RTW apparels online and offline. The brand also has Exhibition sales as a format which is running very successfully.

Going Upward: Hakoba - the word itself conjures up images of embroidery. The brand is positioned as a store brand rather than a product brand. Hakoba offers something for everyone. Already, Hakoba occupies a unique mind pace among its customers, and the recall is exceptionally high. What was needed was a new avatar, which Pioneer is now providing, keeping the current market dynamics in mind. When the fashion history for Generation Z is written, Hakoba would be a preferred brand.

Embroidery & Laces

Striving For Growth Through Continuous Enhancement

PAN India Presence: The Company has multiple embroidery and lace manufacturing facilities across the country in Sarigam (GJ) and Naroli (D&NH), along with a marketing presence at all the major markets, including Delhi NCR, Tirupur, Chennai, Mumbai, Kolkata, Surat and Bangalore.

Pricing Power: PEL's embroidery products enjoy a premium in the marketplace because of better quality, design, and capacity.

Product Development: The Company has a highly talented & skilled design development team, which constantly works towards creating new designs to fulfil the ever-evolving expectations in sync with global fashion trends.

Design Library: PEL's Design Library consists of over 3,00,000 plus embroidery designs, rooted and inspired by the Indian culture.

SPFY Capacity Expansion

Planned Capacity expansion of SPFY by 8,000 MT	Capacity 26,000 MT (Post Expansion)	Location: Kala-Amb, Himachal Pradesh	CAPEX budget of around ₹ 58 Cr	Expected to commence in Q3 of FY24.	Additional revenue potential ₹ 100 Cr PA

Amplifies Yarn Capacity and Market Reach

“Unlocking ₹ 100 Cr Revenue Potential with Capacity Surge to 26,000 MTPA from 18,000 MTPA.”

Equipment supplier

Oerlikon Barmag Group:

World-renowned supplier of quality textile extrusion equipment

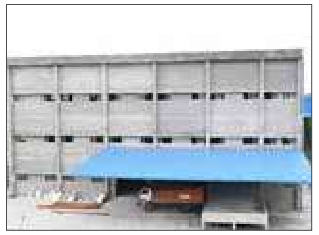
Himson Engineering Private Limited:

Leading supplier in India for all kinds of Texturing and winding machines

PEL's success story began in 2007 when it launched operations with a limited Master batch manufacturing factory, enabling customized solutions for niche markets. Today, PEL is renowned globally under its trademark SILKOLITE and continues to prioritize research and development for eco-friendly procedures and alternative fiber options.

The Company is expanding its yarn capacity to 26,000 MTPA and focusing on newer product categories like POY (Partially Oriented Yarn) and DTY (Draw Textured Yarn). With a strong emphasis on POY-based specialty textile avenues such as Flame retardant, Automotive, and Anti-Microbial, PEL aims to become a one-stop-shop for its customers' specialty yarn needs.

The current capacity utilization is high at around 95%, Once the new capacity reaches optimum utilization levels there is a potential of additional 100 Cr revenues, catering to both domestic and export markets.



Integrating Embroidery Facilities

Capacity 1,400+ Mn stitches (Post Expansion)	Location: Dhule, Maharashtra	CAPEX budget of around ₹ 40 Cr	Expected to commence in Q3 of FY24.	Additional revenue potential ₹ 50 Cr PA

Unleashing Infinite Threads of Success

“Improving Capacity and Efficiency by Centralising Operations At State-Of-The-Art Facility”

Equipment supplier

Lasser AG, Switzerland: Leading player for high-speed shuttle embroidery machines

Pioneer Embroideries Limited (PEL) holds embroidery at the core of its business, boasting a highly talented and skilled design development team dedicated to creating new and innovative designs that align with global fashion trends.

To further strengthen its position, PEL is strategically planning to replace its existing 32 machines across multiple locations with 8 state-of-the-art machines in a centralized manufacturing unit. This move aims to enhance production capacity, improve quality, increase efficiency, and reduce costs. The Company has invested ₹ 33 Cr in importing machinery from Lasser AG, Switzerland, and an additional ₹ 7 Cr for ancillary machinery and utilities. The new facility is nearing completion and is expected to optimize PEL's operations significantly.

PEL is a lead promoter in the Shree Ganesh Integrated Textile Park (SGITPL), where it holds a 33.3% stake along with two other lead promoters. This partnership has allowed PEL to establish a greenfield project and secure land for future growth. With government approval received for SGITPL, PEL has invested approximately ₹ 12-13 Cr for equity and infrastructure in the park. This new venture is expected to provide various benefits to the Company, including support from State and Central Government initiatives.

These developments and investments reflect PEL's commitment to staying at the forefront in embroidery business, achieving operational excellence, and positioning itself for sustained growth and success.




Strategic Demerger:
Unlocking Value and Fostering Focus in EL and SPFY Business

Date of Announcement
21st October,2022

Current Status
Waiting for Regulatory Approvals

SPFY

SILKOLITE
Scale to Value....

Used in Technical textiles like Flame Retardants yarns, Recycled yarns, Anti-Microbial yarns, UV Stabilized yarns, Easy Dye-able and other Fancy Yarns, which are capable of replacing natural fibres like Cotton, Viscose and Wool.

Revenue Contribution

FY22	FY23
85.9%	84.0%

Embroidery & Laces

EL

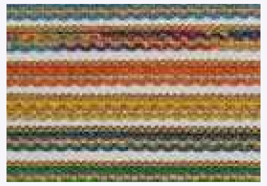
Products enjoy a premium in the marketplace because of better quality, design, and capacity.

(Retail) hakoba

A Heritage retail brand since 1961 offers Embroidery Fabrics, Salwar Kameez Dupatta, Sarees and Garments

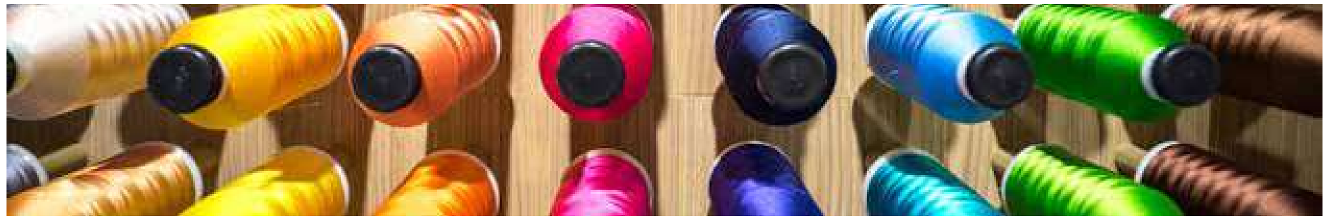
Revenue Contribution

FY22	FY23
14.1%	16.0%



Rationale for Demerger

- Different Business Requirements
- Better Operational Focus
- Strategic Collaboration
- Better Fund Allocation
- Value Unlocking For Shareholder



The Company has put forth a proposal to demerge its Embroidery & Bobbin Lace (EL) Business, which encompasses the manufacturing, exporting, and retailing of embroidery fabric, laces, and apparels. EL Business and Specialized Polyester Filament Yarn (SPFY) Business represent the Company's two major business activities, with EL being the original business that marked the Company's inception.

Objective for Demerger:

Streamlining Business Requirements:

The Demerged Company currently operates two major business activities: EL Business, which involves manufacturing, exporting, and retailing embroidery fabric, laces, and apparels, and SPFY Business. These businesses have distinct funding, working capital cycles, pricing policies, manpower, skills, intelligence, and sourcing requirements. Through the demerger, the Company aims to create independent entities for EL Business and SPFY Business, allowing each to operate more efficiently by focusing on their specific needs.

Enhancing Focus on Individual Businesses:

Post demerger, the EL Business and SPFY Business will function as separate and pure-play entities. This separation will enable each Company to concentrate on its core strengths and opportunities, thereby enhancing their growth prospects. EL Business owns the well-established B2C brand "Hakoba" through its subsidiary, while SPFY Business possesses the strong B2B brand "Silkolite." The demerger will allow these brands to receive more targeted attention and resources, leading to their further development and success.

Attracting Investments and Strategic Partnerships:

With the demerger, the management seeks to expand both EL Business and SPFY Business. By creating independent entities, the Company can explore opportunities to attract investors, strategic partners, financial institutions, and bankers more effectively. The lack of linkages between the businesses will enable focused efforts to secure funding and resources for the unique requirements of each business, fostering their growth and market position.

Unlocking Shareholder Value and Liquidity:

The demerger aims to unlock the inherent value within the Demerged Company, providing liquidity avenues for shareholders. After the implementation of the Scheme, shareholders will hold shares in both resulting companies, which are proposed to be listed on BSE and NSE. This arrangement allows shareholders to participate in the growth and performance of both individual businesses, potentially enhancing shareholder value.

Encouraging Independent Value Creation Strategies:

The primary objective of the demerger is to restructure the business operations of the Demerged Company, empowering the management and Board of Directors of both the Demerged Company and Resulting Company to develop independent strategies for their respective commercial operations. This strategic approach aims to maximize value creation for stakeholders and allows management to focus more on the specific needs and opportunities of each business.

Optimal Utilization of Funds:

Through the demerger, the Company can segregate assets and funds, ensuring that each business activity receives appropriate and targeted financial resources. This will enable the management to utilize funds more efficiently for the expansion and growth plans of each Company, supporting their individual strategic objectives.

The proposed demerger will enable the Demerged Company to achieve its objectives of enhancing operational efficiency, focusing on individual businesses, attracting investments and partnerships, unlocking shareholder value, encouraging independent value creation strategies, and optimizing the utilization of funds. By creating separate and independent entities, the Company aims to position both resulting businesses for sustained growth and success in their respective markets.

Corporate Information

BOARD OF DIRECTORS

MR. RAJ KUMAR SEKHANI
Chairman
(DIN:00102843)

MR. HARSH VARDHAN BASSI
Managing Director
(DIN:00102941)

MR. SAURABH MAHESWARI
Executive Director
(DIN:00283903)

MR. JOGINDER KUMAR BAWEJA
Independent Director
(DIN:01660198)

MR. GOPALKRISHNAN SIVARAMAN
Independent Director
(DIN:00457873)

MS. SUSHAMA BHATT
Independent Director
(DIN:09168896)

MR. MAHESH KUMAR GUPTA
Independent Director
(DIN: 01821446)

MR VARUN KATHURIA
Independent Director
(DIN: 00027987)

BANKERS

UNION BANK OF INDIA
KOTAK MAHINDRA BANK LTD

CFO

MR. DEEPAK SIPANI

COMPANY SECRETARY & COMPLIANCE OFFICER

MS. AMI THAKKAR

STATUTORY AUDITORS

M B A H & CO.
Chartered Accountants

MANUFACTURING UNITS

1. 1637-1639, G.I.D.C. Sarigam, Dist. Valsad, Gujarat – 396 155
2. Primer Industrial Estate, Survey No.678/1/2, Village Naroli, Silvassa, (U.T.) – 396 203
3. Village-Kheri, Trilokpur Road, Kala-Amb, Dist Sirmour, Himachal Pradesh – 173 030

OFFICES

Registered Office:
Unit No, 101B, 1st Floor, Abhishek Premises, Plot No. C5-6, Dalia Industrial Estate, Off. New Link Road, Andheri (West), Mumbai - 400 058

Corporate Office:
Unit No.21 to 25, 2nd Floor, Orient House, 3-A Udyog Nagar, Off S. V. Road, Goregaon (West), Mumbai – 400 062

Chennai Office:
29 & 30, 3RD Floor, Kumbhat Complex, Rattan Bazar, Chennai – 600 003

Delhi Office:
4986, 1st & 2nd Floor, Baratooti Chowk, Sadar Bazar, Delhi – 110 006

Delhi Yarn Office (SPFY):
807 & 808, ITL Twin Towers, Plot No. B-09, Netaji Subhash Place, Pitampura, New Delhi – 110 034

Mumbai Marketing Office:
Navyug House Building, Room #18, 1'st Floor, Old Hanuman Lane, Kalbadevi, Mumbai-400 002

NCR Office:
Plot No – 828, Udyog Vihar, Phase -5 , Gurgaon, Haryana, Pin- 122016 | Tel - 0124 - 4365400,03

Surat Office:
Kiran Compound, Near A P Market, Udhna, Surat – 394 210

Tirupur Office:
Door No. 16A, SF No 255/3, Mahalakshmi Nagar,15-Velampalayam, Tirupur-641 652.

Telephone No.	: 91-22- 4223 2323
Fax No.	: 91-22- 4223 2313
Website	: www.pelhakoba.com; www.silkolite.com
E-mail Address	: mumbai@pelhakoba.com

CIN	: L17291MH1991PLC063752
Listing	: BSE Limited and National Stock Exchange of India Limited
ISIN for Demat	: INE156C01018

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd., C101, 247 Park, L.B. S. Marg, Vikhroli (West), Mumbai- 400083

Telephone No.	: 91-22- 4918 6000 / 4918 6270
Fax No.	: 91-22- 4918 6060

Core Team

Mr. Raj Kumar Sekhani
Chairman |Age: 63 Years

A Commerce Graduate from Calcutta University. He is the Promoter-Director and Executive Chairman of the Company. He has been involved in the activities of manufacturing and trading in garment accessories, including embroidery fabrics, laces and knitted fabrics, for more than two decades, much before he promoted the Company. His niche area of expertise and contribution has been formulating the overall Company policies and taking care of the domestic as well as global marketing of the Company's products.

Mr. Harsh Vardhan Bassi
Managing Director |Age: 48 Years

A Graduate in Commerce Stream from Punjab University, and took to business at a very young age. Delving into manufacturing, business development, marketing and other business verticals, he has gained tremendous experience in International marketing of textiles, having successfully interacted with renowned labels worldwide. Mr Bassi has been on board of Pioneer Embroideries Limited since 2003 and elevated as Managing Director in May 2014.

"The right blend of experience and expertise"

Mr. Saurabh Maheshwari
Executive Director
Age: 44 Years | Experience: 23+Years
Qualification: CA

Mr. Deepak Sipani
CFO
Age: 49 Years | Experience: 24+Years
Qualification: CA

Mr. Gangadharan K R Panicker
President Corporate & Head of Business (South India)
Age: 68 Years | Experience: 44+Years
Qualification: Diploma - Textile Technology

Mr. DNN Rao
CEO SPFY
Age: 58 Years | Experience: 34+Years
Qualification: B.Tech - Textiles

Mr. Sandeep Sharma
President, Head Marketing-EL
Age: 48 Years | Experience: 22+Years
Qualification: B.Com

Mr. Kuntal Kumar Pandit
Sr. VP – Corporate Affairs
Age: 54 Years | Experience: 34+Years
Qualification: Engineer - Elec. & Industrial Elec.

Mr. B S Khulbe
Marketing Head SPFY
Age: 56 Years | Experience: 32+Years
Qualification: MBA - Marketing, B Tech - Textiles

Mr. Manoj Pillay
Sr. VP - International Trade-EL
Age: 50 Years | Experience: 28+Years
Qualification: B.Com

Mr. Aarav Sekhani
VP - Marketing
Age: 38 Years | Experience: 14+Years
Qualification: MBA

Mr. Vishal Sekhani
VP - Finance and Retail
Age: 34 Years | Experience: 10+Years
Qualification: CA

Letter From Chairman

Building on Tradition, Embracing the Future - Celebrating the Company's heritage while capitalising on modern opportunities.

Dear Esteemed Shareholders,

In recent years, we have navigated a tempestuous sea of global events, ranging from a devastating pandemic, escalating geopolitical tensions, disruptions in supply chains, to the meteoric rise of cryptocurrencies, among other notable public and private shifts. As we emerge from the maelstrom into clearer vistas, I am confident that we are on the brink of a time of profound opportunity and exponential growth.

Throughout the tumultuous period, your Company has demonstrated remarkable resilience and a powerful capacity for adaptation, weathering input cost pressures, the pandemic and demand headwinds. These unpredictable events serve to underscore the strength of an organization and the values it upholds. We consistently prioritise the health, safety, and welfare of all our employees and service providers. We remain committed to maintaining a safe work environment while simultaneously operating our factories, thereby playing our part in reviving economic activity and providing income for our workforce.

"Indian textile and apparel industry experiences significant growth, with the domestic market projected to reach US$ 250 billion by 2030-31 and exports targeting US$ 100 billion."

The Indian textile and apparel industry has experienced significant growth domestically and internationally. The domestic market, worth US$ 165 billion in 2022-23, is projected to burgeon to US$ 250 billion by 2030-31, with apparel claiming the largest portion. Moreover, India's textile and apparel exports, reaching US$ 43 billion in 2021-22, has a target set to US$ 100 billion by 2030-31, with apparel leading the way once again.

Our industry has encountered several pivotal developments, including variations in exports, successful Free Trade Agreements (FTAs) with the UAE and Australia, as well as ongoing trade negotiations with the UK and Canada. Initiatives from Central and various State Governments, such as the PLI Scheme and NTTM, have catalysed the sector's growth and technological advancements. The FY24 budget saw a 23% increase in the Textile Ministry's allocation, prioritising modernisation, technical textiles, and workforce development through schemes like ATUFS, National Technical Textile Mission, and PM Mitra. These initiatives are expected to bolster India's standing in the global textile market and make a substantial contribution to the country's economy.

During the year, the Company's financial performance was impacted by escalating raw material prices, mounting global shipping costs, and inflation. Nevertheless, in FY23, the Company achieved a Revenue of ₹29,664 lakhs, with EBITDA and PAT standing at ₹1,531 and ₹871 lakhs respectively.

Currently, we are deeply engaged in ambitious expansion endeavors for both our SPFY and ELD business verticals. In the FY23, the Board of Directors has strategically directed our financial focus towards funding for Capital Expenditure and augmenting our working capital over dividend disbursements. This deliberate allocation reflects our dedication to fostering enduring value for our esteemed shareholders over the long term.

"The Company is currently undertaking expansion for both of its business verticals, SPFY & ELD, with a focus on improving operating profits through increased capacity utilizations, centralization and modernisation, and enhancing share of value-added products."

I am absolutely delighted to unveil that these expansion blueprints are not only well underway but also poised to achieve full operational status by Q3 of FY23. With this growth, we remain steadfast in our commitment to enhance operating profits through strategies such as increased capacity utilisation, centralised and modernised operations, boosting our portfolio of value-added products, and refining operational efficiencies.

Our strengths inspire us to deliver even more meaningful and impactful performance to our stakeholders. I look forward to sharing additional milestones on our journey in the years to come. On behalf of the Board of Directors, I express our sincere appreciation for your unwavering trust, confidence, and support.

With Warm Regards
Raj Kumar Sekhani

Letter From Managing Director

Leading through Adversity, Sustaining Growth - Our Collective Triumph.

Dear Valued Pioneer Family Members,

As we reflect on the past year, we cannot overlook the myriad challenges that tested us, from global uncertainty to geopolitical instability affecting international travel and trade. Yet, I am proud to share that our resilience and dedication have allowed us to forge ahead, armed with quality products and effective strategies. Despite the prevailing macro-changes, our fundamental capabilities and prudent approach have enabled us to maintain a steady growth trajectory.

At the heart of our success lies a commitment to leverage our strengths, experience, and knowledge to infuse originality into our offerings, be it through product advancements or innovative ideas. It brings me immense pleasure to witness the strong resilience for our specialized polyester filament yarn (SPFY) and EL segments. The outlook remains positive, and we are poised to reap the benefits of our efforts in the coming period.

Our Strategic Focus remains clear and unyielding, defining the organization's goals and objectives. A comprehensive plan, aligned with our long-term vision, has been crafted, considering the prevailing circumstances and challenges. We continue to expand our capacities and establish a stronger market presence in various geographical areas, relentlessly pursuing opportunities to drive business growth and enhance revenue streams.

Innovation remains the cornerstone of staying ahead in a competitive landscape. We actively foster a culture that encourages creativity, idea-sharing, and experimentation. This approach has led us to innovate our products and processes, adding greater value while reducing our environmental impact.

Now, let me present an overview of our Company's performance during the previous fiscal year. We achieved a profit before finance costs, depreciation, tax, and exceptional items of ₹1,531 lakhs. Notably, the year saw an operational cash profit of ₹1,167 lakhs. The Net Profit after Exceptional Items and Tax amounted to ₹871 lakhs. Although operating profit margins experienced a dip due to geopolitical factors leading to higher raw material costs in the previous year, we remain steadfast in addressing such challenges.

"Despite macro-changes, the Company has maintained a steady growth trajectory by leveraging its strengths and adopting a prudent approach."

During the year, our Specialized Polyester Filament Yarn (SPFY) segment contributed ₹24,905 lakhs in revenue, with ₹4,049 lakhs from exports and ₹20,856 lakhs from domestic markets. The Embroidery and Laces (EL) business contributed ₹4,582 lakhs in revenues, with ₹1,118 lakhs from exports and ₹3,641 lakhs from domestic sales. We anticipate both these businesses to thrive further, given their inherent capabilities, operational efficiencies, and growth opportunities.

As we forge ahead, we are resolute in our commitment to enhancing the Company's financial health. Our ongoing capital expenditures are instrumental in ensuring that we continue to deliver on our promise of consistent, sustainable, and profitable growth.

None of our achievements would have been possible without the unwavering efforts of our team, who have stood steadfast even in the face of adversity. I extend my heartfelt gratitude to each and every one of them and their families for their invaluable contributions. Together, we will continue to lead through innovation, advocate for positive change in our industry, and build a brighter future. I am honoured to be on this journey with all of you, and I sincerely appreciate your unconditional support.

Lastly, I would like to express my heartfelt gratitude for the unwavering support of our esteemed shareholders. Your trust and belief in our vision have been pivotal in propelling us forward, and we are committed to creating sustained value for you as we navigate the future together. Thank you for being an integral part of our journey.

With Warm Regards,
Harsh Vardhan Bassi

Financial Summary

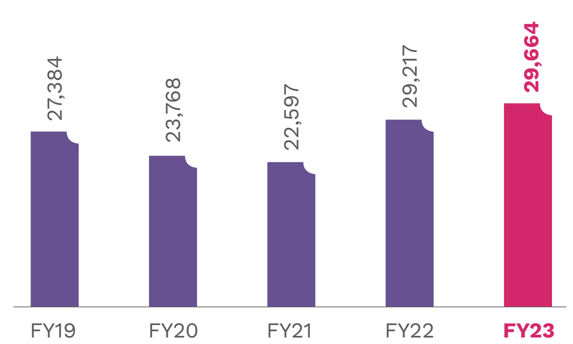
(₹ In lakhs)

Particulars	FY19	FY20	FY21	FY22	FY23
Profit and Loss Statement					
Revenues	27,384	23,768	22,597	29,217	29,664
Other Income	204	183	187	173	312
Expenditure	25,426	21,858	19,840	26,737	28,445
EBITDA	2,162	2,094	2,944	2,653	1,531
EBITDA Margin(%)	7.8%	8.7%	12.9%	9.0%	5.1%
Interest	765	614	447	320	364
Depreciation	874	871	816	808	846
PBT	413	828	1,681	1,525	321
PBT Margin (%)	1.5%	3.5%	7.4%	5.2%	4.2%
Tax	0	0	-286	420	363
PAT	413	828	1,967	1,105	871
PAT Margin(%)	1.5%	3.5%	8.6%	3.8%	2.9%
Balance Sheet					
Fixed Assets	9,515	8,538	8,003	8,608	14,674
Investments	934	930	930	930	1,986
Non Current Assets	221	351	1,189	689	1,661
Current Assets	7,714	6,355	7,799	8,769	10,165
Total Assets	**18,384**	**16,174**	**17,921**	**18,995**	**28,486**
Equity	2,495	2,495	2,659	2,659	2,659
Reserve & Surplus	5,729	6,543	8,778	9,912	10,717
Net Worth	8,224	9,038	11,437	12,571	13,376
Long Term Borrowings	2,007	1,083	970	519	5,707
Other Non current Liabilities	404	529	502	968	2,385
Short Term Borrowings	1,846	1,579	2,006	2,104	3,430
Other Current Liabilities	5,903	3,945	3,005	2,833	3,588
Total Liabilities	**18,384**	**16,174**	**17,921**	**18,995**	**28,486**
Cash Flow statement					
Cash from Operations (After working capital changes)	1,950	2,563	1,813	1,339	1,028
Cash from Investments	-442	314	-820	-1,027	-6,504
Cash from financial Activities	-1,592	-2,790	-517	-798	6,021
Ratios					
Debt to Equity	0.68	0.38	0.27	0.24	0.71
Current Ratio	1.00	1.15	1.56	1.78	1.45
EPS (Rs) Basic	1.69	3.32	7.76	4.16	3.27
EPS (Rs) Diluted	1.66	3.32	7.40	4.11	3.27
BV (Rs)	32.96	36.23	43.01	47.28	50.30

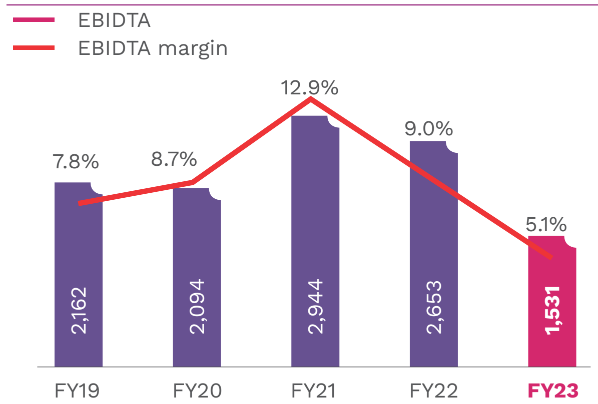
Key Performance Indicators

(₹ In lakhs)

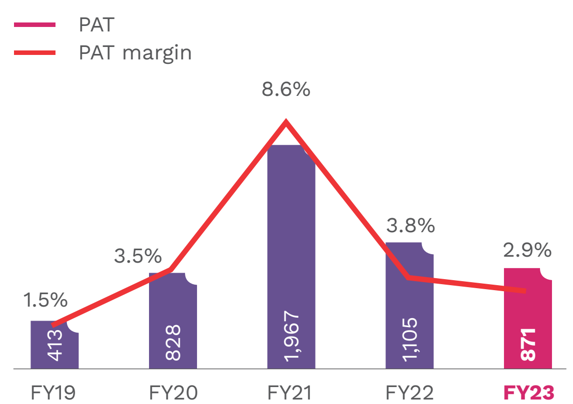
Revenue



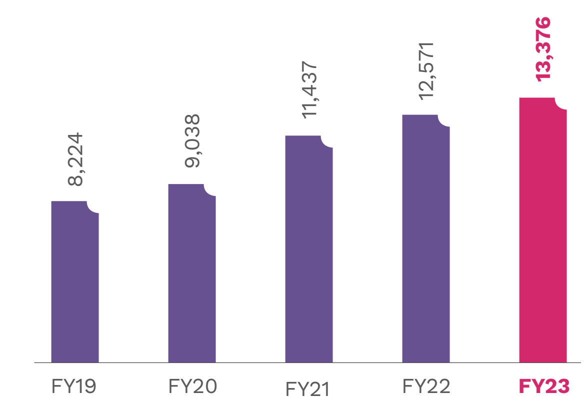
EBIDTA & EBITDA Margin(%)



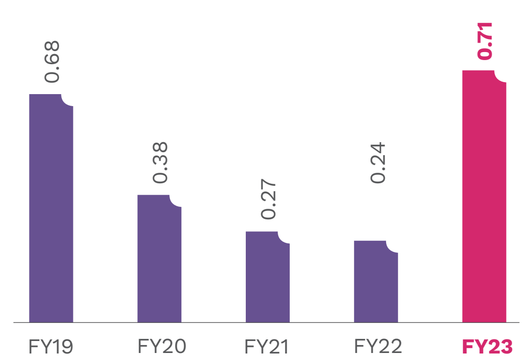
PAT & PAT Margin(%)



Net Worth



Debt To Equity(x)



Current Ratio

Management Discussion and Analysis

Global Economic Overview

In the last few quarters, the world has experienced heightened geopolitical tensions, rising interest rates, and high inflation. However, economic conditions have now begun to stabilize. The IMF estimates global GDP to decline from 3.4% in 2022 to 2.8% in 2023, but has forecasted a rebound to 3.0% in 2024. Despite challenges like the conflict in Ukraine and central bank rate hikes, there is a cautiously optimistic outlook for economic resilience.

Global Economic Growth: Actual and Projections (%)

Particulars	2022	2023 (P)	2024 (E)
Global Economy	3.4	2.8	3.0
Advanced Economies	2.7	1.3	1.4
Emerging Markets and Developing Economies (EMDEs)	4.0	3.9	4.2

India Economic Outlook

The overall outlook for the Indian economy remains positive, with expectations of a turnaround in investments leading to sustainable growth. In FY24, India is projected to grow at a moderate pace of 6.0% to 6.5%, while the global economy continues to face challenges.

Throughout the year, the Indian economy encountered its share of difficulties. After experiencing a remarkable resurgence in domestic economic activity in the previous fiscal year, FY23 saw a period of normalization, with demand in many industries gradually moderating but remaining robust.

However, recent GDP estimates and revisions of the past three years' data paint a more encouraging picture. India emerged stronger from the pandemic than initially assumed, with steady momentum in growth since FY23. This upward revision can be attributed primarily to better-than-expected growth in manufacturing and construction sectors.

Looking ahead, it is anticipated that the virtuous circle of job creation, income, productivity, demand, and exports, supported by favourable demographics in the medium term, will contribute to further economic growth in the coming years. Despite the challenges faced, the Indian economy is poised to build on its resilience and strengthen its position in the global economic landscape

FIGURE 1

The Revision In Growth Numbers-Then And Now

		GVA			GDP		
		Old	New	Change in bps	Old	New	Change in bps
FY20	Annual	3.7	3.9	28	3.7	3.9	14
	Q1	-21.4	-21.0	35	-23.8	-23.4	43
	Q2	-5.9	-5.1	78	-6.6	-5.7	88
	Q3	2.1	2.8	68	0.7	1.6	89
	Q4	5.7	6.3	62	2.5	3.4	87
FY21	Annual	-4.8	-4.2	61	-6.7	-5.8	83
	Q1	18.1	20.2	215	20.1	21.6	145
	Q2	8.3	9.3	103	8.4	9.1	71
	Q3	4.7	4.7	4.5	5.4	5.2	-20
	Q4	3.9	3.9	1.2	4.1	4.0	-14
FY22	Annual	8.1	8.8	70	8.8	9.1	29
	Q1	12.7	12.1	-64	13.5	13.2	-31
	Q2	5.6	5.5	-12	6.3	6.3	-2
	Q3	-	4.6	-	-	4.4	-
	Q4	-	-	-	-	-	-
FY23	Annual	6.7	6.6	-8.4	7.0	7.0	5

Source: Press Information Bureau, Government of India; Centre for Monitoring Indian Economy (CMIE); Deloitte research. Deloitte Insights | deloitte.com/insights

Global Textile & Apparel Industry

According to the International Textile Manufacturers Federation (ITMF), since June 2022, the textile industry has been facing declining demand, primarily due to the ongoing global inflation and the looming possibility of a recession. The impact of inflation has been felt throughout the supply chain, affecting both consumers and manufacturers. Manufacturers and suppliers are grappling with significantly higher costs, ranging from increased freight expenses to wage hikes for their employees, placing them in a precarious position.

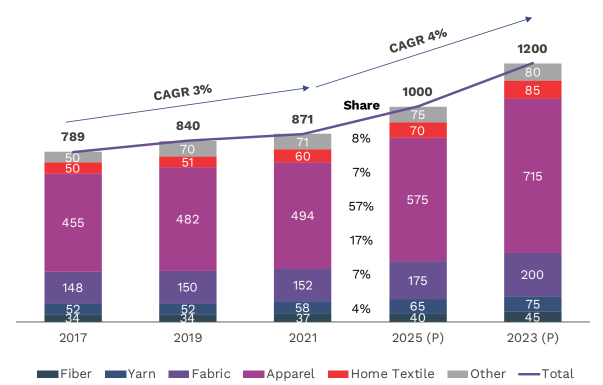
The global apparel market experienced a contraction from US$ 1.6 trillion in 2019 to US$ 1.3 trillion in 2020, driven by the COVID-19 pandemic. However, there has been a steady recovery, and in 2022, the market reached US$ 1.7 trillion. Looking ahead, it is projected to surpass US$ 2.3 trillion by 2030, with an expected compound annual growth rate (CAGR) of 4% from 2022.

Region	2019	2020	2021	2022	CAGR 2019-22	CAGR 2022-30 (P)	2030 (P)
United States	235	177	251	276	6%	3%	350
EU-27	264	220	211	246	-2%	3%	310
China	184	166	188	244	10%	8%	450
India	78	55	80	92	6%	9%	180
Japan	101	81	78	64	-14%	3%	80
UK	69	60	78	74	2%	3%	95
Brazil	48	34	39	39	-7%	5%	60
Canada	28	17	21	24	-6%	5%	35
Row	621	457	522	640	1%	3%	810
World	**1,628**	**1,267**	**1,468**	**1,699**	**1%**	**4%**	**2,370**

Global Textile & Apparel Trade

In 2021, the global textile and apparel trade was valued at US$ 871 billion, having grown at an approximate CAGR of 3% since 2017. This trade is anticipated to reach US$ 1.2 trillion by 2030, growing at a CAGR of 4%. Despite the current challenges, there are positive growth prospects for the industry in the coming years.

Global Textile and Apparel Trade (US$ bn)



Source - Euratex, US Census Bureau, HKTDC, METI Japan, TEXBRASIL, Statistics Canada, IMF, UN Comtrade and Wazir Analysis

"The global textile and apparel industry has shown a steady recovery, reaching US$1.7 trillion in 2022. It is projected to grow to US$2.3 trillion by 2030 with a CAGR of 4%, indicating positive growth prospects."

Indian Textile & Apparel Industry

The Indian textile and apparel market is estimated to be valued at US$ 165 billion in the year 2022-23. The domestic market makes a substantial contribution, accounting for approximately 76% of the total market size, while exports constitute the remaining 24%.

Within the domestic market, the apparel segment holds the largest share, comprising about 74% of the market. Following closely is the technical textiles segment, which accounts for approximately 20% of the market share. These figures highlight the significant presence of both the apparel and technical textiles sectors within the thriving Indian textile market

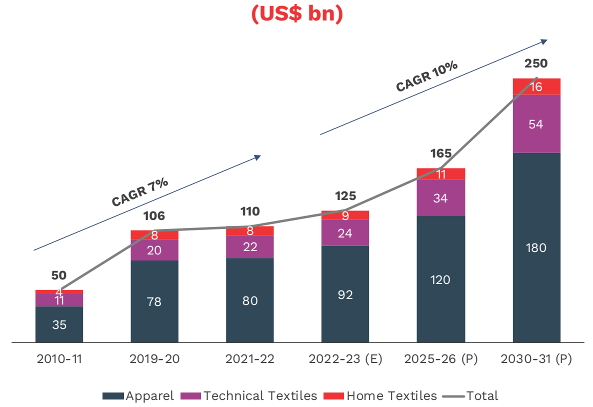
Indian T & A market size (2022-23 Estimates) US$ 165 Bn

- **Domestic Market US$ 125 Bn**
  - **Apparel US$ 92 Bn**
  - **Home Textiles US$ 9 Bn**
  - **Technical textiles US$ 24 Bn**
- **Exports US$ 40 Bn**
  - **Apparel US$ 16.5 Bn**
  - **Textiles US$ 23.5 Bn**

India's Domestic Textile & Apparel Market

The Indian domestic textile and apparel market has witnessed impressive growth, expanding from US$ 50 billion in 2010-11 to US$ 110 billion in 2021-22, indicating a notable growth rate of 7%. Looking ahead, the market is poised for even more substantial growth, with an expected compound annual growth rate (CAGR) of 10% from 2021-22 to 2030-31. This projection suggests that the Indian T&A market is likely to reach an impressive value of US$ 250 billion by the year 2030-31. Such robust growth figures underscore the sector's potential and its significance in contributing to the country's economy.

India's Domestic Textile and Apparel Market (US$ bn)



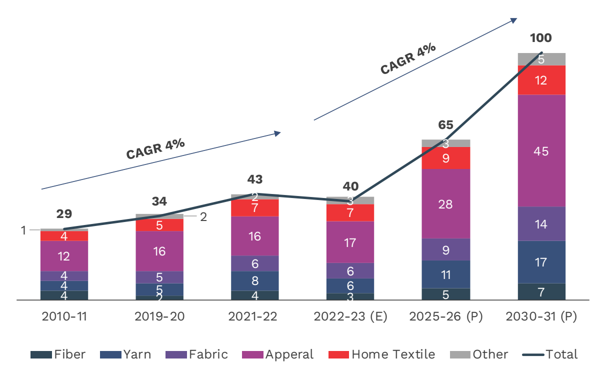
"The Indian domestic textile and apparel market is projected to grow even more substantially with an expected CAGR of 10%, reaching an impressive value of US$ 250 billion by 2030-31."

India's Textile & Apparel Exports

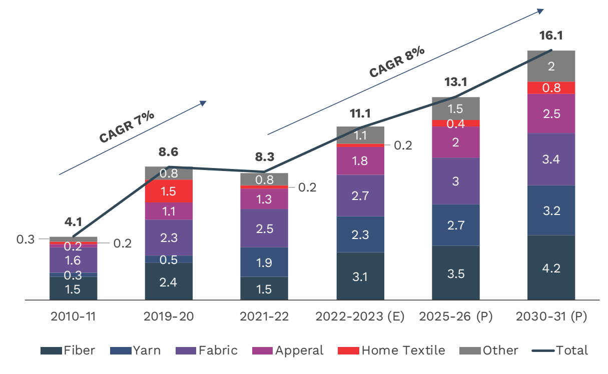
India's textile and apparel exports have exhibited steady growth, achieving a commendable compound annual growth rate (CAGR) of 4% since 2010-11, resulting in reaching US$ 43 billion in 2021-22. Looking ahead, there are even more promising prospects, as exports are anticipated to surge at a CAGR of 10% from 2021-22, aiming to achieve a remarkable US$ 100 billion by 2030-31.

Of the total exports, apparel constitutes the largest segment, accounting for approximately 37% of the T&A exports in the year 2021-22. This emphasizes the significance of the apparel industry in India's global trade and highlights the potential for further growth in this particular segment in the coming years. The projections showcase India's position as a strong player in the international T&A market and signify the country's potential to further expand its export capabilities in the future

India's Textile and Apparel Exports (US$ bn)



India's Textile and Apparel Imports (US$ bn)



"The exports are anticipated to surge further at a CAGR of 10% from 2021-22, aiming to achieve US$ 100 billion by 2030-31."

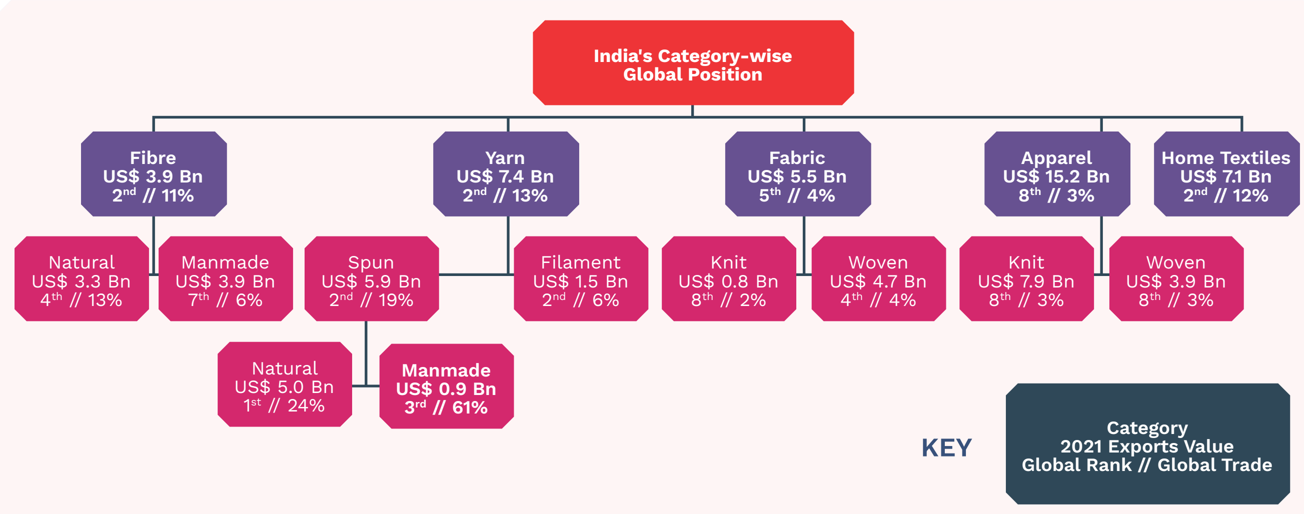
India's Textile & Apparel Imports

India's textile and apparel imports have experienced robust growth, achieving a commendable compound annual growth rate (CAGR) of 7% since 2010-11, resulting in reaching US$ 8.3 billion in 2021-22. Looking ahead, there are even more promising prospects, as imports are anticipated to continue their upward trajectory at a CAGR of 8% from 2021-22, aiming to surpass US$ 16 billion by 2030-31.

India holds a prominent position as the foremost exporter of natural spun yarn, primarily cotton-based. In various categories, it ranks among the top 5 global exporters, including natural fiber, MMF spun yarn, filament yarn, and home textiles. However, India lags in global rankings in certain categories such as MMF staple fibers, knitted fabric, and apparel.

India's strong presence in the global market for natural spun yarn underscores its significant role in the textile industry. The country's expertise in cotton-based products has positioned it as a key player in meeting the demand for natural fibers worldwide. Additionally, India's remarkable performance in exporting MMF spun yarn and filament yarn further cements its status as a significant contributor to the global textile trade.

Source - DGCI&S, Wazir Analysis



Key Industry Updates in Indian Textile Industry

Exports Went for a Rollercoaster Ride

Indian textile and apparel exports in 2022 were a tale of ups and downs. The year started strong, with exports crossing US$ 20 billion in the first half, indicating a remarkable 12% increase compared to the same period in 2021, hinting at the possibility of reaching all-time high exports. However, the latter half of the year witnessed a dramatic decline, leading to expectations of a significant 8-10% drop in T&A exports compared to the previous year.

FTA Signing and Discussions

India actively engaged in Free Trade Agreement (FTA) activities in 2022. The country successfully concluded two FTAs with the United Arab Emirates (UAE) and Australia, fostering stronger trade relations with these nations. However, the eagerly anticipated FTA with the United Kingdom (UK) could not be signed during the year but remains on the agenda for 2023. Additionally, India and Canada resumed FTA negotiations after a five-year gap and are currently exploring the possibility of an interim trade deal.

New State Textile Policies

In 2022, several Indian states took proactive steps to boost their textile sectors. Bihar joined the ranks of states with dedicated textile sector policies, reflecting its commitment to support and promote the industry's growth. Furthermore, the states of Uttar Pradesh (UP) and Odisha released updated textile policies following the expiration of the previous ones, signalling their determination to nurture the textile sector within their regions.

Central Government Initiatives

The Central Government played a pivotal role in advancing the textile industry through various initiatives. Under the Production Linked Incentive (PLI) Scheme, 64 projects in the manmade value chain, including fabrics, garments, and technical textiles, were approved, attracting a cumulative investment of approximately US$ 2.5 billion and fostering growth and innovation in the sector. Additionally, in October, the Ministry of Textiles released a draft of the Production Linked Incentive 2.0 scheme, signalling the government's ongoing efforts to drive growth in the textile industry. The approval of 63 new projects under the National Textile Technology Mission (NTTM) in 2022, with a total project cost of around US$ 20 million, further demonstrated the government's commitment to supporting textile initiatives and technological advancements in the field.

Key Highlights from FY24 Budget

Budget Allocation for Textile Ministry witnessed a 23% Increase.

The Government has shown its commitment to the textile sector by increasing the budget allocation for the Textile Ministry. The allocation has risen from Rs 3,580 crore (revised budget estimates for 2022-23) to Rs 4,389 crore, marking an overall increase of 23%. This significant boost in funding is expected to have a positive impact on various schemes and initiatives aimed at promoting growth and development in the textile industry.

Key Proposals in the Budget Allocation

The ATUFS (Amended Technology Upgradation Fund Scheme) receives a higher allocation of Rs 900 crore, up from Rs 650 crore in the revised budget estimates for 2022-2023. This increase will facilitate greater investment in the modernization and upgradation of textile machinery and technology, contributing to improved productivity and competitiveness.

The National Technical Textile Mission witnesses a substantial rise in allocation, from Rs 37 crore (revised budget estimates under the budget proposal 2022-23) to Rs 450 crore. This significant increase underscores the Government's focus on promoting research, training, and innovation in the technical textile segment, fostering its growth and development.

The PM Mitra scheme also experiences a remarkable boost in funding, with its allocation increasing from Rs 3.50 crore in the revised budget estimate for 2022-23 to Rs 200 crore. This initiative aims to support and empower the textile industry's workforce, contributing to enhanced skill development and employment opportunities.

"The FY24 budget shows a 23% increase in budget allocation for the Textile Ministry, with significant boosts for schemes like ATUFS, National Technical Textile Mission, and PM Mitra"

Opportunities and Threats

Opportunities

- Favourable government measures for the development of the textile industry, such as the National Technical Textiles Mission (NTTM), 100% FDI in the sector, SAMARTH- Scheme for Capacity Building in the Textile Sector, and so on.
- The extension of the Rebate of State and Central Taxes and Levies (RoSCTL) programme through March 31, 2024, for the export of clothes, garments, and made-ups at the same rates, would help textile industries.
- Indian manufacturing will gain from the 'China plus one' diversification programme. As global retailers seek an alternative supply base, India is becoming a more appealing option for textile and clothing manufacture and exports.
- The expansion of the technical textile market will generate profitable prospects.

Threats

- Textile being a labour-intensive industry, a shortage of skilled workers may have an impact on operations, making it difficult to complete orders.
- Intense worldwide market rivalry, particularly from Bangladesh and China's textile and garment industries.
- Weak demand for textile and clothing exports as consumer confidence in key markets remains low.
- Environmental rules and regulations are not being followed.

Company & Business Overview

The Company's product portfolio consists of Specialized Polyester Filament Yarn, Embroidered Laces and Fabrics, Braided Laces, etc. The products of the Company and their manufacturing locations are as follows:

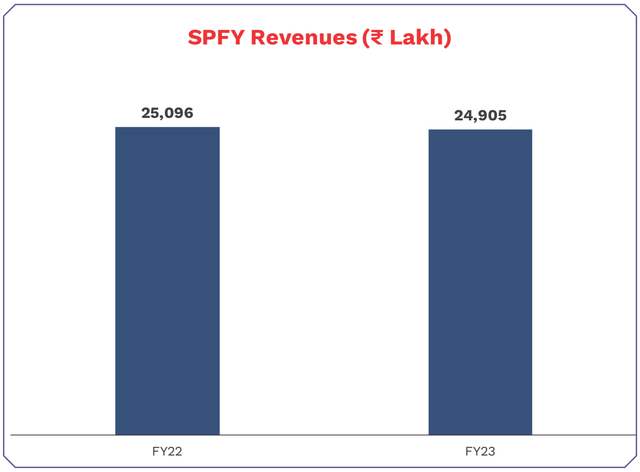
Product	Location
Specialized Polyester Filament Yarn	Kala-amb (Himachal Pradesh)
Embroidered Laces- Fabric & Guipure, Embroidered dress material (made on Schiffli machines)	Sarigam (Gujarat)
Embroidered Fabrics Allover Fabrics & Laces (made on Schiffli machines)	Naroli (Dadra & Nagar Haveli)
Braided Laces (made on Bobbin Lace Machines)	Sarigam (Gujarat)

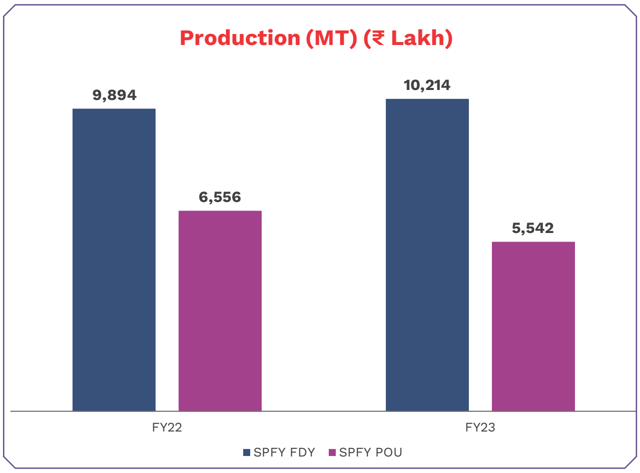
Performance Review

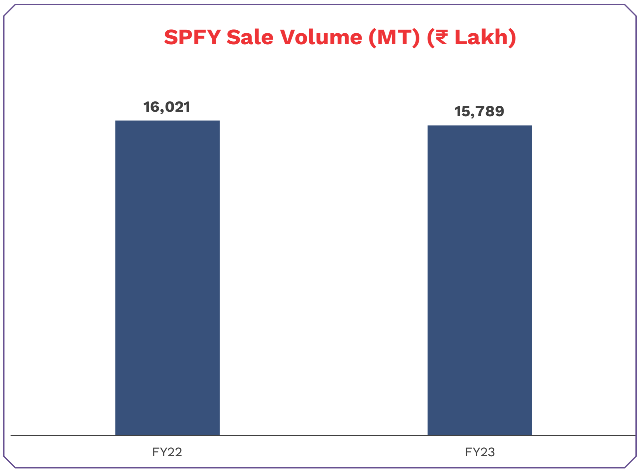
Specialty Polyester Filament Yarn (SPFY)

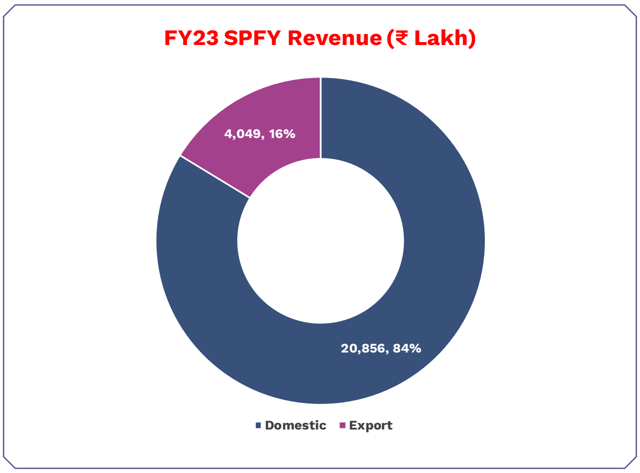
The Company's Specialty Polyester Filament Yarn (SPFY) vertical remains main contributor to the business, contributing 84.0% to the overall turnover and accounting for almost all operating profits.

In the latest fiscal year, SPFY reported a full-year income of ₹24,905 lakhs, a slight decline from ₹25,096 lakhs in the previous year. Sales volumes for SPFY business slightly decline of 1.4% to 15,789 MT compared to 16,021 MT in the previous year, with an average realization of ₹158 per Kg. Despite the steady sales volumes, the business faced challenges due to high raw material prices and cheaper Chinese imports, resulting in lower margins.

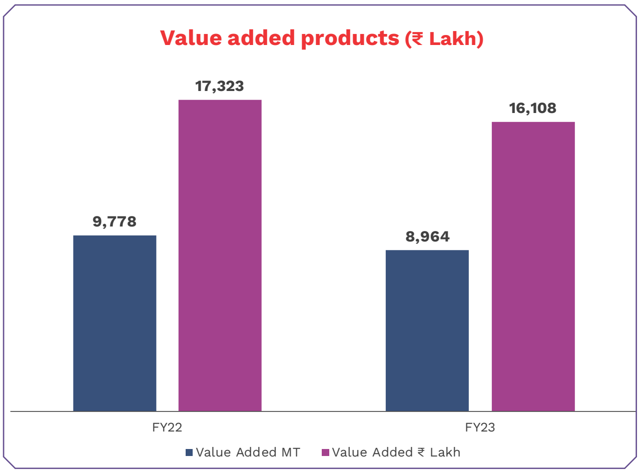








The share of value-added items in volume terms was approximately 57% and in value terms it was 65%. Turnover from value-added products decreased by 7.0% to ₹16,108 lakhs over FY22.



Local sales of SPFY stood at ₹20,856 lakhs in the year under review as compared to ₹22,034 lakhs in the previous year, a decline of 5.3%. However, export revenues increased by 32.2% to ₹4,049 lakhs in the year under review from ₹3,062 lakhs in the previous year.

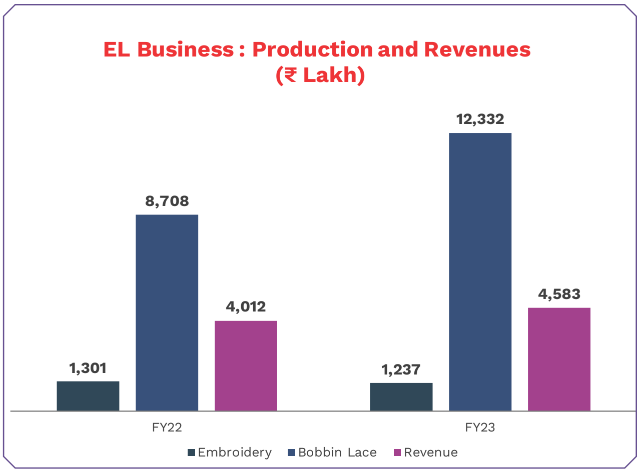
Despite challenges, the SPFY business has exhibited resilience and adaptability, navigating through input cost fluctuations, export prospects, shifting local demand levels, and pricing pressures. Continuous investments in capacities, development under the Silkolite brand, expanded product range, value-added processes, improved efficiencies, process automation, product development, and a strong marketing network have contributed to its profitability.

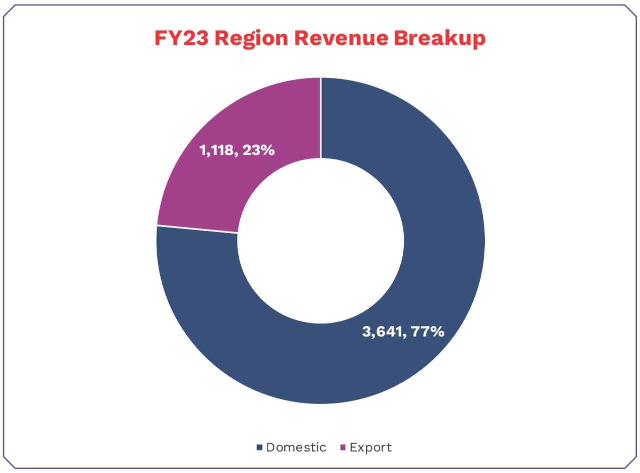
To further strengthen its position, the Company has undertaken a capacity expansion project, increasing capacity from 18,000 MT to 26,000 MT at a capex of ₹58 crore, with production expected to commence in Q3 of FY24.

"The Company's SPFY business is a major revenue generator, overcoming market challenges through continuous innovation and strategic investments. Despite high raw material costs."

Embroidery and Laces Business

The Embroidery and Laces (EL) business experienced a robust demand recovery in both domestic and international markets, achieving a turnover of ₹4,583 lakhs, a 14.2% increase from the previous year's ₹4,012 lakhs.





To sustain and strengthen the Embroidery and Laces (EL) business, PEL plans to undertake several strategic initiatives. The Company aims to invest in new equipment, optimize operations, reduce overhead costs, improve outsourcing practices, explore new sales channels, and enhance overall business efficiency. These measures are expected to drive increased profitability in the coming quarters.

In line with its commitment to modernization, PEL, as a lead promoter in the Shree Ganesh Integrated Textile Park (SGITPL) with a 33.23% stake, is upgrading its EL production facility. The Company is replacing its 32 existing machines with 8 new-generation units, with the transformation scheduled for full commercial utilisation in Q3 of FY24. This modernization effort is anticipated to significantly enhance capacity, quality, and efficiency while reducing costs.

Furthermore, joining SGITPL not only aligns with PEL's business objectives but also makes the Company eligible for government grants. To support this modernization initiative, PEL invested approximately ₹33 Crore for importing machinery from Lasser AG, Switzerland, and an additional ₹7 Crore for ancillary machinery and utilities.

As the SGITPL unit nears completion, PEL is presented with a timely opportunity to expand its operations and leverage the integrated textile park's advantages. This strategic move underscores the Company's commitment to growth and modernization, positioning it to strengthen its presence in the market.
Highlight of the Section

"PEL's Embroidery and Laces (EL) business witnessed a 14.21% increase in turnover, achieving ₹4,583 lakhs, driven by robust demand recovery in domestic and international markets."

FINANCIAL OVERVIEW

In the year under review, the Company's turnover increased to ₹29,664 lakhs, a rise of approximately 1.5% from ₹29,217 lakhs the previous year. This growth was primarily driven by primarily on account increase in turnover in EL segment as compared to previous year.

Profits:

The profit before finance costs, depreciation, tax, and exceptional items for the year was ₹1,531 lakhs compared to ₹2,653 lakhs in the previous year. Operational cash profit for the year stood at ₹1,167 lakhs compared to ₹2,333 lakhs in the previous year. Cash profit including Exceptional Items stood 11% lower at ₹2,079 lakhs (previous year ₹2,333 lakhs).

The year's Profit Before Tax (PBT) amounted to ₹1,233 lakhs from ₹1,525 lakhs in the previous year. The Company's Profit After Tax (PAT) amounted to ₹871 lakhs, compared to ₹1,105 lakhs in the previous year.

The decline in the Company's operational profit margins was primarily attributed to macro factors such as increased crude oil prices, inadequate demand in certain overseas markets, and shifting consumption pattern. Margin erosion was also significantly attributable to cheaper Chinese imports, which affected entire polyester yarn segment.

"The Company's turnover for the year increased to ₹29,664 lakhs (1.5% rise). However, operational profits saw a decline of 42.3%, primarily attributed to higher raw material costs affecting profit margins."

Risks and Concerns

The Company has a strong Enterprise Risk Management framework in place to identify, assess, and mitigate significant business and operational risks in a timely and effective manner. The following are the primary risks and their accompanying mitigation measures:

- **Raw material risk and Mitigation:**

  The volatility of raw material prices, such as cotton, specialised fibres and yarns, glass roving, specialty chemicals, and a range of resins, raises input costs, reducing the Company's profitability.

  To ensure timely acquisition of raw materials at competitive prices, the Company analyses price variations and adopts inventory management and responsive procurement policies. It also enters into contracts with clients and attempts to pass on changes in raw material pricing to them in order to safeguard margins.

- **Economic risk and Mitigation:**

  The geopolitical upheaval, global economic slowdown, high inflation, and the danger of a future recession in important markets such as the United States and Europe have slowed the export market. Demand contraction would have a negative impact on the Company's export business.

  The macro climate in the US/EU markets has begun to improve in the outlook, however export demand remains uncertain. The domestic market, on the other hand, will continue to generate significant business prospects for the Company.

- **Logistics risk and Mitigation:**

  The ongoing Russia-Ukraine conflict has had a negative influence on the global supply chain network. Any disruptions in the supply chain, increased container shipping costs, availability, and delays pose significant problems to the business. Furthermore, insufficient and inefficient logistics in India cause delays and excessive logistical expenses.

  For smooth operations, the Company has enhanced its supply chain network and created strong partnerships with suppliers and vendors.

- **Technology Risk and Mitigation:**

  To improve efficiency and production, there is a continuing need for technological advancement and ongoing R&D. Failure to deploy cutting-edge, long-lasting technologies to meet the changing needs of the global market may result in business failure.

  The Company prioritises technology and invests aggressively in R&D, contemporary and sustainable technologies, machinery and equipment for enhancing manufacturing processes and quality, as well as strengthening its product line to meet evolving market trends.

Human Resources / Industrial Relations

The Company regards its people as its most valuable asset and an essential component of its competitive position. It has a well-designed human resources policy that fosters a positive work environment, inclusive growth, equitable opportunities, and competitiveness, as well as aligning employees' goals with the organization's growth vision. Its human resources division is critical in developing a robust and competent team. It offers possibilities for professional and personal growth and conducts comprehensive employee engagement and development programmes to boost staff productivity and capabilities. As of March 31, 2023, the Company employed 872 people. Furthermore, during the year, industrial relations remained tranquil and cooperative.

Internal Control Systems and their Adequacy

The Company maintains an effective internal control system that is proportionate to the size, nature, and complexity of its operations. The internal control system is in charge of taking care of growing risks in the organisation, ensuring the dependability of financial information, timely reporting of operational and financial activities, asset safeguarding, and strict adherence to applicable laws and regulations. The Company's internal auditors are in charge of regular monitoring and examination of these controls. The Audit Committee evaluates the audit reports on a regular basis and ensures that any deviations are corrected as needed. Key observations are relayed to management, who takes immediate corrective action.

Disclaimer

The Company's objectives, projections, outlook, expectations, estimates, and other information expressed in the Management Discussion and Analysis may be considered forward-looking statements under applicable securities laws and regulations. These statements are based on certain assumptions that the Company cannot guarantee. Several circumstances, some of which the Company may not have direct control over, could have a substantial impact on the Company's operations. As a result, actual results may differ materially from such projections, whether expressed or implied, because it would be beyond the Company's ability to successfully implement its growth strategy. The Company assumes no obligation or responsibility to update forward-looking statements or to publicly amend, modify, or revise them to reflect events or circumstances that occur after the date of the statement on the basis of subsequent development, information, or events.

The Management of Pioneer Embroideries Ltd. (Pioneer, or the Company) presents below an analysis of its performance during the year under review, i.e., accounting year ended 31st March, 2023 (for the period April 1, 2022 up to March 31, 2023).

NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the Shareholders of PIONEER EMBROIDERIES LIMITED will be held on Friday, 29th September, 2023 at 10.30 a.m. through Video conferencing(VC) or Other Audio Video Mode(OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the year ended 31st March, 2023 and the Report of the Directors and the Auditors thereon.

2. To appoint a Director in place of Mr. Raj Kumar Sekhani (DIN:00102843) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. To approve appointment of Mr. Mahesh Kumar Gupta (DIN:01821446), as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mahesh Kumar Gupta (DIN:01821446), who was appointed as an Additional Independent Director in the Board Meeting held on 28th August, 2023, having tenure upto the ensuing Annual General Meeting and who is not disqualified to become a Director under the Companies Act, 2013 and is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and as is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 consecutive years w.e.f. 28th August, 2023."

   "RESOLVED FURTHER THAT Mr. Harsh Vardhan Bassi, Managing Director of the Company be and is hereby authorized to do all the act, deeds and things which are necessary for the aforesaid re-appointment."

4. To approve appointment of Mr. Varun Kathuria (DIN:00027987) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Varun Kathuria (DIN:00027987), who was appointed as an Additional Independent Director in the Board Meeting held on 28th August, 2023, having tenure upto the ensuing Annual General Meeting and who is not disqualified to become a Director under the Companies Act, 2013 and is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and as is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 consecutive years w.e.f. 28th August, 2023."

5. To approve payment of remuneration to Mr. Raj Kumar Sekhani (DIN:00102843), as a Chairman of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as ‘the Act’) consent of the members be and is hereby accorded for payment of remuneration to Mr. Raj Kumar Sekhani (DIN:00102843) Chairman of the Company with effect from 29th August, 2023 till balance period i.e. 28th August, 2025 at remuneration not exceeding ₹ 7,00,000/- (Rupees Seven Lacs only) per month on such terms and conditions set out in Letter of appointment.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration to the extent the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provision under the Act for the time being in force provided, however, that the remuneration payable to Mr. Raj Kumar Sekhani (DIN:00102843) shall be within the limits set out in the said Act including the said Schedule V to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and / or any rules or regulations framed there under and the terms between the Company and Mr. Raj Kumar Sekhani shall be suitably modified to give effect to such variation or increase as the case may be.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Raj Kumar Sekhani’s office as Chairman, the remuneration set out in the Letter of appointment be paid or granted to Mr. Raj Kumar Sekhani as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.”

“RESOLVED FURTHER THAT that the Board of Directors be and is hereby authorised to take such steps as may be necessary, proper or expedient to give effect to such resolution.”

6. To approve the re-appointment and payment of remuneration of the Cost Auditor for the financial year ending 31st March, 2024 and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   “RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members be and is hereby accorded for re-appointment of M/s. Vipul Bhardwaj & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2024 at a remuneration, amounting to ₹1,25,000 plus GST as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.”

By order of the Board of Directors
For **PIONEER EMBROIDERIES LIMITED**

Place: Mumbai
Date : 28th August, 2023

Harsh Vardhan Bassi
Managing Director
DIN:00102941

NOTES:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect of the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.

2. The Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 13th January, 2021, 14th December, 2021, 5th May, 2022 and 28th December, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since, this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

4. Mr. Raj Kumar Sekhani (DIN:00102843) Director retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment. As required under the Secretarial Standard - 2 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], the details of the Directors seeking re-appointment inter alia, age, experience, relationship with other directors of the Company, and other directorships, membership/chairmanship of the committees of other Boards, etc. are annexed to the Notice and form part of the Explanatory Statement. The Director has furnished the relevant consents, declarations, etc. for his re-appointment.

5. Appointment/Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company at mumbai@pelhakoba.com.

6. **Registration of email ID and Bank Account details:**

   In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

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

   (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. **OR**

   (ii) In the case of Shares held in Demat mode:

   The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

7. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2022-23 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated January 5, 2023. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2022-23 will also be available on the Company's website www.pelhakoba.com; websites of the

Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at www.nseindia.com and www.bseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

8. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. All documents referred to in the accompanying Notice and the Explanatory Statement are available on website of the Company at www.pelhakoba.com for inspection by the Members up to the date of 31st AGM.

10. The Register of Members and Share Transfer Register of the Company will remain closed from Saturday, 23rd September, 2023 to Friday, 29th September, 2023 (both days inclusive).

11. The details of unpaid and unclaimed amounts as on 31st March, 2023 are uploaded on the Company's website (www.pelhakoba.com). As per amendment to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 dated 5th September, 2016, 3,750 shares have been transferred to IEPF suspense account on 4th February, 2021. Dividend of ₹ 1,115.50 on above shares (declared for the Financial Year 2021-2022) were transferred to IEPF account. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. During the year the Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

12. Members are requested to apply for consolidation of folios, in case their holdings are maintained in multiple folios.

13. Shareholders seeking any information with regard to the Accounts are requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready.

14. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market and Members holding shares in electronic form are requested to submit their PAN to their Depositories Participant(s). Members holding shares in physical form shall submit their PAN details to R & TA, if not already submitted.

    Members who hold shares in physical form and desire to receive the documents in electronic mode are requested to provide their details (name, folio no, e-mail id) on the Company's e-mail address viz. mumbai@pelhakoba.com. Members who hold shares in electronic form are requested to get their details updated with the respective Depositories.

15. The members are requested to:

    a) Intimate changes, if any, in their Registered address to the Registrar and Transfer Agents of the Company M/s. Link Intime India Pvt. Ltd at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400083.

    b) Quote Ledger Folio/Client Id/DP ID numbers in all their correspondence.

16. The instructions for shareholders voting electronically are as under:

EVENT NUMBER: 230498

(i) The voting period begins on Tuesday, 26th September, 2023 (9.00 a.m. IST) to Thursday, 28th September, 2023 (5.00 p.m. IST) During this period shareholder's of the Company, holding shares whether in physical form or in dematerialized form, as on the cut-off date Friday, 22nd September, 2023, may cast their vote electronically. The e-voting module shall be disabled by LINKINTIME for voting after Thursday, 28th September, 2023 at 5.00 p.m.

(ii) Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post Tuesday, 26th September, 2023.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

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

    1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

    2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

    3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL:

    1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

    2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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

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

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

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

1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in

2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

   A. User ID:

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

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

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

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

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

   * *Shareholders holding shares in* ***NSDL form,*** *shall provide 'D' above*

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

     ▶ Click "confirm" (Your password is now generated).

3. Click on **'Login'** under **'SHARE HOLDER'** tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'.**

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.

2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).

4. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

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

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

o Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on **"SUBMIT".**

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

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

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

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

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

iii) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 22nd September, 2023.

iv) Any person who acquires shares of the Company and become Members of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 22nd September, 2023, may obtain the login id and password by sending a request at enotices@linkintime.co.in or to the Company at mumbai@pelhakoba.com.

17. Instructions for e-voting and joining the Annual General Meeting through InstaMeet are as follows:

1) Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/ OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only.

Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in & Click on **"Login".**

- ▶ Select the **"Company"** and **'Event Date'** and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- • Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- • Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- • Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

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

C. **Mobile No.:** Enter your mobile number.

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

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

Note:

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

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

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

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

18. **Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting through InstaMeet:**

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at mumbai@pelhakoba.com from Tuesday, 26^{th} September, 2023, 9.00 a.m. to Thursday, 28^{th} September, 2023 by 5.00 p.m. (Date & Time) (preferably one day or 24 hrs. prior to the date of AGM).

The first 5 Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at mumbai@pelhakoba.com. The same will be replied by the Company suitably.

Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

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

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

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

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".

2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on **'Submit'**.

3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.

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

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

   Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

   In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

20. Mr. Sanjay R. Dholakia, Practising Company Secretary (Membership No. F 2655 and C P No. 1798) has been appointed as Scrutinizer to scrutinize the voting and e-Voting process in a fair and transparent manner.

21. The Scrutinizer shall after conclusion of voting at the Annual General Meeting shall make a consolidated scrutinizer's report, not later than three days of the conclusion of the AGM, of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him, who shall countersign the same and declare the result of the voting forthwith.

22. The Results of the voting with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.pelhakoba.com immediately after declaration of the results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

That following explanatory statement sets out the material facts referring to Item No. 3 to 6 of the Notice.

ITEM NO. 3

Mr. Mahesh Kumar Gupta (DIN: 01821446) was appointed as an Additional Independent Director in the Board Meeting held on 28th August 2023, under Section 161 of the Companies Act, 2013 having tenure upto the ensuing Annual General Meeting.

Pursuant to the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice proposing the candidature of Mr. Mahesh Kumar Gupta (DIN: 01821446) for the office of Independent Director of the Company. In terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Mahesh Kumar Gupta, being eligible is proposed to be appointed as an Independent Director, not liable to retire by rotation, for a period of 5 consecutive years w.e.f. 28th August, 2023. The Company has received the following documents from the proposed appointee:

a. Letter of consent to act as a Director in Form DIR 2 under Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

b. Letters of Intimation in DIR 8 to the effect that she is not disqualified to become a Director under the Act.

c. Declaration that he meets the criteria of independence as provided under Section 149 of the Act.

Mr. Mahesh Kumar Gupta is highly educated professional with multiple academic laurels including Chartered Accountant, ICWA, Company Secretary, LLB. He is a recognized Insolvency Professional and a member of Insolvency & Bankruptcy Board of India. He is a practicing Chartered Accountant and Insolvency engagements. He has rich experience of 32 years in handling Finance, Commercial, Secretarial and Corporate laws. The Board strongly believe that his services shall be of immense use and the Company will gain with his deeper wider professional acumen.

Except Mr. Mahesh Kumar Gupta, None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Accordingly, the Board recommends the Special Resolution at Item no. 3 for member's approval.

ITEM NO. 4

Mr. Varun Kathuria (DIN: 00027987) was appointed as an Additional Independent Director in the Board Meeting held on 28th August 2023, under Section 161 of the Companies Act, 2013 having tenure upto the ensuing Annual General Meeting.

Pursuant to the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice proposing the candidature of Mr. Varun Kathuria (DIN: 00027987) for the office of Independent Director of the Company. In terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Varun Kathuria (DIN: 00027987), being eligible is proposed to be appointed as an Independent Director, not liable to retire by rotation, for a period of 5 consecutive years w.e.f. 28th August, 2023. The Company has received the following documents from the proposed appointee:

a. Letter of consent to act as a Director in Form DIR 2 under Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

b. Letters of Intimation in DIR 8 to the effect that she is not disqualified to become a Director under the Act.

c. Declaration that he meets the criteria of independence as provided under Section 149 of the Act.

Mr. Varun Kathuria is a practicing Chartered Accountant, having 28+ Years' experience of working in multiple industrial activities of Textile Industry including embroidery, readymade garments, accessories and sourcing consultants.

Supporting Taffles Group of Companies, since 1999, as Director. He has been formulating Business strategies, Commercial negotiation with large corporate Customers. Additionally, he has human resource capabilities and excellent in performance review with senior staff and management.

The Board is very sure that his in-depth understanding of the textile industry and global sourcing network will provide great benefits to the organization.

Except Mr. Varun Kathuria, None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Accordingly, the Board recommends the Special Resolution at Item no. 4 for member's approval.

ITEM NO. 5

Mr. Raj Kumar Sekhani is a Commerce Graduate from Calcutta University. He is one of the founder Promoter-Director and Executive Chairman of the Company. He has been involved in the activities of manufacturing and trading of garment accessories, embroidery fabrics, laces and knitted fabrics since, his adolescence. Company is growing across global and domestic markets under his leadership given his strong understanding of industry growth drivers. Company has been growing consistently and undertaken project expansion at Yarn unit and setting up an embroidery green field project. This will take the Company into next orbit of growth under his able leadership and vision.

The Nomination and Remuneration committee and Board of Directors have approved payment of remuneration not exceeding ₹7,00,000/- (Rupees Seven Lacs only) per month to Mr. Raj Kumar Sekhani as a Chairman with effect from 29th August, 2023 till balance period i.e. 28th August, 2025, due to his dedicated leadership. The details of remuneration payable to him is as under:

Nature	Rajkumar Sekhani Chairman	Remarks if any
Salary per month	7,00,000	--
Perquisites	--	--
Leave Salary	--	--
Drivers' Allowance	--	--
HRA	--	--
Medical Expenses	--	--
PF	--	--
Gratuity	--	--

The above remuneration of Mr. Raj Kumar Sekhani is same since, his re-appointment made from 29th August, 2020.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Save and except Mr. Raj Kumar Sekhani, None of the Directors or Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors recommends Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 – Mr. Raj Kumar Sekhani (Item No.5 of Notice)

I. General Information:

1.	Nature of industry	Engaged in manufacturing, exporting and retailing of embroidery fabric, laces and apparels.
2.	Date or expected date of commencement of commercial production	Existing Company in operation since, 1993
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	In the financial year 2022-2023, the Company made a turnover of ₹29,664.26 lacs and Profit of ₹870.54 lacs after tax.
5.	Foreign investments or collaborations, if any.	NIL

II. Information about the appointee:

1.	Background details	Mr. Raj Kumar Sekhani is a Promoter of the Company and is mainly responsible for steering out the Company. Also through his leadership and vision the Company has improved its performance and the Company has achieved the results in quick span and continues to grow further.
2.	Past remuneration	₹7,00,000 p.m. since, last 3 years
3.	Recognition or awards	NIL
4.	Job profile and his suitability	Following a distinguished year long service with the Company, since, incorporation, Mr. Raj Kumar Sekhani was responsible for the general conduct and management of the business and affairs of the Company. Over his long tenure he had actively led the steady growth story of the Company which saw the Company attain new heights of market share and profitability.
5.	Remuneration proposed	₹7,00,000 p.m.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration of Mr. Raj Kumar Sekhani is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
7.	Pecuniary relationship directly or indirectly with the Company, or relation with the managerial personnel, if any.	Mr. Raj Kumar Sekhani is not related to any of the Directors and Key Managerial Personnel of the Company.

III. Other Information:

1.	Reasons of loss or inadequate profits	This proposal is under applicable provisions of Schedule V, as the remuneration payable to the Chairman (and other executive directors) exceeds the limits prescribed. While the profits of the Company appear to be inadequate as per the provisions of Schedule V, it is a fact that the Chairman and other Executive Directors have hands-on experience, are capable of handling multiple responsibilities, and thus are able to lead a compact team of professionals. Various macro factors like Crude Oil prices, shift in demand patterns and cheaper imports have limited increase in sales and profitability.
2.	Steps taken or proposed to be taken for improvement	Company has under taken two CAPEX investments namely expansion of existing Yarn unit capacity to 26,000 MTA from existing 18,000 MTA at Kala Amb. And embroidery green field project at Dhule district. These will be fully operational by September 2023. These will generate much higher profits beginning Q3FY2024 onwards.
3.	Expected increase in productivity and profits in measurable terms	Next financial year onwards both these projects will generate substantial revenue and additional profits to support much higher salary expenses of the Company Directors.

ITEM NO. 6

The Board of Directors of the Company on the recommendation of the Audit Committee approved the re-appointment of M/s. Vipul Bhardwaj & Co., Cost Accountants, to conduct the audit of the Cost records of the Company for the financial year ending on 31st March, 2024.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year ending on 31st March, 2024, as set out in the Resolution for the aforesaid services to be rendered by them.

This statement may also be regarded as an appropriate disclosure under the Companies Act, 2013 and the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board of Directors recommends Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

By order of the Board of Directors
For **PIONEER EMBROIDERIES LIMITED**

Place: Mumbai
Date : 28th August, 2023

Harsh Vardhan Bassi
Managing Director
DIN:00102941

Annexure to Item No. 2 to 5 of the Notice:

Name	Mr. Raj Kumar Sekhani	Mr. Mahesh Kumar Gupta	Mr. Varun Kathuria
Date of Birth	06/06/1959	30/11/1959	13/03/1966
Nature of Expertise	Manufacturing and trading of garment accessories including embroidery fabrics, laces and knitted fabrics.	Finance, Commercial, Secretarial and various other Corporate laws.	Textile Industry including Embroidery, Readymade Garments, Accessories and sourcing consultants.
Experience	44 years	32 years	28 years
Relationships between directors inter se	Not Applicable	Not Applicable	Not Applicable
Name of listed Companies in which holds Directorship	NIL	NIL	NIL
Name of other Companies in Committees of which holds Membership/ Chairmanship	NIL	NIL	NIL
Shareholding in Pioneer Embroideries Limited	31,64,760	NIL	NIL

DIRECTOR'S REPORT

To
The Members,
PIONEER EMBROIDERIES LIMITED

Your Directors present the Thirty First Annual Report of your Company on the business and operations for the year ended 31st March, 2023.

FINANCIAL HIGHLIGHTS

(₹ in lakhs)

	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Turnover – Domestic	24,496.30	25,397.73
– Export including Incentive	5,167.96	3,819.32
Other Income	311.78	172.85
Total	**29,976.04**	**29,389.90**
Profit before Financial Charges, Depreciation, Exceptional Items & Tax	1,531.17	2,653.24
Financial Charges	364.14	320.44
Profit before Depreciation, Exceptional Items and Tax	1,167.03	2,332.80
Depreciation	846.11	808.09
Profit before Exceptional Items & Tax	320.92	1,524.71
Exceptional Items – Income (Net)	912.19	--
Profit/(Loss) before Tax	1,233.11	1,524.71
Tax Expenses	362.57	419.61
Net Profit	**870.54**	**1,105.09**
Per share data		
Basic Earnings per Share (₹)	3.27	4.16
Diluted Earnings per Share (₹)	3.27	4.11
Book Value per Share (₹)	50.30	47.28

YEAR IN RETROSPECT

Profit before Finance Costs, Depreciation, Tax and Exceptional Items for the year stood at ₹1,531 lakhs (previous year ₹2,653 lakhs), a decrease of about 42%. The Company generated an operational cash profit of ₹1,167 lakhs during the year under review (previous year ₹2,333 lakhs), recording a decline of about 50%. Cash profit including Exceptional Items stood 11% lower at ₹2,079 lakhs (previous year ₹2,333 lakhs). The Net Profit after Exceptional Items and Tax for the year is ₹871 lakhs (previous year ₹1,105 lakhs), a decline of 21%.

The decline in profitability was a result of a drop in operating profit margins of the Company during the year. The drop in margins was primarily due to macro factors such as increased crude oil prices, inadequate demand in certain overseas markets, and shifting consumption pattern. Margin erosion was also significantly attributable to cheaper Chinese imports, which affected entire polyester yarn segment.

Turnover of the Company for the year under review stood at ₹29,664 lakhs as against ₹29,217 lakhs in the previous year, an increase of about 1.5%, primarily on account increase in turnover in ELD segment as compared to of previous year.

The Company's business segment of Specialized Polyester Filament Yarn (SPFY), reported a full-year revenue of ₹24,905 lakhs, almost unchanged from the previous year figure of ₹25,096 lakhs.

Overall exports of the Company increased 35% during the year under review, to ₹5,168 lakh (previous year ₹3,819 lakh).

Overall domestic business was ₹24,496 lakh (previous year ₹25,398 lakhs), down about 4%. SPFY reported domestic revenues of ₹20,856 lakhs (previous year ₹22,034 lakhs), a decline of 5%, while EL reported 8% higher domestic revenues of ₹3,641 lakh (previous year ₹3,364 lakh).

A detailed review of the performance during the year is given under the section - Management Discussion and Analysis Report as stipulated under Regulation 34 read with part B of Schedule V of Listing Regulations entered into with the Stock Exchanges is set out in a separate section and forms part of the Directors Report.

TRANSFER TO RESERVES

The Board does not propose to carry any amounts to reserves.

CHANGE IN NATURE OF BUSINESS

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

INDUSTRY OVERVIEW

Global Textile & Apparel Industry:

Since June 2022, industry has been facing declining demand due to global inflation and potential recession. Global apparel market contracted to US$ 1.3 trillion in 2020, but reached US$ 1.7 trillion in 2022, projected to grow to US$ 2.3 trillion by 2030 (CAGR of 4% from 2022). Global textile and apparel trade valued at US$ 871 billion in 2021, projected to reach US$ 1.2 trillion by 2030 (CAGR of 4%).

Indian Textile & Apparel Industry:

Estimated market value of US$ 165 billion in 2022-23, domestic market accounts for 76% (US$ 110 billion) and exports for 24% (US$ 43 billion). Apparel segment holds 74% of domestic market, followed by technical textiles with 20% share.

India's Domestic Textile & Apparel Market:

Impressive growth from US$ 50 billion in 2010-11 to US$ 110 billion in 2021-22 (CAGR of 7%). Expected CAGR of 10% from 2021-22 to 2030-31, targeting US$ 250 billion by 2030-31.

India's Textile & Apparel Exports:

Steady growth with CAGR of 4% since 2010-11, reached US$ 43 billion in 2021-22. Anticipated to surge at CAGR of 10% from 2021-22, aiming to reach US$ 100 billion by 2030-31. Apparel segment contributes 37% to total T&A exports in 2021-22.

India's Textile & Apparel Imports:

Experienced CAGR of 7% since 2010-11, reached US$ 8.3 billion in 2021-22. Expected CAGR of 8% from 2021-22, aiming to surpass US$ 16 billion by 2030-31. India is a major exporter of natural spun yarn, cotton-based products, and MMF spun yarn and filament yarn.

CAPITAL EXPANSION

Your Company had undertaken two planned CAPEX:

Under SPFY spinning capacity increased from 18,000 MTA to 26,000 MTA, this has gone on stream beginning June 2023. Value added new capacities in POY (Partially Oriented Yarn) and DTY (Draw Textured Yarn) will start getting operational by end of September 2023.

Modernisation of Embroidery with state-of-the-art green field project at Degaon, Dhule, Maharashtra, commenced commercial production from August 23.

The total cost of these two projects is around Rs. 110 crores, funded through internal accrual and sale of assets amounting to Rs. 35 crores and balance through external borrowings. On an annualised basis incremental revenue of about Rs. 150 crores will be achievable post peak capacity utilisation. Both the projects will start achieving peak capacity utilisation by Q3FY23-24.

BANK BORROWINGS

The total secured borrowings as on year-end FY23 stand at about ₹9,136 lakhs (₹2,623 lakhs), including working capital of ₹2,249 lakhs (previous year of ₹1,416 lakhs).

DEMERGER

The draft Scheme of Arrangement involving demerger of Embroidery & Bobbin Lace (ELD), or the **"ELD Business"** Undertaking, from **Pioneer Embroideries Limited ("Demerged Company")** into **Pioneer Realty Limited ("Resulting Company")** under sections 230 to 232 read with section 66 of the Companies Act, 2013 and other applicable provisions of Companies Act, Rules and Regulations thereunder, is filed for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") read with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021 (read with SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/003 dated January 03, 2022) ("Circular"), with the BSE Limited(BSE), the National Stock Exchange of India Limited(NSE) and Securities and Exchange Board of India Limited(SEBI), for in-principal approval of SEBI in line with the Circular. The scheme is approved by both the exchanges in April, 2023. The file is pending for SEBI's approval and once the approval and Calcutta Stock Exchange (on which PEL has already applied for delisting) still and once the approval is received, the application for approval of the scheme shall be filed with the National Company Law Tribunal (NCLT) Mumbai.

LISTING

The Equity Shares of the Company are listed with the BSE & NSE.

The shares of the Company were earlier listed with Calcutta Stock Exchange and Delhi Stock Exchange also. However, the Company had submitted application for delisting of its shares from these Stock Exchanges in the year 2007 as approved by the shareholders in the Annual General Meeting held on 29th December, 2006.

DIVIDEND

Your Directors have not recommended any dividend on equity shares for the financial year 2023-24, in view of priotizing the funds for business expansion.

SHARE CAPITAL

During the year, 3,84,500 Equity Shares ₹10/- each at ₹13.90/- were allotted on 25th May, 2023, under ESOS Scheme.
The Company to raise funds for capital expenditure and working capital requirements, has issued upto 38,40,000 Share Warrants to Mr. Raj Kumar Sekhani and M/s. Tano Investment Opportunities Fund i.e. to the person belonging to Promoters and Non Promoters, Group respectively by way of preferential issue of share warrants through, private placement at its Board meeting held on 18th August, 2023, subject to the approval of the members at Extra Ordinary General Meeting to be held on 12th September, 2023.

SUBSIDIARY COMPANIES

The revenue of Hakoba Lifestyle Limited in current year stood at ₹0.09 lakh (₹1.87 lakhs). Profit after tax and exceptional item stood at ₹0.89 lakh as compared to net loss of ₹1.46 lakhs in previous year.

The revenue of Crystal Lace (India) Limited in current year stood at ₹0.67 lakhs (₹6.34 lakhs). The Company has incurred a net loss of ₹41.62 lakhs as compared to net loss of ₹4.27 lakh in previous year.

Pioneer Realty Limited had no activity during the year.

The statement of subsidiaries in Form AOC-1 (pursuant to first proviso to sub section (3) of section 129 of the Companies Act, 2013) is provided as **Annexure - A** to the Consolidated Financial Statement and hence not repeated here for the sake of brevity.

CONSOLIDATED ACCOUNTS

The Consolidated Financial Statements of the Company are prepared in compliance with applicable provisions of the Companies Act, 2013, and "Ind AS" issued by the Institute of Chartered Accountants of India as well as Listing Regulations as prescribed by the Securities and Exchange Board of India (SEBI) and form a part of the Annual Report.

CORPORATE GOVERNANCE

Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance with Auditors Certificate confirming compliance, is attached and forms an integral part of this Report. Further, a declaration affirming compliance with the code of conduct by all the Board members and senior management personnel along with certificate under Regulation 17(8) of the SEBI Listing Regulations is also given in this Annual Report.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, copies of the Annual Returns of the Company prepared in accordance with Section 92(1) of the Act read with Rule 11 of the Companies (Management and Administration) Rules, 2014 are made available on the Company's website (www.pelhakoba.com).

DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company Mr. Raj Kumar Sekhani (DIN: 00102843), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment. Accordingly, his re-appointment forms part of the notice of the ensuing Annual General Meeting.

The Nomination and Remuneration committee and Board of Directors have approved payment of remuneration not exceeding ₹7,00,000/- (Rupees Seven Lacs only) per month to Mr. Raj Kumar Sekhani as Chairman, with effect from 29th August, 2023 till balance period i.e. 28th August, 2025, duly acknowledging his dedicated leadership. Such remuneration is unchanged since his re-appointment on 29th August, 2020.

Approval for payment of such remuneration, under Schedule V of the Companies Act, is being sought in the forthcoming Annual General Meeting of the Company.

The Board at their meetings held on 28th August, 2023 had approved the appointment of Mr. Mahesh Kumar Gupta (DIN:01821446) and Mr. Varun Kathuria (DIN:00027987) as an Independent Directors of the Company respectively with effect from 28th August, 2023 for a period of 5 years. The regularization of the said Directors shall be at the ensuing Annual General Meeting.

KEY MANAGERIAL PERSONNEL

The following are the Key Managerial Personnel of the Company pursuant to Section 203 of the Companies Act, 2013:

Sr. No.	Name	Designation
1.	Mr. Harsh Vardhan Bassi	Managing Director
2.	Mrs. Ami Thakkar	Company Secretary
3.	Mr. Deepak Sipani	Chief Financial Officer (CFO)

BOARD PERFORMANCE/ EVALUATION

The performance evaluation of the non-executive directors is done by the Board annually. This evaluation is based taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as the attendance and contribution of the member at the Board/ committee meetings. The process also considers core competency, expertise, personnel characteristic and specific responsibility of the concerned director.

The performance evaluation of the Chairman and the Managing Director was carried out by the Independent Directors in a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the view of the Executive Directors and Non-Executive Directors. A separate exercise was carried out to evaluate the performance of individual Directors who were evaluated on parameters such as level of engagement, contribution and independence of judgment. The Board of Directors expressed their satisfaction with the evaluation process.

DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY

All the Independent Directors have provided the declaration of Independence, as required pursuant to Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in sub-section (6) and SEBI LODR Regulations.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

All new Independent Directors (IDs) inducted into the Board are given an orientation. Presentations are made by Executive Directors (EDs) and Senior Management giving an overview of the Company's operations, to familiarize the new Independent Directors (IDs) with the Company's business operations. The new IDs are given an orientation on our products, group structure and subsidiary company, Board constitution and procedures, matters reserved for the Board, and the Company's major risks and risk management strategy.

BOARD MEETINGS

The details of number of meetings of the Board, held during the year forms part of the Corporate Governance Report and hence not repeated here for the sake of brevity.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The details of unpaid and unclaimed amounts as on 31st March, 2023 are uploaded on the Company's website (www.pelhakoba.com).

As per amendment to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 dated 5th September, 2016, 3750 shares have been transferred to IEPF suspense account on 4th February, 2021.

Dividend of ₹1115.50 on above shares (declared for the Financial Year 2021-2022) were transferred to IEPF account.

VIGIL MECHANISM

The Company has established a Vigil Mechanism/ Whistle Blower Policy that enables the Directors and Employees to report genuine concerns. The Vigil Mechanism provides for (a) adequate safeguards against victimization of persons who use the Vigil Mechanism.

Details of the Vigil Mechanism/Whistle Blower policy are made available on the Company's website (www.pelhakoba.com).

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS BY THE COMPANY

Details of the Loans, Guarantees and Investment covered under the section 186 of the Companies Act, 2013 are given in the Financial Statements.

CREDIT RATING

The Company has received the credit rating from India Ratings and Research Private Limited as per their letter dated 20th July, 2023, and the Rating assigned to the Company is as follows:

Instrument Type	Rating
Term Loan	IND BBB-/Stable
Fund Based facilities	IND BBB-/Stable/IND A3
Non-Fund Based facilities	IND A3

India Ratings and Research Private Limited stated that the downgrade reflects the decline in PEL's operating profitability in FY23, leading to significant deterioration in the credit metrics. Ind-Ra expects profitability to remain vulnerable in near term due to instability in crude prices. The margins are expected to gradually get reinstated in the medium-term post successful completion of the ongoing capex and stabilization of raw material prices.

NOMINATION AND REMUNERATION POLICY

The Committee has framed a policy to determine the qualification and attributes for appointment and basis of determination of remuneration of all the Directors, Key Managerial Personnel and Senior Management. A copy of the policy is annexed as **Annexure -A.**

RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and Company has not entered into any contract/arrangement/transaction with related parties which could be considered material in nature thus provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder are not attracted. Thus, disclosure in Form AOC-2 in terms of Section 134 of the Companies Act, 2013, is included as **Annexure - B** and forms an integral part of this Report.

All related party transactions are placed before the Audit Committee as also to the Board for approval.

The Company has developed a Related Party Transactions Policy which has been uploaded on the website of the Company and web-link thereto has been provided in the Corporate Governance report.

DETAILS RELATING TO DEPOSITS COVERED UNDER CHAPTER V OF THE ACT

The Company has never accepted any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, or under Chapter V of the Act. Hence, the requirement for furnishing details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There is no material change affecting the financial position of the Company which have occurred between the end of the financial year.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

(i) that in the preparation of the Annual Accounts for the year ended 31st March, 2023, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;

(ii) that the accounting policies selected and applied are consistent and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023 and of the net profit of the Company for the year ended on that date;

(iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) that the annual accounts have been prepared on a going concern basis;

(v) that the Directors had laid down adequate internal financial controls to be followed by the Company and these are operating effectively;

(vi) that adequate and proper systems to ensure compliance with all applicable laws have been devised and such systems are operating effectively in the Company.

STATUTORY AUDIT

The appointment of M/s. M B A H & CO. (ICAI Regn. No.121426W), statutory auditors of the Company were appointed for a period of 5 years at 30th Annual general Meeting as statutory auditors till the conclusion of 35th Annual general Meeting, as per the provisions of Section 139 of the Companies Act, 2013.

There is no qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors i.e. M/s. M B A H & CO., Chartered Accountants in its report and therefore, there are no further explanations to be provided for in this report and is prepared as per "Ind AS".

COST AUDIT

The Board of Directors, on the recommendation of Audit Committee, has re-appointed M/s. Vipul Bhardwaj & Co., Cost accountants, as Cost Auditor to audit the cost accounts of the Company for the year 2023-24 at a remuneration of ₹1,25,000 plus GST as applicable and reimbursement of out of pocket expenses. A resolution seeking member's approval for the remuneration payable to the Cost Auditor forms part of the Notice convening the Annual General Meeting. The Company has maintained cost accounts and records for the business, which is applicable as per Section 148(1) of the Companies Act, 2013 for the year ended 31st March, 2023.

SECRETARIAL AUDIT

As required under Section 204 of the Companies Act 2013, and rules made thereunder, the Company has re-appointed M/s. Sanjay Dholakia & Associates, a firm of Company Secretaries in Practice (Membership No.2655; C.P. No.1798) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is included as **Annexure – C** and forms an integral part of this Report.

There is no qualification, reservation or adverse remark or disclaimer made by the Secretarial Auditor in its report and therefore, there are no further explanations to be provided for in this report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an effective internal control and risk mitigation system, commensurate with its size, scale and complexity of its operations. The scope and authority of the Internal Audit function is also defined. The Audit Committee of the Board actively reviews the adequacy and effectiveness of the systems.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, corrective actions are undertaken in the respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors, including audit of internal financial controls over financial reporting, and the reviews performed by management and the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and operating effectively as at March 31, 2023.

During the year under review, no material or serious observation has been observed for inefficiency or inadequacy of such controls.

RISK MANAGEMENT

There is a continuous process for identifying, evaluating and managing significant risks faced through a risk management process designed to identify the key risks facing business. Risks would include significant weakening in demand from core-end markets, inflation uncertainties and any adverse regulatory developments, etc. During the year a risk analysis and assessment was conducted and no major risks were noticed.

SAFETY, HEALTH & ENVIRONMENT

The Company, in order to ensure health and safety of its employees and other staff, took adequate pre-emptive measures to enhance the hygiene and sanitization protocols across all offices and plants, in line with guidelines in force by local authorities. The health of the employees coming to work space is being continuously monitored for any signs of the health complications and adequate containment measures are in place. Your Company is committed to maintain its efforts in providing a safe working environment to its employees. At the same time, we are keeping our plants operational and thus trying to contribute towards the restoration of the economic activity and provide earnings to labor and staff.

HUMAN RESOURCE

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. Employees are considered to be team members being one of the most critical resources in the business which maximize the effectiveness of the Organization. Human resources build the Enterprise and the sense of belonging would inculcate the spirit of dedication and loyalty amongst them towards strengthening the Company's Polices and Systems. The Company takes various HR initiatives to align the HR policy to the growing requirements of business.

Your Company regularly conducts technical and safety training programmes.

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

There are no orders passed by the Regulators or courts or tribunals impacting the going concern status and Company's operations in future.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 14, the internal committee constituted under the said act has confirmed that no complaint/case has been filed/ pending with the Company during the year.

MANAGERIAL REMUNERATION

a. Details of the remuneration of each director to the median remuneration of the employees of the Company and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as **Annexure - D.**

b. The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

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

The particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014, are attached as **Annexure-E** to this report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Company seeks to build constructive relationship with all the stakeholders and wants to benefit from your Company's presence. The Company had formed the CSR Committee and has framed a CSR policy, which has been uploaded on the website of the Company. The provisions of CSR activities under Companies Act, 2013 were applicable to your Company. A detail pursuant to Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as **Annexure -F.**

Employee Stock Option Plan (ESOP)

Details of ESOP implemented during the year are as below:

(a) options granted; NIL
(b) options vested; 4,31,000
(c) options exercised; 3,84,500
(e) options lapsed; NA
(f) the exercise price; ₹13.90 per share
(g) variation in terms of options; No
(h) money realised by exercise of options; ₹53,44,550/-
(i) total number of options in force; 18,500
(j) employee wise details of options granted to: (i) Key Managerial Personnel; NA

There is no material change in the ESOP scheme and the same is in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014. ESOP scheme are made available on the Company's website (www.pelhakoba.com).

As per Regulation 13 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, a certificate received from the secretarial auditor of the Company that the scheme(s) has been implemented in accordance with these regulations and in accordance with the resolution of the Company in the general meeting is annexed as **Annexure -G.**

APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the year, there were no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

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

During the year, the Company had not made any One Time Settlement with any banks or Financial Institutions.

COMPLIANCE OF SECRETARIAL STANDARDS

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

GENERAL DISCLOSURE

During the Financial Year under review:

a. the Company has not issued Equity Shares with differential rights as to dividend, voting or otherwise, pursuant to the provisions of Section 43 of the Act and Rules made thereunder.

b. the Company has not made any provisions of money or has not provided any loan to the employees of the Company for purchase of shares of the Company or its holding Company, pursuant to the provisions of Section 67 of the Act and Rules made thereunder.

c. the Company has not accepted any deposit from the public, pursuant to the Chapter V of the Act and Rules made thereunder.

d. the Company has not bought back its shares, pursuant to the provisions of Section 68 of the Act and Rules made thereunder.

e. there were no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

f. there were no significant material changes and commitments affecting the financial position of the Company, which have occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of this Report.

g. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

ACKNOWLEDGEMENT

The Management of your Company is grateful to the Government Authorities, Shareholders, Valued Customers, Company's Bankers, Raw Material Suppliers, and other Business Associates for their continued support and co-operation.

The Directors also wish to place on record the appreciation for their co-operation, active involvement and dedication for their employees, which enabled the Management to contribute to the progress of your Company.

For and on behalf of the Board of Directors

Place : Mumbai.
Date : 28th August, 2023

RAJ KUMAR SEKHANI
Chairman
DIN:00102843

Annexure - A

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (LODR) Regulations, 2011, as amended from time to time.

This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

DEFINITIONS

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

"Key Managerial Personnel" means:

i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;

ii) CFO;

iii) Company Secretary; and

iv) such other officer as may be prescribed.

"Senior Managerial Personnel" mean the personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

OBJECTIVES OF THE POLICY

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to Directors, key managerial personnel and senior management involves a balance short and long-term performance objectives appropriate to the working of the Company and its goals.

COMPOSITION OF THE COMMITTEE

- The Committee shall consist of a minimum 3 non-executive Directors, majority of them being independent.
- Minimum two (2) members shall constitute a quorum for the Committee meeting.
- Membership of the Committee shall be disclosed in the Annual Report.
- Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRPERSON

- Chairperson of the Committee shall be an Independent Director.
- Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

COMMITTEE MEMBERS' INTERESTS

- A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

ROLE OF THE COMMITTEE

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy;
- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- Identifying and recommending Directors who are to be put forward for retirement by rotation;
- Determining the appropriate size, diversity and composition of the Board;
- Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director, KMP and Senior Management Personnel at any time including the suspension or termination of service subject to the provision of the law and their service contract;
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;

- Recommend any necessary changes to the Board; and
- Considering any other matters, as may be requested by the Board.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/ SENIOR MANAGEMENT PERSONNEL

1) Remuneration to Managing Director / Whole-time Directors:

- The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) Remuneration to Non- Executive / Independent Directors:

- The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

➢ The Services are rendered by such Director in his capacity as the professional; and

➢ In the opinion of the Committee, the Director possesses the requisite qualification for the practice of that profession.

- The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

3) Remuneration to Key Managerial Personnel and Senior Management:

- The remuneration to Key Managerial Personnel and Senior Management may consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- The Company may issue Employee Stock Option / Purchase Schemes to Key Managerial Personnel and Senior Management in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and

Senior Management, to be decided annually or at such intervals as may be considered appropriate.

TERM / TENURE

a) Managing Director/Whole-time Director:

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

b) Independent Director:

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

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

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

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

EVALUATION

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

REMOVAL

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

RETIREMENT

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

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.

- The Committee may delegate any of its powers to one or more of its members.

Annexure - B

FORM NO. AOC -2

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

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

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

   Not Applicable as all transactions are on Arm's Length basis

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	**I) Sales** a) Kiran Industries Pvt. Ltd b) Kiran Texpro Pvt. Ltd. c) J J and Sons **II) Purchases** a) Kiran Industries Pvt. Ltd b) Kiran Texpro Pvt. Ltd. c) J J and Sons d) Crystal Lace (India) Ltd **III) Rent Paid** a) Kiran Industries Pvt. Ltd **IV) Rent Received** b) Kiran Texpro Pvt. Ltd
b)	Nature of contracts/arrangements/transaction	Invoice
c)	Duration of the contracts/ arrangements/ transaction	As and when required
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	As per normal business norms
e)	Date of approval by the Board	28th January, 2022
f)	Amount paid as advances, if any	NIL

For and on behalf of the Board of Directors

RAJ KUMAR SEKHANI
Chairman
DIN:00102843

Date : 28th August, 2023
Place : Mumbai.

Annexure - C

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2023

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

To,
The Members,
PIONEER EMBROIDERIES LIMITED
CIN No. L17291MH1991PLC063752
Mumbai.

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

Based on my verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 generally 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, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - (Not applicable to the Company during the Audit Period);

(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, 2009; (Not applicable to the Company during the Audit Period);

(d) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;

(e) The Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021; (Not applicable to the Company during the Audit Period);

(f) 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;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period);

(h) The Securities and Exchange of Board of India (Buy-back Regulation), 2018; (Not applicable to the Company during the Audit Period);

(i) As per Management representation letter following are laws applicable specifically to Company:

1. Factories Act, 1948;
2. Industries (Development & Regulation) Act, 1951;
3. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, bonus, provident fund, ESIC, compensation etc.;
4. Acts prescribed under prevention and control of pollution;
5. Acts prescribed under Environmental protection;
6. Acts as prescribed under Direct Tax and Indirect Tax;
7. Land Revenue laws of respective States;
8. Labour Welfare Act to respective States;
9. Trade Marks Act 1999 & Copy Right Act 1957;
10. The Legal Metrology Act, 2009;
11. Acts as prescribed under Shop and Establishment Act of various local authorities.
12. Local Laws as applicable to various offices and plants;

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations 2015.

The listed entity has taken the actions to comply with the observations made in previous reports issued for the financial year ended 31st March, 2022 and annexed in Table-A.

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

I further report & confirm that the Company has maintained Structured Digital Database in compliance with the Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 for the year ended 31st March, 2023.

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

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

Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

I further report that as per the explanations given to me and the representations made by the Management and relied upon by me 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.

This Report is to be read with my letter of even date which is annexed as Annexure 1 and forms an integral part of this Report:

For **SANJAY DHOLAKIA & ASSOCIATES**

(SANJAY DHOLAKIA)
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798
Date: 28th August, 2023
Place: Mumbai
UDIN: F002655E000879080
Peer Reviewed Firm No. 2036/2022

Annexure I

(forming part of Secretarial Audit Report)

To,
The Members,
PIONEER EMBROIDERIES LIMITED
CIN No. L17291MH1991PLC063752
Mumbai

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes, I followed provide a reasonable basis for our opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, I obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **SANJAY DHOLAKIA & ASSOCIATES**

(SANJAY DHOLAKIA)
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798

Date: 28th August, 2023
Place: Mumbai
UDIN: F002655E000879080
Peer Reviewed Firm No. 2036/2022

Table –A

b) The listed entity has taken the following actions to comply with the observations made in previous reports.

Sr. No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks Of The Practicing Company Secretary	Management Response	Remarks
1	Regulation 17(1) of SEBI (LODR) Regulations pertaining to Board Composition for the quarter ended 30th June, 2021	Compliance under regulation 17(1) of SEBI (LODR) Regulations pertaining to Board Composition	Non- compliance under regulation 17(1) of SEBI (LODR) Regulations pertaining to Board Composition	BSE	Imposition of Fine under SEBI SOP circular no. SEBI/ HO/CFD/CMD/ CIR/P/2020/12 dated January 22,2020	Non- compliance under regulation 17(1) of SEBI (LODR) Regulations pertaining to Board Composition	Rs. 2,59,600/-	The company filed waiver application and decision awaited from BSE	The company filed waiver application and decision awaited from BSE.	
2	Regulation 17(1) and 17(1A) of SEBI (LODR) Regulations pertaining to Board Composition and appointment of non-executive director who attained the age of seventy five years for the quarter ended 30th September, 2021	Compliance under regulation 17(1) and 17(1A) of SEBI (LODR) Regulations pertaining to Board Composition and appointment of non-executive director who attained the age of seventy five years	Non- compliance under regulation 17(1) and 17(1A) of SEBI (LODR) Regulations pertaining to Board Composition and appointment of non-executive director who attained the age of seventy five years	BSE	Imposition of Fine under SEBI SOP circular no. SEBI/ HO/CFD/CMD/ CIR/P/2020/12 dated January 22,2020	Non- compliance under regulation 17(1) and 17(1A) of SEBI (LODR) Regulations pertaining to Board Composition and appointment of non-executive director who attained the age of seventy five years	Rs. 3,33,940/-	The Company has paid fine of Rs. 1,39,240/- against, regulation 17(1A) of SEBI (LODR) Regulationsunder protest to the BSE Limited (BSE). Waiver application for regulation 17(1A) rejected against which Personal hearing awaited from BSE	The Company has paid fine of Rs. 1,39,240/- against, regulation 17(1A) of SEBI (LODR) Regulations,under protest to the BSE Limited (BSE). Waiver application for regulation 17(1A) rejected against which Personal hearing awaited from BSE.	
3	Regulation 17(1A) of SEBI (LODR) Regulations pertaining to an appointment of non-executive director who attained the age of seventy five years for the quarter ended 31st December, 2021	Compliance under regulation 17(1A) of SEBI (LODR) Regulations pertaining to an appointment of non-executive director who attained the age of seventy five years	Non- compliance under regulation 17(1A) of SEBI (LODR) Regulations pertaining to an appointment of non-executive director who attained the age of seventy five years	BSE	Imposition of Fine under SEBI SOP circular no. SEBI/ HO/CFD/CMD/ CIR/P/2020/12 dated January 22,2020	Non- compliance under regulation 17(1A) of SEBI (LODR) Regulations pertaining to an appointment of non-executive director who attained the age of seventy five years	Non- compliance under regulation 17(1A) of SEBI (LODR) Regulations pertaining to an appointment of non-executive director who attained the age of seventy five years	The Company has paid fine under protest to the BSE Limited (BSE). Waiver application made. Decision awaited from BSE.	The Company has paid fine under protest to the BSE Limited (BSE). Waiver application made. Decision awaited from BSE.	

Sr. No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks Of The Practicing Company Secretary	Management Response	Remarks
4	Regulation 17(1) of SEBI (LODR) Regulations for the quarter ended 30th June, 2021 and 30th September, 2021	Compliance under Regulation 17(1) of SEBI (LODR) Regulations pertaining to Board Composition	Non- compliance under regulation 17(1) of SEBI (LODR) Regulations pertaining to Board Composition	NSE	Imposition of Fine under SEBI SOP circular no. SEBI/ HO/CFD/CMD/ CIR/P/2020/12 dated January 22,2020	Non- compliance under regulation 17(1) of SEBI (LODR) Regulations pertaining to Board Composition	Rs. 4,54,300/-	The Company filed waiver application, which was not considered favourably by Committee. The Company has paid fine under protest to the National stock Exchange of India Limited (NSE). The Company filed an Appeal before Hon'ble Securities Appellate Tribunal (SAT), Mumbai against the decision of NSE rejecting company's waiver application, which was admitted by SAT. The next date of hearing before SAT for argument is 05.09.2023. 1	The Company filed waiver application, which was not considered favourably by Committee. The Company has paid fine under protest to the National stock Exchange of India Limited (NSE). The Company filed an Appeal before Hon'ble Securities Appellate Tribunal (SAT), Mumbai against the decision of NSE rejecting company's waiver application, which was admitted by SAT. The next date of hearing before SAT for argument is 05.09.2023.	
5	Regulation 17(1A) of SEBI (LODR) Regulations for the quarter ended 30th September, 2021	Compliance under regulation 17(1A) of SEBI (LODR) Regulations pertaining to an appointment of non-executive director who attained the age of seventy five years	Non- compliance under regulation 17(1A) of SEBI (LODR) Regulations pertaining to an appointment of non-executive director who attained the age of seventy five years	NSE	Imposition of Fine under SEBI SOP circular no. SEBI/ HO/CFD/CMD/ CIR/P/2020/12 dated January 22,2020	Non- compliance under regulation 17(1A) of SEBI (LODR) Regulations pertaining to an appointment of non-executive director who attained the age of seventy five years	Rs. 1,39,240/-	The Company has paid fine under protest to the National stock Exchange of India Limited (NSE). The Company filed waiver application which was not considered favourably by NSE.	The Company has paid fine under protest to the National stock Exchange of India Limited (NSE). The Company filed waiver application which was not considered favourably by NSE.	

Sr. No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks Of The Practicing Company Secretary	Management Response	Remarks
6	Regulation 17(1A) of SEBI (LODR) Regulations for the quarter ended 31st December, 2021	Compliance under Regulation 17(1A) of SEBI (LODR) Regulations pertaining to an appointment of non-executive director who attained the age of seventy five years	Non- compliance under regulation 17(1A) of SEBI (LODR) Regulations pertaining to Board Composition & an appointment of non-executive director who attained the age of seventy five years	NSE	Imposition of Fine under SEBI SOP circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22,2020	Non- compliance under regulation 17(1A) of SEBI (LODR) Regulations pertaining to an appointment of non-executive director who attained the age of seventy five years	Rs. 1,69,920/-	The Company has paid fine under protest to the National stock Exchange of India Limited (NSE). The Company filed waiver application which was not considered favourably by NSE.	The Company has paid fine under protest to the National stock Exchange of India Limited (NSE). The Company filed waiver application which was not considered favourably by NSE.	

FOR SANJAY DHOLAKIA & ASSOCIATES

SANJAY R DHOLAKIA
Practicing Company Secretary
Proprietor

Membership No.: FCS 2655
CP No.: 1798
Peer Reviewed Firm No. 2036/2022

Date: 28th August, 2023
Place: Mumbai

UDIN: F002655E000879080

Annexure - D

STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

i. The ratio of the remuneration of each director to the median remuneration of the Employees of the Company for the financial year:

Name of Director	Designation	Ratio to median remuneration of the employees
Mr. Raj Kumar Sekhani	Chairman	32:1
Mr. Harsh Vardhan Bassi	Managing Director	14:1
Mr. Saurabh Maheshwari	Executive Director	18.1

a) The Median remuneration of Employees of the Company was ₹2.60 Lakhs.

b) For this purpose, sitting fees paid to the Directors have not been considered as remuneration.

ii. The % increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year:

Designation	Name of Employee	% increase/decrease in remuneration
Chairman	Mr. Raj Kumar Sekhani	--
Managing Director	Mr. Harsh Vardhan Bassi	--
Executive Director	Mr. Saurabh Maheshwari	14.64
CFO	Mr. Deepak Sipani	8.16
Company Secretary	Mrs. Ami Thakkar	10.00

iii. The % increase in the median remuneration of employees in the financial Year: 42.51%.

iv. The number of permanent employees on the rolls of the Company :761.

v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The median percentage increase made in the salaries of employees other than the managerial personnel was 42.51% while the increase in the remuneration of managerial personnel was 4.48%.

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

The Company hereby affirmed that the remuneration is as per the Remuneration policy of the Company.

vii. The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

For and on behalf of the Board of Directors

RAJ KUMAR SEKHANI
Chairman
DIN:00102843

Date : 28th August, 2023
Place : Mumbai.

Annexure – E

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

The information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended 31st March, 2023 is given below and forms part of Directors' Report.

A) CONSERVATION OF ENERGY:

The manufacturing processes of the Company are not energy intensive, therefore, impact of energy saving devices is insignificant.

B) TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION:

The Company has not imported any technology at any time during the last five years.

RESEARCH AND DEVELOPMENT:

a)	Specific areas in which R & D has carried out by the Company	The Company has carried out R & D in the area of product development & cost reduction.
b)	Benefit derived as a result of R & D.	Sales and quality of the products of the Company has improved substantially.
c)	Future Plan of action	The Company plans to strengthen its R & D activity and intensify its cost reduction programme.
d)	Expenditure on R & D	Expenditure on R & D is not accounted for separately.

C) FOREIGN EXCHANGE EARNING AND OUTGO:

(₹ in lakhs)

	2022-23	2021-22
Total Foreign Exchange Used (Payment Basis)	3442.82	680.66
Total Foreign Exchange Earned	4992.29	3678.51
	1,336.46	**320.11**

Annexure-F

CORPORATE SOCIAL RESPONSIBILITY (CSR)

{Pursuant to clause (o) of sub-section 134 of the Act and Rule 9 of the Corporate Social responsibility) Rules, 2014}

1. **A Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

   We believe in the trusteeship concept. This entails transcending business interests and grappling with the "quality of life" challenges that underserved communities face, and working towards making a meaningful difference to them.

   Our vision is - "to actively contribute to the social and economic development of the communities in which we operate. In so doing build a better, sustainable way of life for the weaker and marginalized sections of society and raise the Country's human development index".

   Identification of projects:

   All projects are identified in consultation with the community in a participatory manner, literally sitting with them and gauging their basic needs. We take recourse to the participatory rural appraisal mapping process. Subsequently, based on a consensus and in discussion with the village panchayats, and other stakeholders, projects are prioritized.

   Arising from this our focus areas that have emerged are Education, health care and Setting up homes for women, orphans, etc, employment enhancing vocation skills especially among women, which are in line with Schedule VII of the Companies Act, 2013.

   Your Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 which is accessible from our Company's website:
   http://pelhakoba.com/wp-content/uploads/2016/10/Corporate_Social_Responsibility_policy.pdf

2. **The Composition of the CSR Committee:**

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Ms. Sushama Sunil Bhatt	Chairperson	02	02
2.	Mr. Raj Kumar Sekhani	Member	02	02
3.	Mr. Harsh Vardhan Bassi	Member	02	02
4.	Mr. Joginder Kumar Baweja	Member	02	02

3. **Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:**
   https://www.pelhakoba.com/wp-content/uploads/2016/10/Corporate_Social_Responsibility_policy.pdf

4. **Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report):** NA

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

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set- off for the financial year, if any (in ₹)
1.	NA	NA	NA

6. Average net profit of the Company as per section 135(5): ₹12.72 crores

7. (a) Two percent of average net profit of the company as per section 135(5): ₹25.44 lakhs
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NA
(c) Amount required to be set off for the financial year: NA
(d) Total CSR obligation for the financial year (7a+7b- 7c): ₹25.44 lakhs

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer	Name of the Fund	Amount	Date of transfer
₹25.44 lakhs	NIL	NA	NA	NIL	NA

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Project duration.	Amount allocated for the project (in ₹).	Amount spent in the current financial Year (in ₹).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹).	Mode of Implementa tion - Direct (Yes/ No).	Mode of Implementation – Through Implementing Agency	
				State	District						Name	CSR
1.	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	**Name of the Project**	**Item from the list of activities in schedule VII to the Act.**	**Local area (Yes/ No).**	**Location of the project.**		**Amount spent for the project (₹ in Lakhs).**	**Mode of implementation - Direct (Yes/No).**	**Mode of implementation – Through implementing agency.**	
1.	Akhil Bhartiya Terapanth Mahila Mandal	Promoting health care	No	Rajasthan	Nagaur	₹15.00	No	Akhil Bhartiya Terapanth Mahila Mandal	CSR00024363
2.	Omkar Andh Apang Samajik Santha	Promoting Education and health care, Setting up homes for women, orphans, etc	Yes	Maharashtra	Mumbai	₹4.00	No	Omkar Andh Apang Samajik Santha	CSR00003196
2.	Shakti Foundation	Promoting Education and employment enhancing vocation skills especially among women, etc	No	Haryana	Panchkula	₹1.44	No	Shakti Foundation	CSR00010337
3.	District Red Cross Society, Nahan	Promoting health care	Yes	Himachal Pradesh	Simaur	₹5.00	No	District Red Cross Society, Nahan	CSR00043694
					Total	**₹25.44**			

(d) Amount spent in Administrative Overheads: **NA**

(e) Amount spent on Impact Assessment, if applicable: **NA**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹**25.44 lakhs**

(g) Excess amount

Sl. No.	**Particular**	**Amount (₹ in Lakhs)**
(i)	Two percent of average net profit of the Company as per section 135(5)	₹25.44
(ii)	Total amount spent for the Financial Year	₹25.44
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

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

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

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

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

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): **NA**

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5): **NA**

Harsh Vardhan Bassi
Managing Director
DIN:00102941

Sushama Sunil Bhatt
Chairman-CSR Committee
DIN:009168896

Place: Mumbai
Date: 28th August, 2023

Annexure – G

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,

The Members,
PIONEER EMBROIDERIES LIMITED

I, Sanjay Dholakia, is Secretarial Auditor of Pioneer Embroideries Limited (hereinafter referred to as 'the Company'), having CIN L17291MH1991PLC063752 and having its registered office at Unit 101b, 1st floor, Abhishek Premises, Plot No.C5-6 Dalia Ind. Est., Off. New link Road, Andheri (W) Mumbai 400058. This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations'), for the Financial Year ended 31st March, 2023.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented Pioneer Embroideries Limited Employee Stock Option Plan – 2018 viz. Employee Stock Option Scheme in accordance with the Regulations and the Special Resolution(s) passed by the members at the Annual General Meeting of the Company held on 20th August 2018.

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I certify that the Company has implemented the Pioneer Embroideries Limited Employee Stock Option Plan – 2018 and Employee Stock Option Scheme in accordance with the applicable provisions of the Regulations and Resolution(s) passed by the Company in the General Meeting(s).

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Company.

2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.

3. 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.

4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For **SANJAY DHOLAKIA & ASSOCIATES**

(SANJAY DHOLAKIA)
Practicing Company Secretary
Proprietor
Membership No. FCS 2655 CP 1798

Date: 28th August, 2023
Place: Mumbai
UDIN: F002655E000878981
Peer Reviewed Firm No. 2036/202

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Corporate Governance

Your Company believes that good Corporate Governance is essential for achieving long term goals and enhancing shareholder value. While the regulatory environment in the country has done well to have relevant structures, code and practices in place for ensuring better standards of corporate governance, we, at Pioneer, believe that compliance of the same should be both in letter and in spirit. Even before the framework was in place, your Company has always imbibed the spirit of good governance in its corporate philosophy and has created an enabling environment for nurturing good management practices. Our pursuit towards achieving good governance is an on-going process. Apart from efficiency and competitiveness, other traits like transparency, accountability and ethical values form part of our corporate culture.

The Board of Directors at Pioneer is committed to ensure that the affairs of your Company are governed in the best interests of the shareholders, and that all endeavors are made to maintain transparency and fairness in all facets of its operations. Emphasis is on maintaining integrity of internal control systems and accountability and compliance with all statutory/ regulatory requirements. Your Company is also conscious of its responsibility as a good Corporate Citizen, and assures that its' operations would be guided by ethics and social values. Moreover, efforts are made to have such values well-defined and explicit, and have them filter down from the top brass to the lower levels of the organisation. We acknowledge the fact that quality of governance is a critical success factor for brand building, resource mobilisation, market penetration and overall business competitiveness.

In accordance with Regulation 27 and 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the stock exchanges and best practices followed internationally on Corporate Governance, the details of compliance by the Company are as under:

2. Board of Directors

The Board of the Company comprises six Directors, out of which three are Executive Directors and three are Independent Non-Executive Directors. The Non-Executive Directors of the Company are highly experienced professionals in their fields and in the corporate world. The Chairman of the Board is an Executive Director.

The Composition of Directors on the Board of the Company is as under:

Category	No. of Directors
Executive Directors	3
Non- Executive Independent Directors	3
Total	6

Category	Name of Directors
Executive Directors	Mr. Raj Kumar Sekhani
	Mr. Harsh Vardhan Bassi
	Mr. Saurabh Maheshwari
Non-Executive and Independent Directors	Mr. Joginder Kumar Baweja
	Mr. Gopalkrishnan Sivaraman
	Ms. Sushama Sunil Bhatt

The Category of Directors on the Board of the Company is as under:

Name of the Director	Category	No. of other Directorships@	#No. of Board Committee in which Director is	
			Member	Chairman
Mr. Raj Kumar Sekhani	Chairman	3	2	--
Mr. Harsh Vardhan Bassi	Managing Director	3	3	--
Mr. Joginder Kumar Baweja	Independent Non-Executive Director	--	4	2
Mr. Gopalkrishnan Sivaraman	Independent Non-Executive Director	--	3	1
Mr. Saurabh Maheshwari	Executive Director	--	--	--
Ms. Sushama Sunil Bhatt	Independent Non-Executive Director	--	2	1

@ Does not include Directorships in Private Companies.

Committee includes Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee.

None of the Directors of the Company holds membership of more than 10 Board Committees or Chairmanships of more than 5 Board Committees.

The Company has familiarization program for Independent Directors of the Company with regard to their role, rights, responsibilities in the Company, nature of industry in which the Company operates, the business model of the Company. None of the Non-Executive Directors during the year held any shares or convertible instruments. None of the Directors had any inter-se relationships. The details of familiarization programmes imparted to independent is available on website of the Company at https://www.pelhakoba.com/wp-content/uploads/2023/02/Details-of-Familiarization-programme-to-Independent-Directors.pdf

Terms of appointment of Independent Directors is available on website of the Company at https://www.pelhakoba.com/wp-content/uploads/2023/07/Terms-of-appointment-of-independent-directors.pdf

Attendance of Directors at Board Meetings and at the last Annual General Meeting

The Board of the Company met Six times during the year ended 31st March, 2023 on the following dates:

27-05-2022, 29-07-2022, 12-08-2022, 21-10-2022, 14-11-2022 and 11-02-2023

The Board discussed the operating plans, performance of various units and various other information's from time to time.

Name of the Director	Board Meetings held during the tenure of the Director	Board Meeting Attended	Attendance at the last AGM held on 12th July, 2022
Mr. Raj Kumar Sekhani	6	6	Present
Mr. Harsh Vardhan Bassi	6	6	Present
Mr. Joginder Kumar Baweja	6	6	Present

Name of the Director	Board Meetings held during the tenure of the Director	Board Meeting Attended	Attendance at the last AGM held on 12th July, 2022
Mr. Gopalkrishnan Sivaraman	6	6	Present
Ms. Sushama Sunil Bhatt	6	6	Present
Mr. Saurabh Maheshwari	6	5	Present

Directors seeking reappointment:

A brief resume of Director seeking re-appointment at the Annual General Meeting, the nature of their expertise in specific functional areas, and the names of the Companies in which he hold directorship and the Committees of the Board where-in he is member, are furnished hereunder:

Mr. Raj Kumar Sekhani

Mr. Raj Kumar Sekhani, is a Commerce Graduate from Calcutta University. Being a promoter of the Company, he has been involved in the activities of manufacturing and trading in garment accessories including embroidery fabrics, laces and knitted fabrics for 44 years. He holds Directorship of Hakoba Lifestyle Limited, Pioneer Realty Limited and Crystal Lace (India) Limited. He is also Member of Stakeholders Relationship and Corporate Social Responsibility Committee of Pioneer Embroideries Limited. Mr. Raj Kumar Sekhani (DIN:00102843), was appointed as an Non Independent Director/Chairman of the Company being liable to retire by rotation and being eligible for re-appointment, is placed before the members at the forthcoming Annual General Meeting for their approval.

3. Core skills / expertise / competencies available with the Board

The core skills / expertise / competencies required in the Board in the context of the Company's Businesses and sectors functioning effectively as identified by the Board of Directors of the Company are tabulated below:

Core skills / expertise / competencies	Name of the Director					
	Mr. Raj Kumar Sekhani	Mr. Harsh Vardhan Bassi	Mr. Joginder Kumar Baweja	Mr. Gopalkrishnan Sivaraman	Ms. Sushama Sunil Bhatt	Mr. Saurabh Maheshwari
Leadership	•	•	•	•	•	•
Strategic Planning	•	•	•	•	•	•
Industry Knowledge and Experience	•	•	•	•	•	•
Technology	•	•		•	•	•
Financial Control	•	•	•	•		•
Human Resources	•	•	•	•	•	•
Business strategy, Sales and Marketing	•	•	•			•
Corporate Governance	•	•	•	•	•	•

The Board members hereby confirm that the independent Directors fulfill the conditions specified in SEBI (LODR) Regulations, 2015 and are independent of the management.

4. Performance Evaluation

The criteria for performance evaluation cover the areas relevant to the functioning as Promoter Directors and Independent Directors such as participation, preparation, conduct and effectiveness. The evaluation of Promoter Directors and Independent Directors was done by the Board as a whole by Independent Directors and Promoters Directors every year. The evaluation of Independent Directors includes performance and fulfillment of the independence criteria as specified in LODR and their independence from the management. All the Directors are eminent personalities having wide experience in the field of business, industry and administration. Their presence on the Board is advantageous and fruitful in taking business decisions.

5. Audit Committee

The following terms of reference stipulated by the Board of Directors to the Audit Committee cover all the matters specified under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) as well as the provisions of Section 177 of the Companies Act, 2013:

1. To oversee the financial reporting process.
2. To oversee the disclosures of financial information.
3. To recommend appointment / removal of statutory auditors and fixation of their fees.
4. To review the quarterly/half yearly financial results and annual financial statements with the management, internal auditor and the statutory auditor.
5. To consider the reports of the internal auditors and to discuss their findings with the management and to suggest corrective actions wherever necessary.
6. To Review with the management, statutory auditors and the internal auditors the nature and scope of audits and the adequacy of internal control systems.
7. To Review major accounting policies and compliance with accounting standards and listing agreement entered into with the stock exchange and other legal requirements concerning financial statements.
8. To Look into the reasons for any substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors, if any.
9. To Review related party transactions of material nature, with promoters or the management and their relatives that may have potential conflict with the interests of the Company at large.
10. To investigate any matter covered under Section 177 of the Companies Act, 2013.
11. To Review the financial and risk management policies.

During the year ended 31st March, 2023, six Meetings of the Audit Committee were held on 27-05-2022, 29-07-2022, 12-08-2022, 21-10-2022, 14-11-2022 and 11-02-2023.

Name of the Director	Designation	Status	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Mr. Joginder Kumar Baweja	Chairman	Non-Executive Independent Director	6	6
Mr. Harsh Vardhan Bassi	Member	Executive Director	6	6
Mr. Gopalkrishnan Sivaraman	Member	Non-Executive Independent Director	6	6

6. Nomination and Remuneration Committee

The powers, role and terms of Nomination and Remuneration Committee covers the areas as contained in LODR and Section 178 of the Companies Act, 2013. The Committee comprises of three Non-Executive Independent Directors. The terms of reference of the Committee is to deal with the matters related to remuneration by way of salary, perquisites, benefits, etc. for the Executive and Whole-time Directors of the Company.

During the year ended 31st March, 2023 two meetings of the Committee was held on 12-08-2022 and 14-11-2022.

The Composition of Nomination and Remuneration committee and the details of attendance of its meetings are as under:

Name of the Director	Designation	Status	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Mr. Joginder Kumar Baweja	Chairman	Non-Executive Independent Director	2	2
Mr. Gopalkrishnan Sivaraman	Member	Non-Executive Independent Director	2	2
Ms. Sushama Sunil Bhatt	Member	Non-Executive Independent Director	2	2

The remuneration of the employees consists of fixed pay i.e. Basic pay, Allowances, perquisites etc., which is related to Industry pattern, qualification, experience and responsibilities handled by the employees, etc. The objectives of the remuneration policy are to motivate employees and recognize their contribution, reward merit and to attract and retain talent in the organization.

The Committee is authorised, inter alia to deal with the matters related to remuneration by way of salary, perquisites, benefits etc. for the Executive Directors of the Company and set guidelines for salary, performance pay and perquisites to other senior employees.

Terms of Reference of the Nomination & Remuneration Committee, inter alia, include the following:

- To recommend and review the remuneration packages of the Managing Director and Whole Time Directors including pension rights and compensation payment.
- To recommend and review on the sitting fees to be paid to the Non-Executive Directors and Independent Directors for attending the Board Meetings and Committee Meetings.
- To help in determining the appropriate size, diversity and composition of the Board.
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
- To formulate 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.
- To assist in developing a succession plan for the Board.
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

Performance Evaluation of Board

In compliance with the provisions of the Act and SEBI Listing Regulations, the Company has undertaken the performance evaluation process for the Board of Directors, its Committees and that of individual Directors. The performance evaluation was undertaken as per the Guidance Note on Board evaluation issued by Securities and Exchange Board of India and framework provided by Nomination and Remuneration/ Compensation Committee, setting out parameters for conducting performance evaluation of the Board, its Committees and that of Individual Directors.

7. Remuneration of Directors

(a) All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity;

There is no pecuniary relationship or transactions of the non-executive directors with the Company.

(b) Criteria of making payments to non-executive directors;

Only sitting fees are paid to non-executive directors.

(c) Disclosures with respect to remuneration: in addition to disclosures required under the Companies Act, 2013, are as below:

(₹in lakhs)

Sr. No.	Name of Director	Sitting fees	Salary	Bonus	Performance Linked Incentives	Provident Fund	Pension	Stock option (in nos.)
1.	Mr. Raj Kumar Sekhani	--	84.00	--	--	--	--	--
2.	Mr. Harsh Vardhan Bassi	--	36.00	--	--	--	--	--
3.	Mr. Joginder Baweja	1.40	--	--	--	--	--	--
4.	Mr. Gopalkrishnan Sivaraman	1.35	--	--	--	--	--	--
5.	Ms. Sushama Sunil Bhatt	0.70	--	--	--	--	--	--
6.	Mr. Saurabh Maheshwari	--	46.20	1.80	--	--	--	90,000
	Total	**3.45**	**166.20**	**1.80**				

8. Stakeholders' Relationship Committee

The functions of Stakeholder's Relationship Committee is to specifically look into various aspects of interest of shareholders including redressal of investor's complaints related to share transfers, non-receipt of Annual Reports, dividend payment, issue of duplicate share certificates, transfer and transmission of shares and other allied transactions. Its scope also includes delegating the powers to the executives of Company / Share Transfer Agents to process share transfer, etc.

During the year ended 31st March, 2023 four Meetings of the Stakeholder's Relationship Committee were held on 27-05-2022, 12-08-2022, 14-11-2022 and 11-02-2023.

The Composition of Stakeholders' Relationship committee and the details of attendance of its meetings are as under:

Name of the Director	Designation	Status	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Mr. Gopalkrishnan Sivaraman	Chairman	Non-Executive Independent Director	4	4
Mr. Raj Kumar Sekhani	Member	Executive Director	4	4
Mr. Harsh Vardhan Bassi	Member	Executive Director	4	4
Mr. Joginder Kumar Baweja	Member	Non-Executive Independent Director	4	4

Ms. Ami Thakkar has been designated as Compliance Officer in terms of SEBI (LODR) Regulations, 2015.

The details of the complaints and other correspondence received and attended to during the year ended on 31st March, 2023 are given hereunder:

Nature of Complaints	Received	Attended to	Pending
Non Receipt of Share Certificate(s) Transfer	0	0	0
Non Receipt of Rejected DRF	5	5	0
Non Receipt of Exchange Certificate(s)	0	0	0
Non Receipt of Bonus Certificate(s)	0	0	0
Total	0	0	0

9. Corporate Social Responsibility Committee

The Company has constituted a CSR Committee as required under Section 135 of the Companies Act, 2013. Your Company has developed a CSR Policy which is available on the Website of the Company at https://www.pelhakoba.com/wp-content/uploads/2022/11/Corporate-Social-Responsibility-policy.pdf

During the year under review, Two Corporate Social Responsibility Committee meeting was held on 12-08-2022 and 11-02-2023.

The composition of Corporate Social Responsibility Committees as under:

Name of the Director	Designation	Status	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Ms. Sushama Sunil Bhatt	Chairperson	Non-Executive Independent Director	2	2
Mr. Raj Kumar Sekhani	Member	Executive Director	2	2
Mr. Harsh Vardhan Bassi	Member	Executive Director	2	2
Mr. Joginder Kumar Baweja	Member	Non-Executive Independent Director	2	2

Terms of Reference

The Terms of Reference of the CSR Committee are as under:

- Formulate and recommend to the Board, a CSR Policy.
- Recommend the amount of expenditure to be incurred on CSR activities.
- Monitor CSR policy from time to time.

- Institute a transparent monitoring mechanism for implementation of CSR projects or programs or activities undertaken by the Company.

10. General Body Meetings

The venue and time of the Annual General Meetings held during the last three years are as follows:

Year	Date	Time	Venue	No. of Special Resolutions passed
2019-2020	31st August, 2020	10.00 A.M	Through Video conferencing(VC) or Other Audio Video Mode(OAVM).	0
2020-2021	19th July, 2021	10.00 A.M	Through Video conferencing(VC) or Other Audio Video Mode(OAVM).	0
2021-2022	12th July, 2022	10.00 A.M	Through Video conferencing(VC) or Other Audio Video Mode(OAVM).	0

The venue and time of the Extra Ordinary General Meeting (EOGM) held during the year are as follows:

There was no EOGM held during the year.

11. Means of Communication

The Unaudited Quarterly, Half Yearly and Annual Financial Results are sent to the Stock Exchanges where the shares of the Company are listed. The Results are normally published in 'Business Standard' & 'Mumbai Lakshdeep'. The results are displayed on the website of the Company at https://www.pelhakoba.com/reg-46-2-62-1-of-lodr/#

Analysts/Institutional Investors Presentation

Presentations are also made to international and domestic institutional investors and analysts. These presentations and other disclosures which are required to be disseminated on the Company's website under the Listing Regulations and have been uploaded on the website of the Company at https://www.pelhakoba.com/reg-46-2-62-1-of-lodr/#

General Shareholder Information

i) AGM

Date and Time	:	Friday, 29th September, 2023 at 10.30 A.M through Video Conferencing or Other Audio Visual means.

ii) Financial Calendar 2023-2024 (tentative) Financial year ends on 31st March every year

Quarter ending June 30, 2023	:	By Second Week of August, 2023
Half year ending September 30, 2023	:	By Second Week of November, 2023
Quarter ending December 31, 2023	:	By Second Week of February, 2024
Year ending March 31, 2024	:	By Last Week of May, 2024
Annual General Meeting (2023-2024)	:	By end of September, 2024

PIONEER GROUP

iii) Date of Book Closure : Saturday, 23rd September, 2023 to Friday, 29th September, 2023

iv) Dividend Payment Date : No Dividend has been recommended by the Board of Directors of the Company for the year.

v) Listing on Stock Exchanges & Stock Code : National Stock Exchange of India Limited
(Code: PIONEEREMB)
Address: Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai: 400051.

BSE Limited (Code: 514300)
Address: Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai: 400001.

vi) Listing Fees : Annual Listing Fees for the Financial Year 2023-2024 has been paid to the above Stock Exchanges.

vii) Demat ISIN No. : INE156C01018

viii) Stock Market Data

The month-wise movement (High & Low) of the shares of the Company at the Bombay Stock Exchange and National Stock Exchange during each month for the year ended 31st March, 2023 is as under:

Month	BSE			NSE		
	High Price (₹)	Low Price (₹)	Volume (in Lakhs)	High Price (₹)	Low Price (₹)	Volume (in Lakhs)
April, 2022	60.25	39.10	117.36	60.40	48.00	1124.81
May, 2022	55.00	41.60	77.77	53.20	41.25	451.60
June, 2022	44.65	34.05	28.15	44.40	34.00	146.53
July, 2022	52.00	37.05	25.69	52.15	36.30	325.51
August, 2022	52.30	42.00	25.83	48.80	41.75	287.81
September, 2022	57.65	41.10	85.47	57.35	41.50	942.34
October, 2022	46.50	41.70	18.15	45.30	41.40	121.20
November, 2022	48.10	41.90	43.02	48.20	41.55	356.00
December, 2022	45.25	38.80	44.44	45.30	35.20	252.10
January, 2023	43.65	38.10	15.75	43.40	39.00	148.04
February, 2023	41.10	30.20	39.44	41.55	33.00	179.43
March, 2023	37.65	26.50	69.30	34.75	26.30	222.62

ix) Performance in comparison to Broad-based indices such at BSE Sensex, NSE NIFTY. : As against a rise of 0.72% in BSE Sensex during the year, the price of equity shares of the Company dropped by 41.55%.

As against fall of 0.60% in NSE NIFTY 50 during the year, the price of equity shares of the Company dropped by 41.54%.

x) Registrar & Share Transfer Agent : Link Intime India Pvt. Limited.,
C 101, 247 Park,
L. B. S. Marg, Vikhroli (West),
Mumbai - 400 083.
Telephone number: 022-49186000
Fax: 022-49186060
Email: rnt.helpdesk@linkintime.co.in

xi) Share Transfer System

The share transfers, received are processed and completed within a period of 15 to 20 days from the date of receipt, subject to the documents being valid and complete in all respects.

xii) Distribution of Shareholding as on 31st March, 2023

Slab of No. of Shareholding			No. of Shareholders	% to No. of Shareholders	Amount (₹)	% to paid-up capital
Upto	-	5,000	24,891	98.11	5,34,74,730	20.11
5,001	-	10,000	174	0.69	1,31,03,750	4.93
10,001	-	20,000	87	0.34	1,25,47,680	4.72
20,001	-	30,000	31	0.12	78,42,320	2.95
30,001	-	40,000	09	0.04	31,45,640	1.18
40,001	-	50,000	04	0.02	17,81,740	0.67
50,001	-	1,00,000	12	0.05	91,13,640	3.43
> 1,00,001			162	0.64	16,48,99,920	62.01
	Total		**25,370***	**100.00**	**26,59,09,420**	**100.00**

xiii) Categories of Shareholding Pattern as on 31st March, 2023

Category	No. of Share holders	% of Share holders	No. of Shares held	% of Share holding
Promoters	4	0.02	87,38,325	32.86
Mutual Funds & UTI	2	0.01	900	0.0
Banks/Financial Institutions/Ins/ Govt.	4	0.02	25,00,286	9.40
Other Bodies Corporates	147	0.59	12,28,608	4.62
Individuals	23,892	95.91	1,30,13,450	48.94
NRIs/OCBs	505	2.03	2,67,684	1.01
Investor Education And Protection Fund (IEPF)	1	0.00	3,750	0.01
Body Corporate - Ltd Liability Partnership (LLP)	05	0.02	16,955	0.06
Others	349	1.40	8,20,984	3.09
Total	**24,909***	**100.00**	**2,65,90,942**	**100.00**

*Due to clubbing of Folios of same person holding shares in more than one Folio, there is Difference in No. of shareholders in Distributions of Shareholding as on 31st March, 2023 and Categories of Shareholding Pattern as on 31st March, 2023.

xiv) Dematerializations of Shares

The Company's shares are traded compulsorily in dematerialized form. As on 31st March, 2023 the details of the shares of the Company held in physical and demat form are given below:

	No. of Shares	% to the Capital
Shares held in Physical Form	3,37,895	1.27
Shares held in Demat Form	26,253,047	98.73
Total	**26,590,942**	**100.00**

xv) Outstanding GDRs / Warrants and Convertible Instruments

There is no Outstanding GDRs / Warrants and Convertible Instruments as at 31st March, 2023.

xvi) Commodity price risk or Foreign exchange risk and hedging activities

The Company is not involved in any hedging activities.

xvii) Plant Locations

i) Sarigam, Gujarat
ii) Naroli, Dadra & Nagar Haveli
iii) Kala-amb, Himachal Pradesh

xviii) Address for Correspondence

Shareholder correspondence should be addressed to the Company's Registrar and Transfer Agents:
Link Intime India Pvt. Ltd
C 101, 247 Park,
L. B. S. Marg, Vikhroli (West),
Mumbai - 400 083.
Tel No.: (022) 49186000, Fax No.: (022) 49186060
Email: rnt.helpdesk@linkintime.co.in

Investors may also write or contact Ms. Ami Thakkar, Company Secretary and Compliance officer at the Corporate Office of the Company at:
Unit No 21 to 25, 2nd Floor Orient House,
3A Udyog Nagar, Off S V Road,
Goregaon (West), Mumbai – 400 062.
Tel.: (022)42232323 Fax: (022) 42232313
Email: mumbai@pelhakoba.com

xix) Credit Rating obtained by the Company

There has been upgrade in Company's credit rating as per India Ratings and Research on 29th April, 2022, as below:

Instrument Type	Rating
Fund Based Working Capital Limits	IND BBB/Stable/IND A3+
Non-Fund Based Working Capital Limits	IND A3+
Term Loan	IND BBB/Stable

The same had been uploaded on the website of the Company at https://www.pelhakoba.com/wp-content/uploads/2022/08/Credit-Rating-29-04-2022.pdf.

xx) Utilisation of funds raised through preferential allotment:

The Company is not involved in any Utilisation of funds raised through preferential allotment.

xxi) Disclosure in relation to recommendation made by any Committee which was not accepted by the Board:

During the year under review, there were no such recommendations made by any Committee of the Board that were mandatorily required and not accepted by the Board.

xxii) Total Fees for all Services paid by the Listed Entity and Its Subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the Network Firm/Network Entity of which the Statutory Auditor is a part.

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to M/s. M B A H & Co, Chartered Accountants, Statutory Auditors of the Company and all the entities in the network firm/network entity of which Statutory Auditor is a part is as under:

Company Name	Relationship	Name of Auditor	(₹ In lakhs)
Pioneer Embroideries Limited	Parent's Company	M/s. M B A H & Co, (ICAI Reg. No.121426W), Chartered Accountants	11.50

12. Disclosures

There were no transactions of material nature with promoters, the Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the Annual Report. The Related Party Transactions policy as approved by the Board is uploaded on the website of the Company at https://www.pelhakoba.com/wp-content/uploads/2022/08/Policy-on-materiality-of-Related-Party-Transaction.pdf.

Transactions with Related Parties, as per requirements of Accounting Standard 18, are disclosed in notes to accounts annexed to the financial statements.

There were no instances of non-compliance by the Company nor have any penalties, strictures been imposed by the Stock Exchanges or SEBI or any other Statutory Authority for the last three years on any matter related to capital markets except as mentioned in Secretarial Audit Report as marked as Annexure C.

13. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHOBITION AND REDRESSAL) ACT, 2013

Your Company has zero tolerance towards any kind of harassment, including sexual harassment, or discrimination. Your Company has constituted an Internal Complaints Committee (ICC) to investigate and resolve sexual harassment complaints. Employees are encouraged to speak up and report any such incidences to the ICC. Your Company has also implemented a Policy on Prevention of Sexual Harassment which is reviewed by the ICC at regular intervals. Any complaint made to the ICC is treated fairly and confidentially. The Sexual Harassment policy as approved by the Board is uploaded on the website of the Company at https://www.pelhakoba.com/wp-content/uploads/2023/06/SEXUAL-HARASSMENT.pdf.

The details as required in respect of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is provided below:

a) Number of complaints filed during the financial year: NIL

b) Number of complaints disposed of during the financial year: NIL

c) Number of complaints pending as on the end of the financial year: NIL

14. **DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT**

No Loans and Advance in the nature of Loans to Firms/Companies are given in which Directors are interested other than to subsidiaries which forms part of the notes to accounts.

15. **CERTIFICATE FROM PRACTISING COMPANY SECRETARY**

The Company has obtained a certificate from M/s. Sanjay Dholakia & Associates, Practising Company Secretary, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of Companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs or any such authority and the same forms part of this Report.

16. **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report forms part of the Annual Report and includes discussion on various matters specified under Schedule V of SEBI Listing Regulations.

17. **STATUTORY COMPLIANCE, PENALTIES AND STRICTURES**

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI, MCA or other statutory authorities relating to the above.

18. **DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF LODR**

The status of compliance with discretionary recommendations of the Regulation 27 of the LODR with Stock Exchanges is provided below:

The Board: Chairman's office is occupied by Executive Chairman.

Shareholders' Rights: As the quarterly and half yearly financial performance along with significant events are published in the news papers and are also posted on the Company's website, the same are not being sent to the shareholders.

Modified Opinion in Auditors Report: The Company's financial statement for the year 2022-2023 does not contain any modified audit opinion.

Separate posts of Chairperson and Managing Director or CEO: The Chairman of the Board is an Executive Director and his position is separate from that of the Managing Director or CEO.

Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

19. **WHISTLE BLOWER POLICY**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimisation of employees.

20. **Prevention of Insider Trading Code**

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed from starting of the quarter till 48 hours after the declaration of results and during occurrence of any material events as per the code. The Company has appointed Ms. Ami Thakkar as Compliance Officer, who is responsible to set procedures and implementation of the code for trading in Company's securities. During the year under review, there has been due compliance with the said code.

21. CODE OF CONDUCT

The Board has laid down a code of conduct for Business and Ethics for all the Board Members and all the employees of the management grade of the Company. The code of conduct is also available on the Company's website. All the Board members and senior management personnel have confirmed compliance with the code. A declaration to that effect signed by Managing Director and CFO is attached as annexure to Corporate Governance Report as Annexure 1 and forms part of the Annual Report of the Company.

22. SCORES

There are no pending complaints under SCORES.

23. CEO/CFO CERTIFICATION

The Managing Director and CFO of the Company have certified to the Board of Directors inter-alia, the accuracy of financial statements and adequacy of internal controls for the financial reporting as required under Regulation 17(8) of the SEBI (LODR) Regulations, 2015 for the year ended 31st March, 2023.

The "Management Discussion and Analysis Report" forms part of this Annual Report.

24. SUBSIDIARY COMPANIES

There is no material Indian Subsidiary Company requiring appointment of Independent Director of the Company on the Board of Directors of the subsidiary Company. The requirements of the Regulation 24 of LODR with regard to subsidiary companies have been complied with. The Policy for determining material subsidiaries is available on website of the Company at: https://www.pelhakoba.com/wp-content/uploads/2022/08/Policy-for-determining-material-subsidiary.pdf.

25. STATUTORY AND REGULATORY DISCLOSURES

The Company has complied with all mandatory requirements specified in regulation 17 to 27 and regulation 46 of SEBI (Listing Obligations and Disclosure Requirements), 2015.

The Company has complied with the corporate governance provisions as specified in chapter IV of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Annexure 1 to Corporate Governance

DECLARATION REGARDING CODE OF CONDUCT

We, hereby, declare that all the Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct as adopted by the Company for the year ended 31st March, 2023.

For Pioneer Embroideries Limited

Harsh Vardhan Bassi
Managing Director
DIN:00102941

For Pioneer Embroideries Limited

Deepak Sipani
Chief Financial Officer

Place: Mumbai
Date: 28th August, 2023

MANAGING DIRECTOR/CHIEF FINANCIAL OFFICER CERTIFICATION

To
The Board of Directors
Pioneer Embroideries Limited
Mumbai.

We have reviewed the financial statements and the cash flow statement of Pioneer Embroideries Limited for the year ended 31st March, 2023 and that to the best of our knowledge and belief, we state that:

(a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;

(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.

(b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.

(c) we accept responsibility for establishing and maintaining internal controls for financial reporting and evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.

(d) we have indicated to the Auditors and the Audit Committee:

(i) significant changes, if any, in the internal control over financial reporting during the year.

(ii) significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and

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

For Pioneer Embroideries Limited

Harsh Vardhan Bassi
Managing Director
DIN:00102941

For Pioneer Embroideries Limited

Deepak Sipani
Chief Financial Officer

Place : Mumbai
Date: : 28th August, 2023

AUDITORS CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members of Pioneer Embroideries Limited
Unit 101B, 1st Floor, Abhishek Premises,
Plot No.C5-6 Dalia Industrial Estate,
Off. New Link Road, Andheri (West),
Mumbai- 400058.

We have examined the compliance of conditions of corporate governance by Pioneer Embroideries Limited, ('the Company'), for the year ended on 31st March, 2023, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchanges.

We, further, state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
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For M B A H & CO.
Chartered Accountants
(Firm's Registration Number:121426W)

Mahesh Bhageria

Place: Mumbai
Date: 28th August, 2023

Partner
Membership Number:034499
UDIN: 23034499BGXTUZ9277

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
PIONEER EMBROIDERIES LIMITED
CIN No. L17291MH1991PLC063752

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of PIONEER EMBROIDERIES LIMITED having CIN L17291MH1991PLC063752 and having registered office at Unit 101B, 1st Floor, Abhishek Premises, Plot No.C5-6 Dalia Ind. Estate, Off. New Link Road, Andheri (W), Mumbai - 400058 (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) 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 for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

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

For **SANJAY DHOLAKIA & ASSOCIATES**

(SANJAY DHOLAKIA)
Practising Company Secretary
Proprietor

Place: Mumbai
Date: 28th August, 2023
FCS 2655 /CP 1798
UDIN: F002655E000879058
Peer Reviewed Firm No. 2036/2022

INDEPENDENT AUDITOR'S REPORT

To,

The Members of Pioneer Embroideries Limited,

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Pioneer Embroideries Limited**(hereinafter referred to as "the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit & Loss(including other comprehensive income), the statement of changes in equity and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information(hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs of the Company as at 31st March, 2023, and its profit, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Key Audit Matter	How our audit addressed the key audit matter
The Company is in the process of expansion of its manufacturing facilities of embroidery and yarn products at two locations. The total estimated project cost is ₹ 103 Cr, out of which ₹ 71.64 Cr has been spent and booked in Capital Work-in-progress and ₹ 13.36 Cr has been given as Capex Advances till 31st March, 2023. Due to the materiality in the context of substantial cost of project and the level of judgements and estimates required, we consider this to be a key audit matter.	We performed an understanding and evaluation of system of internal control over the capital work-in-progress, with reference to identification and testing of key controls. We also assessed the progress of the projects. As part of our audit, we checked: • The actual expenditure incurred. • The interest cost allocable to the projects • The impact of Government grants like EPCG benefits etc.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained 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 a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

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

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

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Standalone Financial Statements

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

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

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

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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 standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government in terms of sub-section (11) of Section 143 of the Act (hereinafter referred to the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

3. As required by Section 143(3) of the Act, based on our audit we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The standalone financial statements dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”.

(g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. the Company has disclosed the impact, of pending litigations on its financial position in its financial statements;

ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. there is no amount that is required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

(h) As stated in the standalone financial statements

(1) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

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

(3) No final dividend has been proposed for the year.

For **M B A H & CO**
Chartered Accountants
(Firm Registration No. 121426W)

UDIN: 23034499BGXTUR5554
Place: Mumbai
Date: 25th May, 2023

Mahesh Bhageria
Partner
Membership No. 034499

Annexure "A" to the Independent Auditors' Report

Referred to in Paragraph 1 under Report on Other Legal and Regulatory Requirements, of the Independent Auditors' Report of even date to the members of Pioneer Embroideries Limited on the standalone financial statements for the year ended 31st March, 2023.

In our opinion and according to the information and explanations provided to us:

i.		In respect of the Company's Property, Plant and Equipment and Intangible Assets;
	a)	(A) the Company is generally maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment; (B) the Company is maintaining proper records showing full particulars of intangible assets.
	b)	As explained to us, fixed assets, according to the practice of the Company, are physically verified by the management in accordance with the phased verification program, which, in our opinion, is reasonable having regards to the size of the Company and the nature of its fixed assets. No material discrepancies have been noticed on such verification.
	c)	The title deeds of immovable properties, as disclosed in Note 3 on fixed assets to the financial statements, are held in the name of the Company.
	d)	The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
	e)	Neither any proceedings have been initiated nor are pending against the company for holding any Benami property under the "Benami Transactions (Prohibition) Act, 1988 and Rules made there under.
i.	a)	The physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion the coverage and procedure of such verification as followed by management is appropriate. No discrepancies were noticed on verification between the physical stocks and book records that were 10% or more in the aggregate for each class of inventory.
	b)	During the year, the Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, from banks on the basis of security of current assets. The quarterly returns or statements filed by the Company with such banks are substantially in agreement with the books of account of the Company.
iii.		During the year the company has made investments in and granted loans or advances in the nature of loans, secured or unsecured to companies.
	a)	During the year the company has provided loans or provided advances in the nature of loans, to other Companies, in respect to which;
		(A) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances to subsidiaries and associate company is ₹ 253.37 Lakh and ₹ 586.40 Lakh respectively;
		(B) No loans or advances and guarantees or security have been given to parties other than subsidiaries and associate company.
	b)	The investments made and the terms and conditions of the grant of all loans and advances in the nature of loans are not prejudicial to the company's interest except that the loans to subsidiaries are interest free.
	c)	In respect of loans and advances in the nature of loans, given to other than subsidiaries, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular.
	d)	No amount is overdue for more than ninety days in respect of principal and interest.

	e)	No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
	f)	The Company has granted loans or advances in the nature of loans to its subsidiaries and associate company, either repayable on demand or without specifying any terms or period of repayment. The aggregate amount of such loans is ₹ 586.40 Lakh, which is 100 % to the total loans granted.
iv.		In respect of loans and investments, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
v.		The Company has not accepted any deposits, in terms of directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, this clause is not applicable.
vi.		Maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and such accounts and records have been so made and maintained.
vii.	a)	The Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. There are no undisputed statutory dues which are in arrears, as at 31st March, 2023 for a period of more than six months from the date they became payable.
	b)	Details of statutory dues, which have not been deposited as on 31st March, 2023 on account of any dispute are given below:

Particulars	Year to which the matter pertains	Forum where matter is pending	Amount (₹ in lakh)
Duty of excise	F.Y. 2001-02	Commissioner Appeal	33.58
Service-tax	F.Y. 2007-08 to 2010-11	Commissioner Appeal	123.85

viii.		There are no transactions not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
ix.	a)	The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
	b)	The company has not been declared a wilful defaulter by any bank or financial institution or other lender.
	c)	The term loans were applied for the purpose for which the loans were obtained.
	d)	The funds raised on short term basis have not been utilised for long term purposes.
	e)	The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
	f)	The Company has not raised loans during the year on the pledge of securities held in its subsidiaries.
x.	a)	No money has been raised by way of initial public offer or further public offer (including debt instruments) during the year, therefore this clause is not applicable.
	b)	The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year; therefore, this clause is not applicable.

xi.	a)	Neither any fraud by the company nor any fraud on the Company has been noticed or reported during the year.
	b)	No report under sub-Section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.
	c)	The Company has not received any whistle-blower complaints during the year.
xii.		The Company is not a Nidhi Company;therefore, this clause is not applicable.
xiii.		All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
xiv.	a)	The Company has an internal audit system commensurate with the size and nature of its business.
	b)	The reports of the Internal Auditors for the internal audits done during the year have been considered.
xv.		The Company has not entered into any non-cash transactions with directors or persons connected with them.
xiv.	a)	The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934.
	b)	The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
	c)	The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.
	d)	The Group does not have any CIC as part of the Group.
xvii		The Company has not incurred cash losses in the Financial Year and in the immediately preceding financial year.
xviii		There has been no resignation of the statutory auditors during the year.
xix.		On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
xx.		There is no unspent amount under section 135(5) of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the order are not applicable.

For **M B A H & CO**
Chartered Accountants
(Firm Registration No. 121426W)

UDIN: 23034499BGXTUR5554
Place: Mumbai
Date: 25th May, 2023

Mahesh Bhageria
Membership No. 034499
Partner

Annexure "B" to the Independent Auditors' Report

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

We have audited the internal financial controls over financial reporting of Pioneer Embroideries Limited ("the Company"), as of 31st March, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). 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 Act.

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 Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

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

For **M B A H & CO**
Chartered Accountants
(Firm Registration No. 121426W)

Mahesh Bhageria
Partner
Membership No. 034499

UDIN: 23034499BGXTUR5554
Place: Mumbai
Date: 25th May, 2023

Standalone Balance Sheet

as at March 31, 2023

(₹ in lakhs)

Particular	Note.	As at March 31, 2023	As at March 31, 2022
I ASSETS			
1 Non-Current Assets			
Property, Plant & Equipments	3A	7,114.65	7,438.57
Capital Work- in- Progress	3B	7,164.34	781.41
Right of Use Assets	3C	375.44	363.56
Other Intangible Assets	3D	19.64	24.40
Financial Assets			
(i) Investments	4	1,985.64	929.65
(ii) Other Financial Assets	5	324.39	368.76
Other Non-Current Assets	6	1,336.46	320.11
Total Non-Current Assets		**18,320.56**	**10,226.46**
2 Current Assets			
Inventories	7	5,013.45	4,392.21
Financial Assets			
(i) Investments	8	133.04	103.62
(ii) Trade Receivables	9	2,409.55	2,155.16
(iii) Cash and Cash Equivalents	10	678.12	132.68
(iv) Bank Balances other than Cash and Cash Equivalents	11	263.59	-
(v) Loans	12	252.09	335.57
(vi) Other Financial Assets	13	373.12	566.85
Current Tax Assets (Net)	14	156.07	149.22
Other Current Assets	15	886.16	933.70
Total Current Assets		**10,165.19**	**8,769.01**
TOTAL ASSETS		**28,485.75**	**18,995.47**
II EQUITY AND LIABILITIES			
1 Equity			
Equity Share Capital	16	2,659.09	2,659.09
Other Equity	17	10,716.66	9,912.31
Total Equity		**13,375.75**	**12,571.40**
2 Non-Current Liabilities			
Financial Liabilities			
(i) Borrowings	18	5,706.58	518.55
(ii) Lease Liabilities	19	325.09	310.80
Provisions	20	511.72	498.61
Deferred Tax Liabilities (Net)	21	505.52	158.90
Other Non-Current Liabilities	22	1,042.44	-
Total Non-Current Liabilities		**8,091.35**	**1,486.86**
3 Current Liabilities			
Financial Liabilities			
(i) Borrowings	23	3,429.90	2,104.22
(ii) Lease Liabilities	24	44.20	33.86
(iii) Trade Payables	25		
a) Outstanding dues of Micro Enterprises and Small Enterprises		633.99	301.43
b) Outstanding dues other than Micro Enterprises and Small Enterprises		2,010.97	1,647.04
(iv) Other Financial Liabilities	26	769.24	656.47
Provisions	27	16.46	22.52
Other Current Liabilities	28	113.89	171.67
Total Current Liabilities		**7,018.65**	**4,937.21**
TOTAL EQUITY AND LIABILITIES		**28,485.75**	**18,995.47**

Significant Accounting Policies and other Notes to the Standalone Financial Statements. 1-55

The accompanying Notes are an integral part of the Standalone Financial Statements.

As per our Report of even date
For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

For & on behalf of Board of Directors

Mahesh Bhageria
Partner
Membership Number: 034499

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

Place: Mumbai
Date: 25th May, 2023

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

Standalone Statement of Profit and Loss

for the Year Ended March 31, 2023

(₹ in lakhs)

Particular	Note.	For the year ended March 31, 2023	For the year ended March 31, 2022
Income			
Revenue from Operations	29	29,664.26	29,217.05
Other Income	30	311.78	172.85
Total Income		**29,976.04**	**29,389.90**
Expenses			
Cost of Materials Consumed	31	18,040.55	16,872.20
Purchases of Stock-in-Trade		195.32	396.79
Changes in Inventories of Finished Goods, Stock-in-trade and Work-in-progress	32	(98.10)	(920.24)
Employee Benefits Expenses	33	3,438.92	3,508.16
Finance Costs	34	364.14	320.44
Depreciation and Amortization Expenses	3	846.11	808.09
Other Expenses	35	6,868.18	6,879.75
Total Expenses		**29,655.12**	**27,865.19**
Profit before Exceptional and Extraordinary Items and Tax		**320.92**	**1,524.71**
Exceptional Items - Income/(Loss) (Net)	36	912.19	-
Profit before Tax		**1,233.11**	**1,524.71**
Tax Expenses	37		
Current Tax		23.88	-
Income Tax for earlier years		1.68	-
Deferred Tax Charge / (Credit)		337.01	419.61
Profit for the year (A)		**870.54**	**1,105.10**
Other Comprehensive Income			
Items that will not reclassified to Profit or Loss			
Remeasurement of defined benefit plan		34.56	39.30
Income tax impact on above item		(9.61)	(10.93)
Other Comprehensive Income for the year (B)		**24.95**	**28.37**
Total Comprehensive Income for the year (A+B)		**895.49**	**1,133.47**
Earning per Equity Share of ₹10 each:	**53**		
(1) Basic ₹		3.27	4.16
(2) Diluted ₹		3.27	4.11
Significant Accounting Policies and other Notes to the Standalone Financial Statements.	1-55		

The accompanying Notes are an integral part of the Standalone Financial Statements.

As per our Report of even date
For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

For & on behalf of Board of Directors

Mahesh Bhageria
Partner
Membership Number: 034499

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

Place: Mumbai
Date: 25th May, 2023

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

Standalone Statement of Cash Flow

for the Year Ended March 31, 2023

(₹ in lakhs)

	Particular	For the year ended March 31, 2023	For the year ended March 31, 2022
A.	**Cash Flow From Operating Activities :**		
	Net Profit before Extraordinary Items and Tax	1,233.11	1,524.71
	Adjustment for :		
	Depreciation and Amortisation Expense	846.11	808.09
	Loss/(Profit) on sale/discard of Property, Plant and Equipment (net)	(1,231.08)	(15.30)
	Interest Income	(35.26)	(51.42)
	Dividend Received	(1.26)	-
	Profit on Sale of Investments	(2.51)	(0.84)
	Finance Costs	364.14	320.44
	Employee ESOP Compensation	(11.37)	67.39
	Provision for Expected Credit Losses	10.49	16.68
	Operating Profit before Working Capital Changes	**1,172.37**	**2,669.75**
	Changes in Working Capital:		
	Adjustments for :		
	Decrease/(Increase) in Inventories	(621.24)	(414.08)
	Decrease/(Increase) in Trade and Other Receivables	(242.83)	(742.21)
	Increase/(Decrease) in Trade and Other Payables	752.51	(123.67)
	Cash generated from Operation	**1,060.81**	**1,389.79**
	Net Income Tax (paid) / refunds	(32.41)	(50.32)
	Net Cash from Operating Activities	**1,028.40**	**1,339.47**
B.	**Cash Flow From Investing Activities :**		
	Purchases of Property, Plant and Equipments and Intangible Assets (including capital advance)	(6,950.06)	(665.21)
	Proceeds from Sales of Property, Plant & Equipments (net of Advance)	1,408.54	24.74
	Purchase of Non-Current Investments (net)	(1,055.99)	-
	Purchase of Current Investments (net)	(26.91)	(102.78)
	Inter corporate deposit given / recovered (net)	83.48	(335.57)
	Interest Received	35.26	51.42
	Dividend Received	1.26	-
	Net Cash from / (used) in Investing Activities	**(6,504.42)**	**(1,027.40)**
C.	**Cash Flow From Financing Activities :**		
	Proceeds from Non-Current Borrowing	6,410.97	255.47
	Repayment of Non-Current Borrowing	(729.58)	(862.96)
	Net increase / (decrease) in Current Borrowings	832.32	253.33
	Payment of Lease Liability	(50.98)	(56.79)
	Dividend Paid	(77.98)	(64.93)
	Finance Costs	(363.29)	(321.79)
	Net Cash used in Financing Activities	**6,021.46**	**(797.67)**
	Net increase / (decrease) in cash and Cash Equivalents (A+B+C)	**545.44**	**(485.60)**
	Add: Opening Cash and Cash Equivalent	132.68	618.28
	Closing Cash and Cash Equivalent	**678.12**	**132.68**

Note:
The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS 7 -Statement of Cash Flows.

As per our Report of even date
For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

For & on behalf of Board of Directors

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

Mahesh Bhageria
Partner
Membership Number: 034499

Place: Mumbai
Date: 25th May, 2023

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

Standalone Statement of Change in Equity

for the Year Ended March 31, 2023

(a) Equity Share Capital :

(₹ in lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	**26,590,942**	**2,659.09**	**26,590,942**	**2,659.09**
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the year	**26,590,942**	**2,659.09**	**26,590,942**	**2,659.09**
Changes in Equity Share Capital during the year	-	-	-	-
Balance at the end of the year	**26,590,942**	**2,659.09**	**26,590,942**	**2,659.09**

(b) Other Equity :

Particulars	Reserves and Surplus			Total
	Security Premium Reserve	Retained Earnings	Share Based Payment Reserve	
Balance at April 01, 2021	**3,999.17**	**4,778.76**	**-**	**8,777.93**
Changes in Accounting Policy or prior period errors	-	-	-	-
Restated balance as at April 01, 2021	**3,999.17**	**4,778.76**	**-**	**8,777.93**
Profit for the year	-	1,105.10	-	1,105.10
Other Comprehensive Income for the year (net of tax)	-	28.37	-	28.37
Total Comprehensive Income for the year	**-**	**1,133.47**	**-**	**1,133.47**
Dividend Paid	-	(66.48)	-	(66.48)
Recognition of Share based payments	-	-	67.39	67.39
Balance at March 31, 2022	**3,999.17**	**5,845.75**	**67.39**	**9,912.31**
Changes in Accounting Policy or prior period errors	-	-	-	-
Restated balance as at April 01, 2022	**3,999.17**	**5,845.75**	**67.39**	**9,912.31**
Profit for the year	-	870.54	-	870.54
Other Comprehensive Income for the year (net of tax)	-	24.95	-	24.95
Total Comprehensive Income for the year	**-**	**895.49**	**-**	**895.49**
Dividend Paid	-	(79.77)	-	(79.77)
Recognition of Share based payments	-	-	(11.37)	(11.37)
Balance at March 31, 2023	**3,999.17**	**6,661.47**	**(56.02)**	**10,716.66**

The accompanying Notes are an integral part of the Standalone Financial Statements.

As per our Report of even date
For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

Mahesh Bhageria
Partner
Membership Number: 034499

Place: Mumbai
Date: 25th May, 2023

For & on behalf of Board of Directors

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

Notes to Standalone Financial Statements

for the Year Ended March 31, 2023

1 Reporting Entity

Pioneer Embroideries Limited "the Company" is a public limited company domiciled and incorporated in India and listed on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange Limited (NSE). The Company's registered office is at Unit 101B, 1st Floor, Abhishek Premises, Plot No. C5-6, Dalia Industrial Estate, Off. New Link Road, Andheri (West), Mumbai-400 058. The Company is a manufacturer of Special Polyester Filament Yarn (SPFY), Embroidery & Lace Products. It has four manufacturing units located at Kala-amb (Himachal Pradesh) for SPFY and Sarigam (Gujarat), Naroli (Daman & Nagar Haveli), Degaon (Maharashtra) for Embroidery and Laces.

These financial statements were authorised for issue by the Board of Directors in their meeting held on 25th May, 2023.

2 Significant Accounting Policies

The Company has consistently applied the following accounting policies to all periods presented in the financial statements.

2.1 Basis of Preparation

The standalone financial statements of the Company comply in all material aspects with Indian Accounting Standards ("Ind AS") as prescribed under section 133 of the Companies Act, 2013 ("the Act"), as notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended time to time and other accounting principles generally accepted in India.

Accounting Policies have been consistently applied except where a newly issued accounting standards is initially adopted or a revision to an existing accounting standard required a change in the accounting policy hitherto in use.

2.2 Basis of Measurement

The financial statements have been prepared under the historical cost convention on accrual basis and the following items, which are measured on following basis on each reporting date:

- Certain financial assets and liabilities that is measured at fair value.

- Defined benefit liability/(assets): present value of defined benefit obligation less fair value of plan assets.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company take into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- **Level 1** inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company can access at the measurement date;

- **Level 2** inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- **Level 3** inputs are unobservable inputs for the asset or liability.

2.3 Functional and Presentation Currency

These financial statements are presented in Indian National Rupee ('INR'), which is the Company's functional currency. All amounts have been

Notes to Standalone Financial Statements

for the Year Ended March 31, 2023

rounded to the nearest lakhs, unless otherwise indicated.

2.4 Use of Judgements and Estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these estimates.
Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Judgements

Information about the judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements have been given below:

- Classification of leases into finance and operating lease.

- Classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

Assumptions and Estimation Uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the financial statements for the every period ended is included below:

- Measurement of defined benefit obligations: key actuarial assumptions;

- Recognition of deferred tax assets: availability of future taxable profit against which carry-forward tax losses can be used;

- Impairment test: key assumptions underlying recoverable amounts;

- Useful life and residual value of Property, Plant and Equipment;

- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;

- Impairment of financial assets: key assumptions used in estimating recoverable cash flows.

2.5 Classification of Assets and Liabilities as Current and Non-Current

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

- Expected to be realised/settled (liabilities) or intended to be sold or consumed in normal operating cycle;

- Held primarily for the purpose of trading;

- Expected to be realised/settled within twelve months after the reporting period, or

- Cash and Cash equivalents unless restricted from being exchanged or used to settle a liability for at least 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 assets/liabilities are classified as non-current.

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

The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents.

2.6 Property, Plant and Equipment (Fixed Assets)

Recognition and Measurement

Items of property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and accumulated impairment loss, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during construction incurred upto the date when the assets are ready to use. Capital work in progress includes cost of assets at sites, construction expenditure and interest on the funds deployed less any impairment loss, if any.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as a separate items (major components) of property, plant and equipment. Any gain on disposal of property, plant and equipment is recognised in Statement of Profit and loss.

Subsequent Measurement

Subsequent expenditure is capitalised only if it is probable that there is an increase in the future economic benefits associated with the expenditure will flow to the Company.

Depreciation

Depreciation on property, plant & equipment is calculated on Straight Line Method using the rates arrived at on the basis of estimated useful lives given in Schedule II of the Companies Act, 2013.

Depreciation on additions to or on disposal of assets is calculated on pro-rata basis. Leasehold land is being amortised over the period of lease tenure. Right of use assets is amortised over the lease period or estimated useful life whichever is less. Additions on rented premises are being amortised over the period of rent agreement.

Depreciation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively.

Individual assets costing below ₹5,000 are fully depreciated in the year of purchase.

Capital work-in-progress

Expenditure incurred during the construction period, including all expenditure direct and indirect expenses, incidental and related to construction and not ready for their intended use, is carried forward at cost and on completion, the costs are allocated to the respective property, plant and equipment.

De-recognition

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

2.7 Intangible Assets

Intangible Assets (Other than Goodwill) acquired separately are stated at cost less accumulated amortization and impairment loss, if any. Intangible assets are amortized on straight line method basis over the estimated useful life. Estimated useful life of the Software is considered as 10 years.

Amortisation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively.

An intangible asset is de-recognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

Notes to Standalone Financial Statements

for the Year Ended March 31, 2023

2.8 Non-current Assets held for Sale

Non-current assets are classified as held-for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of de-recognition.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

2.9 Impairment of Non-financial Assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication on impairment. If any such indication exists, then the recoverable amount of assets is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Cash Generating Unit (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment loss in respect of assets other than goodwill is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised in prior years. A reversal of impairment loss is recognised immediately in the Statement of Profit & Loss.

2.10 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction of qualifying assets that necessarily takes substantial period of time to get ready for its intended use are capitalised as part of the cost of such assets. All other borrowing costs are recognised in the statement of profit and loss 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 costs also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

The loan origination costs directly attributable to the acquisition of borrowings (e.g. loan processing fee, upfront fee) are amortised on the basis of the Effective Interest Rate (EIR) method over the term of the loan.

2.11 Foreign Currency Transactions

Transactions in foreign currencies are recorded by the Company at their respective functional currency at the exchange rates prevailing at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in the Statement of Profit and Loss with the exception of the following:

- exchange differences on foreign currency borrowings included in the borrowing cost when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the date of initial transactions. Non-monetary items measure at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.12 Employee Benefits

Short term employee benefits

Short-term employee benefits are expensed in the year in which the related services are provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

Employee benefits in the form of Provident Fund are defined as contribution plan and charged as expenses during the period in which the employees perform the services.

Defined benefit plans

For defined benefit retirement, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using yield of government bonds.

The effect of the remeasurement changes (comprising actuarial gains and losses) to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in other equity and will not be reclassified to the Statement of Profit and Loss. Past service cost is recognised in the Statement of Profit and Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Company presents the first two components of defined benefit costs in the Statement of Profit and Loss in the line item employee benefits expense.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Other long-term employee benefits

The Company has long term employment benefit plans i.e. accumulated leave. Accumulated leave is encashed to eligible employees at the time of retirement. The liability for accumulated leave, which is a defined benefit scheme, is provided based on actuarial valuation as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary.

2.13 Revenue Recognition

The Company recognises revenue from sale of goods when;

i) the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;

ii) the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;

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for the Year Ended March 31, 2023

iii) the amount of revenue can be measured reliably;

iv) it is probable that the economic benefits associated with the transaction will flow to the Company; and

v) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue (other than sale of goods) is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Claim on insurance companies, interest and others, where quantum of accrual cannot be ascertained with reasonable certainty, are accounted for on acceptance basis. Revenue represents net value of goods and services provided to customers after deducting for certain incentives including, but not limited to discounts, volume rebates, incentive programs etc. Sales exclude Goods and Services Tax.

Interest other than interest on overdue debts from customers, is recognised on time proportion basis.

Dividends are recognised at the time the right to receive payment is established.

2.14 Inventories

Inventories are valued at lower of cost and net realisable value except waste/scrap which is valued at net realisable value. Cost of finished goods and stock in process is determined by taking cost of purchases, material consumed, labour and related overheads. Cost of raw materials and stores & spare parts is computed on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

2.15 Provisions, Contingent Liabilities and Contingent Assets

Based on the best estimate provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable ("more likely than not") that it is required to settle the obligation, and a reliable estimate can be made of the amount of the obligation at reporting date.

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote.

Contingent assets are not recognized in the financial statements but disclosed, where an inflow of economic benefit is probable.

2.16 Measurement of Fair Value

a) Financial instruments

The estimated fair value of the Company's financial instruments is based on market prices and valuation techniques. Valuations are made with the objective to include relevant factors that market participants would consider in setting a price, and to apply accepted economic and financial methodologies for the pricing of financial instruments. References for less active markets are carefully reviewed to establish relevant and comparable data.

b) Marketable and non-marketable equity securities

Fair value for quoted securities is based on quoted market prices as of the reporting date. Fair value for unquoted securities is calculated based on commonly accepted valuation techniques utilizing significant unobservable data, primarily cash flow based models. If fair value cannot be measured reliably unlisted shares are recognized at cost.

2.17 Financial Instruments

a. Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value, 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.

Classifications

The Company classifies its financial assets as subsequently measured at either amortised cost or fair value depending on the company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Financial assets at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met:

- it is held within a business model whose objective is to hold assets in order to collect contractual cash flows.
- the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

Financial assets at fair value through Other Comprehensive Income (FVOCI)

Financial assets with contractual cash flow characteristics that are solely payments of principal and interest and held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets are classified to be measured at FVOCI.

Financial assets at fair value through profit and loss (FVTPL)

Any Financial assets, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

In addition, the company may elect to classify a Financial assets, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity Instruments

All equity instruments in scope of Ind AS 109 are measured at fair value. On initial recognition an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in fair value in OCI. This election is made on an investment-by-investment basis.

All other Financial Instruments are classified as measured at FVTPL.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received

cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognize the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in the Statement of Profit and Loss.

Impairment of financial assets

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

With regard to trade receivable, the Company applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

b. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of amortised cost, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities measured at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit and loss include financial liabilities designated upon initial recognition as at fair value through profit and loss.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair value through profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to the Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

Derecognition of financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired.

2.18 Income Tax

Income tax expense comprises current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised directly in Equity or in Other Comprehensive Income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Company:

a) Has a legally enforceable right to set off the recognised amounts; and

b) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

2.19 Leases

The Company as lessor

Leases for which the Company is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Notes to Standalone Financial Statements

for the Year Ended March 31, 2023

The Company as lessee

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

Lease Liability

The lease payments that are not paid at the commencement date are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments) payable during the lease term and under reasonably certain extension options, less any lease incentives;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the Balance Sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

Right of Use (ROU) Assets

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under Ind AS 37-Provisions, Contingent Liabilities and Contingent Assets. The costs are included in the related right-of-use asset.

ROU assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. If the company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. The depreciation starts at the commencement date of the lease.

The ROU assets are not presented as a separate line in the Balance Sheet but presented below similar owned assets as a separate line in the PPE note under "Notes forming part of the Financial Statement".

The Company applies Ind AS 36- Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'property, plant and equipment'.

As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has used this practical expedient.

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

2.20 Earning per share

The basic EPS is computed by dividing the profit after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year

For the purpose of calculating diluted EPS, profit after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

2.21 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Cash Flow Statement, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2.22 Government grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions. Government grants relating to the purchase of property, plant and equipment are included in non current liabilities as deferred income and are credited to the statement of Profit and Loss on a straight – line basis over the expected lives of related assets and presented within other income.

2.23 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors of the Company has been identified as being the chief operating decision maker by the Management of the Company. The Business activity of the company falls within one business segment viz "Textile".

Notes to Standalone Financial Statements

for the Year Ended March 31, 2023

2.24 Standards issued but not effective

The Ministry of Corporate Affairs ("MCA") through a notification of March 31, 2023, notified the Companies (Indian Accounting Standards) Amendment Rules, 2023 which amends certain Accounting Standards, and are effective from April 1, 2023. The following are the amendments:

Ind AS 1 - Presentation of Financial Statements: - The amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors:- The amendment specifies definition of 'change in accounting estimates' replaced with the definition of 'accounting estimates'.

Ind AS 12 - Income Taxes: - The amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences.

The Company does not expect the above amendment to have any significant impact in its financial statements.

3A. Property, Plant and Equipments

(₹ in lakhs)

Particulars	Tangible Assets								
	Freehold land	Buildings	Plant and Equipment	Vehicles	Furniture and Fixtures	Office Equipment	Computers	Electrical Installations	Borewell	Total
Cost										
As at April 01, 2021	**325.69**	**2,969.90**	**7,668.97**	**122.06**	**58.45**	**31.11**	**60.99**	**498.61**	**0.36**	**11,736.14**
Additions	-	-	234.09	40.57	-	8.14	8.50	24.47	5.01	320.78
Disposals	-	-	42.34	12.93	-	0.81	0.14	1.13	-	57.35
As at March 31, 2022	**325.69**	**2,969.90**	**7,860.72**	**149.70**	**58.45**	**38.44**	**69.35**	**521.95**	**5.37**	**11,999.57**
Additions	-	0.66	562.82	39.04	0.40	15.17	5.91	7.17	-	631.17
Disposals	49.71	167.19	44.67	3.08	-	0.32	0.62	19.61	0.07	285.27
As at March 31, 2023	**275.98**	**2,803.37**	**8,378.87**	**185.66**	**58.85**	**53.29**	**74.64**	**509.51**	**5.30**	**12,345.47**
Depreciation										
As at April 01, 2021	**-**	**659.88**	**2,689.81**	**54.61**	**42.03**	**22.04**	**47.45**	**345.89**	**0.20**	**3,861.91**
Additions	-	136.14	548.90	16.93	2.67	4.20	10.87	27.21	0.08	747.00
Disposals	-	-	38.31	8.13	-	0.69	0.14	0.64	-	47.91
As at March 31, 2022	-	796.02	3,200.40	63.41	44.70	25.55	58.18	372.46	0.28	4,561.00
Additions	-	130.36	586.48	18.94	2.57	6.11	6.63	25.47	1.06	777.62
Disposals	-	48.14	36.10	2.94	-	0.32	0.62	19.61	0.07	107.80
As at March 31, 2023	**-**	**878.24**	**3,750.78**	**79.41**	**47.27**	**31.34**	**64.19**	**378.32**	**1.27**	**5,230.82**
Net block										
As at March 31, 2022	325.69	2,173.88	4,660.32	86.29	13.75	12.89	11.17	149.49	5.09	7,438.57
As at March 31, 2023	**275.98**	**1,925.13**	**4,628.09**	**106.25**	**11.58**	**21.95**	**10.45**	**131.19**	**4.03**	**7,114.65**

3B. Capital Work-in-Progress

As at March 31, 2022	781.41
As at March 31, 2023	**7,164.34**

Notes to Standalone Financial Statements

for the Year Ended March 31, 2023

(₹ in lakhs)

3C. Right of use Assets (Refer Note 39)

Particulars	Leasehold Land	Leased Property	Total
Cost			
As at April 01, 2021	24.81	170.66	**195.47**
Additions	-	-	-
Additions as per IND AS 116 (Lease)	-	315.60	315.60
Disposals	-	80.08	80.08
As at March 31, 2022	**24.81**	**406.18**	**430.99**
Additions	-	-	-
Additions as per IND AS 116 (Lease)	-	75.61	75.61
Disposals	-	23.97	23.97
As at March 31, 2023	**24.81**	**457.82**	**482.63**
Amortisation			
As at April 01, 2021	**1.49**	**90.55**	**92.04**
Additions	0.29	55.18	55.47
Deletions	-	80.08	**80.08**
As at March 31, 2022	**1.78**	**65.65**	**67.43**
Additions	0.29	63.44	63.73
Disposals	-	23.97	23.97
As at March 31, 2023	**2.07**	**105.12**	**107.19**
Net block			
As at March 31, 2022	23.03	340.53	363.56
As at March 31, 2023	**22.74**	**352.70**	**375.44**

3D. Intangible Assets

Particulars	Computer Software	Total
Cost		
As at April 01, 2021	**68.00**	**68.00**
Additions	4.25	4.25
Disposals	-	-
As at March 31, 2022	**72.25**	**72.25**
Additions	-	-
Disposals	0.08	0.08
As at March 31, 2023	**72.17**	**72.17**
Depreciation		
As at April 01, 2021	**42.23**	**42.23**
Additions	5.62	5.62
Disposals	-	-
As at March 31, 2022	**47.85**	**47.85**
Additions	4.76	4.76
Disposals	0.08	0.08
As at March 31, 2023	**52.53**	**52.53**
Net block		
As at March 31, 2022	24.40	24.40
As at March 31, 2023	**19.64**	**19.64**

3.1 a) Depreciation is provided on fixed assets over the remaining useful life in accordance with the provisions of Schedule II of the Act.

b) Property, Plant and Equipment given as security for borrowings (Refer note 18 & 23).

c) Certain machinery at SPFY unit are hypothecated to Director of Industries Himachal Pradesh towards capital subsidy received from them.

d) Capital Work in progress includes a sum of ₹7,164.34 spent for ongoing expansion at Kala-amb unit and Degaon.

e) During the year, borrowing cost amounting to ₹71.92 (₹ Nil) directly attributable to the acquisition of fixed assets are capitalized by the Company and work in progress as part of the cost of the assets up to the date of such asset is ready for its intended use.

(₹ in lakhs)

3.2 a) Capital work-in-progress ageing schedule for the year ended March 31, 2023:

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	7,164.34	-	-	-	7,164.34
	7,164.34	**-**	**-**	**-**	**7,164.34**

b) Above project is not overdue and not exceeds its cost of orignal plan as at the reporting date.

4 Non- Current Investment

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount
Quoted Investments				
In Other Entities (measured at fair value through profit and loss)				
RLF Limited	1,000	-	1,000	-
(Equity shares of Face Value of ₹10 each)				
(Cost ₹0.06 lakh less provision made ₹0.06 lakh)				
Padmini Technologies Limited (listing suspended)	68,939	-	68,939	-
(Equity shares of Face Value of ₹10 each)				
(Cost ₹17.56 lakh less provision made ₹17.56 lakh)				
Unquoted Investments				
a) Investment in Subsidiaries (measured at cost)				
Hakoba Lifestyle Limited	4,846,312	484.63	4,846,312	484.63
(Equity shares of Face Value of ₹10 each)				
Pioneer Realty Limited	50,000	5.00	50,000	5.00
(Equity shares of Face Value of ₹10 each)				
Crystal Lace (I) Limited	4,400,000	440.00	4,400,000	440.00
(Equity shares of Face Value of ₹10 each)				
b) In Other Entities				
Shree Ganesh Textile Park Pvt Limited	10,560,000	1,056.00	-	-
(Equity shares of Face Value of ₹10 each)				
The Greater Bombay Co-op. Bank Limited	40	0.01	40	0.01
(Equity shares of Face Value of ₹25 each)				
Clover Energy Private Limited	-	-	100	0.01
(Equity shares of Face Value of ₹10 each)				
	19,926,291	**1,985.64**	**9,366,391**	**929.65**

Notes to Standalone Financial Statements

for the Year Ended March 31, 2023

(₹ in lakhs)

a. None of the above investments are listed on any stock exchange in India or outside India.
b. Aggregate amount of investments are given below:

Aggregate cost of unquoted investments	2,003.26	947.27
Aggregated amount of impairment in value of investments	17.62	17.62

5 Other Non-Current Financial Assets

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Security Deposits	186.00	155.49
Fixed Deposit in Banks with more than 12 months maturity	138.39	213.27
	324.39	**368.76**

6 Other Non-Current Assets

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Capital Advances	1,336.46	320.11
	1,336.46	**320.11**

6.1 Capital advance of ₹16.83 has been given towards advance towards Building Construction and ₹1,319.63 to suppliers of plant & machineries for ongoing expansion at SPFY unit at Kalamamb and Embroidery Unit at Degaon, Dhule.

7 Inventories

Particulars	As at March 31, 2023	As at March 31, 2022
(Valued at lower of cost or net realisable value as certified by Management)		
Raw Materials	1,369.00	1,028.45
Work-in-Progress	756.32	719.31
Finished Goods	2,395.06	2,333.97
Store & Spares	431.64	244.45
Packing Material	61.43	66.03
	5,013.45	**4,392.21**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Inventories include Goods in transit as under:		
Finished Goods	145.31	698.31
Raw Material	332.26	-

7.1 Inventories are hypothecated to secure borrowings (Refer Note 18 & 23).

8 Current Investment

	Particulars	As at March 31, 2023		As at March 31, 2022	
		Number of shares	Amount	Number of shares	Amount
A	**Investment in Equity instruments**				
	Quoted, fully paid-up				
	Hi-Tech Pipes Limited	-	-	947	5.37
	(Equity shares of Face Value of ₹10 each)				
	Unquoted, fully paid-up				
	National Stock Exchange of India Limited	3,000	98.25	3,000.00	98.25
	(Equity shares of Face Value of ₹1 each)				
B	**Investment in Mutual Funds (Quoted)**				
	9.20% Government Stock 2030	31,000	34.79	-	-
		34,000	**133.04**	**3,947**	**103.62**
	Aggregate book value of quoted investments		34.79		5.37
	Aggregate market value of quoted investments		36.58		4.77
	Aggregate book value of unquoted investments		133.04		98.25
	Aggregated amount of impairment in value of investments		-		-

9 Trade Receivables

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured		
Considered Good	2,453.13	2,158.88
Having significant increase in credit risks	163.89	194.17
Credit Impaired	48.60	748.73
	2,665.62	**3,101.78**
Less: Allowance for Credit Losses	(256.07)	(946.62)
	2,409.55	**2,155.16**

9.1 Trade receivables include outstanding from related party enterprise of ₹93.47 (₹55.28).

9.2 Trade receivables are hypothecated to secure borrowings. (Refer Note 18 & 23)

Notes to Standalone Financial Statements

for the Year Ended March 31, 2023

(₹ in lakhs)

Trade Receivables ageing schedule as at 31st March, 2023:

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables -considered good	1,548.29	715.52	212.30	54.82	57.57	28.52	2,617.02
Undisputed Trade receivables -credit impaired	-	-	-	0.55	6.55	41.50	48.60
Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
	1,548.29	715.52	212.30	55.37	64.12	70.02	2,665.62
Less: Allowance for Credit Losses							(256.07)
Total Trade Receivables							**2,409.55**

Trade Receivables ageing schedule as at 31st March, 2022:

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables -considered good	1,497.32	661.56	60.95	50.32	54.82	28.08	2,353.05
Undisputed Trade receivables -credit impaired	-	-	-	2.66	3.48	41.53	47.67
Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	701.06	701.06
	1,497.32	661.56	60.95	52.98	58.30	770.67	3,101.78
Less: Allowance for Credit Losses							(946.62)
Total Trade Receivables					.		**2,155.16**

10 Cash & Cash Equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with Banks - In Current Accounts	666.98	105.85
Cash in hand	11.14	26.83
	678.12	**132.68**

(₹ in lakhs)

11 Bank Balances other than Cash & Cash Equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Fixed Deposit in Banks with less than 12 months maturity	263.59	-
	263.59	**-**

12 Current Loans

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Inter Corporate Deposits		
Associates Concerns		
Shree Ganesh Integrated Textile Park Pvt. Ltd.	252.09	-
Others	-	335.57
	252.09	**335.57**

13 Other Current Financial Assets

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Other Loans and Advances		
Subsidiaries		
Hakoba Lifestyle Ltd.	194.33	193.28
Pioneer Realty Ltd.	3.40	3.16
Crystal Lace (I) Ltd.	136.58	165.67
Others		
Loan & Advances to Staff	38.81	30.33
Advances to Arcot Textile Mills Ltd.	-	174.41
	373.12	**566.85**

Notes to Standalone Financial Statements
for the Year Ended March 31, 2023

(₹ in lakhs)

14 Current Tax Assets (Net)

Particulars	As at March 31, 2023	As at March 31, 2022
Income Tax Refund Receivable (net)	156.07	149.22
	156.07	**149.22**

15 Other Current Assets

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Advances recoverable in cash or in kind	111.33	238.64
Prepaid Expenses	120.21	152.45
Accrued Export and Other Incentives	88.17	108.14
Other Advances and Balances	566.45	434.47
	886.16	**933.70**

16 Share Capital

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount
Authorised				
Equity Shares of ₹10 each	50,000,000	5,000.00	50,000,000	5,000.00
	50,000,000	**5,000.00**	**50,000,000**	**5,000.00**
Issued, Subscribed & Paid up				
Equity Shares of ₹10 each	26,590,942	2,659.09	26,590,942	2,659.09
	26,590,942	**2,659.09**	**26,590,942**	**2,659.09**

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the financial year:

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount
As at the beginning of the financial year	26,590,942	2,659.09	26,590,942	2,659.09
Add: Issued during the year	-	-	-	-
As at the end of the financial year	**26,590,942**	**2,659.09**	**26,590,942**	**2,659.09**

(₹ in lakhs)

Rights, preferences and restrictions attached to Equity Shares:

The Company has one class of Equity Shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In case of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Details of Equity Shareholding more than 5% in the Company on reporting date:

Name of shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount
Pioneer E-Com Fashions LLP	5,536,492	20.82	5,536,492	20.82
Raj Kumar Sekhani	3,164,760	11.90	3,164,760	11.90

Shareholding of Promoters:

Name of shareholder	As at March 31, 2023			As at March 31, 2022		
	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
Pioneer E-Com Fashions LLP	5,536,492	20.82	No Change	5,536,492	20.82	No Change
Raj Kumar Sekhani	3,164,760	11.90	No Change	3,164,760	11.90	No Change
Bimladevi Sekhani	23,073	0.09	No Change	23,073	0.09	No Change
Manak Chand Baid Jt. Raj Kumar Sekhani	14,000	0.05	No Change	14,000	0.05	No Change

17 Other Equity

Particulars	As at March 31, 2023	As at March 31, 2022
Share Premium Reserve		
Opening Balance	3,999.17	3,999.17
Add: During the year	-	-
Balance as at the end of the year	**3,999.17**	**3,999.17**
Share Based Payment Reserve		
Opening Balance	67.39	-
Add: Recognition of Share based payments during the year (Refer Note 44)	(11.37)	67.39
Balance as at the end of the year	**56.02**	**67.39**
Retained Earnings		
Opening Balance	5,845.75	4,778.76
Add : Other Comprehensive Income (including tax thereon)	24.95	28.37

Notes to Standalone Financial Statements
for the Year Ended March 31, 2023

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Add: Profit for the year	870.54	1,105.10
	6,741.24	**5,912.23**
Less: Dividend paid	(79.77)	(66.48)
Balance as at the end of the year	**6,661.47**	**5,845.75**
	10,716.66	**9,912.31**

Nature and purpose of other reserves/ other equity

Securities Premium

This Reserve represents premium received on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

Share Based Payment Reserve:

This reserve relates to stock options granted to employees under "Employee Stock Option Plan 2018 Scheme (ESOP)"and shall be transferred to securities premium account/retained earnings on exercise/cancellation of options.

Retained Earnings

Retained earnings are profits earned by the Company after transfer to general reserve and payment of dividend to shareholders.

18 Non-Current Financial Liabilities -Borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
Secured Loans		
Term Loans from Banks/Institutions	5,414.94	1,206.47
Term Loan from Other	1,472.92	-
	6,887.86	**1,206.47**
Current Maturity of Borrowings disclosed under the head "Current Financial Liabilities-Borrowings" (Refer Note 23)	(1,181.28)	(687.92)
	5,706.58	**518.55**

18.1 Term Loan from bank of ₹4,660.45 are secured by first pari passu charge over fixed assets of the Company both present & future and are further secured by second charge over current assets of the Company, by personal guarantee of Chairman of the Company and pledge of company's certain shares by promoter and promoter group firms. This loan is repayable in monthly instalments ending October 2028 and presently carries interest @10.80% p.a..

(₹ in lakhs)

18.2 Term Loans from banks of ₹461.44 are secured by first pari passu charge over current assets of the Company and further secured by second pari passu charge over fixed assets of the Company both present & future with other term lenders, by personal guarantee of the Chairman of the Company.

Out of these loan, i) ₹188.25 is repayable in monthly installments ending October 2024 and carries interest @9.25% p.a..; ii) ₹140.35 is repayable in monthly installments ending October 2024 and carries interest @7.5% p.a.. & iii) ₹132.85 is repayable in monthly installments ending March 2027 and carries interest @6.8% p.a

18.3 Term Loan from bank of ₹221.37 is secured by exclusive charge on certain plant & machinery purchased under ATUFS. This loan is repayable in monthly installments ending November 2024 and carries interest @5.60% p.a..

18.4 Term Loan from Oerlikon Barmag of ₹1,472.92 of Foreign Currency Term Loan is secured by exclusive charge on certain imported machineries. This loan is repayable in half yearly installments ending March 2028 and presently carries interest @4.50% p.a.

18.5 Term Loan from Banks of ₹71.68 are secured by hypothecation of respective vehicles financed.

19 Lease Liability

Particulars	As at March 31, 2023	As at March 31, 2022
Finance lease obligations	369.29	344.66
	369.29	**344.66**
Current Maturity of Lease (Refer Note 24)	(44.20)	(33.86)
	325.09	**310.80**

20 Long Term Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefits	511.72	498.61
	511.72	**498.61**

21 Deferred Tax Assets / (Liabilities) (Net)

The balance comprises temporary differences attributable to:

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Tax Assets in relation to:		
Business Losses including Unabsorbed Depreciation	-	40.80
Provision for allowances for credit losses	71.24	263.35

Notes to Standalone Financial Statements

for the Year Ended March 31, 2023

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Expenses allowed in the year of payment	155.65	182.25
Lease Liabilities	102.74	95.89
Total Deferred Tax Assets (A)	**329.63**	**582.29**
Deferred Tax Liabilities in relation to:		
Property, Plant & Equipments and Intangible Assets	737.03	646.45
Right-of-use to assets	98.12	94.74
Total Deferred Tax Liabilities (B)	**835.15**	**741.19**
Total Deferred Tax Assets / (Liabilities)	**(505.52)**	**(158.90)**

21.1 Movement of Deferred Tax Assets / (Liabilities)

Particulars	As at March 31, 2022	Recognised in P&L	Recognised in OCI	As at March 31, 2023
Deferred Tax Assets in relation to:				
Business Losses including Unabsorbed Depreciation	40.80	(40.80)	-	-
Provision for allowances for credit losses	263.35	(192.11)	-	71.24
Expenses allowed in the year of payment	182.25	(16.99)	(9.61)	155.65
Lease Liabilities	95.89	6.85	-	102.74
Total Deferred Tax Assets (A)	**582.29**	**(243.05)**	**(9.61)**	**329.63**
Deferred Tax Liabilities in relation to:				
Property, Plant & Equipments and Intangible Assets	646.45	90.58	-	737.03
Right-of-use to assets	94.74	3.38	-	98.12
Total Deferred Tax Liabilities (B)	**741.19**	**93.96**	**-**	**835.15**
Total Deferred Tax Assets / (Liabilities) (A - B)	**(158.90)**	**(337.01)**	**(9.61)**	**(505.52)**

Particulars	As at March 31, 2021	Recognised in P&L	Recognised in OCI	As at March 31, 2022
Deferred Tax Assets in relation to:				
Business Losses including Unabsorbed Depreciation	472.79	(431.99)	-	40.80
Provision for allowances for credit losses	282.54	(19.19)	-	263.35
Expenses allowed in the year of payment	154.43	38.75	(10.93)	182.25
Lease Liabilities	25.48	70.41	-	95.89
Total Deferred Tax Assets (A)	**935.24**	**(342.02)**	**(10.93)**	**582.29**

(₹ in lakhs)

Particulars	As at March 31, 2021	Recognised in P&L	Recognised in OCI	As at March 31, 2022
Deferred Tax Liabilities in relation to:				
Property, Plant & Equipments and Intangible Assets	639.71	6.74	-	646.45
Right-of-use to assets	23.88	70.86	-	94.74
Total Deferred Tax Liabilities (B)	**663.59**	**77.60**	**-**	**741.19**
Total Deferred Tax Assets (A - B)	**271.65**	**(419.61)**	**(10.93)**	**(158.90)**

22 Non-Current Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Government Grants (Refer Note 40)	1,042.44	-
	1,042.44	**-**

23 Current Financial Liabilities -Borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
Secured		
Loans Repayable on Demand		
Cash Credit from Banks	2,248.62	1,416.30
Current maturities of Long Term Debt (Refer Note 18)	1,181.28	687.92
	3,429.90	**2,104.22**

23.1 Cash Credit Loans are secured by first pari passu charge by hypothecation of stocks, book debts and second pari passu charge on all fixed assets, both present and future and further secured by personal guarantee of the Chairman of the Company.

24 Lease Liability

Particulars	As at March 31, 2023	As at March 31, 2022
Lease obligations	44.20	33.86
	44.20	**33.86**

Notes to Standalone Financial Statements

for the Year Ended March 31, 2023

(₹ in lakhs)

25 Trade Payables

Particulars	As at March 31, 2023	As at March 31, 2022
For Goods and Services		
Total outstanding dues of micro enterprises and small enterprises	633.99	301.43
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,010.97	1,647.04
	2,644.96	**1,948.47**

25.1 Trade Payables include outstanding to a related enterprise of ₹21.40 (₹4.54).

25.2 Based on the information available, there are certain vendors who have confirmed that they are covered under the Micro, Small and Medium Enterprises Development Act, 2006. Disclosures relating to dues of Micro and Small enterprises under section 22 of 'The Micro, Small and Medium Enterprises Development Act, 2006, are given below:

	Particulars	As at March 31, 2023	As at March 31, 2022
a.	Principal amount and Interest due thereon remaining unpaid to any supplier at the end of year	633.99	301.43
b.	Interest paid by the Company in terms of Section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day	-	-
c.	the amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
d.	the amount of interest accrued and remaining unpaid at the end of each 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 as a deductible expenditure under section 23 of this Act	-	-

Trade Payables ageing schedule: As at 31st March, 2023

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	630.39	-	-	-	3.60	633.99
(ii) Others	1,521.16	389.01	33.85	22.66	44.29	2,010.97
Total Trade Payable	**2,151.55**	**389.01**	**33.85**	**22.66**	**47.89**	**2,644.96**

(₹ in lakhs)

Trade Payables ageing schedule: As at 31st March, 2022

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	297.83	-	-	-	3.60	301.43
(ii) Others	1,300.98	239.01	35.35	25.16	46.54	1,647.04
Total Trade Payable	**1,598.81**	**239.01**	**35.35**	**25.16**	**50.14**	**1,948.47**

26 Other Current Financial Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Interest accrued	3.63	2.79
Unpaid Dividend	3.34	1.55
Capital Creditors	145.34	107.39
Employees Emoluments	500.07	456.67
Statutory Dues	44.48	42.79
Others	72.38	45.28
	769.24	**656.47**

27 Short Term Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision For Employee Benefits	16.46	22.52
	16.46	**22.52**

28 Other Current Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Customers' Credit Balances and Advances against orders	113.89	171.67
	113.89	**171.67**

Notes to Standalone Financial Statements
for the Year Ended March 31, 2023

(₹ in lakhs)

29 Revenue From Operations

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of Products - Yarn, Embroidery Fabric & Laces		
Domestic Sales	24,496.30	25,397.73
Export Sales	4,992.29	3,678.51
Other Operating Revenue (Including Export Incentives)	175.67	140.81
	29,664.26	**29,217.05**

29.1 Sales include sales made to related enterprises ₹279.76 (₹314.30).

30 Other Income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit on Sale of Investments	2.51	0.84
Interest Income	35.26	51.42
Dividend Received	1.26	-
Profit on disposal of Property, Plant and Equipment (Net)	114.79	15.30
Gain on Foreign Currency transactions and translation (Net)	106.69	64.33
Miscellaneous Income	51.27	40.96
	311.78	**172.85**

31 Cost Of Material Consumed

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Cost of Raw Material Consumed		
Opening Stock	1,028.45	1,578.70
Purchases during the year	18,381.10	16,321.95
	19,409.55	**17,900.65**
Less:- Closing Stock	1,369.00	1,028.45
	18,040.55	**16,872.20**

(₹ in lakhs)

31.1 Purchases includes from related enterprises ₹57.07 (₹19.48) and subsidiaries ₹0.67 (₹6.92).

32 Change In Inventories

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Inventories		
Work-in-Progress	719.31	684.23
Finished Goods	2,333.97	1,448.81
	3,053.28	**2,133.04**
Less: Closing Inventories		
Work-in-Progress	756.32	719.31
Finished Goods	2,395.06	2,333.97
	3,151.38	**3,053.28**
	(98.10)	**(920.24)**

33 Employee Benefits Expense

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, Wages and Incentives	3,231.53	3,232.54
Contribution to Funds	135.49	136.39
Staff Welfare Expenses	83.27	71.84
Employee ESOP Compensation (Refer Note 44)	(11.37)	67.39
	3,438.92	**3,508.16**

34 Finance Cost

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest expense	288.34	263.60
Interest on Lease Obligation	22.33	14.55
Other Borrowing Costs	33.21	27.79
Net Gain/Loss on Foreign Currency Transactions and Translation	20.26	14.50
	364.14	**320.44**

Notes to Standalone Financial Statements
for the Year Ended March 31, 2023

(₹ in lakhs)

35 Other Expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Stores & Spares Consumed	556.04	514.23
Repair & Maintenance	201.18	185.68
Power & Fuel	1,858.14	1,999.92
Insurance	53.21	51.68
Job Charges	787.11	605.13
Legal & Professional Fees	89.67	106.64
Packing Material Consumed	1,289.63	1,597.54
Payment to Auditors*	11.50	11.50
Rates & Taxes	21.78	22.24
Rent	46.61	23.94
Provision for Expected Credit Losses (Net off Bad Debts of ₹701.06)	10.49	16.68
Directors Sitting Fees	3.45	2.65
Donations	0.15	-
Expenditure incurred towards CSR activities	25.44	18.15
Selling Expenses	1,244.10	1,197.99
Miscellaneous Expenses	669.68	525.78
	6,868.18	**6,879.75**
*** Details of payment to Auditors**		
a) Statutory & Tax Audit	11.50	11.50
b) for Taxation Matter	-	-
c) for Other Services	-	-
	11.50	**11.50**

36 Exceptional Items

Exceptional Item represent:

a) Profit of ₹1,116.29 represents profit from sale of non- core assets of the Company,

b) Expenses of ₹204.10 represents settlement of workers arrived with them towards sundry cases in Labour Court-Silvassa & Valsad.

(₹ in lakhs)

37 Income Tax Expense

Particulars	As at March 31, 2023	As at March 31, 2022
Tax expense/(credit) recognized in the Statement of Profit and Loss		
Current tax	23.88	-
Income Tax for earlier year	1.68	-
Deferred tax charge (credit)	337.01	419.61
Income Tax expense reported in the Statement of Profit and Loss	**362.57**	**419.61**
Deferred tax impact on component of other comprehensive income (OCI)	9.61	10.93
Total Income Tax benefit recognized in Other Comprehensive Income	**9.61**	**10.93**
Total Income Tax expense recognised in the current year	**372.18**	**430.54**

Reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

Enacted income tax rate in India applicable to the Company	27.82	27.82
Profit before tax	1,233.11	1,524.71
Income Tax Expense	343.05	424.17
Effect of:		
Expenses that are not deductible in determining taxable profit	18.21	6.73
Income Tax for earlier year	1.68	-
Capital Gains (Differential tax rate)	5.15	-
Others	4.09	(0.36)
	372.18	**430.54**

38 Contingent liabilities, contingent assets and commitments

	Particulars	As at March 31, 2023	As at March 31, 2022
A.	**Contingent liabilities (not provided for) in respect of:**		
1	Bank Guarantees Outstanding.	79.10	80.05
2	Demand for Excise duty, being contested by the Company	33.58	33.58
3	Demand for Service Tax, being contested by the Company	123.85	123.85
4	Sundry Cases in Labour Court and Industrial Court (Sarigam unit, Gujarat and Silvassa unit) *(quantum is not ascertainable)	N A*	N A*
	There is no contingent liability other than stated above and adequate provision have been made for all known liabilities, except interest and penalties as may arise. The management believes that the Company has a strong chance of favourable decision in above cases, hence no further provision has been considered necessary.		

Notes to Standalone Financial Statements

for the Year Ended March 31, 2023

(₹ in lakhs)

Particulars		As at March 31, 2023	As at March 31, 2022
B.	**Commitments**		
a)	**Capital Commitments:** 'Estimated amount of Contracts remaining to be executed on Capital Account [Net of Advances]	2,095.37	1,602.68
b)	**EPCG Commitments:** Future export obligations / commitments under import of Capital Goods at Concessional rate of customs duty	6,145.71	-

39 Leases

Particulars		As at March 31, 2023	As at March 31, 2022
	As a Lessee		
a)	The movement in lease liabilities during the years ended March 31, 2023 and March 31, 2022 is as follows:		
	Balance at the beginning	344.66	85.85
	Additions during the year	75.61	313.40
	Finance cost accrued during the year	36.09	22.33
	Deletions	(1.24)	(9.67)
	Payment of Lease Liabilities	(85.83)	(67.23)
	Balance at the end	**369.29**	**344.66**
b)	Total cash outflow for leases recognised in Statement of Cash Flows for the year ended March 31, 2023 was ₹50.98 (₹56.79).		
c)	Balance of Lease Liabilities :		
	Non-Current Lease Liabilities	325.09	310.80
	Current Lease Liabilities	44.20	33.86
		369.29	**344.66**
d)	The details of the contractual maturities of lease liabilities as at March 31, 2023 and March 31, 2022 on an undiscounted basis are as follows:		
	Less than one year	74.60	64.38
	One to five years	166.59	152.03
	More than five years	1,049.60	1,073.25
	Total	**1,290.79**	**1,289.66**
e)	The Company has incurred rent expense of ₹46.61 (₹23.94) for the year ended March 31, 2023 towards expenses relating to short-term leases and leases of low-value assets.		

40 ₹1,042.44 (₹Nil) accounted as Deferred Government Grants for duty saved on import of capital goods and spares under the Export Promotion Capital Goods (EPCG) scheme. EPCG scheme allows import of certain

(₹ in lakhs)

capital goods including spares at concessional duty subject to an export obligation for the duty saved on capital goods imported under EPCG scheme. The duty saved on capital goods imported under EPCG scheme being Government Grant, is accounted as stated in the Accounting policy on Government Grant on fulfilment of related export obligations.

41 Foreign exchange derivatives and exposures outstanding at the year-end:

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Foreign Currency exposure not hedged by derivative instrument or otherwise :		
i. Receivable	1,328.54	632.42
ii. Payable	1,528.51	498.11
(b) Outstanding forward contracts to be hedge foreign currency exposure :	-	-

42 Employee benefits

The Company contributes to the following post-employment defined benefit plans in India.

(i) Defined Contribution Plans:

The Company makes contributions towards provident fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits. During the year the Company has contributed to Government Provident Fund ₹106.46 (₹104.79).

(ii) Defined Benefit Plan:

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

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at March 31, 2023. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date :

Particulars	March 31, 2023	March 31, 2022
Net defined benefit liability / (asset)	468.89	463.60
Liability for Gratuity		
Current	15.41	21.14
Non-Current	453.48	442.46

Notes to Standalone Financial Statements

for the Year Ended March 31, 2023

(₹ in lakhs)

B. Movement in net defined benefit (asset) / liability:

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

Particulars	March 31, 2023			March 31, 2022		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability
Balance as at 1 April	463.60	-	463.60	425.57	-	425.57
Included in profit or loss						-
Service costs	73.85	-	73.85	73.71	-	73.71
Interest cost / (income)	30.62	-	30.62	28.07	-	28.07
	104.47	**-**	**104.47**	**101.78**	**-**	**101.78**
Included in OCI						
Actuarial loss / (gain) arising from:						
- demographic assumptions	-	-	-	-	-	-
- financial assumptions	(11.54)	-	(11.54)	(19.15)	-	(19.15)
- experience adjustment	(23.02)	-	(23.02)	(20.15)	-	(20.15)
	(34.56)	**-**	**(34.56)**	**(39.30)**	**-**	**(39.30)**
Other						
Contributions paid by the employer			-			-
Benefits paid	(64.62)	-	(64.62)	(24.45)	-	(24.45)
	(64.62)	**-**	**(64.62)**	**(24.45)**	**-**	**(24.45)**
Balance as at 31 March	**468.89**	**-**	**468.89**	**463.60**	**-**	**463.60**

C. Plan assets :

The Company has no plan assets.

D. Actuarial assumptions :

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Particulars	March 31, 2023	March 31, 2022
Discount rate	7.29%	7.10%
Expected rate of future salary increase	7.50%	7.50%
Mortality	100% of IALM (2012 - 14)	

Assumptions regarding future mortality have been based on published statistics and mortality tables.

(₹ in lakhs)

E. Sensitivity analysis :

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	March 31, 2023		March 31, 2022	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(414.53)	534.72	(409.06)	529.82
Expected rate of future salary increase (1% movement)	531.76	(415.94)	526.79	(410.20)

Sensitivities due to mortality and withdrawals are insignificant, hence ignored. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

F. Description of Risk Exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follow -

A) Salary Increases- Higher than expected increase in salary will increase the defined benefit obligation.

B) Discount Rate: Reduction in discount rate in subsequent valuations can increase the plan's liability.

C) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumption in the valuation can impact the liabilities.

43 Related parties

A. Related parties and their relationships

i Key Managerial Personnel (KMP) and their relatives	Mr. Raj Kumar Sekhani (Chairman)
	Mr. Harsh Vardhan Bassi (Managing Director)
	Mr. Gangadharan Kandam Rama Panicker (Executive Director) (upto December 11, 2021)
	Mr. Saurabh Maheshwari (Executive Director) (w.e.f. May 18, 2021))
	Mr. Joginder Kumar Baweja (Independent Director)
	Mr. Gopalkrishnan Sivaraman (Independent Director)
	Ms. Sujata Chakravarthy (Independent Director) (upto May 04, 2021)
	Ms. Sushama Sunil Bhatt (Independent Director) (w.e.f. May 18, 2021)
	Mr. Devraj Mehta (Independent Director) (w.e.f. August 03, 2021 till December 11, 2021)

Notes to Standalone Financial Statements
for the Year Ended March 31, 2023

(₹ in lakhs)

	Ms. Bimla Devi Sekhani Mr. Aarav Sekhani Mr. Vishal Sekhani Mr. Ratanlal Sekhani Ms. Prachi Sekhani Ms. Priyani Sekhani
ii. Enterprises having significant influence by KMP & their Relatives	M/s J J Sons M/S J J and Sons M/s J J Enterprises (till 31.03.2022) Kiran Industries Pvt. Ltd. Thakurdas & Co. Pvt. Ltd. Kiran Texpro Pvt. Ltd.
iii. Subsidiaries	Hakoba Lifestyle Ltd. Pioneer Realty Ltd. Crystal Lace (I) Ltd.
iv. Associate Concerns	Pioneer E-Com Fashions LLP Shree Ganesh Integrated Textile Park Pvt. Ltd.

B Transactions with the above in the ordinary course of business

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sales		
Enterprises having significant influence by KMP & their Relatives		
M/s J J Sons	-	5.78
M/s J J and Sons	14.30	9.39
M/s J J Enterprises	-	1.58
Kiran Industries Pvt. Ltd.	225.16	70.01
Kiran Texpro Pvt. Ltd.	40.30	227.54
	279.76	**314.30**

Notes to Standalone Financial Statements
for the Year Ended March 31, 2023

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Purchases		
Enterprises having significant influence by KMP & their Relatives		
M/s J J Enterprises	-	1.34
Kiran Industries Pvt. Ltd.	21.19	5.99
J J and sons	2.73	-
Kiran Texpro Pvt. Ltd.	33.15	12.15
	57.07	**19.48**
Subsidiaries		
Crystal Lace (I) Ltd.	0.67	6.92
Payment for Rent & Other Services		
Enterprises having significant influence by KMP & their Relatives		
Kiran Industries Pvt. Ltd.	23.28	7.08
Receipt for Rent & Other Services		
Enterprises having significant influence by KMP & their Relatives		
Kiran Texpro Pvt. Ltd.	3.14	-
Employee Benefit Expenses		
Key Managerial Personnel (KMP) and their Relatives		
Managerial Remuneration		
Mr. Raj Kumar Sekhani (Chairman)	84.00	84.00
Mr. Harsh Vardhan Bassi (Managing Director)	36.00	39.74
Mr. Gangadharan Kandam Rama Panicker (Executive Director)	-	14.32
Mr. Saurabh Maheshwari (Executive Director)	48.00	41.87
Mr. Aarav Sekhani	24.00	17.28
Mr. Vishal Sekhani	24.00	17.28
Mr. Ratanlal Sekhani	25.26	25.26
Ms. Prachi Sekhani	3.00	3.00
Ms. Priyani Sekhani	4.20	4.20

Notes to Standalone Financial Statements
for the Year Ended March 31, 2023

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
	248.46	**246.95**
Director Sitting Fees		
Mr. Joginder Kumar Baweja (Independent Director)	1.40	1.00
Mr. Gopalkrishnan Sivaraman (Independent Director)	1.35	0.95
Ms. Sushama Sunil Bhatt (Independent Director)	0.70	0.50
Mr. Devraj Mehta (Independent Director)	-	0.20
	3.45	**2.65**
Dividend Paid		
Key Managerial Personnel (KMP) and their Relatives		
Mr. Raj Kumar Sekhani (Chairman)	9.49	7.91
Mr. Gangadharan Kandam Rama Panicker (Executive Director)	-	0.05
Mr. Saurabh Maheshwari (Executive Director)	0.08	0.06
Ms. Bimla Devi Sekhani	0.07	0.06
Mr. Ratanlal Sekhani	0.23	0.19
Associates Concerns		
Pioneer E-Com Fashions LLP	16.61	13.84
	26.48	**22.11**
Loans & Advances given / repaid		
Subsidiaries		
Hakoba Lifestyle Ltd.	1.05	1.54
Pioneer Realty Ltd.	0.24	0.20
Associates Concerns		
Shree Ganesh Integrated Textile Park Pvt. Ltd.	252.09	-
	253.38	**1.74**
Loans & Advances taken/recovered		
Subsidiaries		
Crystal Lace (I) Ltd.	29.09	5.41
	29.09	**5.41**

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Investments in Equity Shares		
Associates Concerns		
Shree Ganesh Integrated Textile Park Pvt. Ltd.	**1,056.00**	**-**
	1,056.00	**-**
Guarantee taken		
Associates Concerns		
Pioneer E-Com Fashions LLP	**5,000.00**	330.00

C Outstanding Balance at the year end

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Loans & Advances given		
Subsidiaries		
Hakoba Lifestyle Ltd.	194.36	193.28
Pioneer Realty Ltd.	3.40	3.16
Crystal Lace (I) Ltd.	136.58	165.67
	334.34	**362.11**
Trade Payables & Other Liabilities		
Enterprises having significant influence by KMP & their Relatives		
M/s J J and Sons	0.25	-
Kiran Industries Pvt. Ltd.	2.38	1.22
Kiran Texpro Pvt. Ltd.	18.77	3.32
	21.40	**4.54**
Receivables		
Enterprises having significant influence by KMP & their Relatives		
M/s J J and Sons	1.46	2.49
M/s J J and Sons	9.10	10.51
M/s J J Enterprises	-	15.27
Kiran Industries Pvt. Ltd.	61.76	12.46
Thakurdas & Co. Pvt. Ltd.	4.80	4.80
Kiran Texpro Pvt. Ltd.	16.35	9.75
	93.47	**55.28**
Associate Concerns		
Shree Ganesh Integrated Textile Park Pvt. Ltd.	252.09	-

Notes to Standalone Financial Statements

for the Year Ended March 31, 2023

(₹ in lakhs)

44 Pioneer Embroideries Limited Employee Stock Option Plan 2018 Scheme (ESOP)

The Company has granted stock options under the Pioneer Embroideries Limited Employee Stock Option Plan 2018 Scheme (ESOP) to the eligible employees of the Company. Under ESOP, the company has granted 4,31,000 options on August 03, 2021. 100% of total options granted would vest in after one year from the date of grant subject to fulfilment of vesting conditions. The maximum period for exercise of options is three year from the date of vesting. Each option when exercised would be converted into one fully paid-up equity share of ₹10 each of the Company. The options granted under ESOP carry no rights to dividends and voting rights till the date of exercise.

As at the end of the financial year, details and movements of the outstanding options are as follows:

Particulars	As at March 31, 2023		As at March 31, 2022	
	No of Options	Weighted Average exercise price (₹)	No of Options	Weighted Average exercise price (₹)
Options outstanding at the beginning of the year	431,000	@	-	-
Options granted under ESOP	-	-	431,000	@
Options exercised during the year	-	-	-	-
Options cancelled during the year	28,000	-	-	-
Options expired during the year	-	-	-	-
Options outstanding at the end of the year	403,000	@	431,000	@
Options exercisable at the end of the year	403,000	@	431,000	@

@ The exercise price shall be decided by NRC subject to maximum discount of 50% of the closing market price on the stock exchange, which records the highest trading volumn in the Company's equity shares on the date immediately prior to the date on which the notice of excercise is given to the Company by the employee. In any event, the excercise price shall not be less than face value of the equity share.

45 Financial instruments

I. Fair value measurements

A. Financial instruments by category

Particulars	As at March 31, 2023		As at March 31, 2022	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial assets				
Investments	0.01	133.04	0.02	103.62
Trade receivables	-	2,409.55	-	2,155.16
Cash and cash equivalents	-	941.71	-	132.68
Loans	-	252.09	-	335.57
Others				
Non Current	-	324.39	-	368.76
Current	-	373.12	-	566.85
	0.01	**4,433.90**	**0.02**	**3,662.64**

(₹ in lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial liabilities				
Long term borrowings	-	5,706.58	-	518.55
Short terms borrowings	-	3,429.90	-	2,104.22
Trade payables	-	2,644.96	-	1,948.47
Lease Liabilities	-	369.29	-	344.66
Other current financial liabilities	-	769.24	-	656.47
	-	**12,919.97**	**-**	**5,572.37**

B. Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

a) recognised and measured at fair value and
b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements:

Particulars	As at March 31, 2023			
	Level 1	Level 2	Level 3	Total
Financial assets	0.01	-	-	0.01
Financial liabilities	-	-	-	-
	0.01	**-**	**-**	**0.01**

Particulars	As at March 31, 2022			
	Level 1	Level 2	Level 3	Total
Financial assets	0.02	-	-	0.02
Financial liabilities	-	-	-	-
	0.02	**-**	**-**	**0.02**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Notes to Standalone Financial Statements

for the Year Ended March 31, 2023

(₹ in lakhs)

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

There are no transfers between level 1 and level 2 during the year.

C. Fair value of financial assets and liabilities measured at amortised cost:

Particulars	As at March 31, 2023		As at March 31, 2022	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial assets				
Investments	-	133.04	-	103.62
Trade receivables	-	2,409.55	-	2,155.16
Cash and cash equivalents	-	941.71	-	132.68
Loans	-	252.09	-	335.57
Others				
Non Current	-	324.39	-	368.76
Current	-	373.12	-	566.85
	-	**4,433.90**	**-**	**3,662.64**
Financial liabilities				
Long term borrowings	-	5,706.58	-	518.55
Short terms borrowings	-	3,429.90	-	2,104.22
Trade payables	-	2,644.96	-	1,948.47
Lease Liabilities	-	369.29	-	344.66
Other current financial liabilities	-	769.24	-	656.47
	-	**12,919.97**	**-**	**5,572.37**

The carrying amounts of the abovementioned financial assets and financial liabilities are considered to be the same as their fair values, due to their short-term nature.

II. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- credit risk;
- liquidity risk; and
- market risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the processes to ensure that executive management controls risks through the mechanism of property defined framework.

(₹ in lakhs)

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the board annually to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Audit Committee oversees compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely both in domestic and export market. The Management impact analysis shows credit risk and impact assessment as low.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Company Management has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes market check, industry feedback, past financials and external ratings, if they are available. Sale limits are established for each customer and reviewed periodically. Any sales exceeding those limits require approval from the President of the Company.

More than 60 % of the Company's customers have been transacting with the Company for over four years, and no impairment loss has been recognized against these customers. In monitoring customer credit risk, customers are reviewed according to their credit characteristics, including whether they are an individual or a legal entity, their geographic location, industry and existence of previous financial difficulties.

The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables.

Notes to Standalone Financial Statements
for the Year Ended March 31, 2023

(₹ in lakhs)

The carrying amount net of credit loss allowances of trade receivables is ₹2,409.55 (March 31, 2022 – ₹2,155.16).

Reconciliation of loss allowance provision – Trade receivables:

	March 31, 2023	March 31, 2022
Opening balance	(946.62)	(1,015.60)
Changes in loss allowance	690.55	68.98
Closing balance	(256.07)	(946.62)

iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected future cash flows. This is generally carried out at unit level and monitored through corporate office of the Company in accordance with practice and limits set by the Company. These limits vary by location to take into account requirement, future cash flow and the liquidity in which the entity operates. In addition, the Company's liquidity management strategy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

(a) Financing arrangements

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in indian rupee and have an average maturity within a year.

(b) Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and exclude contractual interest payments and the impact of netting agreements.

(₹ in lakhs)

Particulars	Carrying Amounts March 31, 2023	Contractual cash flows				
		Total	0- 1 year	1–3 years	3-5 years	More than 5 years
Non-derivative financial liabilities						
Borrowings	6,887.86	6,887.86	1,181.28	3,183.14	2,014.66	508.79
Short term borrowings	2,248.62	2,248.62	2,248.62	-	-	-
Trade payables	2,644.96	2,644.96	2,644.96	-	-	-
Other non-current financial liabilities	325.09	325.09	-	54.36	13.72	257.01
Other current financial liabilities	813.44	813.44	813.44	-	-	-
Total non-derivative liabilities	**12,919.97**	**12,919. 97**	**6,888.30**	**3,237.50**	**2,028.38**	**765.80**

Particulars	Carrying Amounts March 31, 2022	Contractual cash flows				
		Total	0- 1 year	1–3 years	3-5 years	More than 5 years
Non-derivative financial liabilities						
Borrowings	1,206.47	1,206.47	687.92	483.03	34.67	0.85
Short term borrowings	1,416.30	1,416.30	1,416.30	-	-	-
Trade payables	1,948.47	1,948.47	1,948.47	-	-	-
Other non-current financial liabilities	310.80	310.80	-	33.09	20.45	257.26
Other current financial liabilities	690.33	690.33	690.33	-	-	-
Total non-derivative liabilities	**5,572.37**	**5,572.37**	**4,743.02**	**516.12**	**55.12**	**258.11**

The inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to financial liabilities held for liquidity / credit management purposes and which are not usually closed out before contractual maturity.

The interest payments on variable interest rate loans in the table above reflect market forward interest rates at the reporting date and these amounts may change as market interest rates change.

iv. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

The Company uses derivatives like forward contracts to manage market risks on account of foreign exchange. All such transactions are carried out within the guidelines set by the Board of Directors.

Notes to Standalone Financial Statements
for the Year Ended March 31, 2023

(₹ in lakhs)

v. **Currency risk**

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and small exposure in EUR and GBP. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions by hedging the foreign exchange inflows on regular basis.

Currency risks related to the principal amounts of the Company's foreign currency payables, have been partially hedged using forward contracts taken by the Company.

In respect of other monetary assets and liabilities denominated in foreign currencies, the Company's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows:

	As at March 31, 2023		As at March 31, 2022	
	USD	EUR	USD	EUR
Financial assets				
Trade receivables	6.57	-	4.47	2.81
Other payables	0.68	16.44	6.56	0.01
Net statement of financial position exposure	**5.89**	**(16.44)**	**(2.09)**	**2.80**

The following significant exchange rates have been applied

	Average Rates		Year end spot rates	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
USD 1	82.24	75.75	82.22	74.17
EUR 1	89.34	86.14	89.61	84.65

Interest rate risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. During March 31, 2023 and March 31, 2022, the Company's borrowings at variable rate were denominated in Indian Rupees.

Currently the Company's borrowings are within acceptable risk levels, as determined by the management, hence the Company has not taken any swaps to hedge the interest rate risk.

(₹ in lakhs)

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows:

	Nominal Amount	
	March 31, 2023	**March 31, 2022**
Fixed-rate instruments		
Financial liabilities	722.40	1,206.47
	722.40	**1,206.47**
Variable-rate instruments		
Financial liabilities	6,941.16	1,416.30
	6,941.16	**1,416.30**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 50 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	Profit or loss		Equity, net of tax	
	50 bp increase	**50 bp decrease**	**50 bp increase**	**50 bp decrease**
March 31, 2023				
Variable-rate instruments	34.71	(34.71)	34.71	(34.71)
Cash flow sensitivity	**34.71**	**(34.71)**	**34.71**	**(34.71)**

	Profit or loss		Equity, net of tax	
	50 bp increase	**50 bp decrease**	**50 bp increase**	**50 bp decrease**
March 31, 2022				
Variable-rate instruments	7.08	(7.08)	7.08	(7.08)
Cash flow sensitivity	**7.08**	**(7.08)**	**7.08**	**(7.08)**

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

46 a. Balances of certain trade receivables, advances, trade payables and other liabilities are in the process of confirmation and/or reconciliation.

Notes to Standalone Financial Statements

for the Year Ended March 31, 2023

(₹ in lakhs)

b. Realisable value of current assets, deposits, loans and advances in the ordinary course of business will be at least equal to the amount at which they have been stated in the financial statements.

c. Some of the fixed deposits and bank accounts are subject to confirmations though reconciled with available bank statements.

47 Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a Corporate Social Responsibility (CSR) committee has been formed. The Company has incurred ₹25.44 (₹18.15) expenditure on CSR during the year.

Particulars		March 31, 2023	March 31, 2022
i)	Amount required to be spent by the company during the year	25.44	18.15
ii)	Amount of expenditure incurred	25.44	18.15
iii)	Shortfall at the end of the year	-	-
iv)	Total of previous years shortfall	-	-
v)	Reason for shortfall	NA	NA
vi)	Nature of CSR activities	Promoting poor children education & health care and employment enhancing vocation skills speacially among women	Promoting poor children education, upliftment of Eco-Socio backward society and save mangrooves projects
vii)	Details of related party transactions	-	-
viii)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	NA	NA

48 Events Occurring after Balance Sheet Date

Proposed Dividend

The Board of Directors has recommended final dividend of ₹NIL (₹0.30) per share on the face value of ₹10 each, aggregating to ₹NIL (₹79.77), subject to approval by the Members at the forthcoming Annual General Meeting of the Company.

49 Segment Reporting

According to Ind AS 108, identification of operating segments is based on Chief Operating Decision Maker (CODM) approach for making decisions about allocating resources to the segment and assessing its performance. The business activity of the company falls within one broad business segment viz. "Textile" and substantially sale of the product is within the country. The Gross income and profit from the other segment is below the norms prescribed in Ind AS 108. Hence, the disclosure requirement of Ind AS 108 of 'Segment Reporting' is not considered applicable.

50 Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders. The following table summarises the capital of the Company :

Particulars	March 31, 2023	March 31, 2022
Equity Share Capital	2,659.09	2,659.09
Other Equity	10,716.66	9,912.31
Total Equity	**13,375.75**	**12,571.40**
Non-Current Borrowings	5,706.58	518.55
Current maturities of Non-Current Borrowings	1,181.28	687.92
Current Borrowings	2,248.62	1,416.30
Total Debts	**9,136.48**	**2,622.77**
Less: Cash & Cash Equivalents	941.79	132.68
Net Debts	**8,194.77**	**2,490.09**

51 Ratios

Particulars	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
Current Ratio	Current Assets	Current Liabilities	1.45	1.78	-18.5%	
Debt Equity Ratio	Total Borrowings + Lease Liabilities	Shareholder Equity	0.71	0.24	201.1%	Due to increase in borrowings raised for expansion
Debt Service Coverage Ratio	Earnings for Debt Service = Net Profit after Taxes + Non-cash Operating Expenses + Interest + Other adjustment like loss on sale of assets	Debt Service = Interest + Lease Payments + Principal Repayments	1.82	1.79	1.7%	

Notes to Standalone Financial Statements
for the Year Ended March 31, 2023

Particulars	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
Return on Equity Ratio	Net Profit after Tax	Average Shareholder Equity	6.71%	9.21%	-27.1%	Due to reduction in Net Profit as compared to last year
Inventory Turnover Ratio	Revenue from Operations	Average Inventory	6.31	6.98	-9.6%	
Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivables	13.13	14.16	-7.3%	
Trade Payables Turnover Ratio	Total Purchases	Average Trade Payables	8.97	9.29	-3.5%	
Net Capital Turnover Ratio	Revenue from Operations	Working Capital = Current Assets-Current Liabilities	9.43	7.62	23.6%	
Net Profit Ratio	Net Profit	Revenue from Operations	2.93%	3.78%	-22.4%	
Return on Capital Employed	Earning before Finance Cost & Tax (EBIT)	Capital Employed = Tangible Net Worth + Total Debt + Lease Liability + Deferred Tax Liability	10.73%	11.75%	-8.7%	
Return on Investment	Return/Profit/Earnings	Average Investment	2.08	1.78	16.8%	

52 Other Disclosures

a. Disclosure as specified in Schedule V of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015:

Particulars	Balance as at March 31, 2023	Maximum outstanding of loan during the year
Hakoba Lifestyle Limited	194.33 (193.28)	194.36 (193.28)
Pioneer Realty Limited	3.40 (3.16)	3.40 (3.16)
Crystal Lace (I) Limited	136.58 (165.67)	165.67 (171.08)

Previous year figures have been given in bracket.

b. **Disclosure relating to loans or security given by the Company as per requirements of section 186 (4) to the Companies Act, 2013:**

Particulars	Amount	Purpose
Hakoba Lifestyle Limited	484.63	Investment in Equity Shares
Pioneer Realty Limited	5.00	
Crystal Lace (I) Limited	440.00	
Hakoba Lifestyle Limited	194.33	ICD given for business
Pioneer Realty Limited	3.40	
Crystal Lace (I) Limited	136.58	

53 Earning per Equity Share

Particulars	March 31, 2023	March 31, 2022
Net Profit for the year	870.54	1,105.10
Weighted Average Number of Equity Shares of ₹10 each (fully paid-up)	26,590,942	26,590,942
- Basic (₹)	3.27	4.16
- Diluted (₹)	3.27	4.11

54 The Board of Directors of the Company at its meeting held on 21st October, 2022, had considered and approved the Draft Scheme of Arrangement between Pioneer Embroideries Limited ('Demerged Company' or 'PEL') and Pioneer Realty Limited ('Resulting Company' or 'PRL') which is 100% subsidiary of PEL, under applicable provisions of Companies Act, 2013, Rules and Regulations thereunder. The demerger is progressing, necessary fillings have been made and the Company is awaiting various regulatory and other approvals. The Appointed Date was proposed as 01 April 2022. Pending receipt of statutory approvals as required including that of Mumbai Bench of the National Company Law Tribunal ('NCLT'), no adjustments are made in the books of account and in the standalone financial statement upto all periods ending with 31 March 2023.

55 Previous year figure have been regrouped / reclassified to conform to current years classifications.

As per our Report of even date
For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

Mahesh Bhageria
Partner
Membership Number: 034499

Place: Mumbai
Date: 25th May, 2023

For & on behalf of Board of Directors

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

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INDEPENDENT AUDITOR'S REPORT

To,
The Members of Pioneer Embroideries Limited,
Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Pioneer Embroideries Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31st March, 2023, and the consolidated statement of Profit and Loss(including other comprehensive income), the consolidated statement of changes in equity and the consolidated Cash Flow Statement for the year then ended, including a summary of significant accounting policies and other explanatory information(hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate audited financial statements of the subsidiaries / financial information and associate company, the aforesaid consolidated financial results:

(i) include the annual financial results of the following entities:

(a) Hakoba Lifestyle Limited
(b) Pioneer Realty Limited
(c) Crystal Lace (India) Limited
(d) Shree Ganesh Integrated Textile Park Private Limited (associate company)

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ("Ind AS") specified under Section 133 of the Act, of the state of affairs of the Group as at 31st March, 2023, of their consolidated profit, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

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

Key Audit Matters

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

Key Audit Matter	How our audit addressed the key audit matter
The Company is in the process of expansion of its manufacturing facilities of embroidery and yarn products at two locations. The total estimated project cost is ₹ 103 Cr, out of which ₹ 71.64 Cr has been spent and booked in Capital Work-in-progress and ₹ 13.36 Cr has been given as Capex Advances till 31st March, 2023. Due to the materiality in the context of substantial cost of project and the level of judgements and estimates required, we consider this to be a key audit matter.	We performed an understanding and evaluation of system of internal control over the capital work-in-progress, with reference to identification and testing of key controls. We also assessed the progress of the projects. As part of our audit, we checked: • The actual expenditure incurred. • The interest cost allocable to the projects • The impact of Government grants like EPCG benefits etc.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained 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 a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statement that give a true and fair view of the consolidated financial position, consolidated financial performance, total consolidated comprehensive income, changes in consolidated equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

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

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, have 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements.

We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Other Matters

The consolidated Financial Results include the audited Financial Results of one subsidiary, (before eliminating inter company balances/transfers) namely, Crystal Lace (India) Limited whose Financial Statements and financial information reflect Group's share of total assets of ₹ 1309.88 Lakh as at 31st March, 2023 , Group's share of total revenue of ₹ 0.67 Lakh and Group's share of total net profit/ (loss) after tax of ₹ (41.62 Lakh) for the year ended 31st March, 2023, as considered in the consolidated Financial Results, which have been audited by its independent auditor.

The Statement also includes the Group's share of net profit/(loss) after tax of ₹ (1.36 lakh) (before eliminating inter company transactions) and total comprehensive income of ₹ (1.36 lakh) for the year ended 31st March 2023, in respect of one associate company, namely, Shree Ganesh Integrated Textile Park Private Limited, whose annual financial statements have not yet been audited. This financial information has been furnished to us by the Holding Company's management.

This financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures in respect of this subsidiaries, and our report in terms of sub-sections (3) and (11) of Section143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the auditors and the financial statement/ financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statement and other financial information of the subsidiaries, we report, to the extent applicable, that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

    b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

    c) The consolidated financial statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in **"Annexure A"**.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014,as amended in our opinion and to the best of our information and according to the explanations given to us:

   i. the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group;

   ii. the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

   iii. there is no amount that is required to be transferred to the Investor Education and Protection Fund by the Group.

   iv. (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

   (b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the

Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. As stated in the consolidated financial statements

a. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

b. No interim dividend has been declared and paid by the Company during the year and until the date of this report.

c. No final dividend has been proposed for the year.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For **M B A H & CO**
Chartered Accountants
(Firm Registration No. 121426W)

UDIN: 23034499BGXTUS9069
Place: Mumbai
Date: 25th May, 2023

Mahesh Bhageria
Partner
Membership No. 034499

Annexure "A" to the Independent Auditors' Report of Even Date on the Consolidated Financial Statements of Pioneer Embroideries Limited

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

In conjunction with our audit of the consolidated financial statements of the Holding Company as of and for the year ended 31st March, 2023, we have audited the internal financial controls over financial reporting of Pioneer Embroideries Limited (hereinafter referred to as the 'Holding Company") and its subsidiaries, which are incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiaries covered under the Act, are responsible for establishing and maintaining internal financial controls 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 (ICAI). 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's 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") issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act, 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting.

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

Opinion

In our opinion, the Holding Company and its subsidiaries, which are companies incorporated in India, have, 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 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such entity incorporated in India.

Our opinion on the internal financial controls over financial reporting, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the information and explanations given by the management.

For **M B A H & CO**
Chartered Accountants
(Firm Registration No. 121426W)

UDIN: 23034499BGXTUS9069
Place: Mumbai
Date: 25th May, 2023

Mahesh Bhageria
Partner
Membership No. 034499

Consolidated Balance Sheet

as at March 31, 2023

(₹ in lakhs)

Particular	Note	As at March 31, 2023	As at March 31, 2022
I ASSETS			
1 Non-Current Assets			
Property, Plant & Equipments	3A	**7,114.65**	7,438.57
Capital Work- in- Progress	3B	**7,164.34**	781.41
Right of Use Assets	3C	**375.44**	363.56
Other Intangible Assets	3D	**19.70**	24.45
Financial Assets			
(i) Investments	4	**1,054.65**	0.02
(ii) Other Financial Assets	5	**331.42**	375.70
Other Non-Current Assets	6	**1,336.46**	320.11
Total Non-Current Assets		**17,396.66**	**9,303.82**
2 Current Assets			
Inventories	7	**5,351.10**	4,730.53
Financial Assets			
(i) Investments	8	**133.04**	103.62
(ii) Trade Receivables	9	**2,683.52**	2,465.98
(iii) Cash and Cash Equivalents	10	**681.58**	137.20
(iv) Bank Balances other than Cash and Cash Equivalents	11	**263.59**	-
(v) Loans	12	**252.09**	335.57
(vi) Other Financial Assets	13	**38.81**	204.73
Current Tax Assets (Net)	14	**156.99**	150.15
Other Current Assets	15	**1,588.01**	1,670.05
Assets held for sale	16	**803.86**	803.86
Total Current Assets		**11,952.59**	**10,601.69**
TOTAL ASSETS		**29,349.25**	**19,905.51**
II EQUITY AND LIABILITIES			
1 Equity			
Equity Share Capital	17	**2,659.09**	2,659.09
Other Equity	18	**10,216.95**	9,433.63
		12,876.04	**12,092.72**
Non Controlling Interest		**60.48**	83.55
Total Equity		**12,936.52**	**12,176.27**
2 Non-Current Liabilities			
Financial Liabilities			
(i) Borrowings	19	**5,888.48**	700.44
(ii) Lease Liabilities	20	**325.09**	310.80
Provisions	21	**511.72**	498.61
Deferred Tax Liabilities (Net)	22	**505.52**	158.90
Other Non-Current Liabilities	23	**1,042.44**	-
Total Non-Current Liabilities		**8,273.25**	**1,668.75**
3 Current Liabilities			
Financial Liabilities			
(i) Borrowings	24	**3,429.90**	2,104.22
(ii) Lease Liabilities	25	**44.20**	33.86
(iii) Trade Payables	26		
a) Outstanding dues of Micro Enterprises and Small Enterprises		**633.99**	301.43
b) Outstanding dues other than Micro Enterprises and Small Enterprises		**2,080.61**	1,718.89
(iv) Other Financial Liabilities	27	**770.43**	657.90
Provisions	28	**16.46**	22.52
Other Current Liabilities	29	**1,163.89**	1,221.67
Total Current Liabilities		**8,139.48**	**6,060.49**
TOTAL EQUITY AND LIABILITIES		**29,349.25**	**19,905.51**

Significant Accounting Policies and other Notes to the Consolidated Financial Statements. 1-56

The accompanying Notes are an integral part of the Consolidated Financial Statements.

For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

Mahesh Bhageria
Partner
Membership Number: 034499

Place: Mumbai
Date: 25th May, 2023

For & on behalf of Board of Directors

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

Consolidated Statement of Profit and Loss

for the Year Ended March 31, 2023

(₹ in lakhs)

Particular	Note	For the year ended March 31, 2023	For the year ended March 31, 2022
Income			
Revenue from Operations	30	29,664.26	29,216.47
Other Income	31	311.87	174.72
Total Income		**29,976.13**	**29,391.19**
Expenses			
Cost of Materials Consumed	32	18,040.17	16,872.21
Purchases of Stock-in-Trade		195.03	389.87
Changes in Inventories of Finished Goods, Stock-in-trade and Work-in-progress	33	(97.43)	(912.38)
Employee Benefits Expenses	34	3,438.92	3,508.19
Finance Costs	35	364.14	320.44
Depreciation and Amortization Expenses	3	846.11	808.09
Other Expenses	36	6,911.01	6,883.04
Total Expenses		**29,697.95**	**27,869.46**
Profit before Exceptional and Extraordinary Items and Tax		**278.18**	**1,521.73**
Exceptional Items - Income/(Loss) (Net)	37	912.19	-
Profit before Share of Profit/(Loss) of Associates		**1,190.37**	**1,521.73**
Share of Profit/(Loss) of Associates		(1.36)	-
Profit before Tax		**1,189.01**	**1,521.73**
Tax Expenses	38		
Current Tax		23.88	-
Income Tax for earlier years		1.68	-
Deferred Tax Charge / (Credit)		337.01	419.61
Profit for the year (A)		**826.44**	**1,102.12**
Other Comprehensive Income			
Items that will not reclassified to Profit or Loss			
Remeasurement of defined benefit plan		34.56	39.30
Income tax impact on above item		(9.61)	(10.93)
Other Comprehensive Income for the year (B)		**24.95**	**28.37**
Total Comprehensive Income for the year (A+B)		**851.39**	**1,130.49**
Profit / (Loss) for the year attributable to:			
Owners of the Company		849.51	1,104.48
Non controlling interests		(23.07)	(2.36)
Other Comprehensive Income attributable to:			
Owners of the Company		24.95	28.37
Non controlling interests		-	-
Total Comprehensive Income attributable to:			
Owners of the Company		874.46	1,132.85
Non controlling interests		(23.07)	(2.36)
Earning per Equity Share of ₹10 each:	54		
(1) Basic (₹)		3.11	4.14
(2) Diluted (₹)		3.11	4.10

Significant Accounting Policies and other Notes 1-56

to the Consolidated Financial Statements.

The accompanying Notes are an integral part of the Consolidated Financial Statements.

For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

Mahesh Bhageria
Partner
Membership Number: 034499

Place: Mumbai
Date: 25th May, 2023

For & on behalf of Board of Directors

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

Consolidated Statement of Cash Flow

for the Year Ended March 31, 2023

(₹ in lakhs)

Particular		For the year ended March 31, 2023	For the year ended March 31, 2022
A.	**Cash Flow From Operating Activities :**		
	Net Profit before Extraordinary Items and Tax	1,189.01	1,521.73
	Adjustment for :		
	Share of Profit/(Loss) of Associates	1.36	-
	Depreciation and Amortisation Expense	846.11	808.09
	Loss/(Profit) on sale/discard of Property, Plant and Equipment (net)	(1,231.08)	(15.30)
	Interest Income	(35.35)	(51.81)
	Dividend Received	(1.26)	-
	Profit on Sale of Investments	(2.51)	(0.84)
	Finance Costs	364.14	320.44
	Employee ESOP Compensation	(11.37)	67.39
	Provision for Expected Credit Losses	45.49	16.68
	Operating Profit before Working Capital Changes	**1,164.54**	**2,666.38**
	Changes in Working Capital:		
	Adjustments for :		
	Decrease/(Increase) in Inventories	(620.57)	(406.22)
	Decrease/(Increase) in Trade and Other Receivables	(234.38)	(741.00)
	Increase/(Decrease) in Trade and Other Payables	750.06	(131.16)
	Cash generated from Operation	**1,059.65**	**1,388.00**
	Net Income Tax (paid) / refunds	(32.40)	(50.32)
	Net Cash from Operating Activities	**1,027.25**	**1,337.68**
B.	**Cash Flow From Investing Activities :**		
	Purchases of Property, Plant and Equipments and Intangible Assets (including capital advance)	(6,950.06)	(665.21)
	Proceeds from sales of Property, Plant & Equipments (net of Advance)	1,408.54	24.74
	Purchase of Non-Current Investments (net)	(1,055.99)	-
	Purchase of Current Investments (net)	(26.91)	(102.78)
	Inter corporate deposit given / recovered (net)	83.48	(335.57)
	Interest Received	35.35	51.81
	Dividend Received	1.26	-
	Net Cash from / (used) in Investing Activities	**(6,504.33)**	**(1,027.01)**
C.	**Cash Flow From Financing Activities :**		
	Proceeds from Non-Current Borrowing	6,410.97	255.47
	Repayment of Non-Current Borrowing	(729.58)	(862.96)
	Net increase / (decrease) in Current Borrowings	832.32	253.33
	Payment of Lease Liability	(50.98)	(56.79)
	Dividend Paid	(77.98)	(64.93)
	Finance Costs	(363.29)	(321.79)
	Net Cash used in Financing Activities	**6,021.46**	**(797.67)**
	Net increase / (decrease) in cash and Cash Equivalents (A+B+C)	**544.38**	**(487.00)**
	Add: Opening Cash and Cash Equivalent	137.20	624.20
	Closing Cash and Cash Equivalent	**681.58**	**137.20**

Note:
The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS 7 -Statement of Cash Flows.

For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

Mahesh Bhageria
Partner
Membership Number: 034499

Place: Mumbai
Date: 25th May, 2023

For & on behalf of Board of Directors

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

Consolidated Statement of Change in Equity
for the Year Ended March 31, 2023

(a) Equity Share Capital :

(₹ in lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	**26,590,942**	**2,659.09**	**26,590,942**	**2,659.09**
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the year	**26,590,942**	**2,659.09**	**26,590,942**	**2,659.09**
Changes in Equity Share Capital during the year	-	-	-	-
Balance at the end of the year	**26,590,942**	**2,659.09**	**26,590,942**	**2,659.09**

(b) Other Equity :

Particulars	Reserves and Surplus				Non Controlling Interest	Total
	Security Premium Reserve	Revaluation Reserve	Retained Earnings	Share Based Payment Reserve		
Balance at April 01, 2021	**3,999.17**	**363.61**	**3,937.09**	**-**	**85.91**	**8,385.78**
Changes in Accounting Policy or prior period errors	-	-	-	-	-	-
Restated balance as at April 01, 2021	**3,999.17**	**363.61**	**3,937.09**	**-**	**85.91**	**8,385.78**
Profit for the year	-	-	1,104.48	-	(2.36)	1,102.12
Other Comprehensive Income for the year (net of tax)	-	-	28.37	-	-	28.37
Total Comprehensive Income for the year	**-**	**-**	**1,132.85**	**-**	**(2.36)**	**1,130.49**
Dividend Paid	-	-	(66.48)	-	-	(66.48)
Recognition of Share based payments	-	-	-	67.39	-	67.39
Balance at March 31, 2022	**3,999.17**	**363.61**	**5,003.46**	**67.39**	**83.55**	**9,517.18**
Changes in Accounting Policy or prior period errors	-	-	-	-	-	-
Restated balance as at April 01, 2022	**3,999.17**	**363.61**	**5,003.46**	**67.39**	**83.55**	**9,517.18**
Profit / (Loss) for the year	-	-	849.51	-	(23.07)	826.44
Other Comprehensive Income for the year (net of tax)	-	-	24.95	-	-	24.95
Total Comprehensive Income for the year	**-**		**874.46**	**-**	**(23.07)**	**851.39**
Dividend Paid	-	-	(79.77)	-	-	(79.77)
Recognition of Share based payments	-	-	-	(11.37)	-	(11.37)
Balance at March 31, 2023	**3,999.17**	**363.61**	**5,798.15**	**56.02**	**60.48**	**10,277.43**

The accompanying Notes are an integral part of the Consolidated Financial Statements.

As per our Report of even date
For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

For & on behalf of Board of Directors

Mahesh Bhageria
Partner
Membership Number: 034499

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

Place: Mumbai
Date: 25th May, 2023

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

Notes to Consolidated Financial Statements

for the Year Ended March 31, 2023

1 Reporting Entity

The Consolidated Financial Statements comprise financial statements of Pioneer Embroideries Limited ("the Company") and its subsidiaries (collectively, "the Group") for the year ended March 31, 2023. The Company is a public limited company domiciled and incorporated in India and having registered office at Unit 101B, 1st Floor, Abhishek Premises, Plot No. C5-6, Dalia Industrial Estate, Off. New Link Road, Andheri (West), Mumbai-400 058. Equity shares of the Company are listed in India on the Bombay stock exchange and the National stock exchange.

The Group is a manufacturer of Special Polyester Filament Yarn (SPFY), Embroidery & Lace Products. It has four manufacturing units located at Kala-amb (Himachal Pradesh) for SPFY and Sarigam (Gujarat), Naroli (Daman & Nagar Haveli), Degaon (Maharashtra) for Embroidery and Laces.

These financial statements were authorised for issue by the Board of Directors in their meeting held on 25th May, 2023.

2 Significant Accounting Policies

The Group has consistently applied the following accounting policies to all periods presented in the Consolidated Financial Statements.

2.1 Basis of Preparation

The Consolidated Financial Statements of the Group comply in all material aspects with Indian Accounting Standards ("Ind AS") as prescribed under section 133 of the Companies Act, 2013 ("the Act"), as notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other accounting principles generally accepted in India.

Accounting Policies have been consistently applied except where a newly issued accounting standards is initially adopted or a revision to an existing accounting standard required a change in the accounting policy hitherto in use.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Consolidated Financial Statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intra group transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intra group losses may indicate an impairment that requires recognition in the Consolidated Financial Statements. Appropriate adjustments for deferred taxes are made for temporary differences that arise from the elimination of unrealised profits and losses from intra group transactions or undistributed earnings of Group's entity included in consolidated profit and loss, if any.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. At the acquisition date, identifiable assets acquired and liabilities assumed are measured at fair value. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition date fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. The consideration transferred is measured at fair value at acquisition date and includes the fair value of any contingent consideration. However, deferred tax asset or liability and any liability or asset relating to employee benefit arrangements arising

Notes to Consolidated Financial Statements

for the Year Ended March 31, 2023

from a business combination are measured and recognized in accordance with the requirements of Ind AS 12, 'Income Taxes' and Ind AS 19, 'Employee Benefits', respectively.

Where the consideration transferred exceeds the fair value of the net identifiable assets acquired and liabilities assumed, the excess is recorded as goodwill. Alternatively, in case of a bargain purchase wherein the consideration transferred is lower than the fair value of the net identifiable assets acquired and liabilities assumed, the difference is recorded as a gain in other comprehensive income and accumulated in equity as capital reserve. The costs of acquisition excluding those relating to issue of equity or debt securities are charged to the Consolidated Statement of Profit and Loss in the period in which they are incurred.

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognised. Goodwill is carried at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquire are assigned to those units.

2.2 Basis of Measurement

The financial statements have been prepared under the historical cost convention on accrual basis and the following items, which are measured on following basis on each reporting date:

- Certain financial assets and liabilities that is measured at fair value.

- Defined benefit liability/(assets): present value of defined benefit obligation less fair value of plan assets.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group take into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

2.3 Functional and Presentation Currency

These financial statements are presented in Indian National Rupee ('INR'), which is the Group's functional currency. All amounts have been rounded to the nearest lakhs, unless otherwise indicated.

2.4 Use of Judgements and Estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Judgements

Information about the judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements have been given below:

- Classification of leases into finance and operating lease.

- Classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

Assumptions and Estimation Uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the financial statements for the every period ended is included below:

- Measurement of defined benefit obligations: key actuarial assumptions;

- Recognition of deferred tax assets: availability of future taxable profit against which carry-forward tax losses can be used;

- Impairment test: key assumptions underlying recoverable amounts;

- Useful life and residual value of Property, Plant and Equipment;

- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;

- Impairment of financial assets: key assumptions used in estimating recoverable cash flows.

2.5 Classification of Assets and Liabilities as Current and Non-Current

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

- Expected to be realised/settled (liabilities) or intended to be sold or consumed in normal operating cycle;

- Held primarily for the purpose of trading;

- Expected to be realised/settled within twelve months after the reporting period, or

- Cash and Cash equivalents unless restricted from being exchanged or used to settle a liability for at least 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 assets/liabilities are classified as non-current.

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

The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents.

2.6 Property, Plant and Equipment (Fixed Assets)

Recognition and Measurement

Items of property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and accumulated impairment loss, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during construction incurred upto the date when the assets are ready to use. Capital work in progress includes cost of assets at sites, construction expenditure and interest on the funds deployed less any impairment loss, if any.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as a separate items (major components) of property, plant and equipment. Any gain on disposal of property, plant and equipment is recognised in Statement of Profit and loss.

Subsequent Measurement

Subsequent expenditure is capitalised only if it is probable that there is an increase in the future economic benefits associated with the expenditure will flow to the Group.

Depreciation

Depreciation on property, plant & equipment is calculated on Straight Line Method using the rates arrived at on the basis of estimated useful lives given in Schedule II of the Companies Act, 2013.

Depreciation on additions to or on disposal of assets is calculated on pro-rata basis. Leasehold land is being amortised over the period of lease tenure. Right of use assets is amortised over the lease period or estimated useful life whichever is less. Additions on rented premises are being amortised over the period of rent agreement.

Depreciation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively.

Individual assets costing below ₹5,000 are fully depreciated in the year of purchase.

Capital work-in-progress

Expenditure incurred during the construction period, including all expenditure direct and indirect expenses, incidental and related to construction and not ready for their intended use, is carried forward at cost and on completion, the costs are allocated to the respective property, plant and equipment.

De-recognition

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

2.7 Intangible Assets

Intangible Assets (Other than Goodwill) acquired separately are stated at cost less accumulated amortization and impairment loss, if any. Intangible assets are amortized on straight line method basis over the estimated useful life. Estimated useful life of the Software is considered as 10 years.

Amortisation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively.

An intangible asset is de-recognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

2.8 Non-current Assets held for Sale

Non-current assets are classified as held-for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of de-recognition.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

2.9 Impairment of Non-financial Assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication on impairment. If any such indication exists, then the recoverable amount of assets is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Cash Generating Unit (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment loss in respect of assets other than goodwill is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised in prior years. A reversal of impairment loss is recognised immediately in the Statement of Profit & Loss.

2.10 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction of qualifying assets that necessarily takes substantial period of time to get ready for its intended use are capitalised as part of the cost of such assets. All other borrowing costs are recognised in the statement of profit and loss 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 costs also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

The loan origination costs directly attributable to the acquisition of borrowings (e.g. loan processing fee, upfront fee) are amortised on the basis of the Effective Interest Rate (EIR) method over the term of the loan.

2.11 Foreign Currency Transactions

Transactions in foreign currencies are recorded by the Group at their respective functional currency at the exchange rates prevailing at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in the Statement of Profit and Loss with the exception of the following:

- exchange differences on foreign currency borrowings included in the borrowing cost when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the date of initial transactions. Non-monetary items measure at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.12 Employee Benefits

Short term employee benefits

Short-term employee benefits are expensed in the year in which the related services are provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

Employee benefits in the form of Provident Fund are defined as contribution plan and charged as expenses during the period in which the employees perform the services.

Defined benefit plans

For defined benefit retirement, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using yield of government bonds.

The effect of the remeasurement changes (comprising actuarial gains and losses) to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in other equity and will not be reclassified to the Statement of Profit and Loss. Past service cost is recognised in the Statement of Profit and Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Group presents the first two components of defined benefit costs in the Statement of Profit and Loss in the line item employee benefits expense.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Other long-term employee benefits

The Group has long term employment benefit plans i.e. accumulated leave. Accumulated leave is encashed to eligible employees at the time of retirement. The liability for accumulated leave, which is a defined benefit scheme, is provided based on actuarial valuation as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary.

2.13 Revenue Recognition

The Group recognises revenue from sale of goods when;

i) the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;

ii) the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;

iii) the amount of revenue can be measured reliably;
iv) it is probable that the economic benefits associated with the transaction will flow to the Group; and

v) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue (other than sale of goods) is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Claim on insurance companies, interest and others, where quantum of accrual cannot be ascertained with reasonable certainty, are accounted for on acceptance basis.

Revenue represents net value of goods and services provided to customers after deducting for certain incentives including, but not limited to discounts, volume rebates, incentive programs etc. Sales exclude Goods and Services Tax.

Interest other than interest on overdue debts from customers, is recognised on time proportion basis.

Dividends are recognised at the time the right to receive payment is established.

2.14 Inventories

Inventories are valued at lower of cost and net realisable value except waste/scrap which is valued at net realisable value. Cost of finished goods and stock in process is determined by taking cost of purchases, material consumed, labour and related overheads. Cost of raw materials and stores & spare parts is computed on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

2.15 Provisions, Contingent Liabilities and Contingent Assets

Based on the best estimate provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable ("more likely than not") that it is required to settle the obligation, and a reliable estimate can be made of the amount of the obligation at reporting date.

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote.

Contingent assets are not recognized in the financial statements but disclosed, where an inflow of economic benefit is probable.'

2.16 Measurement of Fair Value

a) Financial instruments

The estimated fair value of the Group's financial instruments is based on market prices and valuation techniques. Valuations are made with the objective to include relevant factors that market participants would consider in setting a price, and to apply accepted economic and financial methodologies for the pricing of financial instruments. References for less active markets are carefully reviewed to establish relevant and comparable data.

b) Marketable and non-marketable equity securities

Fair value for quoted securities is based on quoted market prices as of the reporting date. Fair value for unquoted securities is calculated based on commonly accepted valuation techniques utilizing significant unobservable data, primarily cash flow based models. If fair value cannot be measured reliably unlisted shares are recognized at cost.

2.17 Financial Instruments

a. Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value, 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.

Classifications

The Group classifies its financial assets as subsequently measured at either amortised cost or fair value depending on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Notes to Consolidated Financial Statements

for the Year Ended March 31, 2023

Financial assets at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met:

- it is held within a business model whose objective is to hold assets in order to collect contractual cash flows.
- the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

Financial assets at fair value through Other Comprehensive Income (FVOCI)

Financial assets with contractual cash flow characteristics that are solely payments of principal and interest and held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets are classified to be measured at FVOCI.

Financial assets at fair value through profit and loss (FVTPL)

Any Financial assets, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

In addition, the Group may elect to classify a Financial assets, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity Instruments

All equity instruments in scope of Ind AS 109 are measured at fair value. On initial recognition an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in OCI. This election is made on an investment-by-investment basis.

All other Financial Instruments are classified as measured at FVTPL.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability.

The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in the Statement of Profit and Loss.

Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.
With regard to trade receivable, the Group applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

b. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of amortised cost, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities measured at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit and loss include financial liabilities designated upon initial recognition as at fair value through profit and loss.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair value through profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to the Statement of Profit and Loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

Derecognition of financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired.

Notes to Consolidated Financial Statements

for the Year Ended March 31, 2023

2.18 Income Tax

Income tax expense comprises current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised directly in Equity or in Other Comprehensive Income.

Current tax'

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Group:

a) Has a legally enforceable right to set off the recognised amounts; and

b) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

2.19 Leases

The Group as lessor

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

Lease Liability

The lease payments that are not paid at the commencement date are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments) payable during the lease term and under reasonably certain extension options, less any lease incentives;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the Balance Sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

Right of Use (ROU) Assets

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets. The costs are included in the related right-of-use asset.

ROU assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. The depreciation starts at the commencement date of the lease.

The ROU assets are not presented as a separate line in the Balance Sheet but presented below similar owned assets as a separate line in the PPE note under "Notes forming part of the Financial Statement".

The Group applies Ind AS 36- Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'property, plant and equipment'.

As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has used this practical expedient.

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

2.20 Earning per share

The basic EPS is computed by dividing the profit after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year

For the purpose of calculating diluted EPS, profit after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

2.21 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Cash Flow Statement, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2.22 Government grants

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

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

2.23 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors of the Company has been identified as being the chief operating decision maker by the Management of the Group. The Business activity of the Group falls within one business segment viz "Textile".

2.24 Standard issued but not yet effective

The Ministry of Corporate Affairs ("MCA") through a notification of March 31, 2023, notified the Companies (Indian Accounting Standards) Amendment Rules, 2023 which amends certain Accounting Standards, and are effective from April 1, 2023. The following are the amendments:

Ind AS 1 - Presentation of Financial Statements: The amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors: The amendment specifies definition of 'change in accounting estimates' replaced with the definition of 'accounting estimates'.

Ind AS 12 - Income Taxes: The amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences.

The Company does not expect the above amendment to have any significant impact in its financial statements.

3A. Property, Plant and Equipments

(₹ in lakhs)

	Tangible Assets									
	Freehold land	Buildings	Plant and Equipment	Vehicles	Furniture and Fixtures	Office Equipment	Computers	Electrical Installations	Borewell	Total
Cost										
As at April 01, 2021	**325.69**	**2,969.90**	**7,668.97**	**122.06**	**58.45**	**31.11**	**60.99**	**498.61**	**0.36**	**11,736.14**
Additions	-	-	234.09	40.57	-	8.14	8.50	24.47	5.01	320.78
Disposals	-	-	42.34	12.93	-	0.81	0.14	1.13	-	57.35
As at March 31, 2022	**325.69**	**2,969.90**	**7,860.72**	**149.70**	**58.45**	**38.44**	**69.35**	**521.95**	**5.37**	**11,999.57**
Additions	-	0.66	562.82	39.04	0.40	15.17	5.91	7.17	-	631.17
Disposals	49.71	167.19	44.67	3.08	-	0.32	0.62	19.61	0.07	285.27
As at March 31, 2023	**275.98**	**2,803.37**	**8,378.87**	**185.66**	**58.85**	**53.29**	**74.64**	**509.51**	**5.30**	**12,345.47**
Depreciation										
As at April 01, 2021	**-**	**659.88**	**2,689.81**	**54.61**	**42.03**	**22.04**	**47.45**	**345.89**	**0.20**	**3,861.91**
Additions	-	136.14	548.90	16.93	2.67	4.20	10.87	27.21	0.08	747.00
Disposals	-	-	38.31	8.13	-	0.69	0.14	0.64	-	47.91
As at March 31, 2022	**-**	**796.02**	**3,200.40**	**63.41**	**44.70**	**25.55**	**58.18**	**372.46**	**0.28**	**4,561.00**
Additions	-	130.36	586.48	18.94	2.57	6.11	6.63	25.47	1.06	777.62
Disposals	-	48.14	36.10	2.94	-	0.32	0.62	19.61	0.07	107.80
As at March 31, 2023	**-**	**878.24**	**3,750.78**	**79.41**	**47.27**	**31.34**	**64.19**	**378.32**	**1.27**	**5,230.82**
Net block										
As at March 31, 2022	325.69	2,173.88	4,660.32	86.29	13.76	12.89	11.17	149.48	5.09	7,438.57
As at March 31, 2023	**275.98**	**1,925.13**	**4,628.09**	**106.25**	**11.58**	**21.95**	**10.45**	**131.19**	**4.03**	**7,114.65**

3B. Capital Work-in-Progress

As at March 31, 2022	781.41
As at March 31, 2023	**7,164.34**

Notes to Consolidated Financial Statements

for the Year Ended March 31, 2023

(₹ in lakhs)

3C. Right of use Assets (Refer Note 40)

Particulars	Leasehold Land	Leased Property	Total
Cost			
As at April 01, 2021	24.81	170.66	**195.47**
Additions	-	-	**-**
Additions as per IND AS 116 (Lease)	-	315.60	**315.60**
Disposals	-	80.08	**80.08**
As at March 31, 2022	**24.81**	**406.18**	**430.99**
Additions	-	-	**-**
Additions as per IND AS 116 (Lease)	-	75.61	**75.61**
Disposals	-	23.97	**23.97**
As at March 31, 2023	**24.81**	**457.82**	**482.63**
Amortisation			
As at April 01, 2021	**1.49**	**90.55**	**92.04**
Additions	0.29	55.18	**55.47**
Deletions	-	80.08	**80.08**
As at March 31, 2022	**1.78**	**65.65**	**67.43**
Additions	0.29	63.44	**63.73**
Disposals	-	23.97	**23.97**
As at March 31, 2023	**2.07**	**105.11**	**107.19**
Net block			
As at March 31, 2022	23.03	340.53	363.56
As at March 31, 2023	**22.74**	**352.70**	**375.44**

3D. Intangible Assets

Particulars	Leasehold Land	Leased Property	Total
Cost			
As at April 01, 2021	68.00	0.05	**68.05**
Additions	4.25	-	**4.25**
Disposals	-	-	**-**
As at March 31, 2022	**72.25**	**0.05**	**72.30**
Additions	-	-	-
Disposals	0.08	-	**0.08**
As at March 31, 2023	**72.17**	**0.05**	**72.22**
Depreciation			
As at April 01, 2021	**42.23**	**-**	**42.23**
Additions	5.62	-	5.62
Disposals	-	-	-
As at March 31, 2022	**47.85**	**-**	**47.85**
Additions	4.76	-	**4.76**
Disposals	0.08	-	0.08
As at March 31, 2023	**52.53**	**-**	**52.53**
Net block			
As at March 31, 2022	24.40	0.05	24.45
As at March 31, 2023	**19.64**	**0.05**	**19.70**

3.1 a) Depreciation is provided on fixed assets over the remaining useful life in accordance with the provisions of Schedule II of the Act.

b) Property, Plant and Equipment given as security for borrowings (Refer note 19 & 24).

c) Certain machinery at SPFY unit are hypothecated to Director of Industries Himachal Pradesh towards capital subsidy received from them.

d) Capital Work in progress includes a sum of ₹7,164.34 spent for ongoing expansion at Kala-amb unit and Degaon.

e) During the year, borrowing cost amounting to ₹71.92 (₹Nil) directly attributable to the acquisition of fixed assets are capitalized by the Company and work in progress as part of the cost of the assets up to the date of such asset is ready for its intended use.

(₹ in lakhs)

3.2 a) Capital work-in-progress ageing schedule for the year ended March 31, 2023:

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	7,164.34	-	-	-	7,164.34
	7,164.34	**-**	**-**	**-**	**7,164.34**

b) Above project is not overdue and not exceeds its cost of orignal plan as at the reporting date.

4 Non- Current Investment

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount
Quoted Investments				
In Other Entities (measured at fair value through profit and loss)				
RLF Limited	1,000	0.00	1,000	0.00
(Equity shares of Face Value of ₹10 each)				
(Cost ₹0.06 lakh less provision made ₹0.06 lakh)				
Padmini Technologies Limited (listing suspended)	68,939	0.00	68,939	0.00
(Equity shares of Face Value of ₹10 each)				
(Cost ₹17.56 lakh less provision made ₹17.56 lakh)				
Unquoted Investments				
In Other Entities				
Shree Ganesh Textile Park Pvt Ltd	10,560,000	1,054.64	-	-
(Equity shares of Face Value of ₹10 each)				
The Greater Bombay Co-op. Bank Limited	40	0.01	40	0.01
(Equity shares of Face Value of ₹25 each)				
Clover Energy Private Limited	-	-	100	0.01
(Equity shares of Face Value of ₹10 each)				
	10,629,979	**1,054.65**	**70,079**	**0.02**
a. None of the above investments are listed on any stock exchange in India or outside India.				
b. Aggregate amount of investments are given below:				
Aggregate cost of unquoted investments		1,072.27		17.64
Aggregated amount of impairment in value of investments		17.62		17.62

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2023

(₹ in lakhs)

5 Other Non-Current Financial Assets

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Security Deposits	186.00	155.49
Fixed Deposit in Banks and NSC with more than 12 months maturity	145.42	220.21
	331.42	**375.70**

6 Other Non-Current Assets

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Capital Advances	1,336.46	320.11
	1,336.46	**320.11**

6.1 Capital advance of ₹16.83 has been given towards advance towards Building Construction and ₹1,319.63 to suppliers of plant & machineries for ongoing expansion at SPFY unit at Kalamamb and Embroidery Unit at Degaon, Dhule.

7 Inventories

(Valued at lower of cost or net realisable value as certified by Management)

Particulars	As at March 31, 2023	As at March 31, 2022
Raw Materials	1,369.41	1,028.86
Work-in-Progress	756.32	719.31
Finished Goods	2,729.71	2,669.29
Store & Spares	434.23	247.04
Packing Material	61.43	66.03
	5,351.10	**4,730.53**
Inventories include Goods in transit as under:		
Finished Goods	145.31	698.31
Raw Material	332.26	-

7.1 Inventories are hypothecated to secure borrowings. (Refer Note 19 & 24).

(₹ in lakhs)

8 Current Investment

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount
A Investment in Equity instruments				
Quoted, fully paid-up				
Hi-Tech Pipes Limited	-	-	947	5.37
(Equity shares of Face Value of ₹10 each)				
Unquoted, fully paid-up				
National Stock Exchange of India Ltd.	3,000	98.25	3,000	98.25
(Equity shares of Face Value of ₹1 each)				
B Investment in Mutual Funds (Quoted)				
9.20% Government Stock 2030	31,000	34.79	-	-
	34,000	**133.04**	**3,947**	**103.62**
Aggregate book value of quoted investments		34.79		5.37
Aggregate market value of quoted investments		36.58		4.77
Aggregate book value of unquoted investments		98.25		98.25
Aggregated amount of impairment in value of investments		-		-

9 Trade Receivables

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured		
Considered Good	2,727.10	2,469.71
Having significant increase in credit risks	163.89	194.17
Credit Impaired	71.76	771.89
	2,962.75	**3,435.77**
Less: Allowance for Credit Losses	(279.23)	(969.79)
	2,683.52	**2,465.98**

9.1 Trade receivables include outstanding from related party enterprise of ₹94.09 (₹58.40).

9.2 Trade receivables are hypothecated to secure borrowings. (Refer Note 19 & 24).

Notes to Consolidated Financial Statements

for the Year Ended March 31, 2023

(₹ in lakhs)

Trade Receivables ageing schedule as at 31st March, 2023:

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables -considered good	1,548.29	715.52	212.30	54.82	57.57	302.49	2,890.99
Undisputed Trade receivables -credit impaired	-	-	-	0.55	6.55	64.66	71.76
Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
	1,548.29	715.52	212.30	55.37	64.12	367.15	2,962.75
Less: Allowance for Credit Losses							(279.23)
Total Trade Receivables							**2,683.52**

Trade Receivables ageing schedule as at 31st March, 2022:

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables -considered good	1,497.32	661.56	60.95	50.32	90.12	303.61	2,663.88
Undisputed Trade receivables -credit impaired	-	-	-	2.66	3.48	64.69	70.83
Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	701.06	701.06
	1,497.32	661.56	60.95	52.98	93.60	1,069.36	3,435.77
Less: Allowance for Credit Losses							(969.79)
Total Trade Receivables							**2,465.98**

10 Cash & Cash Equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with Banks - In Current Accounts	670.33	107.81
Cash in hand	11.25	29.39
	681.58	**137.20**

11 Bank Balances other than Cash & Cash Equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Fixed Deposit in Banks with less than 12 months maturity	263.59	-
	263.59	**-**

12 Current Loans

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Inter Corporate Deposits		
Associates Concerns		
Shree Ganesh Integrated Textile Park Pvt. Ltd.	252.09	-
Others	-	335.57
	252.09	**335.57**

13 Other Current Financial Assets

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Other Loans and Advances		
Others		
Loan & Advances to Staff	38.81	30.32
Advances to Arcot Textile Mills Ltd.	-	174.41
	38.81	**204.73**

14 Current Tax Assets (Net)

Particulars	As at March 31, 2023	As at March 31, 2022
Income Tax Refund Receivable (net)	156.99	150.15
	156.99	**150.15**

(₹ in lakhs)

15 Other Current Assets

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Advances recoverable in cash or in kind	811.35	974.56
Prepaid Expenses	121.78	152.68
Accrued Export and Other Incentives	88.17	108.14
Other Advances and Balances	566.71	434.67
	1,588.01	**1,670.05**

15.1 Advance recoverable include outstanding from Associate Concern of ₹549.85 (₹549.85).

16 Assets held for sale

Particulars	As at March 31, 2023	As at March 31, 2022
Leasehold Land	695.66	695.66
Building	108.20	108.20
	803.86	**803.86**

17 Share Capital

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount
Authorised				
Equity Shares of ₹10 each	50,000,000	5,000.00	50,000,000	5,000.00
	50,000,000	**5,000.00**	**50,000,000**	**5,000.00**
Issued, Subscribed & Paid up				
Equity Shares of ₹10 each	26,590,942	2,659.09	26,590,942	2,659.09
	26,590,942	**2,659.09**	**26,590,942**	**2,659.09**
Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the financial year:				
As at the beginning of the financial year	26,590,942	2,659.09	26,590,942	2,659.09
Add: Issued during the year	-	-	-	-
As at the end of the financial year	**26,590,942**	**2,659.09**	**26,590,942**	**2,659.09**

(₹ in lakhs)

Rights, preferences and restrictions attached to Equity Shares:

The Company has one class of Equity Shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In case of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Details of Equity Shareholding more than 5% in the Company on reporting date:

Name of shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Pioneer E-Com Fashions LLP	5,536,492	20.82	5,536,492	20.82
Raj Kumar Sekhani	3,164,760	11.90	3,164,760	11.90

Shareholding of Promoters:

Name of shareholder	As at March 31, 2023			As at March 31, 2022		
	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
Pioneer E-Com Fashions LLP	5,536,492	20.82	No Change	5,536,492	20.82	No Change
Raj Kumar Sekhani	3,164,760	11.90	No Change	3,164,760	11.90	No Change
Bimladevi Sekhani	23,073	0.09	No Change	23,073	0.09	No Change
Manak Chand Baid Jt. Raj Kumar Sekhani	14,000	0.05	No Change	14,000	0.05	No Change

18 Other Equity

Particulars	As at March 31, 2023	As at March 31, 2022
Share Premium Reserve		
Opening Balance	3,999.17	3,999.17
Add: During the year	-	-
Balance as at the end of the year	**3,999.17**	**3,999.17**
Share Based Payment Reserve		
Opening Balance	67.39	-
Add: Recognition of Share based payments during the year (Refer Note 45)	(11.37)	67.39
Balance as at the end of the year	**56.02**	**67.39**
Revaluation Reserve		

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2023

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	363.61	363.61
Add: During the year	-	-
Balance as at the end of the year	**363.61**	**363.61**
Retained Earnings		
Opening Balance	5,003.46	3,937.09
Add : Other Comprehensive Income (including tax thereon)	24.95	28.37
Add: Profit for the year	849.51	1,104.48
	5,877.92	**5,069.94**
Less: Dividend paid	(79.77)	(66.48)
Balance as at the end of the year	**5,798.15**	**5,003.46**
Non-Controlling Interest	60.48	83.55
	60.48	**83.55**
	10,277.43	**9,517.18**

Nature and purpose of other reserves/ other equity

Securities Premium

This Reserve represents premium received on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

Share Based Payment Reserve:

This reserve relates to stock options granted to employees under "Employee Stock Option Plan 2018 Scheme (ESOP)" and shall be transferred to securities premium account/retained earnings on exercise/cancellation of options.

Retained Earnings

Retained earnings are profits earned by the Company after transfer to general reserve and payment of dividend to shareholders.

19 Non-Current Financial Liabilities -Borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
Secured Loans		
Term Loans from Banks/Institutions	5,414.94	1,206.46
Term Loan from Other	1,472.92	-

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured Loans		
Related Party	1.90	1.90
Others	180.00	180.00
	7,069.76	**1,388.36**
Current Maturity of Borrowings disclosed under the head "Current Financial Liabilities-Borrowings (Refer Note 24)	(1,181.28)	(687.92)
	5,888.48	**700.44**

19.1 Term Loan from bank of ₹4,660.44 are secured by first pari passu charge over fixed assets of the Company both present & future and are further secured by second charge over current assets of the Company, by personal guarantee of Chairman of the Company and pledge of company's certain shares by promoter and promoter group firms. This loan is repayable in monthly instalments ending October 2028 and presently carries interest @10.80% p.a..

19.2 Term Loans from banks of ₹461.45 are secured by first pari passu charge over current assets of the Company and further secured by second pari passu charge over fixed assets of the Company both present & future with other term lenders, by personal guarantee of the Chairman of the Company.

Out of these loan, i) ₹188.25 is repayable in monthly instalments ending October 2024 and carries interest @9.25% p.a..; ii) ₹140.35 is repayable in monthly instalments ending October 2024 and carries interest @7.5% p.a.. & iii) ₹132.85 is repayable in monthly instalments ending March 2027 and carries interest @6.8% p.a

19.3 Term Loan from bank of ₹221.37 is secured by exclusive charge on certain plant & machinery purchased under ATUFS. This loan is repayable in monthly instalments ending November 2024 and carries interest @5.60% p.a..

19.4 Term Loan from Oerlikon Barmag of ₹1,472.92 of Foreign Currency Term Loan is secured by exclusive charge on certain imported machineries. This loan is repayable in half yearly instalments ending March 2028 and presently carries interest @4.50% p.a.

19.5 Term Loan from Banks of ₹71.68 are secured by hypothecation of respective vehicles financed.

19.6 All unsecured loans are interest free and carry no repayment schedule. These loans are subject to confirmation and reconciliation.

20 Lease Liability

Particulars	As at March 31, 2023	As at March 31, 2022
Finance lease obligations	369.29	344.66
	369.29	**344.66**
Current Maturity of Lease (Refer Note 25)	(44.20)	(33.86)
	325.09	**310.80**

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2023

(₹ in lakhs)

21 Long Term Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefits	511.72	498.61
	511.72	**498.61**

22 Deferred Tax Assets / (Liabilities) (Net)

Particulars	As at March 31, 2023	As at March 31, 2022
The balance comprises temporary differences attributable to:		
Deferred Tax Assets in relation to:		
Business Losses including Unabsorbed Depreciation	-	40.80
Provision for allowances for credit losses	**71.24**	**263.35**
Expenses allowed in the year of payment	155.65	182.25
Lease Liabilities	102.74	95.89
Total Deferred Tax Assets (A)	**329.63**	**582.29**
Deferred Tax Liabilities in relation to:		
Property, Plant & Equipments and Intangible Assets	737.03	646.45
Right-of-use to assets	98.12	94.74
Total Deferred Tax Liabilities (B)	**835.15**	**741.19**
Total Deferred Tax Assets / (Liabilities)	**(505.52)**	**(158.90)**

22.1 Movement of Deferred Tax Assets / (Liabilities)

Particulars	As at March 31, 2022	Recognised in P&L	Recognised in OCI	As at March 31, 2023
Deferred Tax Assets in relation to:				
Business Losses including Unabsorbed Depreciation	40.80	(40.80)	-	-
Provision for allowances for credit losses	263.35	(192.11)	-	71.24
Expenses allowed in the year of payment	182.25	(16.99)	(9.61)	155.65
Lease Liabilities	95.89	6.85	-	102.74
Total Deferred Tax Assets (A)	**582.29**	**(243.05)**	**(9.61)**	**329.63**
Deferred Tax Liabilities in relation to:				
Property, Plant & Equipments and Intangible Assets	646.45	90.58	-	737.03
Right-of-use to assets	94.74	3.38	-	98.12
Total Deferred Tax Liabilities (B)	**741.19**	**93.96**	**-**	**835.15**
Total Deferred Tax Assets / (Liabilities) (A - B)	**(158.90)**	**(337.01)**	**(9.61)**	**(505.52)**

(₹ in lakhs)

Particulars	As at March 31, 2021	Recognised in P&L	Recognised in OCI	As at March 31, 2022
Deferred Tax Assets in relation to:				
Business Losses including Unabsorbed Depreciation	472.79	(431.99)	-	40.80
Provision for allowances for credit losses	282.54	(19.19)	-	263.35
Expenses allowed in the year of payment	154.43	38.75	(10.93)	182.25
Lease Liabilities	25.48	70.41	-	95.89
Total Deferred Tax Assets (A)	**935.24**	**(342.02)**	**(10.93)**	**582.29**
Deferred Tax Liabilities in relation to:				
Property, Plant & Equipments and Intangible Assets	639.71	6.74	-	646.45
Right-of-use to assets	23.88	70.86	-	94.74
Total Deferred Tax Liabilities (B)	**663.59**	**77.60**	**-**	**741.19**
Total Deferred Tax Assets (A - B)	**271.65**	**(419.62)**	**(10.93)**	**(158.90)**

23 Non-Current Liabilities

Particulars	**As at March 31, 2023**	**As at March 31, 2022**
Deferred Government Grants (Refer Note 41)	1,042.44	-
	1,042.44	**-**

24 Current Financial Liabilities -Borrowings

Particulars	**As at March 31, 2023**	**As at March 31, 2022**
Secured		
Loans Repayable on Demand		
Cash Credit from Bank	2,248.62	1,416.30
Current maturities of Long Term Debt (Refer note 19)	1,181.28	687.92
	3,429.90	**2,104.22**

24.1 Cash Credit Loans are secured by first pari passu charge by hypothecation of stocks, book debts and second pari passu charge on all fixed assets, both present and future and further secured by personal guarantee of the Chairman of the Company.

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2023

(₹ in lakhs)

25 Lease Liability

Particulars	As at March 31, 2023	As at March 31, 2022
Lease obligations	44.20	33.86
	44.20	**33.86**

26 Trade Payables

Particulars	As at March 31, 2023	As at March 31, 2022
For Goods and Services	633.99	301.43
Total outstanding dues of micro enterprises and small enterprises	2,080.61	1,718.89
Total outstanding dues of creditors other than micro enterprises and small enterprises	**2,714.60**	**2,020.32**

26.1 Trade Payables include outstanding to a related enterprise of ₹35.07 (₹18.21).

26.2 Based on the information available, there are certain vendors who have confirmed that they are covered under the Micro, Small and Medium Enterprises Development Act, 2006. Disclosures relating to dues of Micro and Small enterprises under section 22 of 'The Micro, Small and Medium Enterprises Development Act, 2006, are given below:

	Particulars	As at March 31, 2023	As at March 31, 2022
a.	Principal amount and Interest due thereon remaining unpaid to any supplier at the end of year	633.99	301.43
b.	Interest paid by the Company in terms of Section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day	-	-
c.	the amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
d.	the amount of interest accrued and remaining unpaid at the end of each 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 as a deductible expenditure under section 23 of this Act	-	-

Trade Payables ageing schedule: As at 31st March, 2023 (₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	630.39	-		-	3.60	633.99
(ii) Others	1,521.45	389.01	33.85	22.74	113.56	2,080.61
Total Trade Payable	**2,151.84**	**389.01**	**33.85**	**22.74**	**117.16**	**2,714.60**

Trade Payables ageing schedule: As at 31st March, 2022

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	297.83	-		-	3.60	301.43
(ii) Others	1,303.27	239.01	36.28	25.16	115.17	1,718.89
Total Trade Payable	**1,601.10**	**239.01**	**36.28**	**25.16**	**118.77**	**2,020.32**

27 Other Current Financial Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Interest accrued	3.63	2.79
Unpaid Dividend	3.34	1.55
Capital Creditors	145.34	107.39
Employees Emoluments	500.07	456.67
Statutory Dues	44.48	43.06
Others	73.57	46.44
	770.43	**657.90**

28 Short Term Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision For Employee Benefits	16.46	22.52
	16.46	**22.52**

Notes to Consolidated Financial Statements

for the Year Ended March 31, 2023

29 Other Current Liabilities (₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Customers' Credit Balances and Advances against orders	113.89	171.67
Advance Against Property	1,050.00	1,050.00
	1,163.89	**1,221.67**

30 Revenue From Operations

Particulars	For the year ended March 31, 2023	For the year ended March, 2022
Sale of Products - Yarn, Embroidery Fabric & Laces		
Domestic Sales	24,496.30	25,397.15
Export Sales	4,992.29	3,678.51
Other Operating Revenue (Including Export Incentives)	175.67	140.81
	29,664.26	**29,216.47**

30.1 Sales include sales made to related enterprises ₹279.76 (₹314.30).

31 Other Income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit on sale of Investments	2.51	0.84
Interest Income	35.35	51.81
Dividend Received	1.26	-
Profit on disposal of Property, Plant and Equipment (Net)	114.79	15.30
Gain on Foreign Currency transactions and translation (Net)	106.69	64.33
Miscellaneous Income	51.27	42.44
	311.87	**174.72**

(₹ in lakhs)

32 Cost Of Material Consumed

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Cost of Raw Material Consumed		
Opening Stock	1,028.86	1,579.12
Purchases during the year	18,380.72	16,321.95
	19,409.58	**17,901.07**
Less:- Closing Stock	1,369.41	1,028.86
	18,040.17	**16,872.21**

32.1 Purchases includes from related enterprises ₹57.07 (₹19.48).

33 Change In Inventories

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Inventories		
Work-in-Progress	719.31	684.23
Finished Goods	2,669.29	1,791.99
	3,388.60	**2,476.22**
Less: Closing Inventories		
Work-in-Progress	756.32	719.31
Finished Goods	2,729.71	2,669.29
	3,486.03	**3,388.60**
	(97.43)	**(912.38)**

34 Employee Benefits Expense

Particulars	For the year ended March 31, 2023	For the year ended March 31, 202
Salaries, Wages and Incentives	3,231.53	3,232.57
Contribution to Funds	135.49	136.39
Staff Welfare Expenses	83.27	71.84
Employee ESOP Compensation (Refer Note 45)	(11.37)	67.39
	3,438.92	**3,508.19**

Notes to Consolidated Financial Statements

for the Year Ended March 31, 2023

(₹ in lakhs)

35 Finance Cost

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest expense	288.34	255.82
Interest on Lease Obligation	22.33	22.33
Other Borrowing Costs	33.21	27.79
Net Gain/Loss on Foreign Currency Transactions and Translation	20.26	14.50
	364.14	**320.44**

36 Other Expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Store & Spares Consumed	556.04	514.23
Repair & Maintenance	201.18	185.68
Power & Fuel	1,858.14	1999.92
Insurance	53.55	52.08
Job Charges	787.11	605.13
Legal & Professional Fees	93.88	108.66
Packing Material Consumed	1,289.63	1,597.54
Payment to Auditors*	12.22	12.22
Rates & Taxes	22.06	22.30
Rent	46.62	23.94
Provision for Doubtful Advances	35.00	-
Provision for Expected Credit Losses (Net off Bad Debts of ₹701.06)	10.49	16.68
Directors Sitting Fees	3.45	2.65
Donations	0.15	-
Expenditure incurred towards CSR activities	25.44	18.15
Selling Expenses	1,244.10	1,197.99
Miscellaneous Expenses	671.95	525.87
	6,911.01	**6,883.04**

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
*** Details of payment to Auditors**		
a) Statutory & Tax Audit	**12.22**	12.22
b) for Taxation Matter	**-**	-
c) for Other Services	**-**	-
	12.22	12.22

37 Exceptional Items

Exceptional Item represent:

a) Profit of ₹1,116.29 represents profit from sale of non- core assets of the Company,

b) Expenses of ₹204.10 represents settlement of workers arrived with them towards sundry cases in Labour Court-Silvassa & Valsad.

38 Income Tax Expense

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Tax expense/(credit) recognized in the Statement of Profit and Loss		
Current tax	23.88	-
Income Tax for earlier year	1.68	-
Deferred tax charge (credit)	337.01	419.61
Income Tax expense reported in the Statement of Profit and Loss	**362.57**	**419.61**
Deferred tax impact on component of other comprehensive income (OCI)	9.61	10.93
Total Income Tax benefit recognized in Other Comprehensive Income	**9.61**	**10.93**
Total Income Tax expense recognised in the current year	**372.18**	**430.54**

Reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:		
Enacted income tax rate in India applicable to the Company	27.82	27.82
Profit before tax	1,189.01	1,521.73

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2023

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Income Tax Expense	330.78	423.35
Effect of:		
Expenses that are not deductible in determining taxable profit	27.95	6.73
Income Tax for earlier year	1.68	-
Capital Gains (Differential tax rate)	5.15	-
Others	6.62	0.46
	372.18	**430.54**

39 Contingent liabilities, contingent assets and commitments

	Particulars	As at March 31, 2023	As at March 31, 2022
A.	**Contingent liabilities (not provided for) in respect of:**		
1	Bank Guarantees Outstanding.	79.10	80.05
2	Demand for Excise duty, being contested by the Company	33.58	33.58
3	Demand for Service Tax, being contested by the Company	123.85	123.85
4	Sundry Cases in Labour Court and Industrial Court (Sarigam unit, Gujarat and Silvassa unit) *(quantum is not ascertainable)	N A*	N A*
	There is no contingent liability other than stated above and adequate provision have been made for all known liabilities, except interest and penalties as may arise. The management believes that the Company has a strong chance of favourable decision in above cases, hence no further provision has been considered necessary.		
B.	**Commitments**		
a)	**Capial Commitments:** 'Estimated amount of Contracts remaining to be executed on Capital Account [Net of Advances]	2,095.37	1,602.68
b)	**EPCG Commitments:** Future export obligations / commitments under import of Capital Goods at Concessional rate of customs duty	6,145.71	-

(₹ in lakhs)

40 Leases

	Particulars	As at March 31, 2023	As at March 31, 2022
	As a Lessee		
a)	The movement in lease liabilities during the years ended March 31, 2023 and March 31, 2022 is as follows:		
	Balance at the beginning	344.66	85.85
	Additions during the year	75.61	313.40
	Finance cost accrued during the year	36.09	22.33
	Deletions	(1.24)	(9.67)
	Payment of Lease Liabilities	(85.83)	(67.23)
	Balance at the end	**369.29**	**344.69**
b)	Total cash outflow for leases recognised in Statement of Cash Flows for the year ended March 31, 2023 was ₹50.98 (₹56.79).		
c)	Balance of Lease Liabilities :		
	Non-Current Lease Liabilities	325.09	310.80
	Current Lease Liabilities	44.20	33.86
		369.29	**344.66**
d)	The details of the contractual maturities of lease liabilities as at March 31, 2023 and March 31, 2022 on an undiscounted basis are as follows:		
	Less than one year	74.60	64.38
	One to five years	166.59	152.03
	More than five years	1,049.60	1,073.25
	Total	**1,290.79**	**1,289.66**
e)	The Company has incurred rent expense of ₹46.61 (₹23.94) for the year ended March 31, 2023 towards expenses relating to short-term leases and leases of low-value assets.		

41 ₹1,042.44 (₹Nil) accounted as Deferred Government Grants for duty saved on import of capital goods and spares under the Export Promotion Capital Goods (EPCG) scheme. EPCG scheme allows import of certain capital goods including spares at concessional duty subject to an export obligation for the duty saved on capital goods imported under EPCG scheme. The duty saved on capital goods imported under EPCG scheme being Government Grant, is accounted as stated in the Accounting policy on Government Grant on fulfilment of related export obligations.

Notes to Consolidated Financial Statements

for the Year Ended March 31, 2023

(₹ in lakhs)

42 Foreign exchange derivatives and exposures outstanding at the year-end:

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Foreign Currency exposure not hedged by derivative instrument or otherwise :		
i. Receivable	1,328.54	632.42
ii. Payable	1,528.51	498.11
(b) Outstanding forward contracts to be hedge foreign currency exposure :	-	-

43 Employee benefits

The Company contributes to the following post-employment defined benefit plans in India.

(i) Defined Contribution Plans:

The Company makes contributions towards provident fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits. During the year the Company has contributed to Government Provident Fund ₹106.46 (₹104.79).

(ii) Defined Benefit Plan:

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

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at March 31, 2023. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

Particulars	March 31, 2023	March 31, 2022
Net defined benefit liability / (asset)	468.89	463.60
Liability for Gratuity		
Current	15.41	21.14
Non-Current	453.48	442.46

(₹ in lakhs)

B. Movement in net defined benefit (asset) / liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

Particulars	March 31, 2023			March 31, 2022		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability
Balance as at 1 April	463.60	-	463.60	425.57	-	425.57
Included in profit or loss						
Service costs	73.85	-	73.85	73.71	-	73.71
Interest cost / (income)	30.62	-	30.62	28.07	-	28.07
	104.47	**-**	**104.47**	**101.78**	**-**	**101.78**
Included in OCI						
Actuarial loss / (gain) arising from:						
- demographic assumptions	-	-	-	-	-	-
- financial assumptions	(11.54)	-	(11.54)	(19.15)	-	(19.15)
- experience adjustment	(23.02)	-	(23.02)	(20.15)	-	(20.15)
	(34.56)	**-**	**(34.56)**	**(39.30)**	**-**	**(39.30)**
Other						
Contributions paid by the employer			-			-
Benefits paid	(64.62)	-	(64.62)	(24.45)	-	(24.45)
	(64.62)	**-**	**(64.62)**	**(24.45)**	**-**	**(24.45)**
Balance as at 31 March	**468.89**	**-**	**468.89**	**463.60**	**-**	**463.60**

C. Plan assets

The Company has no plan assets.

D. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Particulars	March 31, 2023	March 31, 2022
Discount rate	7.29%	7.10%
Expected rate of future salary increase	7.50%	7.50%
Mortality	100% of IALM (2012 - 14)	

Assumptions regarding future mortality have been based on published statistics and mortality tables.

Notes to Consolidated Financial Statements

for the Year Ended March 31, 2023

(₹ in lakhs)

E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	March 31, 2023		March 31, 2022	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(414.53)	534.72	(409.06)	529.82
Expected rate of future salary increase (1% movement)	531.76	(415.94)	526.79	(410.20)

Sensitivities due to mortality and withdrawals are insignificant, hence ignored. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

F. Description of Risk Exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follow -

A) Salary Increases- Higher than expected increase in salary will increase the defined benefit obligation.

B) Discount Rate: Reduction in discount rate in subsequent valuations can increase the plan's liability.

C) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumption in the valuation can impact the liabilities.

44 Related parties

A. Related parties and their relationships

i Key Managerial Personnel (KMP) and their relatives	Mr. Raj Kumar Sekhani (Chairman) Mr. Harsh Vardhan Bassi (Managing Director) Mr. Gangadharan Kandam Rama Panicker (Executive Director) (upto December 11, 2021) Mr. Saurabh Maheshwari (Executive Director) (w.e.f. May 18, 2021)) Mr. Joginder Kumar Baweja (Independent Director) Mr. Gopalkrishnan Sivaraman (Independent Director) Ms. Sujata Chakravarthy (Independent Director) (upto May 04, 2021) Ms. Sushama Sunil Bhatt (Independent Director) (w.e.f. May 18, 2021)

(₹ in lakhs)

	Mr. Devraj Mehta (Independent Director) (w.e.f. August 03, 2021 till December 11, 2021) Ms. Bimla Devi Sekhani Mr. Aarav Sekhani Mr. Vishal Sekhani Mr. Ratanlal Sekhani Ms. Prachi Sekhani Ms. Priyani Sekhani
ii. Enterprises having significant influence by KMP & their Relatives	Raj Kumar Sekhani (HUF) M/s J J Sons M/s J J and Sons M/s J J Enterprises (till 31.03.2022) Kiran Industries Pvt. Ltd. Thakurdas & Co. Pvt. Ltd. Kiran Texpro Pvt. Ltd.
iii. Associate Concerns	Pioneer E-Com Fashions LLP Shree Ganesh Integrated Textile Park Pvt. Ltd.

B Transactions with the above in the ordinary course of business

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sales		
Enterprises having significant influence by KMP & their Relatives		
M/s J J Sons	-	5.78
M/s J J and Sons	14.30	9.39
M/s J J Enterprises	-	1.58
Kiran Industries Pvt. Ltd.	225.16	70.01
Kiran Texpro Pvt. Ltd.	40.30	227.54
	279.76	**314.30**
Purchases		
Enterprises having significant influence by KMP & their Relatives		
M/s J J Enterprises	-	1.34
Kiran Industries Pvt. Ltd.	21.19	5.99
J J and sons	2.73	-
Kiran Texpro Pvt. Ltd.	33.15	12.15
	57.07	**19.48**

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2023

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Payment for Rent & Other Services		
Enterprises having significant influence by KMP & their Relatives		
Kiran Industries Pvt. Ltd.	23.28	7.08
Receipt for Rent & Other Services		
Enterprises having significant influence by KMP & their Relatives		
Kiran Texpro Pvt. Ltd.	3.14	-
Employee Benefit Expenses		
Key Managerial Personnel (KMP) and their relatives		
Managerial Renumeration		
Mr. Raj Kumar Sekhani (Chairman)	84.00	84.00
Mr. Harsh Vardhan Bassi (Managing Director)	36.00	39.74
Mr. Gangadharan Kandam Rama Panicker (Executive Director)	-	14.32
Mr. Saurabh Maheshwari (Executive Director)	48.00	41.87
Mr. Aarav Sekhani	24.00	17.28
Mr. Vishal Sekhani	24.00	17.28
Mr. Ratanlal Sekhani	25.26	25.26
Ms. Prachi Sekhani	3.00	3.00
Ms. Priyani Sekhani	4.20	4.20
	248.46	**246.95**
Director Sitting Fees		
Mr. Joginder Kumar Baweja (Independent Director)	1.40	1.00
Mr. Gopalkrishnan Sivaraman (Independent Director)	1.35	0.95
Ms. Sushama Sunil Bhatt (Independent Director)	0.70	0.50
Mr. Devraj Mehta (Independent Director)	-	0.20
	3.45	**2.65**
Dividend Paid		
Key Managerial Personnel (KMP) and their Relatives		
Mr. Raj Kumar Sekhani (Chairman)	9.49	7.91
Mr. Gangadharan Kandam Rama Panicker (Executive Director)	-	0.05
Mr. Saurabh Maheshwari (Executive Director)	0.08	0.06
Ms. Bimla Devi Sekhani	0.07	0.06
Mr. Ratanlal Sekhani	0.23	0.19

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2023

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Associates Concerns		
Pioneer E-Com Fashions LLP	16.61	13.84
	26.48	**22.11**
Loans & Advances Given		
Associate Concerns		
Shree Ganesh Integrated Textile Park Pvt. Ltd.	252.09	-
	252.09	-
Investments in Equity Shares		
Associate Concerns		
Shree Ganesh Integrated Textile Park Pvt. Ltd.	1,056.00	-
	1,056.00	**-**
Guarantee taken		
Associate Concerns		
Pioneer E-Com Fashions LLP	5,000.00	330.00

C Outstanding Balance at the year end

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Loans & Advances taken		
Enterprises having significant influence by KMP & their Relatives		
Raj Kumar Sekhani (HUF)	1.90	1.90
Trade Payables & Other Liabilities		
Enterprises having significant influence by KMP & their Relatives		
M/s J J Sons	13.67	13.67
M/s J J and Sons	0.25	-
Kiran Industries Pvt. Ltd.	2.38	1.22
Kiran Texpro Pvt. Ltd.	18.77	3.32
	35.07	**18.21**
Receivables		
Enterprises having significant influence by KMP & their Relatives		
M/s J J Sons	2.02	3.05

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2023

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
M/s J J and Sons	9.10	10.51
M/s J J Enterprises	-	15.83
Kiran Industries Pvt. Ltd.	61.76	12.46
Thakurdas & Co. Pvt. Ltd.	4.86	6.80
Kiran Texpro Pvt. Ltd.	16.35	9.75
	93.84	**58.40**
Associate Concerns		
Shree Ganesh Integrated Textile Park Pvt. Ltd.	252.09	-
Pioneer E-Com Fashions LLP	549.85	549.85
	801.94	**549.85**

45 Pioneer Embroideries Limited Employee Stock Option Plan 2018 Scheme (ESOP)

The Company has granted stock options under the Pioneer Embroideries Limited Employee Stock Option Plan 2018 Scheme (ESOP) to the eligible employees of the Company. Under ESOP, the company has granted 4,31,000 options on August 03, 2021. 100% of total options granted would vest in after one year from the date of grant subject to fulfilment of vesting conditions. The maximum period for exercise of options is three year from the date of vesting. Each option when exercised would be converted into one fully paid-up equity share of ₹10 each of the Company. The options granted under ESOP carry no rights to dividends and voting rights till the date of exercise.

As at the end of the financial year, details and movements of the outstanding options are as follows:

Particulars	As at March 31, 2023		As at March 31, 2022	
	No of Options	Weighted Average exercise price (₹)	No of Options	Weighted Average exercise price (₹)
Options outstanding at the beginning of the year	431,000	@	-	-
Options granted under ESOP	-	-	431,000	@
Options exercised during the year	-	-	-	-
Options cancelled during the year	28,000	-	-	-
Options expired during the year	-	-	-	-
Options outstanding at the end of the year	403,000	@	431,000	@
Options exercisable at the end of the year	403,000	@	431,000	@

@ The exercise price shall be decided by NRC subject to maximum discount of 50% of the closing market price on the stock exchange, which records the highest trading volumn in the Company's equity shares on the date immediately prior to the date on which the notice of excercise is given to the Company by the employee. In any event, the excercise price shall not be less than face value of the equity share.

(₹ in lakhs)

46 Financial instruments
I. Fair value measurements
A. Financial instruments by category

Particulars	As at March 31, 2023		As at March 31, 2022	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial assets				
Investments	0.01	133.04	0.02	103.62
Trade receivables	-	2,683.52	-	2,465.98
Cash and cash equivalents	-	945.17	-	137.20
Loans	-	252.09	-	335.57
Others				
Non Current	-	331.42	-	375.70
Current	-	38.81	-	204.73
	0.01	**4,384.05**	**0.02**	**3,622.80**
Financial liabilities				
Long term borrowings	-	5,888.48	-	700.44
Short terms borrowings	-	3,429.90	-	2,104.22
Trade payables	-	2,714.60	-	2,020.32
Lease Liabilities	-	369.29	-	344.66
Other current financial liabilities	-	770.43	-	657.90
	-	**13,172.70**	**-**	**5,827.54**

B. Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

(a) recognised and measured at fair value and
(b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements:

Particulars	As at March 31, 2023			
	Level 1	Level 2	Level 3	Total
Financial assets	0.01	-	-	0.01
Financial liabilities	-	-	-	-
	0.01	**-**	**-**	**0.01**

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2023

(₹ in lakhs)

Particulars	March 31, 2022			
	Level 1	Level 2	Level 3	Total
Financial assets	0.02	-	-	0.02
Financial liabilities	-	-	-	-
	0.02	**-**	**-**	**0.02**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

There are no transfers between level 1 and level 2 during the year.

C. Fair value of financial assets and liabilities measured at amortised cost:

Particulars	As at March 31, 2023		As at March 31, 2022	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial assets				
Investments	-	133.04	-	103.62
Trade receivables	-	2,683.52	-	2,465.98
Cash and cash equivalents	-	945.17	-	137.20
Loans	-	252.09	-	335.57
Others				
Non Current	-	331.42	-	375.70
Current	-	38.81	-	204.73
	-	**4,384.05**	**-**	**3,622.80**
Financial liabilities				
Long term borrowings				
Short terms borrowings	-	5,888.48	-	700.44
Trade payables	-	3,429.90	-	2,104.22
Lease Liabilities	-	2,714.60	-	2,020.32

(₹ in lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Other current financial liabilities	-	369.29	-	344.66
	-	**770.43**	**-**	**657.90**
	-	**13,172.70**	**-**	**5,827.54**

The carrying amounts of the above mentioned financial assets and financial liabilities are considered to be the same as their fair values, due to their short-term nature.

II. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- credit risk;
- liquidity risk; and
- market risk

i. Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the processes to ensure that executive management controls risks through the mechanism of property defined framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the board annually to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group's Audit Committee oversees compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

ii. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

The carrying amount of financial assets represents the maximum credit exposure. The Group monitor credit risk very closely both in domestic and export market. The Management impact analysis shows credit risk and impact assessment as low.

(₹ in lakhs)

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Group Management has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes market check, industry feedback, past financials and external ratings, if they are available. Sale limits are established for each customer and reviewed periodically. Any sales exceeding those limits require approval from the President of the Group.

More than 60 % of the Group's customers have been transacting with the Group for over four years, and no impairment loss has been recognized against these customers. In monitoring customer credit risk, customers are reviewed according to their credit characteristics, including whether they are an individual or a legal entity, their geographic location, industry and existence of previous financial difficulties.

The Group establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables.

The carrying amount net of credit loss allowances of trade receivables is ₹2,683.52 (March 31, 2022 – ₹2,465.98).

Reconciliation of loss allowance provision – Trade receivables:

	March 31, 2023	March 31, 2022
Opening balance	(969.79)	(1,038.76)
Changes in loss allowance	690.56	68.97
Closing balance	(279.23)	(969.79)

iii. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Group treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Group's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected future cash flows. This is generally carried out at unit level and monitored through corporate office of the Group in accordance with practice and limits set by the Group. These limits vary by location to take into account

(₹ in lakhs)

requirement, future cash flow and the liquidity in which the entity operates. In addition, the Group's liquidity management strategy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

(a) Financing arrangements

The Group has bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in indian rupee and have an average maturity within a year.

(b) Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and exclude contractual interest payments and the impact of netting agreements.

Particulars	**Carrying Amounts March 31, 2023**	**Contractual cash flows**				
		Total	**0- 1 year**	**1–3 years**	**3-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Borrowings	7,069.76	7,069.76	1,181.28	3,365.04	2,014.66	508.79
Short term borrowings	2,248.62	2,248.62	2,248.62	-	-	-
Trade payables	2,714.60	2,714.60	2,714.60	-	-	-
Other non-current financial liabilities	**325.09**	**325.09**	**-**	**54.36**	**13.72**	**257.01**
Other current financial liabilities	814.63	814.63	814.63	-	-	-
Total non-derivative liabilities	**13,172.70**	**13,172.70**	**6,959.13**	**3,419.40**	**2,028.38**	**765.80**

Particulars	**Carrying Amounts March 31, 2022**	**Contractual cash flows**				
		Total	**0- 1 year**	**1–3 years**	**3-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Borrowings	1,388.36	1,388.36	687.92	664.92	34.67	0.85
Short term borrowings	1,416.30	1,416.30	1,416.30	-	-	-
Trade payables	2,020.32	2,020.32	2,020.32	-	-	-
Other non-current financial liabilities	310.80	310.80	-	33.09	20.45	257.26
Other current financial liabilities	691.76	691.76	691.76	-	-	-
Total non-derivative liabilities	**5,827.54**	**5,827.54**	**4,816.30**	**698.01**	**55.12**	**258.11**

(₹ in lakhs)

The inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to financial liabilities held for liquidity / credit management purposes and which are not usually closed out before contractual maturity.

The interest payments on variable interest rate loans in the table above reflect market forward interest rates at the reporting date and these amounts may change as market interest rates change.

iv. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

The Company uses derivatives like forward contracts to manage market risks on account of foreign exchange. All such transactions are carried out within the guidelines set by the Board of Directors.

v. Currency risk

The Group is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and small exposure in EUR and GBP. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Group's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions by hedging the foreign exchange inflows on regular basis.

Currency risks related to the principal amounts of the Group's foreign currency payables, have been partially hedged using forward contracts taken by the Group.
In respect of other monetary assets and liabilities denominated in foreign currencies, the Group's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

Exposure to currency risk

The summary quantitative data about the Group's exposure to currency risk as reported to the management of the Group is as follows:

	As at March 31, 2023		As at March 31, 2022	
	USD	EUR	USD	EUR
Financial assets				
Trade receivables	6.57	-	4.47	2.81
Other payables	0.68	16.44	6.56	0.01
Net statement of financial position exposure	**5.89**	**(16.44)**	**(2.09)**	**2.80**

The following significant exchange rates have been applied:

(₹ in lakhs)

	Average Rates		Year end spot rates	
	March 31, 2023	**March 31, 2022**	**March 31, 2023**	**March 31, 2022**
USD 1	82.24	75.75	82.22	74.17
EUR 1	89.34	86.14	89.61	84.65

Interest rate risk

The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Group to cash flow interest rate risk. During March 31, 2023 and March 31, 2022, the Group's borrowings at variable rate were denominated in Indian Rupees.

Currently the Group's borrowings are within acceptable risk levels, as determined by the management, hence the Group has not taken any swaps to hedge the interest rate risk.

Exposure to interest rate risk

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows:

	Nominal Amount	
	March 31, 2023	**March 31, 2022**
Fixed-rate instruments		
Financial liabilities	904.30	1,388.37
	904.30	**1,388.37**
Variable-rate instruments		
Financial liabilities	6,941.16	1,416.30
	6,941.16	**1,416.30**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 50 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	Profit or loss		Equity, net of tax	
	50 bp increase	**50 bp decrease**	**50 bp increase**	**50 bp decrease**
March 31, 2023				
Variable-rate instruments	34.71	(34.71)	34.71	(34.71)
Cash flow sensitivity	**34.71**	**(34.71)**	**34.71**	**(34.71)**

	Profit or loss		Equity, net of tax	
	50 bp increase	**50 bp decrease**	**50 bp increase**	**50 bp decrease**

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2023

(₹ in lakhs)

March 31, 2022				
Variable-rate instruments	7.08	(7.08)	7.08	(7.08)
Cash flow sensitivity	**7.08**	**(7.08)**	**7.08**	**(7.08)**

Fair value sensitivity analysis for fixed-rate instruments

The Group does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

47 a. Balances of certain trade receivables, advances, trade payables and other liabilities are in the process of confirmation and/or reconciliation.

b. Realisable value of current assets, deposits, loans and advances in the ordinary course of business will be at least equal to the amount at which they have been stated in the financial statements.

c. Some of the fixed deposits and bank accounts are subject to confirmations though reconciled with available bank statements.

48 Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a Corporate Social Responsibility (CSR) committee has been formed. The Group has incurred ₹25.44 (₹18.15) expenditure on CSR during the year.

Particulars		**March 31, 2023**	**March 31, 2022**
i)	Amount required to be spent by the company during the year	25.44	18.15
ii)	Amount of expenditure incurred	25.44	18.15
iii)	Shortfall at the end of the year	-	-
iv)	Total of previous years shortfall	-	-
v)	Reason for shortfall	NA	NA
vi)	Nature of CSR activities	Promoting poor children education & health care and employment enhancing vocation skills speacially among women	Promoting poor children education, upliftment of Eco-Socio backward society and save mangrooves projects
vii)	Details of related party transactions	-	-
viii)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	NA	NA

(₹ in lakhs)

49 Events Occurring after Balance Sheet Date

Proposed Dividend

The Board of Directors has recommended final dividend of ₹Nil (₹0.30) per share on the face value of ₹10 each, aggregating to ₹Nil (₹79.77), subject to approval by the Members at the forthcoming Annual General Meeting of the Company.

50 Segment Reporting

According to Ind AS 108, identification of operating segments is based on Chief Operating Decision Maker (CODM) approach for making decisions about allocating resources to the segment and assessing its performance. The business activity of the Group falls within one broad business segment viz. "Textile" and substantially sale of the product is within the country. The Gross income and profit from the other segment is below the norms prescribed in Ind AS 108. Hence, the disclosure requirement of Ind AS 108 of 'Segment Reporting' is not considered applicable.

51 Capital Management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders. The following table summarises the capital of the Group :

Particulars	March 31, 2023	March 31, 2022
Equity Share Capital	2,659.09	2,659.09
Other Equity	10,216.95	9,433.63
Total Equity	**12,876.04**	**12,092.72**
Non-Current Borrowings	5,888.48	700.44
Current maturities of Non-Current Borrowings	1,181.28	687.92
Current Borrowings	2,248.62	1,416.30
Total Debts	9,318.38	2,804.66
Less: Cash & Cash Equivalents	945.17	137.20
Net Debts	**8,373.21**	**2,667.46**

52 Ratios

Particulars	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
Current Ratio	Current Assets	Current Liabilities	1.47	1.75	-16.1%	
Debt Equity Ratio	Total Borrowings + Lease Liabilities	Shareholder Equity	0.75	0.26	188.9%	Due to reduction in Net Profit as compared to last year

Notes to Consolidated Financial Statements

for the Year Ended March 31, 2023

(₹ in lakhs)

Particulars	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
Debt Service Coverage Ratio	Earnings for Debt Service = Net Profit after Taxes + Non-cash Operating Expenses + Interest + Other adjustment like loss on sale of assets	Debt Service = Interest + Lease Payments + Principal Repayments	1.78	1.79	-0.4%	
Return on Equity Ratio	Net Profit after Tax	Average Shareholder Equity	6.62%	9.56%	-30.8%	Due to reduction in Net Profit as compared to last year
Inventory Turnover Ratio	Revenue from Operations	Average Inventory	5.88	6.45	-8.8%	
Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivables	11.64	12.31	-5.4%	
Trade Payables Turnover Ratio	Total Purchases	Average Trade Payables	8.70	9.08	-4.2%	
Net Capital Turnover Ratio	Revenue from Operations	Working Capital = Current Assets-Current Liabilities	7.78	6.43	20.9%	
Net Profit Ratio	Net Profit	Revenue from Opertaions	2.79%	3.78%	-26.1%	Due to reduction in Net Profit as compared to last year
Return on Capital Employed	Earning before Finance Cost & Tax (EBIT)	Capital Employed = Tangible Met Worth + Total Debt + Lease Liability + Deferred Tax Liability	10.69%	12.09%	-11.6%	
Return on Investment	Return/Profit/ Earnings	Average Investment	Nil	Nil		

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2023

53 Other Disclosures

The Consolidated Financial Statements include the accounts of Pioneer Embroideries Limited (Parent Company) and its subsidiaries as detailed below:

Particulars	Country of Incorporation	March 31, 2023	March 31, 2022
Hakoba Lifestyle Limited	India	100%	100%
Pioneer Realty Limited	India	100%	100%
Crystal Lace (I) Limited	India	45%	45%

54 Earning per Equity Share

Particulars	March 31, 2023	March 31, 2022
Net Profit for the year	826.44	1,102.12
Weighted Average Number of Equity Shares of ₹10 each (fully paid-up)	26,590,942	26,590,94
- Basic (₹)	3.11	4.14
- Diluted (₹)	3.11	4.10

55 The Board of Directors of the Company at its meeting held on 21st October, 2022, had considered and approved the Draft Scheme of Arrangement between Pioneer Embroideries Limited ('Demerged Company' or 'PEL') and Pioneer Realty Limited ('Resulting Company' or 'PRL') which is 100% subsidiary of PEL, under applicable provisions of Companies Act, 2013, Rules and Regulations thereunder. The demerger is progressing, necessary fillings have been made and the Company is awaiting various regulatory and other approvals. The Appointed Date was proposed as 01 April 2022. Pending receipt of statutory approvals as required including that of Mumbai Bench of the National Company Law Tribunal ('NCLT'), no adjustments are made in the books of account and in the standalone financial statement upto all periods ending with 31 March 2023.

56 Previous year figure have been regrouped / reclassified to conform to current years classifications.

As per our Report of even date

For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

Mahesh Bhageria
Partner
Membership Number: 034499

Place: Mumbai
Date: 25th May, 2023

For & on behalf of Board of Directors

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

Annexure A

FORM AOC-1
(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries:

Part "A": Subsidiaries (₹ in lakhs)

Sr. No.	Particulars	Name of Subsidiary		
		Hakoba Lifestyle Ltd.	Pioneer Reality Ltd.	Crystal Lace (I) Ltd.
(a)	Reporting Period	April to March	April to March	April to March
(b)	Reporting Currency	INR	INR	INR
(c)	Share Capital	484.63	5.00	987.04
(d)	Reserve & Surplus	(98.63)	(8.37)	(877.93)
(e)	Total Assets	818.61	0.30	1,309.88
(f)	Total Liabilities	432.61	3.66	1,200.77
(g)	Investment other than Investment in Subsidiary	-	-	-
(h)	Turnover	-	-	0.67
(i)	Profit/(Loss) before Taxation	(0.89)	(0.23)	(41.62)
(j)	Provision for Taxation	-	-	-
(k)	Profit/(Loss) after Taxation	(0.89)	(0.23)	(41.62)
(l)	Proposed Dividend	-	-	-
(m)	% of shareholding	-	-	-

Note

Note

PIONEER EMBROIDERIES LIMITED

Registered Office :
Unit No, 101B, 1st Floor, Abhishek Premises, Plot No. C5-6, Dalia Industrial Estate, Off. New Link Road,
Andheri (West), Mumbai - 400 058

Tele : 91-22- 4223 2323 | **Fax :** 91-22- 4223 2313
Website : www.pelhakoba.com; www.silkolite.com; www.hakoba.in
E-mail : mumbai@pelhakoba.com
CIN : L17291MH1991PLC063752

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