JAKHARIA FABRIC LIMITED

CIN: L17200MH2007PLC171939

16th ANNUAL REPORT

2022-2023

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Jignesh H. Shah- Chairman & Executive Director
Nitin K. Shah[1] - Additional Executive Director
Dixit Shah- Whole Time Executive Director
Himatlal Shah- Whole Time Executive Director
Manekchand Shah- Whole Time Executive Director
Shejal Jignesh Shah- Executive Director

INDEPENDENT DIRECORS:

Mukul Vora- Non-Executive Independent Director
Ajitsingh Ghorpade- Non – Executive Independent Director
Jawahar Desai- Non – Executive Independent Director

KEY MANAGERIAL PERSONNEL:

Manojkumar Tiwari- Chief Financial Officer
Vijay Thakkar[2]- Company Secretary & Compliance Officer
Bhavin Waghela[3]- Company Secretary & Compliance Officer

Listed at (SME Platform)
National Stock Exchange of India Limited (NSE EMERGE)
Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.

STATUTORY AUDITORS:

Shah Shroff & Associates
Chartered Accountants

SECRETARIAL AUDITORS:

KMC & Associates
Practicing Company Secretaries

INTERNAL AUDITORS:

M/S. R M F & CO.
Chartered Accountants

REGISTRAR AND TRANSFER AGENTS:

Bigshare Services Private Limited

BANKERS TO THE COMPANY:

Kotak Mahindra Bank Ltd.

REGISTERED OFFICE:

OFFICE NO.1224, DEOJI NAGAR, NARPOLI VILLAGE, BHIWANDI, THANE - 421 302.

Tel No: +91-25-2227 8892
Email: info@jakhariafabric.com
Website: www.jakhariafabric.com

UNIT 1:

Plot No 13/1, MIDC Saravli Village, Kalyan Bhiwandi Road, Bhiwandi, District - Thane – 421 302.

UNIT 2:

Plot No A 13, MIDC Tarapur, Boisar District – Palghar 401 506.

[1]Mr. Nitin Shah resigned on 06/04/2022 as Managing Director and again appointed as an Additional Executive Director on 14/11/2022
[2]Mr. Vijay Thakkar appointed as Company Secretary & Compliance Officer on 14/11/2022
[3]Mr. Bhavin Waghela has resigned as Company Secretary & Compliance Officer on 14/11/2022

CHAIRMAN'S MESSAGE

Dear Shareholders,

It has always been a pleasure to write to you this annual message and apprise you with the business performance for the year. The year gone has left its mark particularly on the Indian economy that reached the landmark of becoming the 5th largest economy in the world and optimistically reaching $5 trillion GDP milestone by FY-27 seems to be a new reality. To attain this, Indian economy will require to register a strong growth and there are numerous growth drivers to fuel the same. Considering this backdrop, I am extremely optimistic about India's Positioning as the manufacturer to the world. Our resilience as a nation has proved us to be an outlier in comparison to the western world and today, we are at a bright spot as a surging economy and a preferred sourcing destination for textile and apparel industry. The set-back of fire last year to the activities has slowly returned to normalcy. We have been able to restore the production and connected activities with lot of grit and gradual improvement can be seen in the financial performance albeit not a total turnaround, which we anticipate in the next year.

I wish to thank all my colleagues on the Board and a special thanks to all our employees who coalesced together as one team during this difficult period and I would like to thank each one of them for their commitment. I would also like to thank the tenders and shareholders for their contribution and dedication by reposing faith in our company. I sincerely appreciate every team member for showing relentless effort during the year.

With best wishes,
Sincerely,
For JAKHARIA FABRIC LIMITED
Sd/-
Jignesh Shah
Chairman & Executive Director
(DIN: 00256315)

DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 16th Annual Report together with the Audited Financial Statements of accounts of the Company for the Financial Year ended 31st March, 2023.

COMPANIES SPECIFIC INFORMATION:

1. Financial Results:

The Company's financial performance for the year ended 31st March, 2023 & 31st March, 2022 are summarized below:

Particulars	(Rs. In lakhs)	
	2022-2023	2021-2022
Revenue from Operation	8611.69	7510.57
Other Income	122.81	30.62
Total Income	**8734.50**	**7541.19**
Expenses:		
Cost of Material consumed	4701.00	4077.91
Change in Inventory	88.01	0.07
Employee Benefit	1445.94	1275.34
Finance Cost	95.45	92.44
Depreciation & Amortization Exp.	162.41	171.15
Other Expenses (including prior period expenses)	2443.23	3253.98
Total Expenses	**8936.04**	**8870.89**
Profit/ (Loss) Before Prior items and Tax	**(201.53)**	**(1329.71)**
Prior Period Income / (expenses)	**(2.12)**	**(37.86)**
Net Profit / (Loss) Before Tax	**(203.66)**	**(1376.57)**
Less: Tax Expenses		
- Current Tax	0.00	-
- Excess/(short) Provision in earlier year	1.34	65.12
- Deferred Tax	12.35	16.71
Net Profit / (Loss) After Tax	**(217.34)**	**(1449.40)**
Opening Balance of Profit & Loss A/c	**(467.28)**	**982.11**
Add: Profit/ (Loss) for the year	(217.34)	(1449.40)
Closing Balance of Profit & Loss A/c	**(684.62)**	**(467.28)**
- Earnings per share		
Basic	**(5.35)**	**(35.67)**
Diluted	**(5.35)**	**(35.67)**

2. Operational performance:

Your Directors inform the members that the financial year 2022-2023 was favorable albeit not fully.

The Total income during the year has increased by **15.82%** i.e. from **Rs. 7541.19 Lakhs** to **Rs. 8734.5 Lakhs** over the last year and the total expenditure of the company is stood at **Rs. 8936.04 Lakhs.**

The Net Loss of the Company has drastically decreased by **85%** as compared from **Rs. 1499.40 Lakhs** in the previous year to **Rs. 217.34** in the current year.

The Company is operating only in one segment i.e. processing of textile and there is no change in the nature of the Business of the Company.

In accordance with section 136 of the Companies Act, 2013, the audited financial statements are available on www.jakhariafabric.com. These documents will also be available for inspection during working hours at the registered office of your Company. Any member interested in obtaining such document may write to the Company Secretary and the same shall be furnished on request.

3. Transfer to reserves in terms of section 134 (3) (j) of the companies act, 2013:

During the year under review the company has not transferred any amount to the general reserves. The Loss of Rs. 217.34 Lakhs is reduced from the Reserve and Surplus Account for the year under review.

4. Dividend:

The company has incurred loss during the year and with the intention to strengthen the financial position of the company, no dividend out of accumulated reserves is recommended by the Board for the financial year ended March 31, 2023. (Previous year NIL).

5. Capital Structure:

The Capital Structure of the Company as on 31.03.2023 is as follows:

The Authorized Share Capital of the Company is Rs. 5,00,00,000 (Rupees Five Crore) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

The Issued, Subscribed & Paid-up Capital of the Company is Rs. 4,06,38,300 (Rupees Four Crore Six Lakh Thirty-Eight Thousand Three Hundred only) divided into 40,63,830 (Forty Lakh Sixty-Three Thousand Eight Hundred and Thirty) Equity Shares of Rs. 10/- (Rupees Ten) each fully paid up.

Buy Back of securities:

The Company has not bought back any of its securities during the year under review.

Sweat Equity:

The Company has not issued any Sweat Equity Shares during the year under review.

Bonus Shares:

No Bonus Shares were issued during the year under review.

Employees Stock Option Plan:

The Company has not provided any Stock Option Scheme to the employees.

6. Material changes between the date of the board report and end of financial year:

There have been no material changes and commitments, except provided below, 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.

7. Change in nature of business:

There have been no material changes in the nature of any business of the company during the financial year under review.

8. Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:

During the year under review there has been no such significant and material orders passed by the regulators or courts or Tribunals **i**mpacting the going concern status and company's operations in future.

9. Subsidiaries, Associate companies & Joint Ventures:

The details of Subsidiaries, Associate companies & Joint Ventures are provided in Form AOC – 1 as **"Annexure – V"**

10. Extract of Annual Return:

Kindly Take Note that the Annual Return is available on the website of the Company on www.jakhariafabric.com.

11. Conservation of Energy, Technology absorption and Foreign Exchange Earnings and Outgo:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **"Annexure I".**

12. Board of Directors, their meetings & KMP(S):

I. Constitution of the Board:

The Board of directors comprise of total 9 (Nine) Directors, which includes 3 (Three) Independent directors. The Chairman of the Board is Promoter and Executive Director. The Board members are having varied experience in the relevant field of the business activities of the Company, which plays significant roles for the business policy and decision-making process and provide guidance to the executive management to discharge their functions effectively.

II. Board Independence:

Our definition of 'Independence' of Directors is derived from Regulation 16 of SEBI (LODR) Regulations, 2015 and Section 149(6) of the Companies Act, 2013. The Company is having following independent directors:

(i) Mr. Mukul Vora
(ii) Mr. Ajitsingh Arjun Ghorpade
(iii) Mr. Jawahar Desai

As per provisions of the Companies Act, 2013, Independent Directors were appointed for a term of 5 (five) consecutive years and shall not be liable to retire by rotation.

III. Declaration by the Independent Directors:

All the Independent Directors have given their declaration of Independence stating that they meet the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013. Further that the Board is of the opinion that all the independent directors fulfill the criteria as laid down under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 during the year 2022-23.

IV. Directors liable to retire by rotation

In accordance with the provisions of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mr. Manekchand Panachand Shah (DIN: 01911237), Director of the Company is liable to retire by rotation at ensuing Annual General Meeting and being eligible offers himself for re-appointment.

V. Changes in Directors & Key Managerial Personnel

During the year there are following changes in Directors:

Sr No.	Particulars	Date of Event
1.	Resignation of Mr. Nitin Keshavji Shah from the post of Managing Director	6th April, 2022
2.	Appointment of Mr. Nitin Keshavji Shah as Additional Director (Executive director)	14th November, 2022
3.	Appointment of Mr. Vijay Mukesh Thakkar as Company Secretary and Compliance Officer	14th November, 2022
4.	Resignation of Mr. Bhavin Waghela from post of Company Secretary and Compliance Officer	14th November, 2022

VI. Meetings and Attendance of the Board:

The Board meets at regular intervals to discuss and decide on company/business policy and strategy apart from other Board business. The notice of Board meeting is given well in advance to all the Directors. Meetings of the Board are held in Bhiwandi, at the Registered Office. The Agenda of the Board meetings is circulated at least a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The Board met **5 (Five) times** in the Financial Year 2022-23. The maximum interval between any two meetings did not exceed 120 days. Attendance of each director in board meeting as follows:

Sr. no.	Date of Meeting	Board Strength	No. of Directors Present
1	30.05.2022	8	8
2	07.09.2022	8	8
3	14.11.2022	8	8
4	01.02.2023	9	9
5	31.03.2023	9	9

VII. Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 31st March, 2023 to review the performance of Non-Independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

VIII. Company's Policy on Directors' Appointment and Remuneration:

The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under section 178(3), are uploaded on company's website www.jakhariafabric.com.

IX. Annual Evaluation by the Board:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee has laid down the criteria for evaluation of the performance of individual Directors and the Board as a whole. Based on the criteria the exercise of evaluation was carried out through a structured process covering various aspects of the Board functioning such as composition of the Board and committees, experience & expertise, performance of specific duties & obligations, attendance, contribution at meetings & Strategic perspectives or inputs regarding future growth of company, etc. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Director. The performance of the Independent Directors was carried out by the entire Board (excluding the Director being evaluated). The Directors expressed their satisfaction with the evaluation process.

13. Committees of The Board:

The Company has following committees:

I. Audit Committee:

The Company has reconstituted the Audit Committee on 30th May, 2022 in accordance with Section 177(1) of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015. The details of which have been provided on www.jakhariafabric.com. There has been no instance where the Board of Directors had not accepted any recommendation of the Audit Committee.

During the financial year ended 31st March, 2023, 5 (Five) Audit Committee Meetings were held on the following dates:

(1) 30.05.2022 (2) 07.09.2022 (3) 14.11.2022
(4) 01.02.2023 (5) 31.03.2023

The Reconstituted Audit Committee comprises of the following Directors of the Company:

Sr. No.	Name	No. of meeting entitled to attend	No. of meetings attended during the year
1	Mr. Mukul Vora -Independent Director (Chairperson)	5	5
2	Mr. Jignesh Shah - Chairman & Executive Director (Member)	5	5
3	Mr. Ajitsingh Ghorpade- Independent Director (Member)	4	4
4	Mr. Jawahar Desai- Independent Director (Member)	1	1

II. Nomination and Remuneration Committee:

The Company has reconstituted the Nomination and Remuneration Committee on 30th May, 2022 in accordance with section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the details of which have been provided on www.jakhariafabric.com.

During the financial year ended 31st March, 2023, 5 (Five) Nomination and Remuneration Committee Meetings were held on the following dates:

(1) 30.05.2022 (2) 07.09.2022 (3) 14.11.2022
(4) 01.02.2023 (5) 31.03.2023

The Reconstituted Nomination and Remuneration Committee comprises of the following Directors of the Company:

Sr. No.	Name	No. of meeting entitled to attend	No. of meetings attended during the year
1	Mr. Mukul Vora- -Independent Director (Chairperson)	5	5
2	Mr. Ajitsingh Ghorpade- Independent Director (Member)	5	5
3	Mr. Jawahar Desai- Independent Director (Member)	5	5

III. Stakeholders' Relationship Committee:

The Company has reconstituted the Stakeholders' Relationship Committee on 30th May, 2022 in accordance with section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the details of which have been provided on www.jakhariafabric.com. The Committee considers and approves various requests regarding annual report and to redress complaints of the shareholders.

During the financial year ended 31st March, 2023, 5 (Five) Stakeholders' Relationship Committee Meetings were held on the following dates:

(1) 30.05.2022 (2) 07.09.2022 (3) 14.11.2022
(4) 01.02.2023 (5) 31.03.2023

The Reconstituted Stakeholders' Relationship Committee comprises the following Directors:

Sr. No.	Name	No. of meeting entitled to attend	No. of meetings attended during the year
1	Mr. Ajitsingh Ghorpade- Independent Director (Chairperson)	5	5
2	Mr. Jawahar Desai- Independent Director (Member)	5	5
3	Mr. Himatlal Panachand Shah - Director (Member)	5	5

IV. Corporate Social Responsibility (CSR) Committee:

The Company has reconstituted the CSR Committee on 30th May, 2022 in accordance with the provisions of section 135 of the Companies Act, 2013.

During the financial year ended 31st March, 2023, 2 (Two) Corporate Social Responsibility Committee Meetings were held on the following dates:

(1) 07.09.2022 & (2) 31.03.2023

The Reconstituted CSR Committee comprises the following Directors:

Sr. No.	Name	No. of meeting entitled to attend	No. of meetings attended during the year
1	Mr. Ajitsingh Ghorpade- Independent Director (Chairperson)	2	2
2	Mr. Mukul Vora -Independent Director (Member)	2	2
3	Mr. Jignesh Shah -Chairman & Executive Director (Member)	2	2

14. Corporate Social Responsibility:

As a part of its initiative under the Corporate Social Responsibility ("CSR") drive, the company has undertaken projects in accordance with Schedule – VII of the act and the Company's CSR Policy. The Report of CSR activities are required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed and marked as **"Annexure II"** which forms an part of this Report.

15. Statutory Auditor & Audit Report:

In terms of provisions of the Companies Act, 2013, at the 13th Annual General Meeting (31.12.2020) of the Company, M/s. SHAH SHROFF & ASSOCIATES, Chartered Accountants, (Firm Registration No. 0128920W), Mumbai, were appointed as Statutory Auditors of the Company to hold the office from the conclusion of the 13th annual general meeting till the conclusion of 18th annual general meeting to be held in the year 2025. They have confirmed that they are not disqualified from continuing as auditors of the company.

As required under Regulation 33(d) of the SEBI (LODR) Regulation, 2015, the auditor has confirmed that they holding a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. Board is pleased to inform that there is no such observation made by the Auditors in their report which needs any explanation by the Board. The Notes on financial statement referred to in the Standalone & Consolidated Auditors' Reports are self-explanatory and do not call for any further comments. The Standalone & Consolidated Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

16. Secretarial Auditor:

The Board of Directors, on the recommendations of the Audit Committee, of the Company, has appointed **M/s. KMC & Associates**, Company Secretaries, Mumbai, [ICSI Membership No. FCS - F11427 & Certificate of Practice No. 17042], as the Secretarial Auditors of the Company for the financial year 2022-2023.

The Secretarial Audit Report in Form No. MR-3 submitted by the said Secretarial Auditors, do not contain any major adverse remarks and qualifications, hence do not call for any further explanation/s by the Company. The Secretarial Audit Report in Form No. MR-3 submitted by the said Secretarial Auditors, for the financial year 2022-2023 forms part of the Annual Report as **"Annexure VI"** to the Board's report.

Certification from Company Secretary in Practice:

M/s. KMC & Associates, Practicing Company Secretaries has issued a certificate required under the Listing Regulations, Board of the Company has been debarred or disqualified from being appointed or continuing as director of the Company by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The Certificate is enclosed with this report as **"Annexure- VI"**

17. Internal Auditors:

Pursuant to Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 (as amended), the Board of Directors, on the recommendations of the Audit Committee, of the Company is appointed

M/s R M F & Co., Chartered Accountants, Mumbai, [ICAI Firm Registration No.-153788W], as the Internal Auditors of the Company for the financial year 2022-2023 ended on 31.03.2023. The Internal Audit Finding/s and Report/s submitted by **M/s R M F & Co.,** during the financial year, to the Audit Committee and Board of Directors of the Company, do not contain any adverse remarks and qualifications hence do not call for any further explanation/s by the Company.

18. Cost Auditors:

As per the requirement of the Central Government and pursuant to section 148 of the Companies Act, 2013, read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your company hereby confirms that the provisions of this section are not applicable, hence your company is not required to appoint cost auditor for the financial year 2022-23.

19. Disclosure for fraud against the company:

In terms of provision of section 134(3)(ca) of the Companies Act, 2013, There were no instances of fraud which are reported by Auditors of the Company under section 143(12) of the Companies Act, 2013 to the Audit Committee.

20. Code of Conduct:

Regulation 17(5) of the SEBI (LODR) Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013.

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and specified employees in the course of day-to-day business operations of the Company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings/ behavior in any form and the Board has laid down certain directives to counter such acts. The Company has adopted a Code of Conduct for all Directors and Senior Management of the Company and same is hosted on the website of the company i.e. www.jakhariafabric.com

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure. All the Board

Members and the Senior Management personnel have confirmed compliance with the Code.

21. Corporate Governance:

The Company being listed on the EMERGE Platform of National Stock Exchange of India Limited and therefore pursuant to Regulation 15(2)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Part C of Schedule V relating to compliance of Corporate Governance is not applicable to the Company. Further, The Company is not required to comply with requirements as specified in Part E of Schedule II pursuant to Regulation 27(1) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and submitting Compliance Report on Corporate Governance on quarterly basis pursuant to Regulation 27(2) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence no Corporate Governance Report is required and therefor it is not forming part of this Annual Report. It is pertinent to mention that the Company follows majority of the provisions of the corporate governance voluntarily as a part of Good Corporate Governance.

22. Industrial Relations:

During the year under review your Company enjoyed cordial relationship with workers and employees at all levels.

23. Change in the nature of business:

During the year under review there is no change in the nature of the business and commercial activities of the company.

24. Deposits:

During the financial year ended 31st March, 2023 under review, the Company has neither invited nor accepted any public deposits within the meaning of Section 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (as amended). As such, no specific details prescribed in Rule 8(1) of the Companies (Accounts) Rules, 2014 (as amended) are required to be given or provided.

25. Vigil Mechanism / Whistle Blower Policy:

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (9) of the Companies Act, 2013 and the regulation 22 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, The Company has adopted a Whistle-Blower Policy for Directors and employees to report genuine concerns and to provide for adequate safeguards against victimization of persons who may use such mechanism. The details of the Vigil Mechanism Policy has posted on the website of the Company at www.jakhariafabric.com

26. Prevention of Insider Trading:

In view of the SEBI (Prohibition of Insider Trading) Regulation, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The details of the Insider Trading Policy has posted on the website of the Company at www.jakhariafabric.com

The Code requires Trading Plan, pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. However, there were no such instances in the Company during the year 2022- 23.

27. Risk Management:

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The

mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

The Board of Directors of the Company and the Audit Committee shall periodically review and evaluate the risk management system of the Company so that the management controls the risks through properly defined network. Head of Departments shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board and Audit Committee.

The Company has not made Risk Management Committee, but the Board of Directors and Audit Committee is looking after the Risk Management of the Company.

28. Meetings of the Members:

During the year under review 15th Annual General Meeting of the Company was held on 29.09.2022.

29. Directors' Responsibility Statement:

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

(i) in the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;

(ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year ended for that period;

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

(iv) the directors had prepared the annual accounts on a going concern basis;

(v) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(vi) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

30. Management Discussion and Analysis Reports:

As per Regulation 34 (e) read with schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the management Discussion and Analysis Report of the Company for the year ended is set out in this Annual Report as **'Annexure- III'.**

31. Particulars of Loans, Guarantees or Investments made under section 186 of The Companies Act, 2013:

Details of Loans (Secured or unsecured), Guarantee provided in connection with any loan/s availed and Investments pursuant to the section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) are given in the notes to the Financial Statements.

32. Internal Control Systems:

The Company's internal control systems are adequate and commensurate with the nature and size of the Company and it ensures:

- Timely and accurate financial reporting in accordance with applicable accounting standards.
- Optimum utilization, efficient monitoring, timely maintenance and safety of its assets.

• Compliance with applicable laws, regulations and management policies.

33. Internal Financial Control for financial statements:

Your Company has an effective internal financial control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedure. The Company's internal financial control system is commensurate with its size, scale and complexities of its operations.

34. Human Resources:

The Company treats its "Human Resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. The Company thrust is on the promotion of talent internally through job rotation and job enlargement.

35. Ratio of the remuneration of each director to the median employee's remuneration and particulars of employees:

Pursuant to provision of section 197 of Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details of employees given in the **'Annexure-IV'.**

During the year, none of the Directors, KMP and Employees received remuneration in excess, in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Therefore, there is no information to disclose in terms of the provisions of the Companies Act, 2013.

36. Related Party Transactions:

All related party transactions that were entered during the financial year, were on the arm's length basis and were in the ordinary course of business and do not attract the provisions of section 188 of the Companies Act, 2013. Thus, disclosure in form AOC-2 is not required. All Related Party Transactions were placed before the Audit Committee for approval. A policy on the related party Transitions was framed & approved by the Board and posted on the Company's website at www.jakhariafabric.com

However, you may refer to Related Party transactions, as per the Accounting Standards, in the Notes forming part of financial statements.

37. Investors Education and Protection Fund:

During the financial year 2022-2023 under review, there were no amount/s which is required to be transferred to the Investor Education and Protection Fund by the Company. As such, no specific details are required to be given or provided.

38. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:

To prevent sexual harassment of women at work place, The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December 2013. The Company has zero tolerance for sexual harassment at workplace in line with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules there under for prevention and redressal of complaints of sexual harassment at workplace. During the year under review, no complaints were received by the Company relating to sexual harassment at workplace. The Management of the Company endeavors to provide safe environment for the female employees of the Company.

39. Registrar and Share Transfer Agent:

The Company has appointed Bigshare Services Private Limited as its Registrar and Share Transfer Agent. The Corporate Office of Bigshare Services Pvt. Ltd. situated at "1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra.

40. Dematerialization of securities:

The Company's Equity Shares are admitted in the system of Dematerialization by both the Depositories namely NSDL and CDSL. As on 31st March 2023, 38,30,500 equity shares dematerialised through depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited, which represents whole 94.26 % of the total issued, subscribed and paid-up capital of the Company as on that date. 2,33,330 equity shares are in physical form. The ISIN allotted to your Company is INE00N401018.

41. Compliances of Secretarial Standards:

The Board of Directors confirms that the Company, has duly complied and is in compliance, with the applicable Secretarial Standard/s, namely Secretarial Standard-1 ('SS-1') on Meetings of the Board of Directors and Secretarial Standard -2 ('SS-2') on General Meetings, during the financial year 2022-2023.

42. Green Initiative:

Companies Act permits paperless compliance and as a measure of green initiative, we appeal to all those members who have not registered their e-mail addresses so far are requested to register their email address in respect of electronic holding with their concerned Depository Participants and/or with the Company.

43. Acknowledgement:

The Board of Directors wish to express their grateful appreciation for assistance and co-operation received from various Departments of Central & State Governments and Banks during the year under review. Your directors also wish to place on record their appreciation for the committed services of all the associates and vendors of the Company.

By order of the Board of Directors
For Jakharia Fabric Limited
Sd/-
Jignesh Shah
Chairman & Executive Director
DIN: 00256315

Place: Bhiwandi
Date: 07.09.2023

'ANNEXURE I'
CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

In pursuant of section 134(3)(m) of the Companies Act, 2013 read together with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 2014, the relevant information is provided herein below:-

Sr. No.	Particulars	Current Year (2022-23)	Previous Year (2021-22)
I	**CONSERVATION OF ENERGY A: POWER & FUEL CONSUMPTION**	The Company is continuously putting its efforts to improve energy management by way of monitoring energy related parameters on regular basis.	
1.	**Electricity**		
a)	Purchase Units (in Lacs) Total Amount (Rs. In Lacs) Rate/ Unit (Amount in Rs.)	77.46 596.66 7.70	71.86 471.03 6.55
b)	**Own Generation** (I) Through Diesel generator Unit (in Lac) Unit Per Ltr. Of diesel oil Cost / Unit (Rs.)	Nil	Nil
	(II) Through HFO generator Unit (in Lac) Unit Per Ltr. Of diesel oil Cost / Unit (Rs.)	Nil	Nil
B.	**Consumption per unit of production** Electricity Unit per Meter	0.09	0.08
1.	**Technology absorption** Expenditure incurred on R&D during this year is as follows:	Company is regularly investing and importing newer processing machinery to upgrade the technology and give value added products.	
	Capital Expenditure (Rs. In Lacs)	Nil	Nil
	Recurring Expenditure (Rs. In Lacs)	Nil	Nil
2	**FOREIGN EXCHANGE EARNINGS AND OUTGO**		
	The details of foreign exchange earnings and outgo during the year are as under:		
	Earnings (Rs. In Lacs)	Nil	Nil
	Outgo (Rs. In Lacs)	Nil	Nil
	• Revenue A/c • Capital A/c	Nil Nil	Nil Nil

By order of the Board of Directors for
JAKHARIA FABRIC LIMITED
Sd/-
Jignesh Shah
Chairman & Executive Director
DIN: 00256315
Place: Bhiwandi
Date: 07.09.2023

'ANNEXURE-II'

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken:

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same has been placed at the website of the Company i.e www.jakhariafabric.com. As per CSR policy the Company endeavors to make CSR a key business process for sustainable development and continuously enhance shareholders wealth; it is also committed to its other stakeholders to conduct its business in an accountable manner that creates a sustained positive impact on society. Our Company's CSR Committee believes that it is important for the organization to focus on philanthropic activities in terms of animal welfare, prevention from hunger & poverty, promotion of educational activities, empowering women, making available safe drinking water, setting up old age homes, environment protection, health care etc.

2. Composition of the CSR Committee as on 31st March, 2023

I. Mr. Ajitsingh Arjun Ghorpade: Non- Executive - Independent Director - Chairperson

II. Mr. Jignesh Shah: Chairman & Executive Director - Member

III. Mr. Mukul Vora: Non- Executive- Independent Director - Member

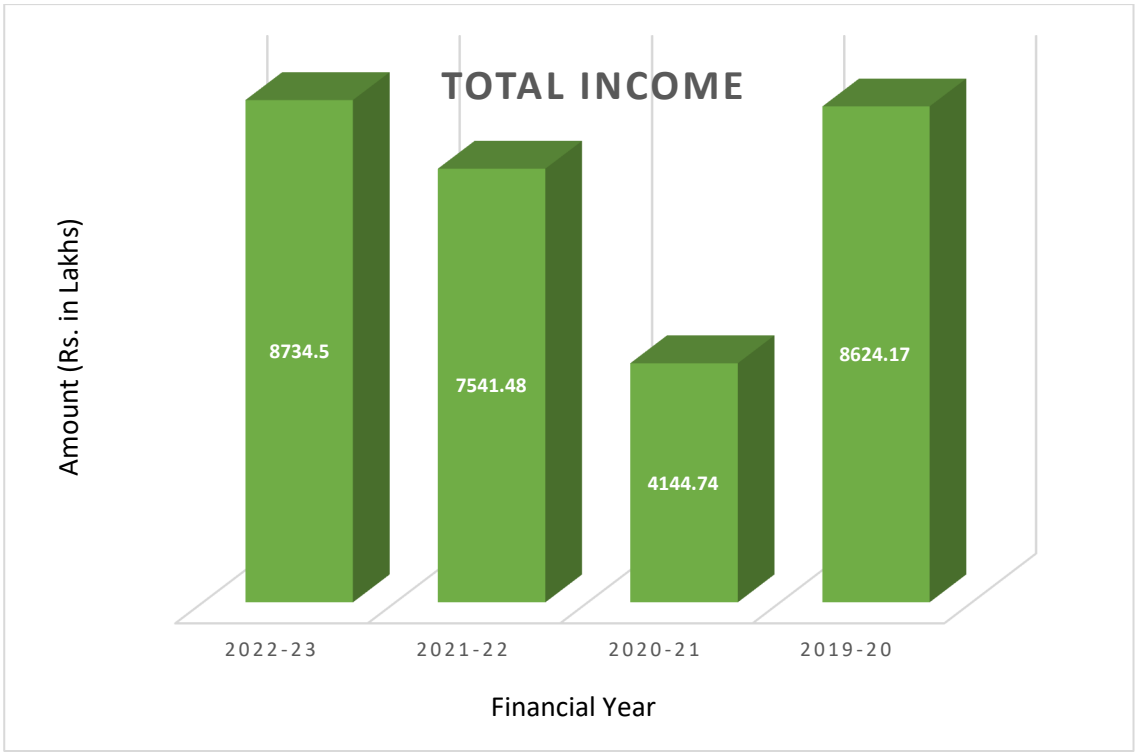
3. Average net profits of the Company for the last three financial years, under Section 198 of the Companies Act, 2013:

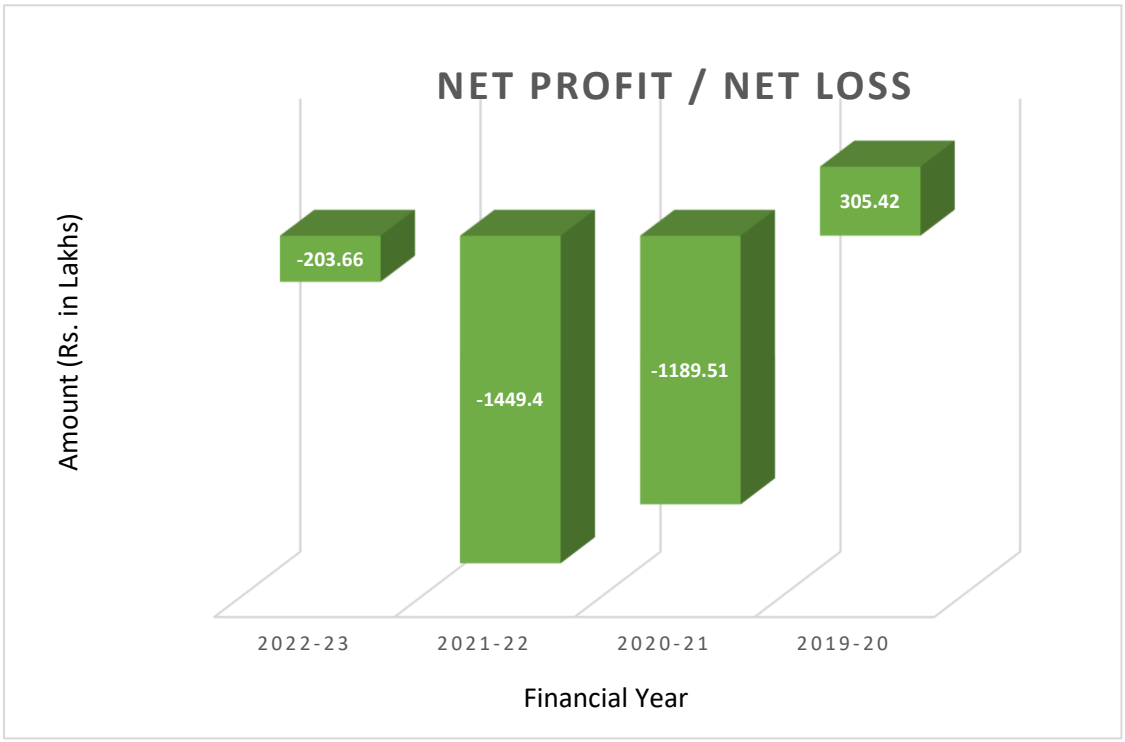
As per section 135 of the Companies Act 2013 along with the Companies (Corporate Social Responsibility Policy) Rules, 2014 read with DPS guidelines no. F. No. 15 (13)/2013-DPE(GM), the Company is required to spend, in every financial year, at least two percent of the average net profits of the Company during the three immediately preceding financials years in accordance with its CSR Policy.

During the period under review, the company did not meet these aforesaid criteria and therefore was not required to spend any amount towards CSR activity.

By order of the Board of Directors for
JAKHARIA FABRIC LIMITED
Sd/-
Jignesh Shah
Chairman & Executive Director
DIN: 00256315
Place: Bhiwandi
Date: 07.09.2023

ANNEXURE- III
MANAGEMENT DISCUSSION AND ANALYSIS REPORT





The management discussion and analysis report provides an over view of the financial activities for the fiscal year ended on 31st March 2023, gives an overall sight of the textile industry, opportunities and threats in the business and Company's strategy to deal with that. This report is designed to focus on current years' activities, resulting changes and other known facts in conjunction to the financial and strategic position of the Company.

SEGMENT REVIEW AND ANALYSIS

Our Company is engaged in the business of dyeing and processing of fabrics on job work basis for other textile companies as well as for own manufacturing product lines. Our Company procures Grey Fabric from the market and further dyes and finishes the same as per the client's requirements on the basis of quality of the fabric, sizing requirements etc. Our Company also outsources certain processes like weaving of the fabric and printing as per the demand of the customers based on the quality required. Our Company manufactures and processes the fabric specially suitable for Shirtings.

The investment in M/s. Jakharia Industries (Partnership Firm) is with the intention of targeting further penetration in the Textile industry, further creating a wide market locally as well as internationally. We believe that the Partnership will prove to be beneficial for the Company helping to create a brand image of the Group. We believe that, with a wide Product mix and the available market mix for the processed fabric along-with the modernised facilities adds to the positive factors. We seek to develop our Brand Image by continuing to expand our product portfolio and services offered by adding product categories to complement our product mix and the market mix.

We have positioned ourselves as a multiproduct, multi-fibre and multi-market player ensuring that our products include a diverse mix of fabrics mainly catering to domestic market and also to the international market. Wide ranges of fabric are processed at our Processing house which includes cotton, polyester, viscose and man-made & blended fabrics. Our Company has two (2) processing units located at MIDC Area of Saravali, Bhiwandi in Maharashtra and MIDC Area of Tarapur, Bhiwandi in Maharashtra. The plant has the facilities for dyeing and processing wide range of fabrics. We have dedicated semi-automatic machines and skilled operators for manual checking of raw materials as well as Finished Goods. Our Testing and QC Technical team combined with our testing equipments ensures the quality of raw material dispensed in the production process and also the finished goods delivered to our customers. This helps in improving our procurement process thus reducing wastages, returns and other related costs.

The Company is operating only into job-work, therefore segment/ product-wise details are not applicable.

OVERVIEW OF ECONOMY

The textile industry is a well-established with showing storing features and bright future. The textile industry is capital and technology intensive comparable with automobiles aircraft computers and heavy machinery industry. In comparison with other countries like China the cost of textile production in India is quite less. Textile sector is the oldest and largest manufacturing sector in India. The textile manufacturing business is a pioneer activity in the Indian manufacturing sector and it has a primordial importance in the economic life of the country which is still predominantly based on the agro-alimentary sector. The sector profitability is likely to improve gradually with players passing on increased raw material prices to end-users given the healthy demand a depreciating rupee and waning impact of the structural issues.

Industry Structure and Developments

The growth in the Indian home textiles is supported by increasing population, rising income levels, increase in organized retail, and growth of end-use sectors like housing, hospitality, healthcare. Increasing efforts in quality improvement, innovations through R&D programs, and other preferential value-added features have helped

India's home textile products become more popular in the global market.

The new budget for 2023-24 contains a sizeable increase in grants for the textile industry which shows the government's priorities for the textile industry. All in all, this financial support should create a favourable environment for the continued success of India's textile industry.

Opportunities & Threats

- **Opportunities:**

- Technical Textiles.
- Growing domestic market.
- Large Potential Domestic and International Market.
- Vast export marked to explore.
- Buyers' preference for India.

- **Threats:**

- Competition from other developing countries especially China.
- Geographical Disadvantage.
- Political/Economic Instability.
- To male balance between price and quality.

Outlook

The future for the Indian textile industry looks promising buoyed by both strong domestic consumption as well as export demand. High economic growth has resulted in higher disposable income. This has led to rise in demand for products creating a huge domestic market.

The Company continues to explore the possibilities of expansion and will make the necessary investments when attractive opportunities arise.

Risks and Concerns

In today's complex business environment almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization's success. Timely and effective risk management is of prime importance to our continued success.

CAUTIONARY STATEMENT

Statements in the Board's Report and the management discussion and analysis containing the objectives, expectations or predictions of the company may be forward-looking within the meaning of securities laws and regulations. Actual results may differ materially from those expressed in the statement. The operations of the Company could be influenced by various factors such as domestic and global demand and supply conditions affecting sales volumes and selling prices of finished goods, input availability and cost, government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

By order of the Board of Directors for
JAKHARIA FABRIC LIMITED
Sd/-
Jignesh Shah
Chairman & Executive Director
DIN: 00256315
Place: Bhiwandi
Date: 07.09.2023

ANNEXURE-IV
PARTICULARS OF EMPLOYEES
[AS PER SECTION 197(12) READ WITH THE RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

A. Ratio and remuneration of Directors & KMPs

S.N.	Name	Designation	Remuneration for the year 2022-2023 (in Rs.)	Remuneration for the year 2021-2022 (in Rs.)	% Increase/ decrease in Remuneration	Ratio between Director or KMP and Median Employee
1	Jignesh Shah	Chairman & WTD	-	13,75,000	-100 %	
2	Nitin Shah	Additional Director	74,00,000	27,50,000	169.09 %	53.83 :1
3	Dixit Shah	Whole Time Director	30,00,000	13,75,000	118.18 %	21.82 :1
4	Manekchand Shah	Whole Time Director	30,00,000	13,75,000	118.18 %	21.82 :1
5	Himatlal Shah	Whole Time Director	-	13,75,000	-100%	
6	Mukul Vora	Independent Director	-	-	-	-
7	Shejal Jignesh Shah	Independent Director	-	-	-	-
8	Ajitsingh Arjun Ghorpade	Independent Director	-	-	-	-
9	Jawahar Desai	Additional Director	-	-	-	-
10	Manoj Tiwari	Chief Financial Officer	5,48,000	4,88,000	12.30 %	3.99 :1
11	Bhavin Waghela[1]	Company Secretary	2,10,700	2,98,000	-29.29 %	1.5 :1
12	Vijay Thakkar[2]	Company Secretary	86,600	NA	-	0.63:1

[1] Mr. Bhavin Waghela has resigned as Company Secretary & Compliance Officer on 14/11/2022
[2] Mr. Vijay Thakkar appointed as Company Secretary & Compliance Officer on 14/11/2022

B. Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year

As stated above in item no. (A).

C. Percentage increase in the median remuneration of employees in the financial year.

The remuneration of Median employee was Rs.1,37,462/- during the year 2022-23 as compared to Rs. 2,73,000/- in the previous year 2021-2022. On-roll employees were 146 in the financial year 2022-2023 as compared to 176 in the financial year 2021-2022.

D. Number of permanent employees on the rolls of company

As on 31st March, 2023 the total number of employees on the roll was 146.

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

Based on Remuneration Policy of the Company, salary of the employees was increased around 10% on an average this is based on Remuneration Policy of the Company that rewards people based on their contribution to the success of the company and also ensures that external market competitiveness and internal relativities are taken care of.

F. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

The Company affirms that remuneration is as per the remuneration policy of the Company.

For and on behalf of Board of Directors
For JAKHARIA FABRIC LIMITED
Sd/-
Jignesh Shah
Chairman & Executive Director
DIN: 00256315
Place: Bhiwandi
Date: 07.09.2023

ANNEXURE-V

(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 or associate companies or joint ventures

Part A Subsidiaries: Not Applicable

Part B Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associate	**Jakharia Industries** (Amt. ₹ in Lakh)
1. Latest audited Balance Sheet Date	31st March, 2023
2. Shares of Associate or Joint Ventures held by the company on the year end	
No.	-
Amount of Investment in Associates or Joint Venture	2,410.98
Extent of Holding (in percentage)	97.24% of profit
4. Description of how there is significant influence	Returns earned from the Investment
5. Reason why the associate/joint venture is not consolidated	Not Applicable
6. Networth attributable to shareholding as per latest audited Balance Sheet (Capital account as on 31.03.2023)	2,410.98
7. Profit or (Loss) for the year	
i. Considered in Consolidation	287.78
ii. Not Considered in Consolidation	-

The Company has no joint venture.

1. Names of associates or joint ventures which are yet to commence operations: Not Applicable
2. Names of associates or joint ventures which have been liquidated or sold during the year: Not Applicable

For and on behalf of Board of Directors
For JAKHARIA FABRIC LIMITED
Sd/-
Jignesh Shah
Chairman & Executive Director
DIN: 00256315
Place: Bhiwandi
Date: 07.09.2023

'ANNEXURE-VI'

FORM MR-3

SECRETARIAL AUDIT REPORT

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

FOR THE PERIOD 01-04-2022 TO 31-03-2023

To,
The Board of Directors
Jakharia Fabric Limited
Office No.1224, Deoji Nagar, Narpoli Village, Bhiwandi, Thane MH 421302.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **JAKHARIA FABRIC LIMITED (CIN L17200MH2007PLC171939)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the 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 from **1st April, 2022 to 31st March, 2023 ("the reporting period"),** 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:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the period from 1st April, 2022 to 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') to the extent applicable to the Company:-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2021;

d) The Securities and Exchange Board of India (Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity)

Regulations, 2021; Not applicable during the financial year under review.

e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not applicable during the financial year under review.

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 (Delisting of Equity Shares) Regulations, 2021; and Not applicable during the financial year under review.

h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018; Not applicable during the financial year under review.

i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

j) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.

k) The Memorandum and Articles of Association.

(vi) We have relied on the representation made by the Company there are no laws which may be specifically applicable to the Company during the audit period.

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) The Uniform listing Agreements entered into by the company with BSE Limited and National Stock Exchange of India Limited.

(iii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.

I further report that:

I have not reviewed the Compliance of applicable financial laws including Direct and Indirect Tax laws by the Company as the same has been subject to review by the Statutory Auditors and others designated professionals.

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

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, subject to the above. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and

ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, guidelines and standards.

FOR KMC & Associates
Practicing Company Secretaries
Sd/-
Kinjal Chandarana
M. No. F11427
COP No. 17042
PR NO.: 1320/2021
UDIN: F011427E000965413

Place: Mumbai
Date: 07/09/2023

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

ANNEXURE - A TO THE SECRETARIAL AUDIT REPORT

To,
The Board of Directors
Jakharia Fabric Limited
Office No. 1224, Deoji Nagar, Narpoli Village, Bhiwandi, Thane MH 421302.

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

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

For KMC & Associates
Practicing Company Secretaries
Sd/-
Kinjal Chandarana
M. No. F11427
COP No. 17042
PR NO.: 1320/2021
UDIN: F011427E000965413

Place: Mumbai
Date: 07/09/2023

INDEPENDENT AUDITORS' REPORT

To,
The Members of Jakharia Fabric Limited
(Formerly known as Jakharia Fabric Private Limited)

Report on the audit of Standalone Financial Statements

We have audited the accompanying Standalone financial statements of Jakharia Fabric Limited (Formerly known as Jakharia Fabric Private Limited) ("the company"), which comprise the Balance Sheet as at 31st March 2023, the Statement of Profit and Loss and the Statement of Cash Flow for the year then ended, and notes to the Standalone Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

Auditor's Opinion

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, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state-of-affairs of the Company as at 31st March 2023, and its Loss and its cash flows 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 (SAs) 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 there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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, for the year ended 31st March 2023 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The result of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key Audit Matters	How was the matter addressed in our audit
Exposure in associate entity	
The exposure in associate entity i.e. carrying amount of the Company's investments, loans and advances, trade & other receivables. Their recoverability is dependent on associate entity generating enough cash flows in future, estimation of which requires significant management judgement. We do not consider valuation of these investments and recovery of associate receivables, payables to be at a high risk of significant misstatement. However, due to their materiality in the context of the Company's financial statement, this is considered to be the area that had a significant effect on the company audit. Refer Note 12 forming part of the notes to the Standalone Financial Statements.	We compared the carrying value of these investments, loans and advances, trade & other receivables and trade payables with the associate financial statements to identify whether their net assets were in excess of their carrying amount and assessed whether the associate have historically been profit making. We evaluated the associate entities statement of profit and loss and projected statement of cash flows with management assumptions relating to key inputs such as projected long-term growth and discount rates and assessing the managements assumptions over the recoverability of intercompany receivables against our own knowledge of the trading performance of the associate entity. We have also assessed the appropriateness of the disclosure in the Standalone Financial Statements in accordance with the applicable financial reporting framework.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the 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 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.

Responsibility of Management and those charged with governance for standalone financial statement

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position , financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial

controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone 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 also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the audit of 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 judgement and maintain professional scepticism throughout the audit. We also:

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.

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 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. A. As required by Section 143 (3) of the Act, we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Balance Sheet, the Statement of Profit and Loss, the statement of Cash Flows and Notes to 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e) On the basis of the written representations received from the directors as on 31/03/2023 taken on record by the Board of Directors, none of the directors is disqualified as 31/03/2023 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   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 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 standalone financial statements- refer note no 36 to the standalone financial statements.
      ii. The Company does not have any long-term contracts including derivative contracts and therefore, no provision is required to be made for any material foreseeable losses to this effect.
      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
      iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the noted 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.

         (b) 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.
(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided in (a) and (b) above, contain any material misstatement.

v. Since the company has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid is in accordance with Section 123 of the Companies Act, 2013 does not arise.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for books of accounts to have the features of audit trail (edit log) and related matters in the accounting software used by the Company, is applicable to the Company only with effect from financial year beginning April 1, 2023 and accordingly, reporting under clause 3(g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the financial year ended March 31, 2023.

For Shah Shroff & Associates
Chartered Accountants
ICAI firm registration number: 0128920W

Sd/-
per Yashesh Shroff
Partner
Membership number: 103277
UDIN: 23103277BGWEMP4788

Place: Mumbai
Date: 29-05-2023

"Annexure – A" to the Independent Auditors' Report

(Refer to in paragraph on 'Report on Other Legal and Regulatory Requirements section of Independent Auditors Report of even date of the members of Jakharia Fabric Limited on standalone financial statements as at for the year ended 31st March 2023)

In terms of the information and explanations sought by us and given by the Company and the books of accounts and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) The Company has not maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment ("PPE").

(b) As explained to us, all the Property, Plant and Equipment ("PPE") have been physically verified by the Management in a periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its activities. No material discrepancies were noticed on such physical verification.

(c) The title deeds of all the immovable properties of factory building which are freehold, are held in the name of the Company as at the balance sheet date. In respect of Immovable property amounting to Rs. 2.74 crores taken of lease and disclosed as Leasehold land in the standalone financial statement, the deed of assignment has been executed in the name of the Company.

(d) The company has not revalued any of its property, plant and equipment and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at 31st March 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016)) and rules made thereunder.

(ii) (a) As explained to us, physical verification of the inventories have been conducted at reasonable intervals by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its inventories. No material discrepancies were noticed on verification between the physical stock and the book records that were 10% or more in the aggregate for each class of inventory.

(b) The company has not been sanctioned working capital in excess of Rs.5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets. Accordingly, reporting under sub-clause 3(ii)(b) of the order is not applicable.

(iii) During the year the Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, paragraph 3(iii) (a), (b), (c), (d), (e) and (f) of the Order are not applicable to the Company.

(iv) The company has not advanced loans to directors including the entities in which they are interested to which provisions of section 185 of the Act apply and hence not commented upon.

In our opinion and according to the information and explanations given to us, provisions of section 186 of the Act in respect of investments, loans, securities and guarantees given have been complied with by the Company.

(v) The Company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 or any relevant provisions of the Act and rules framed thereunder. Accordingly, paragraph 3(v) of the order is not applicable to the Company.

(vi) The Central Government has not specified the maintenance of cost records under section 148(1) of the Companies Act, 2013, for any of the products dealt by the Company.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, employees' state insurance, duty of excise sales tax, value added tax, duty of customs, service tax, goods and service tax, cess and other material statutory dues have not been regularly deposited during the year by the Company with the appropriate authorities though the delays in deposits have not been serious.

(b) According to the information and explanations given to us and the records examined by us, outstanding statutory dues that have not been deposited by the Company on account of disputes are given below:

Name of the Statute	Nature of Dues	Period for which amount relates	Forum where dispute is pending	Amount
Income-tax Act, 1961	Income Tax	2015-2016	Income-tax-Assessing	2,610
Income-tax Act, 1961	Income Tax	2016-2017	CPC, Bangalore	3,30,590

(viii) The Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

(ix) (a) The Company has not defaulted in repayment of loans or borrowings to any lender.
(b) The Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
(c) The Company has not taken any term loan during the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
(d) On an overall examination of the financial statement of the company, we report that, prima-facia it appears that no funds raised on short-term basis have been used for longterm purpose by the company.
(e) On an overall explanation of the financial statements of the company, we report that during the year the company has not taken any funds from an entity or person, on account of or to meet the obligation of its subsidiary or associate entity.
(f) The company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures and associate companies.

(x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
(c) As represented by the Management, there was no whistle blower complaints received by the Company during the year (and upto the date of this audit report).

(xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of clause 3(xii) of the order are not applicable to the Company.

(xiii) In our opinion the company is in compliance with section 177 and 188 of the Companies Act, 2013, where applicable for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion the company has an adequate internal audit system commensurate with the size and the nature of the entity.
(b) We have considered, the internal audit reports for the year under audit, issued to the company during the year and till date, in determining the nature, timing and extent of our audit procedure.

(xv) The Company has not entered into non-cash transactions with its directors or persons connected with them and hence provision of section 192 of the Companies Act, 2013 are not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 hence, reporting under clause (xvi)(a), (b) and (c) of the order is not applicable.

(xvii) The company has not incurred cash losses in the current financial year however, during the immediately preceding financial year the Company has incurred Rs.134.06 lacs of cash loss.

(xviii) There has been no resignation of the statutory auditors of the company during the year.

(xix) According to the information and explanations given to us and on the basis of the financial ratios disclosed in note 42 of the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which cause us to believe that any material uncertainty exists as on the date of the audit report that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) During the year under review, the company did not get attracted under the provision of Section 135 and accordingly, reporting under clause 3(xx) of the order is not applicable for the year.

For Shah Shroff & Associates
Chartered Accountants
ICAI firm registration number: 0128920W

Sd/-
per Yashesh Shroff
Partner
Membership number: 103277
UDIN: 23103277BGWEMP4788

Place: Mumbai
Date: 29-05-2023

"Annexure B" to the Independent Auditor's Report of even date on the Standalone Financial Statements of Jakharia Fabric Limited (Formerly Known as Jakharia Fabric Private Limited).

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

We have audited the internal financial controls over financial reporting of Jakharia Fabric Limited (Formerly known as Jakharia Fabric Private Limited) 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. 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 Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence amount the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 standalone 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 standalone 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 standalone 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 with reference to standalone financial statements 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 issues by the Institute of Chartered Accountants of India.

For Shah Shroff & Associates
Chartered Accountants
ICAI firm registration number: 0128920W

Sd/-
per Yashesh Shroff
Partner
Membership number: 103277
UDIN: 23103277BGWEMP4788

Place: Mumbai
Date: 29-05-2023

Standalone Balance sheet as at 31st March 2023

(Amount ₹ in lakhs, unless otherwise mentioned)

	Particulars	Note No.	As at 31st March 2023	As at 31st March 2022
I.	**EQUITY AND LIABILITIES**			
(1)	**Shareholders' funds**			
	(a) Share capital	3	406.38	406.38
	(b) Reserves and surplus	4	1,448.10	1,665.44
			1,854.48	**2,071.82**
(2)	**Non-Current Liabilities**			
	(a) Long-term borrowings	5	1,502.36	1,587.04
	(b) Long-term provisions	6	121.71	144.46
			1,624.07	**1,731.50**
(3)	**Current Liabilities**			
	(a) Short-term borrowings	7	248.43	588.69
	(b) Trade payables:-			
	(A) total outstanding dues of micro enterprises and small enterprises; and	8	-	-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises	8	2,533.51	2,516.91
	(c) Other current liabilities	9	273.19	298.66
	(d) Short-term provisions	10	120.54	147.00
			3,175.67	**3,551.26**
	TOTAL		**6,654.22**	**7,354.58**
II.	**ASSETS**			
(1)	**Non-current assets**			
	(a) Property, Plant and Equipment and Intangible assets			
	(i) Property, Plant and Equipment	11	1,575.41	1,690.21
	(ii) Capital work-in-progress		-	-
	(b) Non-current investments	12	2,485.31	2,885.10
	(c) Deferred-tax assets (net)	13	15.36	27.72
	(d) Long-term loans and advances	14	750.78	671.75
	(e) Other non-current assets	15	99.61	87.50
			4,926.48	**5,362.28**
(2)	**Current Assets**			
	(a) Inventories	16	291.56	464.34
	(b) Trade receivables	17	1,282.92	1,394.75
	(c) Cash and cash equivalents	18	108.89	95.86
	(d) Short-term loans and advances	19	40.62	30.90
	(e) Other current assets	20	3.75	6.45
			1,727.74	**1,992.30**
	TOTAL		**6,654.22**	**7,354.58**
	Statement of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.
As per our Report of even date

For Shah Shroff & Associates
Chartered Accountants
ICAI firm registration number: 0128920W

Sd/-
per Yashesh Shroff
Partner
Membership number: 103277
UDIN: 23103277BGWEMP4788

Place: Bhiwandi
Date: May 29, 2023

For and on behalf of the Board of Directors of
Jakharia Fabric Limited
(Formerly known as Jakharia Fabric Private Limited)
CIN : L17200MH2007PLC171939

Sd/-
Jignesh H. Shah
Director
[DIN: 00256315]

Sd/-
Dixit Shah
Director
[DIN: 01911262]

Sd/-
Manoj Tiwari
Chief Financial Officer
PAN: AFTPT0879C

Sd/-
Vijay Thakkar
Company Secretary
M No.A48722

Place: Bhiwandi
Date: May 29, 2023

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

(Amount ₹ in lakhs, unless otherwise mentioned)

	Particulars	Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
I	Revenue from operations	21	8,611.69	7,510.57
II	Other income	22	122.81	30.61
III	**Total Income (I+II)**		**8,734.50**	**7,541.18**
IV	**Expenses**			
	Cost of material consumed	23	4,701.00	4,077.91
	Changes in inventories of finished goods and work-in-progress	24	88.01	0.07
	Employee benefits expense	25	1,445.94	1,275.34
	Depreciation and amortization expenses	26	162.41	171.15
	Finance cost	27	95.45	92.44
	Other expenses	28	2,443.23	3,253.98
	Total expenses		**8,936.03**	**8,870.89**
V	**Profit before exceptional items and tax (III – IV)**		(201.53)	(1,329.71)
VI	**Exceptional items**			
	Prior period income/(expenses)	29	(2.12)	(37.86)
VII	**Profit before tax (V-VI)**		**(203.65)**	**(1,367.57)**
VIII	**Tax Expense:**			
	Current tax		-	-
	Excess/(short) provision in earlier year		(1.34)	(65.12)
	Deferred tax		(12.35)	(16.71)
IX	Profit/(loss) after tax for the year		**(217.34)**	**(1,449.40)**
X	Earnings per equity share		.	
	(1) Basic (Face value per share Rs.10/-)		(5.35)	(35.67)
	(2) Diluted		(5.35)	(35.67)
	Statement of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.
As per our Report of even date

For Shah Shroff & Associates
Chartered Accountants
ICAI firm registration number: 0128920W

Sd/-
per Yashesh Shroff
Partner
Membership number: 103277
UDIN: 23103277BGWEMP4788

Place: Bhiwandi
Date: May 29, 2023

For and on behalf of the Board of Directors of
Jakharia Fabric Limited
(Formerly known as Jakharia Fabric Private Limited)
CIN : L17200MH2007PLC171939

Sd/-
Jignesh H. Shah
Director
[DIN: 00256315]

Sd/-
Dixit Shah
Director
[DIN: 01911262]

Sd/-
Manoj Tiwari
Chief Financial Officer
PAN: AFTPT0879C

Sd/-
Vijay Thakkar
Company Secretary
M No.A48722

Place: Bhiwandi
Date: May 29, 2023

Standalone statement of cash flow for the year ended 31st March 2023

(Amount ₹ in lakhs, unless otherwise mentioned)

Particulars	For the year ended 31st March 2023		For the year ended 31st March 2022	
CASH FLOW FROM OPERATING ACTIVITIES:				
Profit before tax		(203.65)		(1,367.57)
Adjustments for				
Depreciation and amortization	162.41		171.15	
Provision for doubtful debts	-		14.84	
Bad debts	53.77		-	
Provision written back	(65.13)		-	
Sundry credit balance written back (net)	(28.69)		(5.19)	
Profit on sale of machinery	(6.21)		(12.39)	
Foreign exchange gain	(1.41)		(0.44)	
Interest & fianancial cost	95.45		92.44	
Interest received	(5.65)	204.54	(4.92)	255.47
Operating profit before working capital changes		0.89		(1,112.10)
(Increase) \ decrease in operating assets				
Inventories	172.78		(61.72)	
Trade receivables	113.26		(140.14)	
Short term loans & advances	(9.72)		13.97	
Other non current assets	(12.11)		24.51	
Other current assets	2.70		2.94	
Trade payables	45.30		519.53	
Other current liabilities	(25.46)		189.16	
Long term provisions	(11.40)		6.58	
Short term provisions	(26.46)	248.89	141.29	696.11
Cash generated from operating activities		249.78		(415.98)
Tax provision		(1.34)		(65.12)
Net cash flow from operating activities		248.44		(481.11)
B. Cash flow from investing activities				
Purchase of fixed assets	(49.96)		(171.51)	
Sale of fixed assets	8.56		269.00	
Interest received	5.65		4.92	
Investment in firm	399.79		686.34	
Net cash used in investing activities		364.04		788.75
Cash flow from financing activities				
Increase / (Decrease) long term borrowings	(84.69)		(331.58)	
Increase / (Decrease) in short term borrowings	(340.27)		127.00	
Increase / (Decrease) in long term loans & advances	(79.04)		(9.29)	
Interest & fianancial charges	(95.45)		(92.44)	
Net cash used in financing activities		(599.45)		(306.30)
Net increase / (decrease) in cash and cash equivalents		13.03		1.35
Cash and cash equivalents (Opening balance)		95.86		94.51
Cash and cash equivalents (Closing balance)		**108.89**		**95.86**
Reconciliation of cash and cash equivalent with Balance Sheet				
Cash and cash equivalent as per balance sheet		134.01		110.08
Less: Deposit with banks with original maturity of 3-12 months		25.12		14.22
Cash and cash equivalent at the end of the year as per cash flow		**108.89**		**95.86**

The accompanying notes are an integral part of the financial statements.
As per our Report of even date

For Shah Shroff & Associates
Chartered Accountants

ICAI firm registration number: 0128920W

Sd/-
per Yashesh Shroff
Partner
Membership number: 103277
UDIN: 23103277BGWEMP4788

Place: Bhiwandi
Date: May 29, 2023

For and on behalf of the Board of Directors of
Jakharia Fabric Limited
(Formerly known as Jakharia Fabric Private Limited)
CIN: L17200MH2007PLC171939

Sd/-
Jignesh H. Shah
Director
[DIN: 00256315]

Sd/-
Dixit Shah
Director
[DIN: 01911262]

Sd/-
Manoj Tiwari
Chief Financial Officer
PAN: AFTPT0879C
Place: Bhiwandi
Date: May 29, 2023

Sd/-
Vijay Thakkar
Company Secretary
M No.A48722

Notes forming part of standalone financial statements

(Amount ₹ in lakhs, unless otherwise mentioned)

3 Share capital	As at 31st March 2023	As at 31st March 2022
Authorized Shares		
50,00,000/-Equity shares of Rs.10/- each	500.00	500.00
Total	**500.00**	**500.00**
Issued, Subscribed & Fully Paid-up Shares		
40,63,830/- (P.Y.40,63,830/-) Equity shares of Rs.10/- each	406.38	406.38
	406.38	**406.38**

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	As at 31st March 2023		As at 31st March 2022	
	Nos	Amount	Nos	Amount
At the beginning of the period	40,63,830	406.38	40,63,830	406.38
Add: Issued during the year	-	-	-	-
Outstanding at the end of the period	**40,63,830**	**406.38**	**40,63,830**	**406.38**

(b) Terms/ rights attached to equity shares:

The company has one class of equity shares having par value of Rs.10/- per share. Each shareholder is eligible for one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholding more than 5% equity shares in the Company:

Name of the shareholder	As at 31st March 2023		As at 31st March 2022	
	Nos	% holding in the class	Nos	% holding in the class
Nitin K Shah	9,12,833	22.46%	9,12,833	22.46%
Dixit M Shah	3,47,000	8.54%	3,47,000	8.54%
Manekchand Shah	5,05,833	12.45%	5,05,833	12.45%
Jakharia Synthetics Private Limited	6,15,000	15.13%	6,15,000	15.13%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(d) Disclosure of shareholding of promoters:

Disclosure of shareholding of promoters as at March 31, 2023 is as follows:

Promoter name	Shares held by promoter				% change during the year
	As at 31st March 2023		As at 31st March 2022		
	No. of shares	% of total shares	No. of shares	% of total shares	
Jignesh Himatlal Shah	1,37,000	3.37	1,37,000	3.37	-
Nitin Keshavji Shah	9,12,833	22.46	9,12,833	22.46	-
Dixit Manikchand Shah	3,47,000	8.54	3,47,000	8.54	-
Himatlal Panachand Shah	60,834	1.50	60,834	1.50	-
Champaben Himatlal Shah	25,000	0.62	25,000	0.62	-
Suryaben Manekchand Shah	60,000	1.48	60,000	1.48	-
Manekchand Panachand Shah	5,05,833	12.45	5,05,833	12.45	-
Shejal Jignesh Shah	75,000	1.85	75,000	1.85	-
Jakharia Synthetics Private Limited	6,15,000	15.13	6,15,000	15.13	-

Disclosure of shareholding of promoters as at March 31, 2022 is as follows:

Promoter name	Shares held by promoter				% change during the year
	As at 31st March 2022		As at 31st March 2021		
	No. of shares	% of total shares	No. of shares	% of total shares	
Jignesh Himatlal Shah	1,37,000	3.37	1,37,000	3.37	-
Nitin Keshavji Shah	9,12,833	22.46	9,12,833	22.46	-
Dixit Manikchand Shah	3,47,000	8.54	3,47,000	8.54	-
Himatlal Panachand Shah	60,834	1.50	60,834	1.50	-
Champaben Himatlal Shah	25,000	0.62	25,000	0.62	-
Suryaben Manekchand Shah	60,000	1.48	60,000	1.48	-
Manekchand Panachand Shah	5,05,833	12.45	5,05,833	12.45	-
Shejal Jignesh Shah	75,000	1.85	75,000	1.85	-
Jakharia Synthetics Private Limited	6,15,000	15.13	6,15,000	15.13	-

4	Reserves and surplus	As at 31st March 2023	As at 31st March 2022
	Securities Premium:		
	Opening balance	2,109.39	2,109.39
	Add: addition during the year	-	-
	Closing balance	2,109.39	2,109.39
	Capital Redemption Reserves:		
	Opening balance	23.33	23.33
	Add: addition during the year	-	-
	Closing balance	23.33	23.33
	Surplus/ (deficit) in the statement of profit and loss		
	Opening balance	(467.28)	982.11
	Profit/(Loss) for the year	(217.34)	(1,449.39)
	Net surplus in the statement of profit and loss	**(684.62)**	**(467.28)**
	Total reserves and surplus	**1,448.10**	**1,665.44**

5	Long-term borrowings	As at 31st March 2023	As at 31st March 2022
	A. Secured		
	Term loans from bank	282.17	554.03
	Vehicle loan from bank and NBFC	4.99	15.74
	Less: Current maturities of long-term debt	(224.97)	(279.18)
	(Amount disclosed under the head 'short-term borrowings' refer note no. 7)		
	A…..	**62.18**	**290.59**

Secured term loans taken from Bank

Particulars	LAP-1	LAP-2
Name of the bank	Kotak	Kotak
Total number of instalments	84	54
Amount of equated monthly instalment	17.68	4.49
Rate of Interest (%)	MCLR+1.30%	MCLR+1.30%
Principle amount payable with in one year	133.52	46.62
Principal amount payable after one year	-	50.76
	133.52	**97.39**
Previous year	**325.29**	**140.69**

Particulars	Used car Refinance Loan*	Used car Refinance Loan*	Guaranteed Emergency credit line
Name of the bank	Tata Capital	HDFC	Kotak
Total number of instalments	36	53	36
Amount of equated monthly instalment	0.45	0.20	3.54
Rate of Interest (%)	16.00%	14.00%	9.25%
Principle amount payable within one year	4.99	-	39.84
Principal amount payable after one year	-	-	11.42
	4.99	**-**	**51.26**
Previous year	**9.20**	**6.54**	**88.05**

Security:

Primary:

- First and exclusive charge by way of hypothecation on all existing and future receivables/ current assets/ movable assets/ movable fixed assets of the borrower.

*Car loans are secured by way of hypothecation of specific vehicle.

Collateral:

Equitable mortgaged of:-

a. Plot no. A/13, MIDC Tarapur Industrial area, Village Pamtembhi, Taluka Palghar, Dist. Thane
b. Flat no. 605, 6th Floor, Building No.2, Man Mandir Suraksha CHS, Mulund West, Mumbai - 400080 owned by Mrs. Sejal Shah
c. Flat no. 504, 5th Floor, Tower 1, Gemini Building, Runwal Authurium, LBS Road, Mulund Wet, Mumbai - 400080 owned by Mr. Dixit Shah & Mr. Manekchand Shah
d. Flat no. 1201, 12th Floor, B-Wing, E/6 Apartment, Nahar Sarvodaya Heights CHSL, Mulund West, Mumbai – 400080 owned by Mr. Jignesh Shah, Mr. Himmatlal Shah and Mrs. Sejal J Shah.
e. Personal guarantee of following directors: Himmatlal Shah, Jignesh Shah, Nitin Shah, Dixit Shah and Manekchand Shah

B. Unsecured

From Bank and NBFC	25.42	76.00
Less: Current Maturities of Long-Term Loan	(23.46)	(50.59)
(Amount disclosed under the head 'short-term borrowings' refer note no. 7)	-	-
From directors *	1,378.94	1,221.76
From relatives of directors *	59.28	49.28
*The unsecured loans from directors / relatives have been subordinated with the bank.		
B…..	**1,440.18**	**1,296.46**
(A+B)…..	**1,502.36**	**1,587.04**

Unsecured term loans taken from Bank

Particulars	Fedral Bank Ltd	ICICI Bank Ltd
Total number of instalments	18	24
Amount of equated monthly instalment	1.60	0.88
Rate of Interest (%)	18.00%	17.50%
Principle amount payable with in one year	-	9.61
Principal amount payable after one year	-	0.87
	-	**10.48**
Previous year	**10.53**	**18.67**

Particulars	IDFC First Bank Ltd	Bajaj Finance Ltd
Total number of instalments	36	36
Amount of equated monthly instalment	2.03	1.10
Rate of Interest (%)	16.00%	17.00%
Principle amount payable within one year	2	11.86
Principal amount payable after one year	-	1.08
	2.00	**12.94**
Previous year	**23.85**	**22.96**

6 **Long-term provisions**	As at 31st March 2023	As at 31st March 2022
Provision for gratuity (Refer note no. 32(c))	121.71	144.46
	121.71	**144.46**

7 **Short-term borrowings**	As at 31st March 2023	As at 31st March 2022
Secured		
Cash credit facility from bank	-	258.91
Current maturities of long-term debts		-
Secured	224.97	279.18
Unsecured	23.46	50.60
	248.43	**588.69**

Security:

Primary:

- First and exclusive charge by way of hypothecation on all existing and future receivables/ current assets/ movable assets/ movable fixed assets of the borrower.

Collateral:

Equitable mortgaged of :-

a. Plot no.A/13, MIDC Tarapur Industrial area, Village Pamtembhi, Taluka Palghar, Dist. Thane

b. Flat no. 605, 6th Floor, Building No.2, Man Mandir Suraksha CHS, Mulund West, Mumbai - 400080 owned by Mrs. Sejal Shah

c. Flat no. 504, 5th Floor, Tower 1, Gemini Building, Runwal Authurium, LBS Road, Mulund Wet, Mumbai - 400080 owned by Mr. Dixit Shah & Mr. Manekchand Shah

d. Flat no. 1201, 12th Floor, B-Wing, E/6 Apartment, Nahar Sarvodaya Heights CHSL, Mulund West, Mumbai - 400080 owned by Mr. Jignesh Shah, Mr. Himmatlal Shah and Mrs. Sejal J Shah.

e. Personal guarantee of following directors:

Himmatlal Shah, Jignesh Shah, Nitin Shah, Dixit Shah and Manekchand Shah

8 **Trade payables**	As at 31st March 2023	As at 31st March 2022
Creditors		
-for capital goods	155.68	203.70
-for raw material and others	2,308.39	2,212.44
-for expenses	69.44	100.77
	2,533.51	**2,516.91**

Trade payable ageing schedule as at 31st March, 2023

Particulars	Outstanding for following periods from date of invoice				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 yrs	
(i) MSME	-	-	-	-	-
(ii) Others	2,241.21	177.14	34.05	81.11	2,533.51
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade payable ageing schedule as at 31st March, 2022

Particulars	Outstanding for following periods from date of invoice				Total
	Less than 1 yr	1 - 2 years	2 - 3 years	More than 3 yrs	
(i) MSME	-	-	-	-	-
(ii) Others	2,328.85	46.54	135.03	6.49	2,516.91
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Micro, Small and Medium enterprises have been identified by the company on the basis of the information available.

	As at 31st March 2023	As at 31st March 2022
Dues remaining unpaid as at 31st March (refer note no.43)		
(a) Principal		
Interest on the above	-	-
(b) Interest paid in terms of Section 16 of the act along with amount of payment made to the supplier beyond the appointed paid during the year	-	-
Principal paid beyond the appointed date		
Interest paid in terms of Section 16 of the act	-	-
(c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	-
(d) Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises	-	-
(e) Amount of interest accrued and remaining unpaid as at 31st March	-	-

9	**Other current liabilities**	As at 31st March 2023	As at 31st March 2022
	Statutory dues payable	67.64	15.84
	Salaries and wages payable	144.41	233.35
	Electricity & water dues payable	59.49	48.02
	Interest accrued but not due on term loans	1.65	1.45
		273.19	**298.66**

10	**Short-term provisions**	As at 31st March 2023	As at 31st March 2022
	Provision for gratuity	21.40	10.00
	Provision for CSR	-	37.86
	Provision for liability (refer note no 39)	99.14	99.14
		120.54	**147.00**

11 Property, Plant and Equipment

As at March 31, 2023

	Gross Block				Accumulated Depreciation				Net Block	
	Value at the beginning 01.04.2022	Addition during the year	Disposal during the year	Value at the end of the period 31.03.2023	Value at the beginning 01.04.2022	Addition for the year	Disposal during the year	Value at the end of the period 31.03.2023	WDV as on 31.03.2023	WDV as on 31.03.2022
A. Tangible assets										
Leasehold Land	273.52	-	-	273.52	-	-	-	-	273.52	273.52
Factory Building	374.71	-	-	374.71	247.95	12.04	-	259.99	114.72	126.76
Buiding at Tarapur	300.88	-	-	300.88	134.58	8.10	-	142.68	158.20	166.30
Plant & Machinery	2,886.14	43.62	3.10	2,926.66	1,827.72	121.43	2.72	1,946.43	980.22	1,058.42
Computer	10.58	0.83	-	11.40	9.59	0.71	-	10.30	1.11	0.99
Office Equipment	61.87	5.52	-	67.38	29.21	14.83	-	44.04	23.34	32.65
Bike	1.98	-	1.45	0.53	1.92	0.00	1.41	0.51	0.03	0.07
Car	24.64	-	13.01	11.63	17.89	1.69	11.09	8.49	3.13	6.75
Roto Crate	3.29	-	-	3.29	1.75	0.28	-	2.03	1.27	1.55
Factory Shed	5.57	-	-	5.57	3.71	0.18	-	3.89	1.68	1.85
EPBAX System	1.78	-	-	1.78	1.18	0.07	-	1.24	0.53	0.60
Laboratory	29.32	-	-	29.32	22.59	1.64	-	24.24	5.08	6.73
Furniture	12.32	-	-	12.32	11.06	0.20	-	11.26	1.06	1.27
Electrical Goods	141.75	-	-	141.75	129.00	1.24	-	130.23	11.52	12.75
Total Property, Plant and Equipment	**4,128.35**	**49.96**	**17.57**	**4,160.74**	**2,438.14**	**162.41**	**15.22**	**2,585.33**	**1,575.41**	**1,690.21**
Intangible assets	-	-	-	-	-	-	-	-	-	-
Total Intangible assets	-	-	-	-	-	-	-	-	-	-
Total assets	**4,128.35**	**49.96**	**17.57**	**4,160.74**	**2,438.14**	**162.41**	**15.22**	**2,585.33**	**1,575.41**	**1,690.21**
As at March 31, 2022										
Total assets	**4,017.59**	**171.51**	**60.75**	**4,128.35**	**2,312.16**	**171.15**	**45.17**	**2,438.14**	**1,690.21**	**1,705.43**

12	Non-current investments	As at 31st March 2023		As at 31st March 2022	
	A. Investment in equity instruments (unquoted)				
	(i) Shares of NKGSB Co- Operative Bank		1.00		1.00
	B. Investment in partnership firms:				
	(i) Capital Investment in Jakharia Industries				
	Balance as per last balance sheet	2,810.77		3,497.11	
	Add: Capital introduced during the year	235.99		645.14	
	Less: Withdrawals during the year	(348.00)		(265.95)	
	Less: Share of loss for the year	(287.78)	**2,410.98**	(1,065.53)	**2,810.77**

The Partner -wise break-up of Capital and Profit Sharing ratio in M/s. Jakharia Industries is as under:-

Name of the Partner	Profit Sharing Ratio	Capital as at 31st March 2023	Profit Sharing Ratio	Capital as at 31st March 2022
M/s. Jakharia Fabrics Private Limited	97.24%	2,410.98	97.15%	2,810.77
Mr. Nitin Shah	0.52%	12.95	0.54%	15.67
Mr. Himmatlal Shah	0.52%	12.93	0.54%	15.64
Mr. Jignesh Shah	0.67%	16.64	0.68%	19.76
Mr. Dixit Shah	0.52%	12.93	0.54%	15.64
Mr. Maneckchand Shah	0.52%	12.93	0.54%	15.64
		2,479.36		**2,893.12**
Others				
Tarapur Environment Protection		73.33		73.33
		2,485.31		**2,885.10**

13	Deferred-tax liabilities /(assets)-(net)	As at 31st March 2023	As at 31st March 2022
	Deferred tax liabilities/(assets) (net)		
	Depreciation	(55.03)	(56.16)
	Business loss	70.39	78.62
	Disallowance of expenses	-	5.26
		15.36	**27.72**

14	Long-term loans and advances	As at 31st March 2023	As at 31st March 2022
	Balance with government authorities	538.22	427.16
	Advance income-tax (net)	212.56	244.59
		750.78	**671.75**

15	Other non-current assets	As at 31st March 2023	As at 31st March 2022
	Other non-current assets		
	Security deposit	74.49	73.28
	Deposits with banks (with original maturity period of more than 12 months) (Note: Held under lien by Bank against bank guarantees issued in favour of company)	25.12	14.22
		99.61	**87.50**

16	Inventories	As at 31st March 2023	As at 31st March 2022
	At cost or net realisable value, which ever is lower, except otherwise stated		
	Raw material		
	- Dyes and chemicals	65.52	79.66
	- Others	14.86	85.49
	Work in Progress		
	- Fabrics	78.26	126.92
	Finished Goods		
	- Fabrics	132.92	172.27
	(As taken, certified and valued by the management)		
		291.56	**464.34**

17	Trade receivables	As at 31st March 2023	As at 31st March 2022
	Outstanding for a period exceeding six months from the date of Invoice		
	Secured, considered good	-	-
	Unsecured, considered good	86.27	102.08
	Doubtful	-	-
	Others		
	Secured, considered good	-	-
	Unsecured, considered good	1,209.91	1,359.70
	Doubtful	-	-
	Less: provision for doubtful debts	(13.26)	(67.03)
		1,282.92	**1,394.75**

Trade Receivables ageing schedule as at 31st March 2023

Particulars	Outstanding for following periods from the date of invoice					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	1,209.91	46.96	10.27	9.12	19.92	1,296.18
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered doubtful	-	-	-	-	13.26	13.26

Trade Receivables ageing schedule as at 31st March 2022

Particulars	Outstanding for following periods from the date of invoice					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	1,359.70	17.02	4.57	32.60	47.88	1,461.77

(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered doubtful	-	-	-	-	67.03	67.03

18 Cash and cash equivalents:

	As at 31st March 2023	As at 31st March 2022
Cash on hand	2.27	3.16
Balance with banks		
- In current accounts	17.94	0.21
- In fixed deposits	113.80	106.71
	134.01	110.08
Less: Deposits with banks (with original maturity period of more than 12 months)	(25.12)	(14.22)
	108.89	**95.86**

19 Short-term loans and advances

	As at 31st March 2023	As at 31st March 2022
Unsecured and considered good		
Advance to suppliers	1.37	-
Advance to employees	39.25	30.90
	40.62	**30.90**

20 Other current assets

	As at 31st March 2023	As at 31st March 2022
Unsecured and considered good		
Prepaid expenses	3.75	6.45
	3.75	**6.45**

21 Revenue from operations

	For the year ended 31st March 2023	For the year ended 31st March 2022
Sale of services		
Job work/ sales	8,259.08	6,956.17
Sale of products		
Sale of fabrics	352.61	554.40
	8,611.69	**7,510.57**
Details of finished goods		
Fabrics	**352.61**	**554.40**

22	Other income	For the year ended 31st March 2023	For the year ended 31st March 2022
	Interest on bank fixed deposit	5.65	4.92
	Sundry credit balance written back (net)	28.69	5.19
	Dividend	0.14	-
	Duty drawback	1.13	-
	Foreign exchange gain	1.41	0.44
	Excess provision written back	53.78	-
	Excess gratuity provision	11.35	-
	Profit on sale of machinery	6.21	12.39
	Interest on deposits	3.38	2.14
	Interest on income tax refund	11.07	5.53
		122.81	**30.61**

23	Cost of materials consumed	For the year ended 31st March 2023	For the year ended 31st March 2022
	Other materials		
	Opening stock	165.16	103.36
	Add: Purchases		
	Coal and biomass	1,919.57	1,656.93
	Dyes and chemicals	1,898.51	1,591.77
	Finished goods	98.01	506.57
	Grey fabric	257.93	-
	Packing material	228.92	178.28
	Stores and spares	224.55	210.04
	Other materials	-	7.08
	Less : Discount on purchases	(11.28)	(10.96)
	Less: Closing stock	(80.37)	(165.16)
		4,701.00	**4,077.91**

24	Changes in inventories of finished goods and work-in-progress	For the year ended 31st March 2023	For the year ended 31st March 2022
	Opening stock		
	Work-in-progress	126.92	84.89
	Finished goods	172.27	214.37
		299.19	299.26
	Less: Closing stock		
	Work-in-progress	78.26	126.92
	Finished goods	132.92	172.27
		88.01	**0.07**

25	Employee benefits expense	For the year ended 31st March 2023	For the year ended 31st March 2022
	Salary and wages	1,287.03	1,146.41
	Directors' remuneration	134.00	82.50
	Contribution to provident and other funds	13.17	14.52
	Staff welfare	7.78	11.21
	Gratuity	-	12.13
	Others	3.96	8.57
		1,445.94	**1,275.34**

26	Depreciation and amortization expenses	For the year ended 31st March 2023	For the year ended 31st March 2022
	Depreciation	162.41	171.15
		162.41	**171.15**

27	Financial cost	For the year ended 31st March 2023	For the year ended 31st March 2022
	Interest expenses	82.62	73.94
	Others*	12.83	18.50
		95.45	**92.44**

* including bank charges, processing fees etc.

28	Other expenses	For the year ended 31st March 2023	For the year ended 31st March 2022
	Manufacturing and service cost		
	Cash discount	4.36	5.01
	Contractors expenses	758.51	684.43
	Loading and unloading charges	49.68	45.60
	Packing expenses	26.76	17.16
	Power and fuel	715.49	564.50
	Rent, rates and taxes	62.20	85.46
	Repairs and maintenance	89.60	102.09
	Pollution control and others testing charges	19.43	69.91
	Water expenses	40.86	53.85
		1,766.89	**1,628.01**
	Administrative & Selling expenses		
	Brokerage	65.25	115.31
	Security expenses	14.16	13.26
	Computer expenses	2.80	3.61
	Travelling, conveyance and petrol expenses	7.19	8.51
	Selling expenses	2.42	-
	Courier charges	0.34	0.13
	Donation	0.25	-
	Bad debts	53.77	-
	GST ineligible	3.18	7.02
	Insurance	12.73	14.36
	Interest on statutory dues	0.81	0.20
	Share of loss from partnership firm	287.78	1,065.53
	Motor car expenses	0.91	2.89
	Penalty		
	National Green Tribunal (NGT) (refer note no.39)	-	98.88
	Others	0.03	0.30
	Provision for unascertained liabilities	-	75.72
	Printing and stationery	12.21	9.11
	Professional fees	19.58	24.29
	Provision for doubtful debts	-	14.84
	Sundry expenses	13.90	8.81
	Telephone expenses	0.82	0.90
	Transport charges	172.21	156.30

Payment to Auditors (Note no.29)	6.00	6.00
	676.34	**1,625.97**
	2,443.23	**3,253.98**

29	**Remuneration to Auditors:**	**For the year ended 31st March 2023**	**For the year ended 31st March 2022**
	Audit fees	4.00	4.00
	Tax audit fees	2.00	2.00
		6.00	**6.00**

30	**Prior period income/(expenses)**	**For the year ended 31st March 2023**	**For the year ended 31st March 2022**
	Corporate social responsibility (refer note no.37)	-	37.86
	Others	2.12	-
		2.12	**37.86**

31	**Earnings per share (EPS)** The following reflects the profit and share data used in the basic and diluted EPS computations:	**For the year ended 31st March 2023**	**For the year ended 31st March 2022**
	Profit/ (loss) after tax	(217.34)	(1,449.40)
	Weighted average number of equity shares in calculating basic EPS	**For the year ended**	**For the year ended**
	Equivalent weighted average number of equity shares at the end of the year	40,63,830	40,63,830
	Diluted weighted average number of equity shares at the end of the year / period	40,63,830	40,63,830
	Earnings Per Share		
	Basic EPS	(5.35)	(35.67)
	Diluted	(5.35)	(35.67)

32	**Employee benefit expenses:** **a) Reconciliation of defined benefit obligation:**	**As at 31st March 2023**	**As at 31st March 2022**
	Present value of DBO at start of year	154.46	143.59
	Current Service Cost	29.47	28.94
	Interest cost	11.37	9.94
	Benefits paid	-	1.26
	Acturial Gain /(Loss) gain	(52.19)	(26.75)
	Present value cost	**143.11**	**154.46**

	b) Expenses recognised in Profit & Loss account	**As at 31st March 2023**	**As at 31st March 2022**
	Current Service Cost	29.47	28.94
	Interest cost	11.37	9.94
	Benefits paid	-	-
	Past service cost	-	-
	Acturial Gain /(Loss) gain	(52.19)	(26.75)
	Present value cost	**(11.35)**	**12.13**

c) Net liability /(assets) recognised in Balance Sheet	As at 31st March 2023	As at 31st March 2022
Present value of DBO	143.11	154.46
Fair value of Plan Assets	-	-
Net Liabilty/ (Assets)	143.11	154.46
Less: Unrecognised Past Service Cost	-	-
Liability /(assets) recognised in Balance Sheet	143.11	154.46
of which Short Term Provision	21.40	10.00

33 Related party disclosures:

(a) Names of related parties and related party relationship

Name of the Party	Description of Relationship
M/s. Jakharia Synthetics Private Limited	Enterprise over which directors have significant influence.
M/s. Jakharia Industries	Enterprise over which directors have significant influence.
M/s. Dixit Processors	Enterprise over which directors have significant influence.
M/s. KKP Fashion Private Limited	Enterprise over which directors have significant influence.
Key managerial personnel	
Mr. Himmatlal Shah	Whole Time Director
Mr. Jignesh Shah	Chairman cum Executive Director
Mr. Nitin Shah	Managing Director (Till April 06, 2022)
Mr. Nitin Shah	Additional Director (from November 14, 2022)
Mr. Dixit Shah	Whole Time Director
Mr. Manekchand Shah	Whole Time Director
Mr. Jawahar Desai	Independent Director
Mr. Mukul Jayantilal Vora	Independent Director
Mr. Ajit Singh Ghorpade	Independent Director
Mrs. Shejal Jignesh Shah	Executive Director
Mr. Manoj Tiwari	Chief Financial Officer
Mr. Vijay Thakkar	Company Secretary (w.e.f. November 14, 2022)
Mr. Bhavin Waghela	Company Secretary (till November 14, 2022)

(b) Related party transaction

(i) The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

	Nature of Transaction	31st March 2023	31st March 2022
M/s. Jakharia Industries	Investments	(112.01)	379.19
M/s. Jakharia Industries	Sales of Machinery	-	300.65
M/s. Jakharia Industries	Purchases	6.85	15.60
M/s. Jakharia Industries	Sales	-	17.91
Mr. Himmatlal Shah	Rent	1.20	1.20
Manoj Tiwari	Salary	5.48	4.88
Bhavin Waghela	Salary	2.11	2.98
Vijay Thakkar	Salary	0.87	-
M/s. KKP Fashion Private Limited	Loan Received	30.79	-
M/s. KKP Fashion Private Limited	Loan Paid	30.79	-
M/s. KKP Fashion Private Limited	Sales	37.47	-
M/s. KKP Fashion Private Limited	Brokerage	0.58	-

(ii) Remuneration to key managerial personnel:	31st March 2023	31st March 2022
Mr. Himatlal Shah	-	13.75

Mr. Dixit Shah	30.00	13.75
Mr. Jignesh Shah	-	13.75
Mr. Manekchand Shah	30.00	13.75
Mr. Nitin Shah (refer note no.38)	90.00	27.50

(iii) Outstanding balances	**As at**	**As at**
Name of the Party	**31st March 2023**	**31st March 2022**
(a) Receivables		
KKP Fashion Private Limited	9.41	-
(b) Investments		
M/s. Jakharia Industries	2,410.98	2,810.77
(c) Creditors		
Dixit Processors	52.72	70.72
Jakharia Industries	1.65	1.17
(d) Rent Payable		
Mr. Himatlal Shah	4.80	3.60
(f) Unsecured Loan		
Mr. Himatlal Shah	449.85	449.85
Mr. Dixit Shah	120.60	100.80
Mr. Jignesh Shah	334.59	335.30
Mr. Manekchand Shah	122.25	51.55
Mr. Nitin Shah	351.66	284.26
Mrs. Rinkal D Shah	59.28	49.28
(f) Loans and advances		
Mr. Manoj Tiwadi	4.00	4.00

34	**Information regarding foreign exchange earnings and expenditure:**	**For the year ended 31st March 2023**	**For the year ended 31st March 2022**
	Expenditure in Foreign Exchange	-	3.24

35	**Foreign currency balance:**	**As at 31st March 2023**	**As at 31st March 2022**
	Receivables	-	12.81

36	**Contingent liabilities:**	**As at**	**As at**
	(To the extent not provided for)	**31st March 2023**	**31st March 2022**
	Disputed Income-tax	3.33	3.33
	Bank guarantee	95.92	94.92
		99.25	**98.25**

37 **Corporate Social Responsibility (CSR):**

As per section 135 of the Companies Act 2013 along with the Companies (Corporate Social Responsibility Policy) Rules, 2014 read with DPS guidelines no. F. No. 15 (13)/2013-DPE(GM), the Company is required to spend, in every financial year, at least two percent of the average net profits of the Company during the three immediately preceding financials years in accordance with its CSR Policy.

During the period under review, the company did not meet this criteria and therefore was not required to spend any amount towards CSR activity.

Particulars	**For the year ended 31st March 2023**	**For the year ended 31st March 2022**

a. Amount required to be spent by the company during the year	Nil	Nil
b. Amount of expenditure incurred on:		
i. Construction/acquisition of any assets	-	-
ii. On purpose other than (i) above	-	-
c. Shortfall at the end of the year	-	-
d. Total of previous years shortfall	-	37.86
e. Reason for shortfall	As aforesaid mentioned	
f. Nature of CSR activities	NA	NA
g. Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard	NA	NA

38 The Managing Director of the Company, Mr. Nitin Shah resigned from the board on April 06, 2022 and reappointed as additional director on 14th November 2022. The Company has intimated this event being non adjusting in nature to the concerned authorities including the Stock Exchange. The emoluments paid to him in this interim period aggregating to Rs.16 lacs in his capacity as a key managerial personnel have been considered as a part of salaries in exclusion of managerial remuneration.

39 Penalty amounting to INR 251.54 lakhs has been levied by NGT for alleged violation of environmental norms by the Company at its factory located at Tarapur MIDC. As per the directions of the Honourable Supreme Court dated December 14, 2020, the Company has deposited 30% of the penalty amounting to INR 75.46 lakhs which was disclosed as recoverable advance in financial year 2020-21. The order of penalty was stayed by the Honourable Supreme Court and has directed to hear the case afresh by giving opportunity to the concerned parties. Pursuant to the directions of the Honorable Supreme Court dated December 14, 2020, National Green Tribunal had reheard the matter and vide its direction dated January 24, 2022 had reduced the portion of compensation attributable to the company for alleged violations of environmental norms of manufacturers at Tarapur MIDC upto Rs.98.88 lakhs from Rs.251.51 lakhs. In view of the same the company has debited penalty amounting to INR 98.88 lakhs in the during the financial year 2021-22.

40 **Returns filed with banks with respect to working capital facilities availed by the company**

Name of the Bank	Quarters	Particulars of securities provided	Amount as per books of accounts	Amount as reported in the quarterly return / statement	Amount of difference-(short) / excess	Reasons for material discrepancies
Kotak Bank	FY 21-22 (Q1)	Inventory	515.04	515.04	-	
		Debtors	1,268.05	1,290.62	22.57	
		Creditors	1,457.27	1,317.74	139.53	
Kotak Bank	FY 21-22 (Q2)	Inventory	408.04	408.04	-	
		Debtors	1,345.23	1,851.40	506.17	
		Creditors	(1,629.55)	(1,584.63)	(44.92)	
Kotak Bank	FY 21-22 (Q3)	Inventory	301.95	301.95	-	
		Debtors	1,728.56	1,724.45	(4.10)	
		Creditors	(1,834.02)	(1,464.28)	(369.75)	The difference are because the statements filed with the lenders are based on financial statements prepared on provisional basis and also because
Kotak Bank	FY 21-22 (Q4)	Inventory	464.34	475.22	10.88	
		Debtors	1,461.77	1,455.19	(6.57)	
		Creditors	(1,912.54)	(1,411.41)	(501.12)	
Kotak Bank	FY 22-23 (Q1)	Inventory	490.41	490.41	-	
		Debtors	1,320.07	1,400.85	80.78	
		Creditors	(1,826.44)	(1,327.89)	(498.54)	

Kotak Bank	FY 22-23 (Q2)	Inventory Debtors Creditors	533.38 1,381.91 (1,894.43)	533.38 1,495.97 (1,559.49)	- 114.07 (334.94)	of exclusion of certain current assets / liabilities in the statements filed with the lenders.
Kotak Bank	FY 22-23 (Q3)	Inventory Debtors Creditors	320.91 1,422.47 (1,839.75)	320.91 1,546.22 (1,885.00)	- 123.75 45.25	
Kotak Bank	FY 22-23 (Q4)	Inventory Debtors Creditors	291.56 1,282.93 (1,963.27)	201.46 1,276.86 (1,972.73)	(90.10) (6.06) 9.47	

41 Key Ratios

Ratio	Numerator	Denominator	For the year ended 31st March 2023	For the year ended 31st March 2022	% Variance	Reason for variance
(a) Current Ratio	Total Current Assets	Total Current Liabilities	0.54	0.56	3.02	Lower coverage due to higher level of installments of term loans & creditors due to losses in the last 2 years.
(b) Debt-Equity Ratio	Total Borrowing	Total Equity	0.94	1.05	10.10	Reduced because of repayment of borrowing.
(c) Debt Service Coverage Ratio	Earning for Debt Service = Net Profit after taxes + Noncash operating expenses + Interest + Other non-cash	Debt service = Interest and lease payments + Principal repayments	0.01	(1.57)	100.82	Ratio increase on account of increased earning in the current year.
(d) Return on Equity Ratio	Loss for the period less Preference dividend (if any)	Average total equity	(0.11)	(0.52)	78.64	Because of loss ratio deteriorated.
(e) Inventory Turnover Ratio	Cost of goods sold = Cost material Consumed + Purchases of stock in trade + Change in inventories of Finished Goods, Work in progress and Stock in trade	Average Stock	12.67	9.41	(34.69)	Ratio has improved as there is increase in revenue over previous year.

(f) Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivables	6.43	5.64	14.06	Ratio has improved as there is increase in revenue over previous year.
(g) Trade Payables Turnover Ratio	Net purchase = Purchase of Stock in trade + Purchase of Raw Material	Average Trade Payables	1.22	1.83	(33.55)	
(h) Net Capital Turnover Ratio	Revenue from Operations	Working Capital = Total Current Asset - Total Current Liabilities	(5.95)	(4.82)	(23.45)	
(i) Net Profit Ratio	Loss for the period	Revenue from Operations	(0.03)	(0.19)	86.92	Net profit margin of current year is better than previous year due to higher sales.
(j) Return on Capital Employed	Earning before finance cost and tax	Capital employed = Tangible Net worth + Total Borrowings + Deferred Tax Liabilities (if any)	(0.03)	(0.30)	90.00	

42 **Other Statutory Information:**

(i) The company do not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

(ii) The company do not have any transactions with companies struck off.

(iii) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(iv) The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(v) The Company has not declared willful defaulter by any bank or financial institution or Government or Government Authority.

(vi) There is no income surrendered or disclosed as income during the current or previous year in the tax assessment under Income Tax Act, 1961 that has not been recorded in the books of accounts.

(vii) There are no other significant events which have occurred after the reporting period.

43 As per the information available with the Company, there are Micro, Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the Company ows dues on account of Principal and Interest.

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.

44 The Company operates in a single reportable business segment, which is textile processing and related activity. Further, the Company operates primarily in India and there is no other significant geographical segment. Accordingly, no significant information has been submitted as a part of these financial statements.

45 **Previous year figures:**
Previous year figures have been regrouped to comply with current year groupings.

The accompanying notes are an integral part of the financial statements.
As per our Report of even date

For Shah Shroff & Associates
Chartered Accountants
ICAI firm registration number: 0128920W

Sd/-
per Yashesh Shroff
Partner
Membership number: 103277
UDIN: 23103277BGWEMP4788

Place: Bhiwandi
Date: May 29, 2023

For and on behalf of the Board of Directors of
Jakharia Fabric Limited
(Formerly known as Jakharia Fabric Private Limited)
CIN : L17200MH2007PLC171939

Sd/-
Jignesh H. Shah
Director
[DIN: 00256315]

Sd/-
Dixit Shah
Director
[DIN: 01911262]

Sd/-
Manoj Tiwari
Chief Financial Officer
PAN: AFTPT0879C

Sd/-
Vijay Thakkar
Company Secretary
M No. A48722

Place: Bhiwandi
Date: May 29, 2023

INDEPENDENT AUDITORS' REPORT

To,
The Members of Jakharia Fabric Limited
(Formerly known as Jakharia Fabric Private Limited)

Report on the audit of Consolidated Financial Statements

We have audited the accompanying Consolidated financial statements of Jakharia Fabric Limited (Formerly known as Jakharia Fabric Private Limited) ("the company"), which comprise the Balance Sheet as at 31st March 2023, the Statement of Profit and Loss and the Statement of Cash Flow for the year then ended, and notes to the Consolidated Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated financial statements").

Auditor's Opinion

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, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state-of-affairs of the Company as at 31st March 2023, and its Loss and its cash flows for the year ended on that date.

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 (SAs). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Company in accordance with the "Code of Ethics" issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Act, and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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, for the year ended 31st March 2023 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated financial statements. The result of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated financial statements.

Key Audit Matters	How was the matter addressed in our audit
Exposure in associate entity	
The exposure in associate entity i.e. carrying amount of the Company's investments, loans and advances, trade & other receivables. Their recoverability is dependent on associate entity generating enough cash flows in future, estimation of which requires significant management judgement. We do not consider valuation of these investments and recovery of associate receivables, payables to be at a high risk of significant misstatement. However, due to their materiality in the context of the Company's financial statement, this is considered to be the area that had a significant effect on the company audit. Refer Note 12 forming part of the notes to the Consolidated Financial Statements.	We compared the carrying value of these investments, loans and advances, trade & other receivables and trade payables with the associate financial statements to identify whether their net assets were in excess of their carrying amount and assessed whether the associate have historically been profit making. We evaluated the associate entities statement of profit and loss and projected statement of cash flows with management assumptions relating to key inputs such as projected long-term growth and discount rates and assessing the managements assumptions over the recoverability of intercompany receivables against our own knowledge of the trading performance of the associate entity. We have also assessed the appropriateness of the disclosure in the Consolidated Financial Statements in accordance with the applicable financial reporting framework.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the 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.

Responsibility of Management and those charged with governance for Consolidated financial statement

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Consolidated financial statements that give a true and fair view of the financial position , financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that

are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the audit of 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 judgement and maintain professional scepticism throughout the audit. We also:

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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

3. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
4. A. As required by Section 143 (3) of the Act, we report that:
   i) 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.
   j) 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.
   k) The Balance Sheet, the Statement of Profit and Loss, the statement of Cash Flows and Notes to the Consolidated financial statements dealt with by this Report are in agreement with the books of account.
   l) In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   m) On the basis of the written representations received from the directors as on 31/03/2023 taken on record by the Board of Directors, none of the directors is disqualified as 31/03/2023 from being appointed as a director in terms of Section 164 (2) of the Act.
   n) 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   o) 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.
   p) 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 Consolidated financial statements- refer note no 36 to the Consolidated financial statements.
      ii. The Company does not have any long-term contracts including derivative contracts and therefore, no provision is required to be made for any material foreseeable losses to this effect.
      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
      iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the noted 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.

(b) 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.
(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided in (a) and (b) above, contain any material misstatement.

v. Since the company has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid is in accordance with Section 123 of the Companies Act, 2013 does not arise.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for books of accounts to have the features of audit trail (edit log) and related matters in the accounting software used by the Company, is applicable to the Company only with effect from financial year beginning April 1, 2023 and accordingly, reporting under clause 3(g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the financial year ended March 31, 2023.

For Shah Shroff & Associates
Chartered Accountants
ICAI firm registration number: 0128920W

Sd/-
per Yashesh Shroff
Partner
Membership number: 103277
UDIN: 23103277BGWEMP4788

Place: Mumbai
Date: 29-05-2023

"Annexure – A" to the Independent Auditors' Report

(Refer to in paragraph on 'Report on Other Legal and Regulatory Requirements section of Independent Auditors Report of even date of the members of Jakharia Fabric Limited on Consolidated financial statements as at for the year ended 31st March 2023)

In terms of the information and explanations sought by us and given by the Company and the books of accounts and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) The Company has not maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment ("PPE").

(b) As explained to us, all the Property, Plant and Equipment ("PPE") have been physically verified by the Management in a periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its activities. No material discrepancies were noticed on such physical verification.

(c) The title deeds of all the immovable properties of factory building which are freehold, are held in the name of the Company as at the balance sheet date. In respect of Immovable property amounting to Rs. 2.74 crores taken of lease and disclosed as Leasehold land in the Consolidated financial statement, the deed of assignment has been executed in the name of the Company.

(d) The company has not revalued any of its property, plant and equipment and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at 31st March 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016)) and rules made thereunder.

(ii) (a) As explained to us, physical verification of the inventories have been conducted at reasonable intervals by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its inventories. No material discrepancies were noticed on verification between the physical stock and the book records that were 10% or more in the aggregate for each class of inventory.

(b) The company has not been sanctioned working capital in excess of Rs.5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets. Accordingly, reporting under sub-clause 3(ii)(b) of the order is not applicable.

(iii) During the year the Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, paragraph 3(iii) (a), (b), (c), (d), (e) and (f) of the Order are not applicable to the Company.

(iv) The company has not advanced loans to directors including the entities in which they are interested to which provisions of section 185 of the Act apply and hence not commented upon.

In our opinion and according to the information and explanations given to us, provisions of section 186 of the Act in respect of investments, loans, securities and guarantees given have been complied with by the Company.

(v) The Company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 or any relevant provisions of the Act and rules framed thereunder. Accordingly, paragraph 3(v) of the order is not applicable to the Company.

(vi) The Central Government has not specified the maintenance of cost records under section 148(1) of the Companies Act, 2013, for any of the products dealt by the Company.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, employees' state insurance, duty of excise sales tax, value added tax, duty of customs, service tax, goods and service tax, cess and other material statutory dues have not been regularly deposited during the year by the Company with the appropriate authorities though the delays in deposits have not been serious.

(b) According to the information and explanations given to us and the records examined by us, outstanding statutory dues that have not been deposited by the Company on account of disputes are given below:

Name of the Statute	Nature of Dues	Period for which amount relates	Forum where dispute is pending	Amount
Income-tax Act, 1961	Income Tax	2015-2016	Income-tax-Assessing	2,610
Income-tax Act, 1961	Income Tax	2016-2017	CPC, Bangalore	3,30,590

(viii) The Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

(ix) (a) The Company has not defaulted in repayment of loans or borrowings to any lender.
(b) The Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
(c) The Company has not taken any term loan during the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
(d) On an overall examination of the financial statement of the company, we report that, prima-facia it appears that no funds raised on short-term basis have been used for longterm purpose by the company.
(e) On an overall explanation of the financial statements of the company, we report that during the year the company has not taken any funds from an entity or person, on account of or to meet the obligation of its subsidiary or associate entity.
(f) The company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures and associate companies.

(x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
(c) As represented by the Management, there was no whistle blower complaints received by the Company during the year (and upto the date of this audit report).

(xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of clause 3(xii) of the order are not applicable to the Company.

(xiii) In our opinion the company is in compliance with section 177 and 188 of the Companies Act, 2013, where applicable for all transactions with the related parties and the details of related party transactions have been disclosed in the Consolidated financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion the company has an adequate internal audit system commensurate with the size and the nature of the entity.
(b) We have considered, the internal audit reports for the year under audit, issued to the company during the year and till date, in determining the nature, timing and extent of our audit procedure.

(xv) The Company has not entered into non-cash transactions with its directors or persons connected with them and hence provision of section 192 of the Companies Act, 2013 are not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 hence, reporting under clause (xvi)(a), (b) and (c) of the order is not applicable.

(xvii) The company has not incurred cash losses in the current financial year however, during the immediately preceding financial year the Company has incurred Rs.134.06 lacs of cash loss.

(xviii) There has been no resignation of the statutory auditors of the company during the year.

(xix) According to the information and explanations given to us and on the basis of the financial ratios disclosed in note 42 of the Consolidated financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which cause us to believe that any material uncertainty exists as on the date of the audit report that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) During the year under review, the company did not get attracted under the provision of Section 135 and accordingly, reporting under clause 3(xx) of the order is not applicable for the year.

For Shah Shroff & Associates
Chartered Accountants
ICAI firm registration number: 0128920W

Sd/-
per Yashesh Shroff
Partner
Membership number: 103277
UDIN: 23103277BGWEMP4788

Place: Mumbai
Date: 29-05-2023

"Annexure B" to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Jakharia Fabric Limited (Formerly Known as Jakharia Fabric Private Limited).

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

We have audited the internal financial controls over financial reporting of Jakharia Fabric Limited (Formerly known as Jakharia Fabric Private Limited) as of 31st March 2023, in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the 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 Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence amount the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated 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 Consolidated 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 Consolidated 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 Consolidated 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 with reference to Consolidated financial statements 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 issues by the Institute of Chartered Accountants of India.

For Shah Shroff & Associates
Chartered Accountants
ICAI firm registration number: 0128920W

Sd/-
per Yashesh Shroff
Partner
Membership number: 103277
UDIN: 23103277BGWEMP4788

Place: Mumbai
Date: 29-05-2023

Consolidated Balance sheet as at 31st March 2023

(Amount ₹ in lakhs, unless otherwise mentioned)

	Particulars	Note No.	As at 31st March 2023	As at 31st March 2022
I.	**EQUITY AND LIABILITIES**			
(1)	**Shareholders' funds**			
	(a) Share capital	3	406.38	406.38
	(b) Reserves and surplus	4	1,448.10	1,665.44
			1,854.48	**2,071.82**
(2)	**Non-Current Liabilities**			
	(a) Long-term borrowings	5	1,502.36	1,587.04
	(b) Long-term provisions	6	121.71	144.46
			1,624.07	**1,731.50**
(3)	**Current Liabilities**			
	(a) Short-term borrowings	7	248.43	588.69
	(b) Trade payables:-			
	(A) total outstanding dues of micro enterprises and small enterprises; and	8	-	-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises	8	2,533.51	2,516.91
	(c) Other current liabilities	9	273.19	298.66
	(d) Short-term provisions	10	120.54	147.00
			3,175.67	**3,551.26**
	TOTAL		**6,654.22**	**7,354.58**
II.	**ASSETS**			
(1)	**Non-current assets**			
	(a) Property, Plant and Equipment and Intangible assets			
	(i) Property, Plant and Equipment	11	1,575.41	1,690.21
	(ii) Capital work-in-progress		-	-
	(b) Non-current investments	12	2,485.31	2,885.10
	(c) Deferred-tax assets (net)	13	15.36	27.72
	(d) Long-term loans and advances	14	750.78	671.75
	(e) Other non-current assets	15	99.61	87.50
			4,926.48	**5,362.28**
(2)	**Current Assets**			
	(a) Inventories	16	291.56	464.34
	(b) Trade receivables	17	1,282.92	1,394.75
	(c) Cash and cash equivalents	18	108.89	95.86
	(d) Short-term loans and advances	19	40.62	30.90
	(e) Other current assets	20	3.75	6.45
			1,727.74	**1,992.30**
	TOTAL		**6,654.22**	**7,354.58**
	Statement of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.
As per our Report of even date

For Shah Shroff & Associates
Chartered Accountants
ICAI firm registration number: 0128920W

Sd/-
per Yashesh Shroff
Partner
Membership number: 103277
UDIN: 23103277BGWEMP4788

Place: Bhiwandi
Date: May 29, 2023

For and on behalf of the Board of Directors of
Jakharia Fabric Limited
(Formerly known as Jakharia Fabric Private Limited)
CIN : L17200MH2007PLC171939

Sd/-
Jignesh H. Shah
Director
[DIN: 00256315]

Sd/-
Dixit Shah
Director
[DIN: 01911262]

Sd/-
Manoj Tiwari
Chief Financial Officer
PAN: AFTPT0879C

Sd/-
Vijay Thakkar
Company Secretary
M No.A48722

Place: Bhiwandi
Date: May 29, 2023

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

(Amount ₹ in lakhs, unless otherwise mentioned)

	Particulars	Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
I	Revenue from operations	21	8,611.69	7,510.57
II	Other income	22	122.81	30.61
III	**Total Income (I+II)**		**8,734.50**	**7,541.18**
IV	**Expenses**			
	Cost of material consumed	23	4,701.00	4,077.91
	Changes in inventories of finished goods and work-in-progress	24	88.01	0.07
	Employee benefits expense	25	1,445.94	1,275.34
	Depreciation and amortization expenses	26	162.41	171.15
	Finance cost	27	95.45	92.44
	Other expenses	28	2,443.23	3,253.98
	Total expenses		**8,936.03**	**8,870.89**
V	**Profit before exceptional items and tax (III – IV)**		(201.53)	(1,329.71)
VI	**Exceptional items**			
	Prior period income/(expenses)	29	(2.12)	(37.86)
VII	**Profit before tax (V-VI)**		**(203.65)**	**(1,367.57)**
VIII	**Tax Expense:**			
	Current tax		-	-
	Excess/(short) provision in earlier year		(1.34)	(65.12)
	Deferred tax		(12.35)	(16.71)
IX	Profit/(loss) after tax for the year		**(217.34)**	**(1,449.40)**
X	Earnings per equity share		.	
	(1) Basic (Face value per share Rs.10/-)		(5.35)	(35.67)
	(2) Diluted		(5.35)	(35.67)
	Statement of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.
As per our Report of even date

For Shah Shroff & Associates
Chartered Accountants
ICAI firm registration number: 0128920W

Sd/-
per Yashesh Shroff
Partner
Membership number: 103277
UDIN: 23103277BGWEMP4788

Place: Bhiwandi
Date: May 29, 2023

For and on behalf of the Board of Directors of
Jakharia Fabric Limited
(Formerly known as Jakharia Fabric Private Limited)
CIN : L17200MH2007PLC171939

Sd/-
Jignesh H. Shah
Director
[DIN: 00256315]

Sd/-
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Director
[DIN: 01911262]

Sd/-
Manoj Tiwari
Chief Financial Officer
PAN: AFTPT0879C

Sd/-
Vijay Thakkar
Company Secretary
M No.A48722

Place: Bhiwandi
Date: May 29, 2023

Consolidated statement of cash flow for the year ended 31st March 2023

(Amount ₹ in lakhs, unless otherwise mentioned)

Particulars		For the year ended 31st March 2023		For the year ended 31st March 2022
CASH FLOW FROM OPERATING ACTIVITIES:				
Profit before tax		(203.65)		(1,367.57)
Adjustments for				
Depreciation and amortization	162.41		171.15	
Provision for doubtful debts	-		14.84	
Bad debts	53.77		-	
Provision written back	(65.13)		-	
Sundry credit balance written back (net)	(28.69)		(5.19)	
Profit on sale of machinery	(6.21)		(12.39)	
Foreign exchange gain	(1.41)		(0.44)	
Interest & fianancial cost	95.45		92.44	
Interest received	(5.65)	204.54	(4.92)	255.47
Operating profit before working capital changes		0.89		(1,112.10)
(Increase) \ decrease in operating assets				
Inventories	172.78		(61.72)	
Trade receivables	113.26		(140.14)	
Short term loans & advances	(9.72)		13.97	
Other non current assets	(12.11)		24.51	
Other current assets	2.70		2.94	
Trade payables	45.30		519.53	
Other current liabilities	(25.46)		189.16	
Long term provisions	(11.40)		6.58	
Short term provisions	(26.46)	248.89	141.29	696.11
Cash generated from operating activities		249.78		(415.98)
Tax provision		(1.34)		(65.12)
Net cash flow from operating activities		248.44		(481.11)
B. Cash flow from investing activities				
Purchase of fixed assets	(49.96)		(171.51)	
Sale of fixed assets	8.56		269.00	
Interest received	5.65		4.92	
Investment in firm	399.79		686.34	
Net cash used in investing activities		364.04		788.75
Cash flow from financing activities				
Increase / (Decrease) long term borrowings	(84.69)		(331.58)	
Increase / (Decrease) in short term borrowings	(340.27)		127.00	
Increase / (Decrease) in long term loans & advances	(79.04)		(9.29)	
Interest & fianancial charges	(95.45)		(92.44)	
Net cash used in financing activities		(599.45)		(306.30)
Net increase / (decrease) in cash and cash equivalents		13.03		1.35
Cash and cash equivalents (Opening balance)		95.86		94.51
Cash and cash equivalents (Closing balance)		**108.89**		**95.86**
Reconciliation of cash and cash equivalent with Balance Sheet				
Cash and cash equivalent as per balance sheet		134.01		110.08
Less: Deposit with banks with original maturity of 3-12 months		25.12		14.22
Cash and cash equivalent at the end of the year as per cash flow		**108.89**		**95.86**

The accompanying notes are an integral part of the financial statements.
As per our Report of even date

For Shah Shroff & Associates
Chartered Accountants

ICAI firm registration number: 0128920W

Sd/-
per Yashesh Shroff
Partner
Membership number: 103277
UDIN: 23103277BGWEMP4788

Place: Bhiwandi
Date: May 29, 2023

For and on behalf of the Board of Directors of
Jakharia Fabric Limited
(Formerly known as Jakharia Fabric Private Limited)
CIN : L17200MH2007PLC171939

Sd/-
Jignesh H. Shah
Director
[DIN: 00256315]

Sd/-
Dixit Shah
Director
[DIN: 01911262]

Sd/-
Manoj Tiwari
Chief Financial Officer
PAN: AFTPT0879C

Sd/-
Vijay Thakkar
Company Secretary
M No.A48722

Place: Bhiwandi
Date: May 29, 2023

Notes forming part of Consolidated financial statements

(Amount ₹ in lakhs, unless otherwise mentioned)

3 Share capital	As at 31st March 2023	As at 31st March 2022
Authorized Shares		
50,00,000/-Equity shares of Rs.10/- each	500.00	500.00
Total	**500.00**	**500.00**
Issued, Subscribed & Fully Paid-up Shares		
40,63,830/- (P.Y.40,63,830/-) Equity shares of Rs.10/- each	406.38	406.38
	406.38	**406.38**

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	As at 31st March 2023		As at 31st March 2022	
	Nos	Amount	Nos	Amount
At the beginning of the period	40,63,830	406.38	40,63,830	406.38
Add: Issued during the year	-	-	-	-
Outstanding at the end of the period	**40,63,830**	**406.38**	**40,63,830**	**406.38**

(b) Terms/ rights attached to equity shares:

The company has one class of equity shares having par value of Rs.10/- per share. Each shareholder is eligible for one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholding more than 5% equity shares in the Company:

Name of the shareholder	As at 31st March 2023		As at 31st March 2022	
	Nos	% holding in the class	Nos	% holding in the class
Nitin K Shah	9,12,833	22.46%	9,12,833	22.46%
Dixit M Shah	3,47,000	8.54%	3,47,000	8.54%
Manekchand Shah	5,05,833	12.45%	5,05,833	12.45%
Jakharia Synthetics Private Limited	6,15,000	15.13%	6,15,000	15.13%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(d) Disclosure of shareholding of promoters:

Disclosure of shareholding of promoters as at March 31, 2023 is as follows:

Promoter name	Shares held by promoter				% change during the year
	As at 31st March 2023		As at 31st March 2022		
	No. of shares	% of total shares	No. of shares	% of total shares	
Jignesh Himatlal Shah	1,37,000	3.37	1,37,000	3.37	-
Nitin Keshavji Shah	9,12,833	22.46	9,12,833	22.46	-
Dixit Manikchand Shah	3,47,000	8.54	3,47,000	8.54	-
Himatlal Panachand Shah	60,834	1.50	60,834	1.50	-
Champaben Himatlal Shah	25,000	0.62	25,000	0.62	-
Suryaben Manekchand Shah	60,000	1.48	60,000	1.48	-
Manekchand Panachand Shah	5,05,833	12.45	5,05,833	12.45	-
Shejal Jignesh Shah	75,000	1.85	75,000	1.85	-
Jakharia Synthetics Private Limited	6,15,000	15.13	6,15,000	15.13	-

Disclosure of shareholding of promoters as at March 31, 2022 is as follows:

Promoter name	Shares held by promoter				% change during the year
	As at 31st March 2022		As at 31st March 2021		
	No. of shares	% of total shares	No. of shares	% of total shares	
Jignesh Himatlal Shah	1,37,000	3.37	1,37,000	3.37	-
Nitin Keshavji Shah	9,12,833	22.46	9,12,833	22.46	-
Dixit Manikchand Shah	3,47,000	8.54	3,47,000	8.54	-
Himatlal Panachand Shah	60,834	1.50	60,834	1.50	-
Champaben Himatlal Shah	25,000	0.62	25,000	0.62	-
Suryaben Manekchand Shah	60,000	1.48	60,000	1.48	-
Manekchand Panachand Shah	5,05,833	12.45	5,05,833	12.45	-
Shejal Jignesh Shah	75,000	1.85	75,000	1.85	-
Jakharia Synthetics Private Limited	6,15,000	15.13	6,15,000	15.13	-

4	Reserves and surplus	As at 31st March 2023	As at 31st March 2022
	Securities Premium:		
	Opening balance	2,109.39	2,109.39
	Add: addition during the year	-	-
	Closing balance	2,109.39	2,109.39
	Capital Redemption Reserves:		
	Opening balance	23.33	23.33
	Add: addition during the year	-	-
	Closing balance	23.33	23.33
	Surplus/ (deficit) in the statement of profit and loss		
	Opening balance	(467.28)	982.11
	Profit/(Loss) for the year	(217.34)	(1,449.39)
	Net surplus in the statement of profit and loss	**(684.62)**	**(467.28)**
	Total reserves and surplus	**1,448.10**	**1,665.44**

5	Long-term borrowings	As at 31st March 2023	As at 31st March 2022
	A. Secured		
	Term loans from bank	282.17	554.03
	Vehicle loan from bank and NBFC	4.99	15.74
	Less: Current maturities of long-term debt	(224.97)	(279.18)
	(Amount disclosed under the head 'short-term borrowings' refer note no. 7)		
	A…..	**62.18**	**290.59**

Secured term loans taken from Bank

Particulars	LAP-1	LAP-2
Name of the bank	Kotak	Kotak
Total number of instalments	84	54
Amount of equated monthly instalment	17.68	4.49
Rate of Interest (%)	MCLR+1.30%	MCLR+1.30%
Principle amount payable with in one year	133.52	46.62
Principal amount payable after one year	-	50.76
	133.52	**97.39**
Previous year	**325.29**	**140.69**

Particulars	Used car Refinance Loan*	Used car Refinance Loan*	Guaranteed Emergency credit line
Name of the bank	Tata Capital	HDFC	Kotak
Total number of instalments	36	53	36
Amount of equated monthly instalment	0.45	0.20	3.54
Rate of Interest (%)	16.00%	14.00%	9.25%
Principle amount payable within one year	4.99	-	39.84
Principal amount payable after one year	-	-	11.42
	4.99	**-**	**51.26**
Previous year	**9.20**	**6.54**	**88.05**

Security:

Primary:

- First and exclusive charge by way of hypothecation on all existing and future receivables/ current assets/ movable assets/ movable fixed assets of the borrower.

*Car loans are secured by way of hypothecation of specific vehicle.

Collateral:

Equitable mortgaged of:-

a. Plot no. A/13, MIDC Tarapur Industrial area, Village Pamtembhi, Taluka Palghar, Dist. Thane
b. Flat no. 605, 6th Floor, Building No.2, Man Mandir Suraksha CHS, Mulund West, Mumbai - 400080 owned by Mrs. Sejal Shah
c. Flat no. 504, 5th Floor, Tower 1, Gemini Building, Runwal Authurium, LBS Road, Mulund Wet, Mumbai - 400080 owned by Mr. Dixit Shah & Mr. Manekchand Shah
d. Flat no. 1201, 12th Floor, B-Wing, E/6 Apartment, Nahar Sarvodaya Heights CHSL, Mulund West, Mumbai – 400080 owned by Mr. Jignesh Shah, Mr. Himmatlal Shah and Mrs. Sejal J Shah.
e. Personal guarantee of following directors: Himmatlal Shah, Jignesh Shah, Nitin Shah, Dixit Shah and Manekchand Shah

B. Unsecured

From Bank and NBFC	25.42	76.00
Less: Current Maturities of Long-Term Loan	(23.46)	(50.59)
(Amount disclosed under the head 'short-term borrowings' refer note no. 7)	-	-
From directors *	1,378.94	1,221.76
From relatives of directors *	59.28	49.28
*The unsecured loans from directors / relatives have been subordinated with the bank.		
B…..	**1,440.18**	**1,296.46**
(A+B)…..	**1,502.36**	**1,587.04**

Unsecured term loans taken from Bank

Particulars	Fedral Bank Ltd	ICICI Bank Ltd
Total number of instalments	18	24
Amount of equated monthly instalment	1.60	0.88
Rate of Interest (%)	18.00%	17.50%
Principle amount payable with in one year	-	9.61
Principal amount payable after one year	-	0.87
	-	**10.48**
Previous year	**10.53**	**18.67**

Particulars	IDFC First Bank Ltd	Bajaj Finance Ltd
Total number of instalments	36	36
Amount of equated monthly instalment	2.03	1.10
Rate of Interest (%)	16.00%	17.00%
Principle amount payable within one year	2	11.86
Principal amount payable after one year	-	1.08
	2.00	**12.94**
Previous year	**23.85**	**22.96**

6 **Long-term provisions**	As at 31st March 2023	As at 31st March 2022
Provision for gratuity (Refer note no. 32(c))	121.71	144.46
	121.71	**144.46**

7 **Short-term borrowings**	As at 31st March 2023	As at 31st March 2022
Secured		
Cash credit facility from bank	-	258.91
Current maturities of long-term debts		-
Secured	224.97	279.18
Unsecured	23.46	50.60
	248.43	**588.69**

Security:

Primary:

- First and exclusive charge by way of hypothecation on all existing and future receivables/ current assets/ movable assets/ movable fixed assets of the borrower.

Collateral:

Equitable mortgaged of :-

a. Plot no.A/13, MIDC Tarapur Industrial area, Village Pamtembhi, Taluka Palghar, Dist. Thane

b. Flat no. 605, 6th Floor, Building No.2, Man Mandir Suraksha CHS, Mulund West, Mumbai - 400080 owned by Mrs. Sejal Shah

c. Flat no. 504, 5th Floor, Tower 1, Gemini Building, Runwal Authurium, LBS Road, Mulund Wet, Mumbai - 400080 owned by Mr. Dixit Shah & Mr. Manekchand Shah

d. Flat no. 1201, 12th Floor, B-Wing, E/6 Apartment, Nahar Sarvodaya Heights CHSL, Mulund West, Mumbai - 400080 owned by Mr. Jignesh Shah, Mr. Himmatlal Shah and Mrs. Sejal J Shah.

e. Personal guarantee of following directors:

Himmatlal Shah, Jignesh Shah, Nitin Shah, Dixit Shah and Manekchand Shah

8 **Trade payables**	As at 31st March 2023	As at 31st March 2022
Creditors		
-for capital goods	155.68	203.70
-for raw material and others	2,308.39	2,212.44
-for expenses	69.44	100.77
	2,533.51	**2,516.91**

Trade payable ageing schedule as at 31st March, 2023

Particulars	Outstanding for following periods from date of invoice				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 yrs	
(i) MSME	-	-	-	-	-
(ii) Others	2,241.21	177.14	34.05	81.11	2,533.51
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade payable ageing schedule as at 31st March, 2022

Particulars	Outstanding for following periods from date of invoice				Total
	Less than 1 yr	1 - 2 years	2 - 3 years	More than 3 yrs	
(i) MSME	-	-	-	-	-
(ii) Others	2,328.85	46.54	135.03	6.49	2,516.91
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Micro, Small and Medium enterprises have been identified by the company on the basis of the information available.

	As at 31st March 2023	As at 31st March 2022
Dues remaining unpaid as at 31st March (refer note no.43)		
(a) Principal		
Interest on the above	-	-
(b) Interest paid in terms of Section 16 of the act along with amount of payment made to the supplier beyond the appointed paid during the year	-	-
Principal paid beyond the appointed date		
Interest paid in terms of Section 16 of the act	-	-
(c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	-
(d) Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises	-	-
(e) Amount of interest accrued and remaining unpaid as at 31st March	-	-

9	**Other current liabilities**	As at 31st March 2023	As at 31st March 2022
	Statutory dues payable	67.64	15.84
	Salaries and wages payable	144.41	233.35
	Electricity & water dues payable	59.49	48.02
	Interest accrued but not due on term loans	1.65	1.45
		273.19	**298.66**

10	**Short-term provisions**	As at 31st March 2023	As at 31st March 2022
	Provision for gratuity	21.40	10.00
	Provision for CSR	-	37.86
	Provision for liability (refer note no 39)	99.14	99.14
		120.54	**147.00**

11 Property, Plant and Equipment

As at March 31, 2023

	Gross Block				Accumulated Depreciation				Net Block	
	Value at the beginning 01.04.2022	Addition during the year	Disposal during the year	Value at the end of the period 31.03.2023	Value at the beginning 01.04.2022	Addition for the year	Disposal during the year	Value at the end of the period 31.03.2023	WDV as on 31.03.2023	WDV as on 31.03.2022
A. Tangible assets										
Leasehold Land	273.52	-	-	273.52	-	-	-	-	273.52	273.52
Factory Building	374.71	-	-	374.71	247.95	12.04	-	259.99	114.72	126.76
Buiding at Tarapur	300.88	-	-	300.88	134.58	8.10	-	142.68	158.20	166.30
Plant & Machinery	2,886.14	43.62	3.10	2,926.66	1,827.72	121.43	2.72	1,946.43	980.22	1,058.42
Computer	10.58	0.83	-	11.40	9.59	0.71	-	10.30	1.11	0.99
Office Equipment	61.87	5.52	-	67.38	29.21	14.83	-	44.04	23.34	32.65
Bike	1.98	-	1.45	0.53	1.92	0.00	1.41	0.51	0.03	0.07
Car	24.64	-	13.01	11.63	17.89	1.69	11.09	8.49	3.13	6.75
Roto Crate	3.29	-	-	3.29	1.75	0.28	-	2.03	1.27	1.55
Factory Shed	5.57	-	-	5.57	3.71	0.18	-	3.89	1.68	1.85
EPBAX System	1.78	-	-	1.78	1.18	0.07	-	1.24	0.53	0.60
Laboratory	29.32	-	-	29.32	22.59	1.64	-	24.24	5.08	6.73
Furniture	12.32	-	-	12.32	11.06	0.20	-	11.26	1.06	1.27
Electrical Goods	141.75	-	-	141.75	129.00	1.24	-	130.23	11.52	12.75
Total Property, Plant and Equipment	**4,128.35**	**49.96**	**17.57**	**4,160.74**	**2,438.14**	**162.41**	**15.22**	**2,585.33**	**1,575.41**	**1,690.21**
Intangible assets	-	-	-	-	-	-	-	-	-	-
Total Intangible assets	-	-	-	-	-	-	-	-	-	-
Total assets	**4,128.35**	**49.96**	**17.57**	**4,160.74**	**2,438.14**	**162.41**	**15.22**	**2,585.33**	**1,575.41**	**1,690.21**
As at March 31, 2022										
Total assets	**4,017.59**	**171.51**	**60.75**	**4,128.35**	**2,312.16**	**171.15**	**45.17**	**2,438.14**	**1,690.21**	**1,705.43**

12	Non-current investments	As at 31st March 2023		As at 31st March 2022	
	A. Investment in equity instruments (unquoted)				
	(i) Shares of NKGSB Co- Operative Bank		1.00		1.00
	B. Investment in partnership firms:				
	(i) Capital Investment in Jakharia Industries				
	Balance as per last balance sheet	2,810.77		3,497.11	
	Add: Capital introduced during the year	235.99		645.14	
	Less: Withdrawals during the year	(348.00)		(265.95)	
	Less: Share of loss for the year	(287.78)	**2,410.98**	(1,065.53)	**2,810.77**

The Partner -wise break-up of Capital and Profit Sharing ratio in M/s. Jakharia Industries is as under:-

Name of the Partner	Profit Sharing Ratio	Capital as at 31st March 2023	Profit Sharing Ratio	Capital as at 31st March 2022
M/s. Jakharia Fabrics Private Limited	97.24%	2,410.98	97.15%	2,810.77
Mr. Nitin Shah	0.52%	12.95	0.54%	15.67
Mr. Himmatlal Shah	0.52%	12.93	0.54%	15.64
Mr. Jignesh Shah	0.67%	16.64	0.68%	19.76
Mr. Dixit Shah	0.52%	12.93	0.54%	15.64
Mr. Maneckchand Shah	0.52%	12.93	0.54%	15.64
		2,479.36		**2,893.12**
Others				
Tarapur Environment Protection		73.33		73.33
		2,485.31		**2,885.10**

13	Deferred-tax liabilities /(assets)-(net)	As at 31st March 2023	As at 31st March 2022
	Deferred tax liabilities/(assets) (net)		
	Depreciation	(55.03)	(56.16)
	Business loss	70.39	78.62
	Disallowance of expenses	-	5.26
		15.36	**27.72**

14	Long-term loans and advances	As at 31st March 2023	As at 31st March 2022
	Balance with government authorities	538.22	427.16
	Advance income-tax (net)	212.56	244.59
		750.78	**671.75**

15	Other non-current assets	As at 31st March 2023	As at 31st March 2022
	Other non-current assets		
	Security deposit	74.49	73.28
	Deposits with banks (with original maturity period of more than 12 months) (Note: Held under lien by Bank against bank guarantees issued in favour of company)	25.12	14.22
		99.61	**87.50**

16	Inventories	As at 31st March 2023	As at 31st March 2022
	At cost or net realisable value, which ever is lower, except otherwise stated		
	Raw material		
	- Dyes and chemicals	65.52	79.66
	- Others	14.86	85.49
	Work in Progress		
	- Fabrics	78.26	126.92
	Finished Goods		
	- Fabrics	132.92	172.27
	(As taken, certified and valued by the management)		
		291.56	**464.34**

17	Trade receivables	As at 31st March 2023	As at 31st March 2022
	Outstanding for a period exceeding six months from the date of Invoice		
	Secured, considered good	-	-
	Unsecured, considered good	86.27	102.08
	Doubtful	-	-
	Others		
	Secured, considered good	-	-
	Unsecured, considered good	1,209.91	1,359.70
	Doubtful	-	-
	Less: provision for doubtful debts	(13.26)	(67.03)
		1,282.92	**1,394.75**

Trade Receivables ageing schedule as at 31st March 2023

Particulars	Outstanding for following periods from the date of invoice					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	1,209.91	46.96	10.27	9.12	19.92	1,296.18
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered doubtful	-	-	-	-	13.26	13.26

Trade Receivables ageing schedule as at 31st March 2022

Particulars	Outstanding for following periods from the date of invoice					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	1,359.70	17.02	4.57	32.60	47.88	1,461.77

(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered doubtful	-	-	-	-	67.03	67.03

18 Cash and cash equivalents:

	As at 31st March 2023	As at 31st March 2022
Cash on hand	2.27	3.16
Balance with banks		
- In current accounts	17.94	0.21
- In fixed deposits	113.80	106.71
	134.01	110.08
Less: Deposits with banks (with original maturity period of more than 12 months)	(25.12)	(14.22)
	108.89	**95.86**

19 Short-term loans and advances

	As at 31st March 2023	As at 31st March 2022
Unsecured and considered good		
Advance to suppliers	1.37	-
Advance to employees	39.25	30.90
	40.62	**30.90**

20 Other current assets

	As at 31st March 2023	As at 31st March 2022
Unsecured and considered good		
Prepaid expenses	3.75	6.45
	3.75	**6.45**

21 Revenue from operations

	For the year ended 31st March 2023	For the year ended 31st March 2022
Sale of services		
Job work/ sales	8,259.08	6,956.17
Sale of products		
Sale of fabrics	352.61	554.40
	8,611.69	**7,510.57**
Details of finished goods		
Fabrics	**352.61**	**554.40**

22	Other income	For the year ended 31st March 2023	For the year ended 31st March 2022
	Interest on bank fixed deposit	5.65	4.92
	Sundry credit balance written back (net)	28.69	5.19
	Dividend	0.14	-
	Duty drawback	1.13	-
	Foreign exchange gain	1.41	0.44
	Excess provision written back	53.78	-
	Excess gratuity provision	11.35	-
	Profit on sale of machinery	6.21	12.39
	Interest on deposits	3.38	2.14
	Interest on income tax refund	11.07	5.53
		122.81	**30.61**

23	Cost of materials consumed	For the year ended 31st March 2023	For the year ended 31st March 2022
	Other materials		
	Opening stock	165.16	103.36
	Add: Purchases		
	Coal and biomass	1,919.57	1,656.93
	Dyes and chemicals	1,898.51	1,591.77
	Finished goods	98.01	506.57
	Grey fabric	257.93	-
	Packing material	228.92	178.28
	Stores and spares	224.55	210.04
	Other materials	-	7.08
	Less : Discount on purchases	(11.28)	(10.96)
	Less: Closing stock	(80.37)	(165.16)
		4,701.00	**4,077.91**

24	Changes in inventories of finished goods and work-in-progress	For the year ended 31st March 2023	For the year ended 31st March 2022
	Opening stock		
	Work-in-progress	126.92	84.89
	Finished goods	172.27	214.37
		299.19	299.26
	Less: Closing stock		
	Work-in-progress	78.26	126.92
	Finished goods	132.92	172.27
		88.01	**0.07**

25	Employee benefits expense	For the year ended 31st March 2023	For the year ended 31st March 2022
	Salary and wages	1,287.03	1,146.41
	Directors' remuneration	134.00	82.50
	Contribution to provident and other funds	13.17	14.52
	Staff welfare	7.78	11.21
	Gratuity	-	12.13
	Others	3.96	8.57
		1,445.94	**1,275.34**

26	Depreciation and amortization expenses	For the year ended 31st March 2023	For the year ended 31st March 2022
	Depreciation	162.41	171.15
		162.41	**171.15**

27	Financial cost	For the year ended 31st March 2023	For the year ended 31st March 2022
	Interest expenses	82.62	73.94
	Others*	12.83	18.50
		95.45	**92.44**

* including bank charges, processing fees etc.

28	Other expenses	For the year ended 31st March 2023	For the year ended 31st March 2022
	Manufacturing and service cost		
	Cash discount	4.36	5.01
	Contractors expenses	758.51	684.43
	Loading and unloading charges	49.68	45.60
	Packing expenses	26.76	17.16
	Power and fuel	715.49	564.50
	Rent, rates and taxes	62.20	85.46
	Repairs and maintenance	89.60	102.09
	Pollution control and others testing charges	19.43	69.91
	Water expenses	40.86	53.85
		1,766.89	**1,628.01**
	Administrative & Selling expenses		
	Brokerage	65.25	115.31
	Security expenses	14.16	13.26
	Computer expenses	2.80	3.61
	Travelling, conveyance and petrol expenses	7.19	8.51
	Selling expenses	2.42	-
	Courier charges	0.34	0.13
	Donation	0.25	-
	Bad debts	53.77	-
	GST ineligible	3.18	7.02
	Insurance	12.73	14.36
	Interest on statutory dues	0.81	0.20
	Share of loss from partnership firm	287.78	1,065.53
	Motor car expenses	0.91	2.89
	Penalty		
	National Green Tribunal (NGT) (refer note no.39)	-	98.88
	Others	0.03	0.30
	Provision for unascertained liabilities	-	75.72
	Printing and stationery	12.21	9.11
	Professional fees	19.58	24.29
	Provision for doubtful debts	-	14.84
	Sundry expenses	13.90	8.81
	Telephone expenses	0.82	0.90
	Transport charges	172.21	156.30

Payment to Auditors (Note no.29)	6.00	6.00
	676.34	**1,625.97**
	2,443.23	**3,253.98**

29	**Remuneration to Auditors:**	**For the year ended 31st March 2023**	**For the year ended 31st March 2022**
	Audit fees	4.00	4.00
	Tax audit fees	2.00	2.00
		6.00	**6.00**

30	**Prior period income/(expenses)**	**For the year ended 31st March 2023**	**For the year ended 31st March 2022**
	Corporate social responsibility (refer note no.37)	-	37.86
	Others	2.12	-
		2.12	**37.86**

31	**Earnings per share (EPS)** The following reflects the profit and share data used in the basic and diluted EPS computations:	**For the year ended 31st March 2023**	**For the year ended 31st March 2022**
	Profit/ (loss) after tax	(217.34)	(1,449.40)
	Weighted average number of equity shares in calculating basic EPS	**For the year ended**	**For the year ended**
	Equivalent weighted average number of equity shares at the end of the year	40,63,830	40,63,830
	Diluted weighted average number of equity shares at the end of the year / period	40,63,830	40,63,830
	Earnings Per Share		
	Basic EPS	(5.35)	(35.67)
	Diluted	(5.35)	(35.67)

32	**Employee benefit expenses:** **a) Reconciliation of defined benefit obligation:**	**As at 31st March 2023**	**As at 31st March 2022**
	Present value of DBO at start of year	154.46	143.59
	Current Service Cost	29.47	28.94
	Interest cost	11.37	9.94
	Benefits paid	-	1.26
	Acturial Gain /(Loss) gain	(52.19)	(26.75)
	Present value cost	**143.11**	**154.46**

	b) Expenses recognised in Profit & Loss account	**As at 31st March 2023**	**As at 31st March 2022**
	Current Service Cost	29.47	28.94
	Interest cost	11.37	9.94
	Benefits paid	-	-
	Past service cost	-	-
	Acturial Gain /(Loss) gain	(52.19)	(26.75)
	Present value cost	**(11.35)**	**12.13**

c) Net liability /(assets) recognised in Balance Sheet	As at 31st March 2023	As at 31st March 2022
Present value of DBO	143.11	154.46
Fair value of Plan Assets	-	-
Net Liabilty/ (Assets)	143.11	154.46
Less: Unrecognised Past Service Cost	-	-
Liability /(assets) recognised in Balance Sheet	143.11	154.46
of which Short Term Provision	21.40	10.00

33 Related party disclosures:

(a) Names of related parties and related party relationship

Name of the Party	Description of Relationship
M/s. Jakharia Synthetics Private Limited	Enterprise over which directors have significant influence.
M/s. Jakharia Industries	Enterprise over which directors have significant influence.
M/s. Dixit Processors	Enterprise over which directors have significant influence.
M/s. KKP Fashion Private Limited	Enterprise over which directors have significant influence.
Key managerial personnel	
Mr. Himmatlal Shah	Whole Time Director
Mr. Jignesh Shah	Chairman cum Executive Director
Mr. Nitin Shah	Managing Director (Till April 06, 2022)
Mr. Nitin Shah	Additional Director (from November 14, 2022)
Mr. Dixit Shah	Whole Time Director
Mr. Manekchand Shah	Whole Time Director
Mr. Jawahar Desai	Independent Director
Mr. Mukul Jayantilal Vora	Independent Director
Mr. Ajit Singh Ghorpade	Independent Director
Mrs. Shejal Jignesh Shah	Executive Director
Mr. Manoj Tiwari	Chief Financial Officer
Mr. Vijay Thakkar	Company Secretary (w.e.f. November 14, 2022)
Mr. Bhavin Waghela	Company Secretary (till November 14, 2022)

(b) Related party transaction

(i) The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

	Nature of Transaction	31st March 2023	31st March 2022
M/s. Jakharia Industries	Investments	(112.01)	379.19
M/s. Jakharia Industries	Sales of Machinery	-	300.65
M/s. Jakharia Industries	Purchases	6.85	15.60
M/s. Jakharia Industries	Sales	-	17.91
Mr. Himmatlal Shah	Rent	1.20	1.20
Manoj Tiwari	Salary	5.48	4.88
Bhavin Waghela	Salary	2.11	2.98
Vijay Thakkar	Salary	0.87	-
M/s. KKP Fashion Private Limited	Loan Received	30.79	-
M/s. KKP Fashion Private Limited	Loan Paid	30.79	-
M/s. KKP Fashion Private Limited	Sales	37.47	-
M/s. KKP Fashion Private Limited	Brokerage	0.58	-

(ii) Remuneration to key managerial personnel:	31st March 2023	31st March 2022
Mr. Himatlal Shah	-	13.75
Mr. Dixit Shah	30.00	13.75

Mr. Jignesh Shah	-	13.75
Mr. Manekchand Shah	30.00	13.75
Mr. Nitin Shah (refer note no.38)	90.00	27.50

(iii) Outstanding balances **Name of the Party**	**As at** **31st March 2023**	**As at** **31st March 2022**
(a) Receivables		
KKP Fashion Private Limited	9.41	-
(b) Investments		
M/s. Jakharia Industries	2,410.98	2,810.77
(c) Creditors		
Dixit Processors	52.72	70.72
Jakharia Industries	1.65	1.17
(d) Rent Payable		
Mr. Himatlal Shah	4.80	3.60
(f) Unsecured Loan		
Mr. Himatlal Shah	449.85	449.85
Mr. Dixit Shah	120.60	100.80
Mr. Jignesh Shah	334.59	335.30
Mr. Manekchand Shah	122.25	51.55
Mr. Nitin Shah	351.66	284.26
Mrs. Rinkal D Shah	59.28	49.28
(f) Loans and advances		
Mr. Manoj Tiwadi	4.00	4.00

34	**Information regarding foreign exchange earnings and expenditure:**	**For the year ended 31st March 2023**	**For the year ended 31st March 2022**
	Expenditure in Foreign Exchange	-	3.24

35	**Foreign currency balance:**	**As at 31st March 2023**	**As at 31st March 2022**
	Receivables	-	12.81

36	**Contingent liabilities:** (To the extent not provided for)	**As at** **31st March 2023**	**As at** **31st March 2022**
	Disputed Income-tax	3.33	3.33
	Bank guarantee	95.92	94.92
		99.25	**98.25**

37 **Corporate Social Responsibility (CSR):**

As per section 135 of the Companies Act 2013 along with the Companies (Corporate Social Responsibility Policy) Rules, 2014 read with DPS guidelines no. F. No. 15 (13)/2013-DPE(GM), the Company is required to spend, in every financial year, at least two percent of the average net profits of the Company during the three immediately preceding financials years in accordance with its CSR Policy.

During the period under review, the company did not meet this criteria and therefore was not required to spend any amount towards CSR activity.

Particulars	**For the year ended 31st March 2023**	**For the year ended 31st March 2022**
a. Amount required to be spent by the company during the year	Nil	Nil

b. Amount of expenditure incurred on:		
i. Construction/acquisition of any assets	-	-
ii. On purpose other than (i) above	-	-
c. Shortfall at the end of the year	-	-
d. Total of previous years shortfall	-	37.86
e. Reason for shortfall	As aforesaid mentioned	
f. Nature of CSR activities	NA	NA
g. Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard	NA	NA

38 The Managing Director of the Company, Mr. Nitin Shah resigned from the board on April 06, 2022 and reappointed as additional director on 14th November 2022. The Company has intimated this event being non adjusting in nature to the concerned authorities including the Stock Exchange. The emoluments paid to him in this interim period aggregating to Rs.16 lacs in his capacity as a key managerial personnel have been considered as a part of salaries in exclusion of managerial remuneration.

39 Penalty amounting to INR 251.54 lakhs has been levied by NGT for alleged violation of environmental norms by the Company at its factory located at Tarapur MIDC. As per the directions of the Honourable Supreme Court dated December 14, 2020, the Company has deposited 30% of the penalty amounting to INR 75.46 lakhs which was disclosed as recoverable advance in financial year 2020-21. The order of penalty was stayed by the Honourable Supreme Court and has directed to hear the case afresh by giving opportunity to the concerned parties. Pursuant to the directions of the Honorable Supreme Court dated December 14, 2020, National Green Tribunal had reheard the matter and vide its direction dated January 24, 2022 had reduced the portion of compensation attributable to the company for alleged violations of environmental norms of manufacturers at Tarapur MIDC upto Rs.98.88 lakhs from Rs.251.51 lakhs. In view of the same the company has debited penalty amounting to INR 98.88 lakhs in the during the financial year 2021-22.

40 **Returns filed with banks with respect to working capital facilities availed by the company**

Name of the Bank	Quarters	Particulars of securities provided	Amount as per books of accounts	Amount as reported in the quarterly return / statement	Amount of difference-(short) / excess	Reasons for material discrepancies
Kotak Bank	FY 21-22 (Q1)	Inventory	515.04	515.04	-	
		Debtors	1,268.05	1,290.62	22.57	
		Creditors	1,457.27	1,317.74	139.53	
Kotak Bank	FY 21-22 (Q2)	Inventory	408.04	408.04	-	
		Debtors	1,345.23	1,851.40	506.17	
		Creditors	(1,629.55)	(1,584.63)	(44.92)	
Kotak Bank	FY 21-22 (Q3)	Inventory	301.95	301.95	-	
		Debtors	1,728.56	1,724.45	(4.10)	
		Creditors	(1,834.02)	(1,464.28)	(369.75)	The difference are because the statements filed with the lenders are based on financial statements prepared on provisional basis and also because of exclusion of
Kotak Bank	FY 21-22 (Q4)	Inventory	464.34	475.22	10.88	
		Debtors	1,461.77	1,455.19	(6.57)	
		Creditors	(1,912.54)	(1,411.41)	(501.12)	
Kotak Bank	FY 22-23 (Q1)	Inventory	490.41	490.41	-	
		Debtors	1,320.07	1,400.85	80.78	
		Creditors	(1,826.44)	(1,327.89)	(498.54)	

Kotak Bank	FY 22-23 (Q2)	Inventory Debtors Creditors	533.38 1,381.91 (1,894.43)	533.38 1,495.97 (1,559.49)	- 114.07 (334.94)	certain current assets / liabilities in the statements filed with the lenders.
Kotak Bank	FY 22-23 (Q3)	Inventory Debtors Creditors	320.91 1,422.47 (1,839.75)	320.91 1,546.22 (1,885.00)	- 123.75 45.25	
Kotak Bank	FY 22-23 (Q4)	Inventory Debtors Creditors	291.56 1,282.93 (1,963.27)	201.46 1,276.86 (1,972.73)	(90.10) (6.06) 9.47	

41 Key Ratios

Ratio	Numerator	Denominator	For the year ended 31st March 2023	For the year ended 31st March 2022	% Variance	Reason for variance
(a) Current Ratio	Total Current Assets	Total Current Liabilities	0.54	0.56	3.02	Lower coverage due to higher level of installments of term loans & creditors due to losses in the last 2 years.
(b) Debt-Equity Ratio	Total Borrowing	Total Equity	0.94	1.05	10.10	Reduced because of repayment of borrowing.
(c) Debt Service Coverage Ratio	Earning for Debt Service = Net Profit after taxes + Noncash operating expenses + Interest + Other non-cash	Debt service = Interest and lease payments + Principal repayments	0.01	(1.57)	100.82	Ratio increase on account of increased earning in the current year.
(d) Return on Equity Ratio	Loss for the period less Preference dividend (if any)	Average total equity	(0.11)	(0.52)	78.64	Because of loss ratio deteriorated.
(e) Inventory Turnover Ratio	Cost of goods sold = Cost material Consumed + Purchases of stock in trade + Change in inventories of Finished Goods, Work in progress and Stock in trade	Average Stock	12.67	9.41	(34.69)	Ratio has improved as there is increase in revenue over previous year.

(f) Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivables	6.43	5.64	14.06	Ratio has improved as there is increase in revenue over previous year.
(g) Trade Payables Turnover Ratio	Net purchase = Purchase of Stock in trade + Purchase of Raw Material	Average Trade Payables	1.22	1.83	(33.55)	
(h) Net Capital Turnover Ratio	Revenue from Operations	Working Capital = Total Current Asset - Total Current Liabilities	(5.95)	(4.82)	(23.45)	
(i) Net Profit Ratio	Loss for the period	Revenue from Operations	(0.03)	(0.19)	86.92	Net profit margin of current year is better than previous year due to higher sales.
(j) Return on Capital Employed	Earning before finance cost and tax	Capital employed = Tangible Net worth + Total Borrowings + Deferred Tax Liabilities (if any)	(0.03)	(0.30)	90.00	

42 **Other Statutory Information:**

(i) The company do not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

(ii) The company do not have any transactions with companies struck off.

(iii) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(iv) The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(v) The Company has not declared willful defaulter by any bank or financial institution or Government or Government Authority.

(vi) There is no income surrendered or disclosed as income during the current or previous year in the tax assessment under Income Tax Act, 1961 that has not been recorded in the books of accounts.

(vii) There are no other significant events which have occurred after the reporting period.

43 As per the information available with the Company, there are Micro, Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the Company ows dues on account of Principal and Interest.

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.

44 The Company operates in a single reportable business segment, which is textile processing and related activity. Further, the Company operates primarily in India and there is no other significant geographical segment. Accordingly, no significant information has been submitted as a part of these financial statements.

45 **Previous year figures:**
Previous year figures have been regrouped to comply with current year groupings.

The accompanying notes are an integral part of the financial statements.
As per our Report of even date

For Shah Shroff & Associates
Chartered Accountants
ICAI firm registration number: 0128920W

Sd/-
per Yashesh Shroff
Partner
Membership number: 103277
UDIN: 23103277BGWEMP4788

Place: Bhiwandi
Date: May 29, 2023

For and on behalf of the Board of Directors of
Jakharia Fabric Limited
(Formerly known as Jakharia Fabric Private Limited)
CIN : L17200MH2007PLC171939

Sd/-
Jignesh H. Shah
Director
[DIN: 00256315]

Sd/-
Dixit Shah
Director
[DIN: 01911262]

Sd/-
Manoj Tiwari
Chief Financial Officer
PAN: AFTPT0879C

Sd/-
Vijay Thakkar
Company Secretary
M No. A48722

Place: Bhiwandi
Date: May 29, 2023

NOTICE OF THE 16TH ANNUAL GENERAL MEETING

To,
The Members of
JAKHARIA FABRIC LIMITED
(CIN: L17200MH2007PLC171939)
Office No.1224, Deoji Nagar, Narpoli Village,
Bhiwandi, Thane – 421302.

Notice is hereby given that the **16th Annual General Meeting** of the members of **JAKHARIA FABRIC LIMITED** will be held on **Saturday, 30TH September, 2023 at 4.00 P.M**. at the registered office of the Company situated at Office No. 1224, Deoji Nagar, Narpoli Village, Bhiwandi, Thane- 421302, Maharashtra to transact with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited financial statements and Consolidated Audited Financial Statements of the Company for the year 2022-23 ended 31st March 2023, comprising of the Standalone & Consolidated Balance Sheet as at 31st March 2023, Standalone & Consolidated Statement of Profit & Loss and Standalone & Consolidated Statement of Cash Flow for the year 2022-23 ended 31st March 2023, together with the Report of the Statutory Auditors and Board's Report thereon.

2. To re-appoint **Mr. Manekchand Panachand Shah (DIN: 01911237)** Director**,** who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Nitin Shah (DIN: 01869318) as Managing Director of the Company.

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

"RESOLVED THAT based on the approval and recommendation of the Nomination and Remuneration Committee of Board of the Directors and pursuant to the provisions of sections 196, 197, 198 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and all applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as 'the Act') and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of the Members of the Company and subject to the approvals, consents, permissions, sanctions, etc., of the Central Government and all other concerned statutory, regulatory and other authorities, if any and to the extent applicable and required, the consent of the Members of the Company be and is hereby accorded for appointment of **Mr. Nitin Keshavji Shah (DIN: 01869318)** who was appointed as Additional Director be and is hereby appointed as Managing Director of the Company whose office shall be liable to retire by rotation, for the period of Five (5) years with effect from 14.11.2022 subject to reappointment after Five (5) years on the terms and conditions hereinafter."

RESOLVED FURTHER THAT:

(A) the aforesaid appointment of Mr. Nitin Keshavji Shah (DIN: 01869318), Managing Director, shall be governed by the material terms & conditions set out in explanatory statement annexed hereto:

(B) Mr Nitin Keshavji Shah will be key managerial personnel of the Company under the provisions of section 203 of the Act;

RESOLVED FURTHER THAT the Chairman of the Board of Directors be and is hereby authorized to determine/ finalize managerial remuneration, perquisites, allowances, etc. and other terms and conditions within the aforesaid overall ceilings/ limits or as may be approved by the Central Government to the extent applicable or as per the provisions of section 197 and all other

applicable provisions, if any, of the Act, at his discretion;

RESOLVED FURTHER THAT any Director or Company Secretary be and are hereby authorized severally to file the required forms, documents etc. with the Registrar of Companies, Maharashtra and other prescribed authorities and to give and/ or publish the required notices, make disclosures, abstract of terms of appointment, remuneration etc., and to make appropriate applications to the Central Government, other authorities etc., if and to the extent applicable and required and to accept any variation, modification, revision etc. as may be recommended or stipulated by the Central Government, other authorities etc. and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise that are in the best interests of the Company;

RESOLVED FURTHER THAT any one of the directors or any one of the Key Managerial Personnel be and is hereby authorized severally to maintain and secure the relevant statutory registers in electronic mode, to make the entries in the same and to do all such acts, deeds, matters and things to give effect to this resolution.**"**

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto. The relevant details of the Director seeking appointment/re-appointment under Item No. 3 pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, is provided in **'Annexure- A'** of this Notice.

2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a Member of the Company. The proxy, in order to be effective, must be duly completed, stamped and signed and should be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

3. A person can act as a proxy on behalf of the Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is enclosed herewith. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.

4. The instrument appointing a proxy shall (a) be in writing; and (b) be signed by the appointer or his attorney duly authorised in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.

5. The Route Map of venue of the AGM is given after the notice.

6. The Notice calling the 16th AGM has been uploaded on the website of the Company at https://www.jakhariafabric.com/investor-relationship. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com

7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulation (Including any statutory Modification or re-enactment thereof for the time being in force), the Company is not providing e-Voting facility and

it is not mandatory to SME Listed Company to provide e-Voting Facility.

8. The e-Voting Facility shall not apply to companies referred to in Chapter XB or Chapter XC of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR Regulations") along with companies with less than 1000 members. Chapter XB of ICDR Regulations deals with the issue of specified securities by small and medium enterprises and chapter XC of the ICDR Regulations relates to listing on the exchange made possible without bringing on initial public offer by small and medium enterprises ("SMEs").

9. The Register of Members and Share transfer Books of the Company will remain closed from **Friday 22nd September, 2023 to Saturday 30th September, 2023** (both days inclusive). The Record date / cut-off date to determine the eligibility of members for the purpose of voting at the 16th AGM is Saturday, the 30th September, 2023.

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members during the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the members during business hours from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to info@jakhariafabric.com

11. Members are requested to:
(i) Send all share transfer lodgments (Physical mode)/ correspondence to the Registrar and Share Transfer Agent up to the record date.

(ii) Write to the Compliance Officer of the Company for their queries or if desirous of obtaining any information, concerning the accounts and operations of the Company, at the Company's Registered Office at least seven days before the date of the Annual General Meeting in order to enable the management to keep the information ready at the meeting.

(iii) Quote Registered Folio Number or DP ID/ Client ID in all the correspondence. For the convenience of the Members, attendance slip is enclosed in the Annual Report. Members/ Proxy Holders/ Authorized Representatives are requested to fill in and sign at the space provided therein and submit the same at the venue of the Meeting. Proxy/ Authorized Representatives of Members should state on the attendance slip as 'Proxy' or 'Authorized Representative', as the case may be. Further, those who hold shares in demat form are requested to write their Client Id and DP Id and those who hold shares in physical forms are requested to write their folio number on the attendance slip for easy identification at the meeting.

12. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a certified copy of the board resolution authorizing their representatives to attend and vote at the Meeting on their behalf.

13. As per the provisions of Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 facility for making nominations is available for shareholders in respect of the physical shares held by them. Form SH 13 for making nomination can be obtained from R&TA The duly filled in nomination form shall be sent to R&TA at their above-mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

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. 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.

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Mis. Bigshare Services Private Limited in case the shares are held by them in physical form.

16. Members, who are holding Shares in identical order of names in more than one Folio, are requested to apply to the Company/ R&TA along with the relevant Share Certificates for consolidation of such Folios in one Folio.

17. Members are informed that in case joint holders attend the Meeting, only such joint holder who is higher in the order of names in the Register of Members/ Beneficial Holders will be entitled to vote.

18. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are, therefore, requested to kindly bring their copies at the time of attending the Meeting.

19. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. Bigshare Services Private Limited for assistance in this regard.

20. As per Sections 101, 136 and other applicable provisions of the Companies Act,2013, read with the Rules made there under and circulars issued by the Ministry of Corporate Affairs, Companies can now send various reports, documents, communications, including but not limited to Annual Reports to its Members through electronic mode at their registered e-mail addresses. The Company believes in green initiative and is concerned about the environment. Hence, Annual Report including inter alia the Report of the Board of Directors, Auditors' Report, Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, notice of this AGM, instructions for e-voting, attendance slip, proxy form, etc. is being sent by electronic mode to all Members whose addresses are registered with the Company/ R&TA/ depositories. In compliance SEBI Circular circular no. SEBI/ HO/ CFD/ CMDl/ CIR/ P/ 2020/ 79 dated May 12, 2020 and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

21. To support "Green initiative", Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses with their depository participants, in respect of electronic holdings. Members holding shares in physical form are requested to kindly register their e-mail addresses with the Company's R&TA at their abovementioned address. Annual Report is also available on the Company's website at https://www.jakhariafabric.com/investor-relationship and also made available for inspection at the Registered Office of the Company during the business hours.

22. Our Company's shares are tradable compulsorily in electronic form and through Bigshare Services Pvt. Ltd., Registrars and Share Transfer Agents; we have established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central

Depository Services Limited (CDSL). The International Securities Identification Number (ISIN) allotted to your Company's shares under the Depository system is INE00N401018. As on March 31, 2023, 94.26% of our company's shares were held in dematerialized form and the rest are in physical form. To enable us to serve our investors better, we request shareholders whose shares are in physical mode to dematerialize shares and to update their bank accounts with the respective Depository Participants.

23. In view of the Circular issued by the SEBI for appointing common agency for both the modes of transfers i.e. Physical as well as Demat, the Company has already appointed M/s. Bigshare Services Pvt. Ltd. as Registrar & Transfer Agent for both the modes of transfers i.e. Physical as well as Demat. Members are therefore requested to send their grievances to them for early disposal at the address given below:

Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Bldg.,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (E), Mumbai – 400059

24. The Company was not having any pending unclaimed dividend to be transferred to Investor Education and Protection Fund (IEPF) in Pursuant to the provisions of Section 125 of the Companies Act, 2013.

By order of the Board
For Jakharia Fabric Limited
Sd/-
Vijay Thakkar
Company Secretary
Date: 07.09.2023

Registered Office:
Jakharia Fabric Limited
Office No.1224, Deoji Nagar,
Narpoli Village, Bhiwandi,
Thane - 421 302
Email: info@jakhariafabric.com

EXPLANATORY STATEMENT:

Item No. 3
The Board of Directors of the Company had appointed **Mr. Nitin Shah** as an Additional Director of the Company with effect from 14th November 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Nitin Shah shall hold office up to the date of this Annual General Meeting. A brief profile of Mr. Nitin Shah, including nature of his expertise, is annexed to this Notice. In the opinion of the Board, Mr. Nitin Shah fulfills the conditions specified in the Companies Act, 2013 for appointment as Director of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Shejal Jignesh Shah, Mr. Jignesh Shah, Mr. Manekchand Panachand Shah Mr. Dixit Manikchand, Shah Mr. Himatlal Shah, and Promoters and Promoter group are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 3 for approval of the Members.

By order of the Board
For Jakharia Fabric Limited
Sd/-
Vijay Thakkar
Company Secretary
Date: 07.09.2023

Registered Office:
Jakharia Fabric Limited
Office No.1224, Deoji Nagar,
Narpoli Village, Bhiwandi,
Thane - 421 302
Email: info@jakhariafabric.com

'Annexure A to Notice of AGM'

Details of director seeking re-appointment & appointment pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Mr. Manekchand Panachand Shah:

Name & Current Designation: Mr. Manekchand Shah - Whole-time Director
Address: 13-A-4, Gopal Nagar, Block No.402, 4th Floor, Kalyan Road, Bhiwandi, Thane- 421 302.
DIN: 01911237
Occupation: Business
Nationality: Indian
Other directorship: Nil.

LLPIN/ FLLPIN	LLP Name	Begin Date	Designation
AAU-9792	DIXIT PROCESSORS LLP	07/12/2020	Designated Partner

Mr. Nitin Keshavji Shah:

Mr. Nitin Keshavji Shah (DIN: 01869318) (Indian, date of birth – September 1st, 1976) has been associated with the Company since April 2008 & has played a significant role in supporting the Board of Directors of the Company. Owing to his outstanding qualities of leadership, maturity and performance over the years, he is promoted to the rank of Managing Director of the Company.

The period of office of Mr. Nitin Keshavji Shah shall be liable to determination by retirement of Director's by rotation. If Mr. Nitin Keshavji Shah is re-appointed as a director immediately on retirement by rotation, he shall continue to hold office of Managing Director and such re appointment as director shall not be deemed to constitute break in his appointment as the Managing Director.

Mr. Nitin Keshavji Shah satisfies all the applicable conditions as set out under Section 196 read with Schedule V of the Act for being eligible for the office of the Managing Director. The Company has received from Mr. Nitin Keshavji Shah:

(i) Consent to act as the Managing Director in the prescribed form DIR-2 pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014;

(ii) Intimation in the prescribed form DIR-8 pursuant to Section 164 of the Act and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to become a director under the Act;

(iii) Declaration under Section 152 of the Act to the effect that he is not disqualified to become a director under the Act.

Pursuant to the provisions of Section 190 of the Act, the written memorandum setting out the terms and conditions including remuneration and other relevant documents are open for inspection by the members at the Registered Office and Corporate Office of the Company during business hours on any working day of the Company without payment of fee.

The material terms and conditions of the appointment of Mr. Nitin Keshavji Shah, as the Managing Director, are as follows:

1. Tenure of Agreement: For a period of 5 years commencing from 14th November 2022 to 13th November 2027

2. Salary, Allowances and Commission (hereinafter referred to as '**Remuneration**'):
a) Basic Salary: Rs. 1,00,00,000/- (Rupees One Crore) per year.
b) Perquisites/Allowances:
i) Medical Expenses: Reimbursement of actual medical expenses incurred in India including hospitalization, nursing homes and surgical charges for himself & family including premium on medical insurance.
ii) Travel Concession/Assistance: Travel Concession/Assistance (domestic) in respect of himself and his family.
iii) Personal Accident Insurance: Personal Accident Insurance policy as per rules of the Company.
iv) Leave: Leave with full pay or encashment thereof, as per the rules of the Company.
v) Communication Facilities: Telephone, Telefax & other communication facilities at residence.
vi) Other Perquisites: Subject to overall ceiling on remuneration, Mr. Nitin Keshavji Shah may be given other allowances & expenses including expenses incurred for business of the Company and such other perquisites and allowances in accordance with the rules of the Company. The value of such perquisites/allowances shall not exceed in aggregate One Hundred and Fifty Percent of the annual basic salary.

3. Minimum Remuneration:
Notwithstanding anytime herein contained, where in any financial year during the period of his office as Managing Director, the company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Nitin Keshavji Shah remuneration by way of salary, perquisites not exceeding the maximum limits laid down in schedule v of the companies act 2013, as may be agreed to by the Board of director Mr. Nitin Keshavji Shah.

4. Natures of duties:
a) The Managing Director shall devote his whole-time attention to the business of the company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such power as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the company including performing duties as assigned by the Board from time to time.

b) The Managing Director shall not exceed the powers so delegated by the Board. The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interest and welfare of the Company and to conform to and comply with the directions as may be given to him from time to time by the Board.

ATTENDANCE SLIP

(To be presented at the entrance)

16TH ANNUAL GENERAL MEETING ON SATURDAY, 30TH SEPTEMBER, 2023 AT 4.00P.M. AT OFFICE NO.1224, DEOJI NAGAR, NARPOLI VILLAGE, BHIWANDI, THANE - 421 302.

Folio No. _____

DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature

Name of the Proxyholder_____ Signature

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): .....

Registered address: .....

E-mail Id: .....

Folio No. / Client ID No.: ..... DP ID No. .....

I / We, being the member(s) of ……..…. Shares of JAKHARIA FABRIC LIMITED, hereby appoint:

1. Name: ……..... E-mail Id: .....
   Address: .....
   ..... Signature:
   or failing him

2. Name: ……..... E-mail Id: .....
   Address: .....
   ..... Signature:
   or failing him

3. Name: ……..... E-mail Id: .....
   Address: .....
   ..... Signature:
   or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company to be held on **Saturday, 30th September, 2023 at 4.00 p.m. at office no. 1224, Deoji Nagar, Narpoli Village, Bhiwandi, Thane - 421 302.** and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

1. Adoption of Standalone Audited financial statements and Consolidated Audited Financial Statements and Report of Board of Directors and Auditors for the year ended March 31, 2023.
2. To re-appoint Mr. Manekchand Panachand Shah (DIN: 01911237) Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Mr. Nitin Shah (DIN: 01869318) as Managing Director of the Company.

Signed this …… day of …… 2023

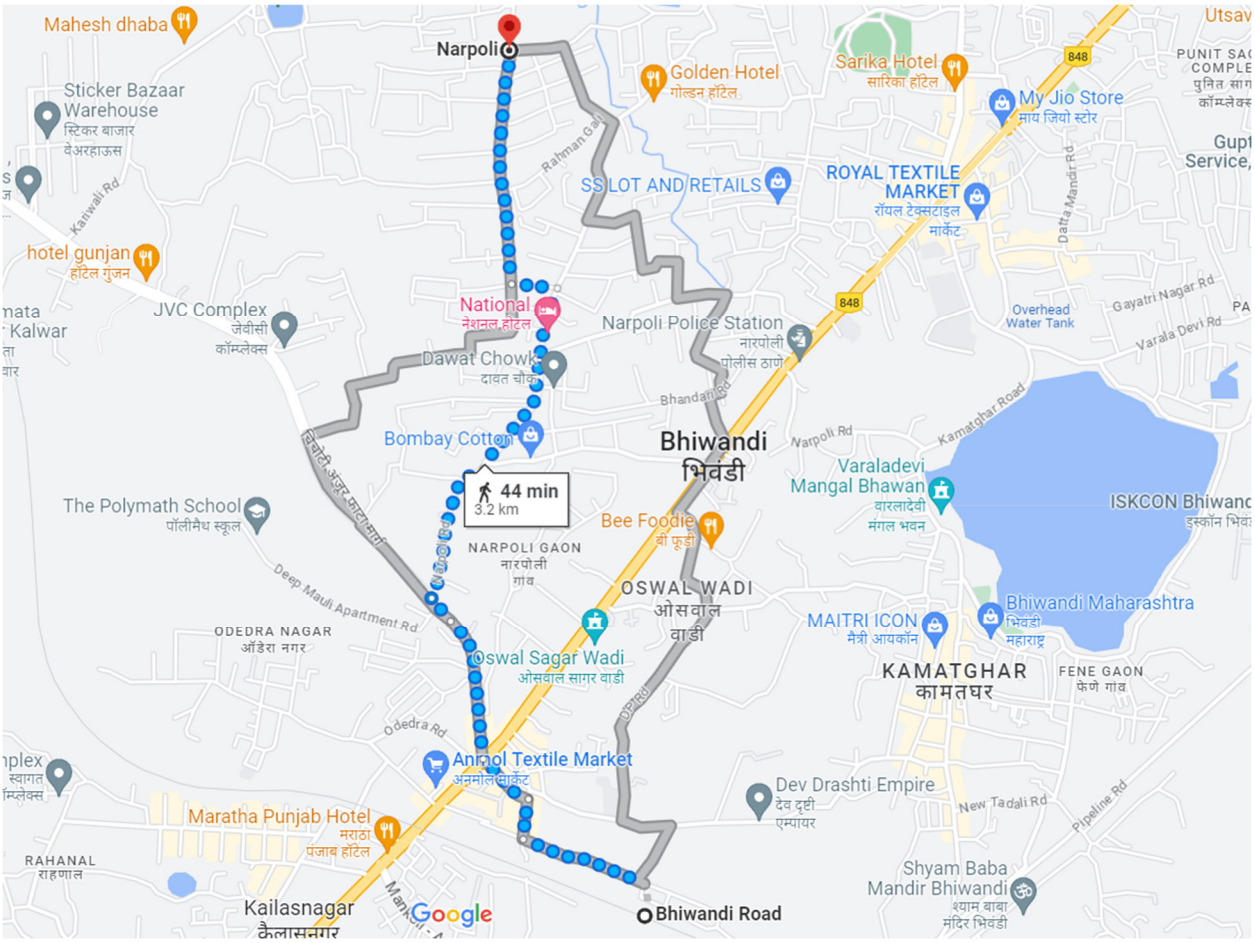
Affix Revenue Stamp

Signature of shareholder **Signature of Proxy holder(s)**

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

Route Map


Narpoli
Mahesh dhaba
Sticker Bazaar Warehouse
स्टिकर बाजार वेअरहाऊस
hotel gunjan
हॉटेल गुंजन
JVC Complex
जेवीसी कॉम्प्लेक्स
National
नेशनल हॉटेल
Dawat Chowk
दावत चौक
Bombay Cotton
The Polymath School
पॉलीमैथ स्कूल
44 min
3.2 km
NARPOLI GAON
नारपोली गांव
ODEDRA NAGAR
ओडेरा नगर
Oswal Sagar Wadi
ओसवाल सागर वाडी
Anmol Textile Market
अनमोल मार्केट
Maratha Punjab Hotel
मराठा पंजाब हॉटेल
RAHANAL
राहणाल
Kailasnagar
कैलासनगर
Google
Golden Hotel
गोल्डन हॉटेल
SS LOT AND RETAILS
Narpoli Police Station
नारपोली पोलीस ठाणे
Bhiwandi
भिवंडी
Bee Foodie
बी फूडी
OSWAL WADI
ओसवाल वाडी
Sarika Hotel
सारिका हॉटेल
My Jio Store
माय जियो स्टोर
ROYAL TEXTILE MARKET
रॉयल टेक्सटाइल मार्केट
Overhead Water Tank
Varaladevi Mangal Bhawan
वारलादेवी मंगल भवन
MAITRI ICON
मैत्री आयकॉन
KAMATGHAR
कामतघर
FENE GAON
फेणे गांव
Bhiwandi Maharashtra
भिवंडी महाराष्ट्र
ISKCON Bhiwandi
Dev Drashti Empire
देव दृष्टी एम्पायर
Shyam Baba Mandir Bhiwandi
श्याम बाबा मंदिर भिवंडी
Bhiwandi Road
Kamatghar Road
Narpoli Rd
Bhandari Rd
Gayatri Nagar Rd
Varala Devi Rd
New Tadali Rd
Pipeline Rd
Odedra Rd
Deep Mauli Apartment Rd
Kaniwali Rd
Rahman Gali
Datta Mandir Rd
848