



SPL Industries Ltd.
A Two Star Export House

Plot No. 21 & 22, Sector-6,
Faridabad-121 006 (Haryana) INDIA
Tel. : 91-129-2306700, 2306783

05th September, 2022

Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra- Kurla Complex, Bandra (E), Mumbai 400051. NSE Symbol: SPLIL	Listing Department BSE Limited Phirozee Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. Scrip Code: 532651
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Subject- 31st Annual Report of SPL Industries Limited

Reference- Regulation 34 (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In compliance with Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended from time to time), please find attached herewith 31st Annual Report of the company for the Financial Year 2021-22.

The Annual report for the Financial Year 2021-22 is uploaded on the website of the Company also i.e. www.spllimited.com

Kindly take the same on records.

Thanking you,

For, SPL Industries Limited
Vishal
Srivastava

Vishal Srivastava
Company Secretary
& Compliance Officer

SPL INDUSTRIES LTD.

31st ANNUAL REPORT
2021-22



SPL INDUSTRIES LTD.



Corporate Profile

Board of Directors

1. Mr. Mukesh Kumar Aggarwal Managing Director
2. Mrs. Shashi Agarwal- Director
3. Mr. Vijay Kumar Jindal- Wholetime Director
4. Mr. Sudeepta Ranjan Rout Independent Director
5. Mr. Varun Bansal Independent Director
6. Mr. Vikas Jalan Independent Director

Chief Financial Officer

Mr. Sanjay Gupta

Company Secretary & Compliance Officer

Mr. Vishal Srivastava

Bankers

HDFC Bank Limited
Axis Bank Limited

Statutory Auditors

Raghu Nath Rai & Co., New Delhi

Secretarial Auditors

Agarwal S. & Associates, New Delhi

Internal Auditors

Vats & Associates, New Delhi

Registrar & Share Transfer Agent

KFin Technologies Limited

Registered Office

Office No- 202, 2nd Floor, Vikramaditya Tower,
Alaknanda Market, Kalkaji- 110019, Delhi

Corporate Office

Plot No. 21, Sector-6,
Faridabad- 121006, Haryana

Plant

Plot No. 21-22, Sector-6,
Faridabad- 121006, Haryana

Website

www.splimited.com

Board Committees

Audit Committee

Mr. Sudeepta Ranjan Rout- Chairperson and Member
Mr. Mukesh Kumar Aggarwal- Member
Mr. Varun Bansal- Member
Mr. Vikas Jalan- Member

Nomination and Remuneration Committee

Mr. Sudeepta Ranjan Rout - Chairperson and Member
Mr. Varun Bansal-Member
Mr. Vikas Jalan- Member

Corporate Social Responsibility Committee

Mr. Sudeepta Ranjan Rout - Chairperson and Member
Mr. Mukesh Kumar Aggarwal- Member
Mrs. Shashi Agarwal- Member

Stakeholder Relationship Committee

Mr. Sudeepta Ranjan Rout - Chairperson and Member
Mr. Mukesh Kumar Aggarwal- Member
Mr. Varun Bansal- Member
Mr. Vikas Jalan- Member

Contents

Notice.....	02
Director's Report	11
Management Discussion and Analysis.....	20
Report on Corporate Governance.....	24
Secretariat Audit Report	41
Independent Auditor's Report.....	45
Financial Statements	52



NOTICE

202, IInd Floor, Vikramaditya Tower, Alaknanda Market, Kalkaji- 110019, Delhi
CIN: L74899DL1991PLC062744

email: cs@spplimited.com | Website: www.spplimited.com

Notice is hereby given that the 31st ANNUAL GENERAL MEETING of the Members of SPL INDUSTRIES LIMITED ("the company") will be held on Thursday, 29th September, 2022 at 11:00 a.m. through video conferencing (VC)/Other Audio-Visual means (OAVM) to transact the following business-

ORDINARY BUSINESS-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon.
2. To consider appointment of a Director in place of Mrs. Shashi Agarwal (DIN-06687549), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s Raghu Nath Rai and Co., Chartered Accountants (Firm Registration No. 000451N) as Statutory Auditors of the Company for the financial year 2022-23, who were appointed to hold office from the conclusion of the 30th Annual General Meeting upto to the conclusion of the 35th Annual General Meeting with ratification by the member in every Annual General meeting and to authorise Mr. Sanjay Gupta, Chief Financial Officer to fix their remuneration for the financial year 2022-23.

SPECIAL BUSINESS-

4. **To maintain borrowing limit of the Company under Section 180 (1) (c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution-**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the members of the Company be and is hereby accorded for authorizing the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 100 Crores [including the money already borrowed by the Company] whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves (that is to say reserve not set apart for any specific purpose) on such terms and conditions as the Board may consider necessary and expedient in their absolute discretion."

5. **To increase the remuneration of Managing Director of the Company under Section 197 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution -**

"RESOLVED THAT pursuant to the provisions under Section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") including any statutory amendment, modifications or re-enactment thereof and in term of regulation 17 & other applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of shareholders be and is hereby accorded to increase the remuneration of Mr. Mukesh Kumar Aggarwal, Managing Director of the Company to Rs. 5,00,00,000/- (say Rupees Five Crores) per annum as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and that the said remuneration does not exceed the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally/jointly authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s) as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub delegate in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

6. **To take approval for Material Related Party Transaction and in this regard to consider, and if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the applicable rules issued thereunder (including any statutory modification(s) or re-enactment thereof), Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with SEBI Circulars SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022 and SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 and other relevant circulars ("SEBI Circulars"), the Company's Policy on Related Party Transactions and based on recommendation of the Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s) / transaction(s) in the ordinary course of business, with Shivalik Prints Limited, for an amount not exceeding the aggregate 300,00,00,000 (Rupees Three Hundred Crores only); for a period upto next annual general meeting to be held in the year 2023 (not exceeding fifteen months), for a period not exceeding fifteen months, on such terms and conditions as may be considered appropriate by the Board;



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers conferred to it under this resolution to any of its committees or directors of the Company and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

**By order of the Board,
For, SPL Industries Limited**

**Sd/-
Mukesh Kumar Aggarwal
Managing Director
DIN 00231651
C-1/4, Sector-11, Faridabad
Haryana - 121007**

**Place: Faridabad
Date: August 31, 2022**

NOTES FOR E-AGM-

1. The relevant statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, read with the relevant Rules made thereunder (the "Act"), setting out the material facts and reasons, in respect of Item Nos. 4 to 6 of this Notice, is annexed herewith.
2. In view of the prevailing outbreak of COVID-19 Pandemic and the restrictions imposed on gathering of people through social distancing norms, the Ministry of Corporate Affairs ("MCA") vide General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020 and General Circular No. 02/2021 dated 13th January 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 ("MCA Circulars"), and Securities and Exchange Board of India vide Circular No. SEBI/ HO/ CFD /CMD1/ CIR/P/2020/79 dated 12th May 2020 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January 2021, and other applicable circulars ("SEBI Circulars"), has permitted companies to hold Annual General Meeting through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue during the calendar year 2022. Accordingly in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, the company has decided to convene the 31st Annual General Meeting (the "AGM") through VC / OAVM.
3. The Company has appointed M/s KFin Technologies Limited ("KFIN"), Registrar and Share Transfer Agent of the Company, to provide the VC facility for conduct of the AGM.
4. In terms of the relevant Circulars, the Members are requested to take note of the following:
 - a) Notice convening the AGM of the Company, the Annual Report for the financial year 2021-22 and the e-voting instructions along with the User ID and Password are being sent only by email to those Members who have registered their email address with their Depository Participant(s) ("DPs") / KFIN.
 - b) Members holding shares of the Company in electronic form, can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with KFIN, by complying with the procedure given below:
 - i. Visit the link-<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
 - ii. Select the company name: SPL Industries Limited
 - iii. Enter DPID Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and Permanent Account Number (PAN).
 - iv. In case shares are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - v. Enter the email address and mobile number.
 - vi. System will check the authenticity of the DPID Client ID/Physical Folio No. and PAN/Certificate No., as the case may be and send the OTPs to the said mobile number and email address, for validation.
 - vii. Enter the OTPs received by SMS and Email to complete the validation process. (Please note that the OTPs will be valid for 5 minutes only).
 - viii. In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
 - ix. System will confirm the email address for the limited purpose of serving the Notice of the AGM, the Annual Report of the Company for the financial year 2021-22 and the e-voting instructions along with the User ID and Password.



Alternatively, Members may send an email request to einward.ris@kfintech.com along with the scanned copy of their request letter duly signed by the 1st shareholder, providing the email address, mobile number, self- attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFIN to temporarily register their email address and mobile number so as to enable the Company to issue the Notice of the AGM, the Annual Report of the Company for the financial year 2021-22 and the e-voting instructions along with the User ID and Password, through electronic mode.

However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information.

In case of any queries, in this regard, Members are requested to write to einward.ris@kfintech.com or evoting@kfintech.com or contact KFIN at toll free number: 1800 3094 001.

- c) The Notice of the AGM and the Annual Report for the financial year 2021-22 have also been uploaded on the websites of the Company (<https://www.spllimited.com/annual-reports.htm>), KFIN Technologies Limited (<https://evoting.kfintech.com/public/Downloads.aspx>), National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the relevant Circulars.
 - d) Since the AGM is being held through VC, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available and as such the Proxy Form and Attendance Slip are not annexed to this Notice.
 - e) Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting or for participation and e-voting through Instapoll during the AGM. Corporate Members intending to authorise their representatives to attend the AGM are requested to email the same to einward.ris@kfintech.com, along with certified true copy of the latest Board Resolution or Power of Attorney, authorizing their representative to participate and vote at the AGM, on their behalf.
 - f) Attendance of Members at the AGM through VC, shall be counted for the purpose of reckoning the quorum, under the provisions of Section 103 of the Act read with the relevant Circulars.
5. With a view that Company's must conserve capital in an environment of heightened uncertainty caused by COVID-19 Pandemic, the Board of Directors of the Company has not proposed any dividend for the financial year ended 31st March 2022.
 6. Members holding shares in electronic form are requested to intimate all changes pertaining to their Company details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their DPs. Any changes effected by the DPs will be automatically reflected in the record maintained by the Depositories. Members holding shares in physical form are requested to notify changes to the said information to KFIN, by sending an email to einward.ris@kfintech.com or to cs@spllimited.com, quoting their Folio number(s) along with supporting documents.
 7. SEBI vide its Circular dated 20th April 2018, has made it mandatory for the Company to collect copy of PAN and Company account details from persons holding securities in physical form. Accordingly, Members holding shares in physical form are requested to submit to KFIN, the said documents duly self-attested by them.
 8. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (the "SEBI Listing Regulations"), securities of listed companies can be transferred only in dematerialized form, with effect from 1st April 2019, except in case of request received for transmission or transposition of securities held in physical form. In view of this and to eliminate all risks associated with physical shareholding, Members holding shares in physical form are requested to consider converting their physical holding in securities into electronic form.

9. E-Voting:

Login method for e-Voting : Applicable only for Individual shareholders holding securities in Demat

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

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

NSDL	CDSL
1. User already registered for IDeAS facility: I. URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"	1. Existing user who have opted for Easi/ Easiest I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi



IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" III. Proceed with completing the required fields. 3. User not registered for IDeAS e-Services I. To register click on link : https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp II. Proceed with completing the required fields. 4. By visiting the e-Voting website of NSDL I. URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.	III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on e-Voting service provider name to cast your vote 2. User not registered for Easi/Easiest I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. 3. By visiting the e-Voting website of CDSL I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account IV. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.
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Individual Shareholders (holding securities in demat mode) login through their DP

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

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

10. Members holding shares either in physical form or dematerialised form, as on the cut-off date i.e. Thursday, 22nd September, 2022, (including those Members who may not receive this Notice due to non-registration of their email address with KFIN or the DPs, as aforesaid) may cast their votes electronically, in respect of the Resolution(s) as set out in the Notice of the AGM through the remote e-voting or e-voting through Instapoll during the AGM.

11. E-Voting Instructions:

- I. The instructions for e-voting, are as under
- a. Members shall use the following URL for remote e-voting (Other than Individual shareholders who holds shares in Electronic Mode): <https://evoting.kfintech.com>



- b. Members to enter the login credentials (i.e., User ID & Password) mentioned in the email, Folio No. / DP ID & Client ID will be the USER ID. Please note that the password is an initial password.
 - c. Members holding shares either in physical form or in dematerialized form, as on the said cut-off date, may cast their vote electronically.
 - d. After entering the said details, please click on LOGIN.
 - e. Members will reach the password change menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt the Members to change the password and update any contact details like mobile number, email address etc., on first login. Members may also enter the secret question and answer of their choice to retrieve password in case they have forgotten it. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
 - f. Members will need to login again with the new credentials.
 - g. On successful login, the system will prompt the Member to select the EVENT i.e., XYZ Limited.
 - h. On the voting page, Members are requested to enter the number of shares held as on the said cut-off date under FOR/ AGAINST or alternately enter any number FOR and any number AGAINST and ensure that the total number of shares cast FOR/ AGAINST, does not exceed their total shareholding, as on the said cut-off date. Members may also choose the option ABSTAIN.
 - i. Members holding multiple folio(s)/demat account(s) shall follow the said voting process separately for each folio(s)/demat account(s).
 - j. Members may cast their vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once a Member confirms his vote, he will not be allowed to modify his vote subsequently. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - k. The Board of Directors of the Company has appointed Mr. Ajay Kumar Choudhary (ACS 51674 and CP. 21297), Partner, Agarwal S. & Associates, Company Secretaries, Delhi as Scrutinizer and Mr. Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, Delhi as an Alternate Scrutinizer, in absence of Mr. Ajay Kumar Choudhary, to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner
 - l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the scrutinizer and/or alternate scrutinizer through email to asacs2022@gmail.com and/or sachinag1981@gmail.com resp. with a copy marked to evoting@kfintech.com, on or before Saturday, 24th September 2022.
 - m. The remote e-voting facility shall be available during the following period:

Commencement of remote e-voting	:	Monday, 26th Sep 2022 (10:00 A.M.)
End of remote e-voting	:	Wednesday, 28th Sep 2022 (5:00 P.M.)

During this period, only those persons whose names appears in the Register of Members or in the Register of beneficial owners maintained by the Depositories, as on the cut-off date i.e. Thursday, 22nd September, 2022, shall be entitled to cast their vote through remote e-voting. The remote e-voting facility shall be forthwith disabled by KFIN after expiry of the said period.
- II. Those Members, who are present in the AGM through VC and have not cast their vote on the Resolution(s) as set out in the Notice of the AGM through remote e-voting and are otherwise not barred from doing so, shall be eligible to avail the facility of e-voting through Instapoll during the AGM, in accordance with the relevant Circulars read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, by following the procedure mentioned below:
- a. The procedure for e-voting through Instapoll during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC.
 - b. The window for e-voting through Instapoll shall be activated upon instructions of the Chairman of the Meeting during the AGM.
 - c. E-voting through Insta poll during the AGM is integrated with the VC platform and hence no separate login is required for the same. Members will be required to click on the "Thumb (Icon to be put)" icon, to cast their vote through Insta poll during the AGM.
- III. Further, Members who have cast their vote through remote e-voting in respect of the Resolution(s) as set out in the Notice of the AGM, may attend the AGM, but shall not be entitled to cast their vote again during the AGM.
- IV. The Scrutinizer shall, immediately after conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting/e-voting through Insta poll during the AGM, in the presence of at least two witnesses not in employment of the Company and submit not later than 48 hours of the conclusion of the Meeting the Scrutinizer's Report in respect of the total votes cast in favour and against in respect of each of the Resolution(s) as set out in the Notice of the AGM, to the Chairman of the Board or to any one of the Directors duly authorized by the Board, in this regard, who shall countersign and declare the same.



- V. The Result(s) in respect of the Resolution(s) as set out in the Notice of the AGM, so declared, along with the Scrutinizer's Report will be communicated to the Stock Exchanges, not later than Saturday, October 01, 2022 and will be uploaded on the website of the Company i.e. www.spllimited.com and of KFIN i.e. <https://evoting.kfintech.com>. The said Results will also be displayed at the Registered and Corporate Offices of the Company, in accordance with the Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

12. Participation at AGM of the Company, Speaker Registration and Posting of queries:

1. Members holding shares either in physical form or in electronic form, as on the cut-off date i.e. Thursday, September 22, 2022 can attend the AGM through VC, by following the instructions, as mentioned below:
 - i. Click on the following URL: <https://emeetings.kfintech.com>
 - ii. Use the e-voting User ID and Password to login and select the 'EVENT', for the AGM of the Company.
 - iii. Members can join the AGM through VC from 11.00 a.m. onwards
2. Members who wish to ask questions during the AGM, can do so by registering themselves as a 'Speaker', by following the instructions, as mentioned below:
 - (i) Click on the following URL: <https://emeetings.kfintech.com>
 - (ii) Use e-voting User ID and Password, to register as a 'Speaker'.
 - iii) Only those Members holding shares either in physical form or in electronic form, as on the cut-off date of Thursday, September 22, 2022, may register themselves as a 'Speaker' from Tuesday, 27th September, 2022 (9:00 A.M.) up to Wednesday, 28th September, 2022 (5:00 P.M.). This will enable KFIN to make requisite arrangements for the said Members to ask questions during the AGM through VC.
 - (iv) Only those Members who have registered themselves as a 'Speaker', as aforesaid, will be able to ask questions during the AGM.
 - (v) The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM
3. Members who wish to post their queries may do so before the AGM, up to Wednesday, 21st September, 2022 (5.00 P.M.) by following the instructions, as mentioned below:
 - i. Click on the following URL: <https://emeetings.kfintech.com>
 - ii. Use e-voting User ID and Password, to post queries.
4. Please note that Members who do not have e-voting User ID and Password or have forgotten the e-voting User ID and Password may retrieve the same by following the e-voting instructions mentioned at point no. 09 above.
5. In terms of the relevant Circulars, at-least 1,000 Members are allowed to register and participate at the AGM through VC, strictly on a first-come-first-serve basis. However, the said restriction is not applicable to large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
6. Members can participate at the AGM through desktop/phone/laptop/tablet. However, for better experience and smooth participation, it is advisable to use Google Chrome, through Laptops connected through broadband, for the said purpose.
7. Members who participate using their desktop/phone/laptop/tablet and are connected via Mobile Hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the said glitches.
8. Further, Members will be required to allow access to the camera on their desktop/phone/laptop/tablet and are requested to use Internet service with a good connectivity, for smooth participation at the AGM.
13. In case Members have any queries or need any assistance on e-voting/participation at the AGM/ Speaker Registration process or for posting queries, may please write to KFIN at einward.ris@kfintech.com or evoting@kfintech.com or they may contact KFIN at toll free number: 1800 345 4001.
14. All the documents referred to in this Notice and the Explanatory Statement setting out the material facts in respect of Item nos. 4 to 6 thereof and the Statutory Registers, will be made available for inspection by the Company and as such the Members are requested to send an email to cs@spllimited.com
15. Since the AGM is being held through VC, the route map for the AGM venue, is not attached.



16. Members may contact the Company or KFin for conveying grievances, if any, relating to the conduct of the AGM, at the following address:

SPL Industries Limited
Email: cs@splimited.com

Contact Person:
Mr. Vishal Srivastava (Company Secretary)

KFin Technologies Limited
(Formerly Known as KFin Technologies Private Limited)
Unit: SPL Industries Limited
Selenium Tower B, Plot Nos. 31 & 32
Financial District, Nanakramguda
Serilingampally Hyderabad Rangareddi ,
Telengana-500032
Toll Free No.1800 3094 001
Email: einward.ris@kfintech.com
Contact Person:
Shri Raj Kumar Kale, Asst. GM (RIS)



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE

Item No. 4

The Board of Directors of the Company intends to maintain limit of such sum or sums of money from time to time as may be required for the purpose of the business of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from “temporary loans” as explained in section 180(1)(c) of the Companies Act, 2013 obtained by the Company in the ordinary course of business) may, at any time, exceed upto a sum of Rs. 100 Crore (Rupees One Hundred Crore only) over and above the aggregate paid up capital of the Company and its free reserve (that is to say reserve not set apart for any specific purpose) on such terms and conditions as the Board may consider necessary and expedient in their absolute discretion. However, as per Sec 180(1) (c) of the Companies Act, 2013, the Board of Directors of a public company, shall not, except with the consent of the shareholders by a Special Resolution, borrow money, where the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of paid-up capital of the Company and its free reserves. Since funds are continuous requirement of an organization and capital is base component of any project, keeping in view of broad-based operations of the Company, its enhanced capital requirement and for its operational efficiency, the Board recommends the resolution set forth in Item No. 4 for the approval of the Members as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

Item No. 5

The Nomination and Remuneration Committee, in its meeting held on 10.08.2022 and the Board of Directors, in its meeting held on 10.08.2022, approved and recommended to shareholders for their approval, the payment of remuneration of Rs. 5,00,00,000/- (say Rupees Five Crores) per annum to Mr. Mukesh Kumar Aggarwal (holding DIN 00231651), the Managing Director of the Company for remaining duration of his appointment as Managing Director up to May 14, 2026. The payment of remuneration was approved by the Board based on industry standards, work responsibilities handled by the Managing Director of the Company. His efforts are instrumental in converting the Company’s fortunes. With his vast experience in textile sector, the Board of Directors considered it to be desirable for approval of remuneration payable to him for his remaining tenure of appointment as Managing Director. Approval of the shareholders is sought for enhanced remuneration payable for the remaining period of existing appointment to Mr. Mukesh Kumar Aggarwal as Managing Director of the Company. Mr. Mukesh Kumar Aggarwal and his relatives shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mr. Mukesh Kumar Aggarwal under the resolution. The Board recommends the resolution set forth in Item No. 5 for the approval of the Members as Special Resolution.

Except Mr. Mukesh Kumar Aggarwal, himself and his wife Mrs. Shashi Agarwal, Director of the Company, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution(s) as set out in Item No. 5 of the notice.

Item No. 6

As per the provisions of Section 188 of the Companies Act, 2013 (‘Act’), transactions entered with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the requirement of obtaining prior approval of shareholders.

Pursuant to the provisions of sub-regulation (4) of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), with effect from April 1, 2022, all ‘material’ Related Party Transactions shall require prior approval of the shareholders through resolution. For this purpose, a transaction with a related party shall be considered ‘material’, if such transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

SEBI vide its circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 stipulated that the shareholders’ approval of omnibus related party transactions approved in an annual general meeting shall be valid upto the date of the next annual general meeting for a period not exceeding fifteen months.

The Company do enter into contract(s)/ arrangement(s) / transaction(s) in the ordinary course of business with Shivalik Prints Limited for sale and purchase, supply of service like Water charges, Power Charges, Sale of Steam, Sale of Services Waste Treatment, Sales of Dyes & Chemicals and others.

Details of Material Related Party Transactions are as follows:

S. No.	Particulars	Details
1	Name of the Related Party	Shivalik Prints Limited
2	Nature of Relationship with the Company	The entity falling in promoter or promoter group.
3	Type, material terms and particulars of the proposed transaction	Sale and Purchase, supply of service like Water charges, Power Charges, Sale of Steam, Sale of Services Waste Treatment, Sales of Dyes & Chemicals and others.
4	Tenure of the proposed transaction	As per SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 i.e. upto the date of the next annual general meeting for a period not exceeding fifteen months
5	Value of the proposed Transaction	300 Crore (Three Hundred Crore)



6	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	144%
7	(a) Details of the source of funds in connection with the proposed transaction	Not Applicable
	(b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	Not Applicable
	(c) Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Not Applicable
	(d) Purpose for which funds will be utilised	Ordinary Course of Business
8	Justification as to why the RPT is in the interest of the Company	
9	Details about valuation, arm's length and ordinary course of business	Ordinary course of business
10	Valuation and other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not applicable
11	Any other information relevant or important for the shareholders to take an informed decision	Nil

The Members may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve the resolution set out in Item No. 6.

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

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT & RE-APPOINTMENT AT 31st AGM

[Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name	Mrs. Shashi Agarwal
Date of Birth and Age	24-09-1963 and 58 Years
Nationality	Indian
Qualification	Graduate
Expertise in specific functional area	Designing
Date of Appointment	12-09-2013
Relationship with any other Director, Manager and other KMP of the Company	Not Applicable
Remuneration	NIL
Number of shares held in the company	14,75,719 equity shares
Number of Meetings of the Board held during the year and number of Board Meetings attended	No. of Meeting during her tenure - 7 No. of Meetings attended - 7
Relationship with any other Director, Manager and other KMP of the Company	Wife of Mr. Mukesh Kumar Aggarwal Sister in Law of Mr. Vijay Kumar Jindal
Directorship in other companies	NIL
Chairman/membership of Committee* across all public companies	NIL

*Does not include Chairmanship/Membership in Board Committees other than Audit Committee and Shareholders' Grievance Committee



DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present the 31st Annual Report of the Company together with the audited financial statements for the financial year ended March 31, 2022.

1. Corporate Overview

Your company is a leading exporter of Knitted fabric and Knitted garments. The Company exports its products to United States and European Markets.

2. Financial Highlights

As mandated by the Ministry of Corporate Affairs, your company has prepared the financial statements for the year ended March 31, 2022 as per Indian Accounting Standard ('IND AS') notified under Sec 133 of the Companies Act, 2013 read with notification no. G.S.R. 111(E) dated 16.02.2015 as amended from time to time. The Standalone financial performance of the Company for the financial year ended March 31, 2022 are summarized below:

Particulars	Standalone (In Lakhs)	
	For the year ended March 31, 2022	For the year ended March 31, 2021
Sales and other Income		
Revenue from operations	19,786.96	11,008.62
Other Income	1,004.30	566.54
Total Revenue	20,791.26	11,575.17
Profit Before Interest and Depreciation	3,181.15	2,141.66
Less: Finance Charges	75.13	70.02
Depreciation	240.50	277.28
Net Profit Before Tax	2,865.52	1,794.36
Less: Provision for Tax	757.10	439.61
Net Profit After Tax	2,108.42	1,355.19
Share Of Profit/ (Loss) Of Associates	0.00	0.00
Net Profit after share of profit of Associates	2,108.42	1,355.19
Earnings Per Share	7.27	4.67

3. Financial Performance

The Company continues to maintain its market leadership across markets during the year under review. Strong growth access to garments segment despite the inflationary trends in material costs, the company achieved record turnover and through effective cost control measures been able to achieve higher profit. Your Company continued to build good relationship with our customers. The quality in our products is a prime motto of our business. At SPL, people are highly devoted towards the operations and are also partners in growth. During the year under report, there was a sustained focus to increase strength of your company and sharpen competitive advantages with a view towards long term value creation.

Your Company is financially strong & self-reliant in terms of funds generation and debt servicing. A constant rise in turnover of the Company is apparent. However, your Directors are expecting better results both in terms of operations of the Company and its financial position.

4. Standalone Performance

On a standalone basis, your company reported the revenue from operation and other income was Rs. 20,791.26 lakhs against Rs. 11,575.17 lakhs for the previous financial year. The net profit for the year was Rs. 2,108.42 lakhs against Rs. 1,355.19 lakhs reported in the previous year. The EPS from continuing operations for the reporting year was Rs. 7.27.

5. Directors Responsibility Statement

Pursuant to the requirement under Sec 134 (5) of the Act, the Board of Directors of the Company hereby state and confirm that;

- i. in the preparation of the Annual accounts for the year ended March 31, 2022, the applicable accounting standard have been followed along with proper explanation relating to the material departures, if any;
- 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 as at March 31, 2022 and of the profit of the Company for the year ended on that date;



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

6. Dividend and Transfer to Reserve

In order to conserve the resources, your Board has decided not to declare any dividend for the financial year 2021-22. Your Company does not propose to transfer amounts to the general reserve out of the amount available for appropriation.

As per Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, top five hundred listed entities based on market capitalization are required to formulate a Dividend Distribution Policy. However, during the year your company has remained to be a small cap company and hence this regulation does not apply to the Company.

7. Share Capital

The paid-up equity share capital as on March 31, 2022 was Rs. 29.00 Crores consisting of 2,90,00,004 equity shares of Rs. 10/- each fully paid-up.

8. Transfer to Investors Education and Protection Fund

The Company had no liability to transfer any unpaid/unclaimed equity shares and/or dividends up to the financial year 2011-12 to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of Companies Act 2013.

9. Change in Nature of Business

During the year under review, there was no change in the nature of the business.

10. Listing

The Equity Shares of the Company continue to remain listed on BSE Limited and the National Stock Exchange of India Limited.

11. Deposit from Public

The Company has not accepted any deposit within the meaning of Chapter V of the Companies Act, 2013 and the Rules framed thereunder.

12. Extract of Annual Return

Pursuant to Sub-Section (3) of Section 92 read with clause (a) of Sub-Section (3) of Section 134 of the Act, a copy of Annual Return as on March 31, 2022, is available on the Company's website at <https://www.spillimited.com/investors.htm>

13. Secretarial Standards

The Company complies with all applicable secretarial standards.

14. Particulars of Loans, Guarantees or Investment by the Company

During the year under review, no loan, guarantees and investments pursuant to the provisions of Section 186 of the Act and SEBI (LODR) Regulations, 2015, were made by the Company. However, loans and Investments covered under the provision of the said section are given in the notes to financial Statements.

15. Director and Key Managerial Personnel

During the year under review and between the end of the financial year and date of this report, the following are the changes in directors and Key Managerial Personnel of the Company.

- (i) In accordance with Section 152(6) of the Companies Act, 2013 and the Articles of Association, Mrs. Shashi Agarwal (DIN: 06687549), Director of the Company will be retiring at the ensuing Annual General Meeting and being eligible, seeks re-appointment. Item seeking her re-appointment along with her detailed profile has been included in the notice convening the AGM.
- (ii) Mr. Sudeepta Ranjan Rout (DIN: 05106254) was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board of Directors at the meeting held on July 10th, 2021 for a period of five years and the approval of the shareholders for his re-appointments as an Director (Non-Executive Independent Director) has been obtained in the 30th Annual General Meeting held on September 29, 2021. The said period of five years begins from July 10, 2021 and ends on July 09, 2026. His consent and necessary disclosures for appointment as an Independent Director of the Company and that he meets the criteria of Independence has been obtained at the time of appointment.
- (iii) Mr. Vikash Jalan (DIN: 09234205) was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board of Directors at the meeting held on July 10th, 2021 for a period of five years and the approval of the shareholders for his



re-appointments as an Director (Non-Executive Independent Director) has been obtained in the 30th Annual General Meeting held on September 29, 2021. The said period of five years begins from July 10, 2021 and ends on July 09, 2026. His consent and necessary disclosures for appointment as an Independent Director of the Company and that he meets the criteria of Independence has been obtained at the time of appointment.

- (iv) Mr. Varun Bansal (DIN: 09233433) was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board of Directors at the meeting held on July 10th, 2021 for a period of five years and the approval of the shareholders for his re-appointments as an Director (Non-Executive Independent Director) has been obtained in the 30th Annual General Meeting held on September 29, 2021. The said period of five years begins from July 10, 2021 and ends on July 09, 2026. His consent and necessary disclosures for appointment as an Independent Director of the Company and that he meets the criteria of Independence has been obtained at the time of appointment.
- (v) Mr. Ashish Yadav has tendered his resignation from the post of Company Secretary and Compliance Officer of the Company and his last date of working with the company was 05th January, 2022. Mr. Vishal Srivastava has been appointed as Company Secretary and Compliance Officer of the Company w.e.f, 6th January, 2022.

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Reg. 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time. Based on the confirmation/ disclosure received from the directors, the Non-Executive Directors namely Mr. Sudeepta Ranjan Rout, Mr. Vikash Jalan and Mr. Varun Bansal are treated as independent as on March 31, 2022.

In the opinion of the Board, the Independent Directors are persons with integrity, expertise and experience in the relevant functional areas. Requirements of online proficiency self-assessment test in terms of Rule 6(4) of The Companies (Appointment and Qualifications of Directors) Rules, 2014 will be complied within the prescribed timeline, if the same is applicable to each of them.

During the year under review, meetings of the Board of Directors and its Committees were held, details of which are set out in the Corporate Governance Report which forms part of this Report.

16. Board Evaluation and Familiarization programme

One of the key functions of the Board is to monitor and review the Board Evaluation Framework. The Board works with the nomination and remuneration Committee to lay down the evaluation criteria for the performance of the Chairman/the Board, Committees of the Board, executive, non-executive and Independent directors through peer evaluation, excluding the director being evaluated. Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, an annual performance evaluation of the Board/Committees/Directors was undertaken.

The Board subsequently evaluated its own performance, the working of its Committees, Individual Directors and Independent Directors without participation of the relevant Director(s). The criteria for performance evaluation have been detailed in the Corporate Governance Report which is to this Report.

Further, the Independent Directors of the Company met on May 15, 2021 and January 05, 2022 to review the performance of the Nonexecutive directors, Chairman of the Company and the access of the quality, quantity and timeliness of flow of information between the Company management and the Board to effectively perform their duties.

17. Policy on Director's Appointment and Remuneration and other details

The Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided in Section 178(3) of the Act is available on our website www.spllimited.com. We affirm that remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

Some of the salient features of which are as follows:

- (i) To regulate the appointment and remuneration of directors, key managerial personnel and the senior management personnel;
- (ii) To identify persons who are qualified to become directors as per the criteria/ Board skill matrix identified by the Board;
- (iii) To ensure proper composition of Board of Directors and Board diversity;
- (iv) To ensure that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors, key managerial personnel and senior management and their remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to Company's working and its goals.

18. Meeting of Board of Directors

Detailed composition of the Board of Directors, its number of meetings held during the year under review and other related details are set out in the Corporate Governance Report which forms part of this Report.

There have been no situations where the Board has not accepted any recommendation of the Audit Committee.

19. Board Committees

Detailed composition of the mandatory Board committees namely Audit Committee, Nomination and Remuneration Committee, CSR Committee, Stakeholders Relationship Committee, its number of meetings held during the year under review and other related details are set out in the Corporate Governance Report which forms part of this Report.

There have been no situations where the Board has not accepted any recommendation of the Audit Committee.



20. Corporate Social Responsibility

Your Company believes in touching some of the important aspects of human life. The Company implements CSR through multiple trust/societies through which it operates and efforts are revolved around several projects relating to Social Empowerment and Welfare, Infrastructure Development, Sustainable Livelihood, Health Care and Education during the year under review. These projects are in accordance with Schedule VII of the Act and its CSR policy.

The brief report of the Corporate Social Responsibility (CSR) policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure- A** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is a part of this report.

The Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company are available on your Company's website www.spllimited.com.

21. Management Discussion and Analysis

The Management Discussion and Analysis Report on the operations of the Company, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, forms an integral part of this Report which is Annexed as **Annexure- B**.

22. Business Responsibility Report

As required under Regulation 34 of the Listing Regulations, the Business Responsibility Report is not mandatory over your Company, hence the same does not form part of the Director's Report.

23. Corporate Governance

A separate section on parameters of statutory compliance evidencing the standards expected from a listed entity have been duly observed and a report on Corporate Governance as well as certificate from company secretary in practice confirming compliance with the requirements of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 forms part of this Report as **Annexure- C**

24. Vigil Mechanism

The Company has a Vigil Mechanism to report concern about unethical behavior, actual or suspected fraud or violation of Company's code of conduct by the Directors and employees. The vigil mechanism is disclosed in the website of the company viz., www.spllimited.com.

25. Related Party Transaction

All transactions or arrangements entered into with the related parties for the year under review were on arm's length basis and in the ordinary course of business. Hence the provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder are not attracted. Accordingly, the disclosure of Related Party Transactions as required under Section 134 (3) (h) of the Companies Act, 2013 in Form AOC 2 is enclosed as **Annexure- D**.

None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company.

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company viz., www.spllimited.com.

26. Internal Control System and their adequacy

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The Internal and operational audit is entrusted with M/s. Vats & Associates, a firm of Chartered Accountants. The main thrust of Internal Audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal financial control systems w.r.t. the financial statements and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee of the Board of Directors, Independent Auditors and the Finance department have periodically been appraising the significant internal audit observations and the corrective actions have been taken. The Audit Committee places a key role in providing assurance to the Board of Directors.

27. Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchanges earnings and outgo pursuant to Section 134 (3) (m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (accounts) Rules, 2014 as amended from time to time is annexed as Annexure - E and forms an integral part of this Report.



28. Business Risk Management

Your Company continues to strengthen its robust Risk Management Framework and the same was reviewed by the Audit Committee periodically. The Committee meets for focused interaction with business, identifying and prioritizing strategic, operational risk and formulating appropriate mitigation strategies and conducting frequent review of the progress on the management of the identified risk. Your company believes that managing risk helps in maximizing return. The company's approach in addressing business risks includes periodical review of such risks and thereby mitigating it effectively. The risk management framework is reviewed periodically by the Board and the Audit Committee. Some of the risks that the company is exposed to are:

The Company through its Audit Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. The Audit Committee's objective is to ensure sustainable business growth with stability and to promote a proactive approach in evaluating, resolving and reporting risks associated with the business.

29. Auditors

a. Independent Auditors

As per the provisions of Section 139 of the Companies Act, 2013, M/s Raghu Nath Rai & Co., Chartered Accountants (FRN- 000451N) were appointed as Independent Auditors of the company for a period of 5 (Five) years in the 30th AGM of the Company held in 2021. Further the report of the Independent Auditors along with notes to financial statements is enclosed to this Annual Report. The Auditors' Report does not contain any qualification, reservation, disclaimer or adverse remarks.

b. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company re-appointed M/s. Agarwal S & Associates, Practicing Company Secretaries, Delhi to conduct the secretarial Audit for the financial year 2021-22. The Audit Report issued by the Secretarial Auditors for the said Financial Year forms part of this Report and is set out in **Annexure – F** which is a self-explanatory.

c. Internal Auditors

M/s. Vats & Associates, Chartered Accountants continue to be the Internal Auditors of your company for the financial year 2021-22.

30. Significant & Material Orders passed by the Regulators or Courts

There were no significant and material orders passed by the Regulators and/or courts.

31. Environment & Safety

The Company is conscious of the importance of environment friendly and safe operations. The company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliance of environmental regulations and preservation of natural resources.

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition and redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at the workplace with a mechanism of lodging complaints. The following is a summary of sexual harassment complaints received and disposed off during the reporting period:

- A. No. of complaints received: **Nil**
- B. No. of complaints disposed off: **Nil**
- C. No. of complaints pending: **Nil**

The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Act.

32. Human Resources

Your Company believes that its manpower is an asset for the company and enjoys a strong brand image as a preferred and caring employer. The ongoing focus is on attracting, retaining and engaging talent with the objective of creating a robust talent pipeline at all levels. Value-based HR programmes have enabled your Company's HR team to become strategic partners for the business. Your company laid stress to build a women-friendly workplace by introducing various initiatives for the development of women employees in the organization.

Your Company has focused on internal talents and nurtures them through the culture of continuous learning and development, thereby building capabilities for creating future leaders. Your company's initiatives like a hiring freeze at some levels, robust talent review, career development conversations and best-in- class development opportunities, which will help to enhance the employees experience at your Company. The Company's Human Resources plays a critical role in your Company's talent management process.

The Disclosure as required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure – G** and forms a part of this report. Information relating to remuneration of Directors under Section 197 read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been given in **Annexure- H** to the Director's Report.



33. Subsidiaries, Associates and Joint-Ventures

During the Financial Year 2021-22, no company became and/or ceased to be an Associate, Subsidiary or Joint-Venture company of your Company.

34. Certificate of Non-Disqualification

Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificate confirming non-disqualification of directors of the company forms part of the Corporate Governance Report.

35. General

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

- A. there were no frauds reported by the auditors under provisions of the Companies Act, 2013;
- B. Issue of equity shares with differential rights as to dividend, voting or otherwise;
- C. There were no revisions in the financial statements;
- D. Issue of share (including sweat equity shares) to employees of the Company under any scheme as permitted under any provision of Companies Act, 2013.
- E. Companies are not required to maintain cost records as specified by the Central Government under section 148(1) of the Companies Act, 2013.

36. Acknowledgments

Your Directors thank various Central and State Government Departments, Organizations and Agencies for the continued help and cooperation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

Place- Faridabad
Date- August 31, 2022

By order of the Board,
For, SPL Industries Limited

Mukesh Kumar Aggarwal
Managing Director
DIN 00231651
C-1/4, Sector-11, Faridabad
Haryana - 121007



Annual Report on Corporate Social Responsibility (CSR) Activities

[Pursuant to clause (o) of Sub-Section (3) of Section 134 of the Act and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline of the company's CSR policy

The main objective of CSR policy is to lay down guidelines to make CSR a key business process for sustainable development of the Society. It aims at supplementing the role of the Govt. in enhancing welfare measures of the society based on the immediate short term and long term and environmental consequences of their activities. The Company shall execute CSR activities in the areas around its corporate and registered office. It may approve specific cases of projects in different areas. The overview of projects or programs proposed to be undertaken includes the following-

- Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water.
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently-abled and livelihood enhancement projects.
- Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically background groups.
- Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water.
- Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts.
- Sports and culture, training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports.
- Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women.
- Rural development projects viz. Infrastructure Support, Infrastructure for Village Electricity/Solar Light etc. Recurring expenditure should be borne by the beneficiaries.
- Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Govt.
- Measures for the benefit of armed forces veterans, war widows and their dependents.

2. The Composition of CSR Committee:-

S. No.	Name of the Member	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Sudeepta Ranjan Rout*	Chairman and Member	4	2
2	Mr. Chanderjeet Singh Bhatia*	Chairman and Member	4	2
3	Mr. Mukesh Kumar Aggarwal	Member	4	4
4	Mrs. Shashi Agarwal	Member	4	4

* Mr. Sudeepta Ranjan Rout, Non-Executive Independent Director of the company be and is hereby appointed as the Chairman of Corporate Social Responsibility Committee w.e.f 10th July, 2021, in place of Mr. Chanderjeet Singh Bhatia.

- Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: www.spllimited.com
- Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). **Not Applicable for financial year 2021-22**
- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

S. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
Not Applicable			



6. Average net profit of the company as per section 135(5).- 2,498.49 Lakhs
7. (a) Two percent of average net profit of the company as per section 135(5): 49.97 Lakhs
 (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years- Nil
 (c) Amount required to be set off for the financial year, if any: Not Applicable
 (d) Total CSR obligation for the financial year (7a+7b-7c). 49.97 Lakhs
8. (a) CSR amount spent or unspent for the financial year: 0.30 Lakhs

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
49.67 Lakhs	-	-	-	-	-

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number.
Not Applicable												

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/ No).	Mode of implementation - Through implementing agency.	
				State	District			Name	CSR Registration number.
1	Free Education & mass Marriage	Education	Yes	Haryana	Faridabad	1,00,000	No	Shirdi Sai Baba Temple Society	
2	Import of Oxygen Plant	Social Welfare	Yes	Delhi	-	5,00,000	No	PHD Family Welfare Foundation	CSR00004544
3	Help the Covid patient	Social Welfare	Yes	Delhi	-	1,00,000	No	Sewa Bharti	CSR00003477
4	Donation given for Healthcare Project	Healthcare	Yes	Delhi	-	1,00,000	No	Rotary Delhi South West Foundation	
5	Donation given for Social Welfare project	Social Welfare	Yes	Haryana	Faridabad	30,000	No	Bharat Vikas Parishad, Maharana Nyas	CSR00005562
6	Donation given for education Project	Education	Yes	Delhi	-	50,000	No	Aparajita	
7	Donation given for Healthcare Project	Healthcare	Yes	Delhi	-	1,00,000	No	Rotary Club Delhi South Central Charitable Trust	CSR00013998
8	Donation given for healthcare project to Physiotherapy Centre	Healthcare	Yes	Rajasthan	Jaipur	4,55,300	No	Mahavir International Jaipur Association	CSR00025274
9	Donation given for healthcare project to Physiotherapy Centre	Healthcare	Yes	Haryana	Faridabad	77,500	No	Bannuwal welfare association	
10	Donation given for making toilets for slums	Social Welfare	Yes	Haryana	Faridabad	1,800	Yes	Direct to Mr. Sanjay Kumar	



11	Rotarian-led Service project	Healthcare	Yes	Delhi	-	18,00,000	No	Rotary Foundation India	
12	Donation given to Dr. Suraj Prakash Arogaya Kandra (Di-agnostic and day care centre)	Social Welfare	Yes	Haryana	Faridabad	15,00,000	No	Bharat Vikas Parishad	
13	Donation given for Making Toilets for Slums	Social Welfare	Yes	Haryana	Faridabad	1,52,188			

- (d) Amount spent in Administrative Overheads: Nil
- (e) Amount spent on Impact Assessment, if applicable: Not Applicable
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e) 49.67 Lakhs
- (g) Excess amount for set off, if any NIL

S.No.	Particulars	Amount
i.	Two percent of average net profit of the company as per section 135(5)	49.97 Lakh
ii.	Total amount spent for the Financial Year	49.67 Lakhs
iii.	Excess amount spent for the financial year [(ii)-(i)]	-
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
v.	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

9. (a) Details of Unspent CSR amount for the preceding three financial years: 15.53 Lakhs

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

S. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed/ Ongoing.
						(in Rs)	(in Rs.)	
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year- Not Applicable

(asset-wise details).

- (a) Date of creation or acquisition of the capital asset(s): Nil
- (b) Amount of CSR spent for creation or acquisition of capital asset: Nil
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): The company could not spend the balance amount of Rs. 0.30 Lakhs out of its total liability to be spend under CSR due to non-availability of desired projects.

sd/
Sudeep Ranjan Rout
(Chairman, CSR Committee)

-sd/-
Mukesh Kumar Aggarwal
(Member)

Place: Faridabad
Date: August 31, 2022



Management Discussion and Analysis

I. WORLD ECONOMY

Growth

The world economy was devastated by COVID-19 in the year 2020. The infection caused unprecedented health damage to the world population. Later, with the vaccines and other measures, we have controlled the pandemic to a great extent. Everyone felt 2021 was the year of rebound. Then, all of a sudden came the Russia-Ukraine conflict. The special military operation by Russia, which began in February 2022, was expected to end in days or weeks but has been continuing even after months and resulted in a costly humanitarian crisis.

The lingering effects of COVID-19 and the geopolitical conflict led to the scarcity of fuel and food grains and supply chain difficulties. Resultantly, the world is experiencing high inflation and the vulnerable populations in low-income countries were hit the hardest.

Against this backdrop, there is no surprise that IMF phrased the tagline 'War Sets Back the Global Recovery' in its April 2022 report on World Economic Outlook. In 2020, impacted by Covid-19, the global output shrunk by 3.1%. It steeply improved to 6.1% in 2021. In January 2022, before the Russia-Ukraine war broke out, IMF projected global growth for 2022 at 4.4%. In April 2022, after Russia's raid on Ukraine, IMF trimmed its estimated growth to 3.6%.

Word economic growth projections

	Actual 2021	Projected 2022 (estimated in Oct 2021)	Projected 2022 (estimated in Jan 2022)	Projected 2022 (estimated in April 2022)
World	6.1%	4.9%	4.4%	3.6%
Developed economies	5.2%	4.5%	3.6%	3.3%
Emerging markets and developing economies	6.8%	5.1%	4.8%	3.8%

Interest rates

Liquidity in the system and scarcity of supply of goods like fuel and food grains has been causing elevated inflation across the world. While the supply of goods cannot be increased in a short time, supply of the money can be controlled. Hence, central banks have been raising interest rates to suck the money out of the system.

The rise in policy rates of interest	Jan 2022	Feb 2022	Mar 2022	Apr 2022	May 2022	Jun 2022
USA			0.25%			0.75%
UK		0.25%	0.25%	0.25%	0.25%	0.25%
Brazil			1.00%		1.00%	
France	0.26%	0.37%	0.10%	0.50%	0.24%	
Switzerland						0.50%
China	-0.01%					
India			0.40%			0.50%

Switzerland raised the rate after fifteen years. In UK, inflation is ruling at 11%. In June 2022, Bank of England governor Andrew Bailey said policymakers have the option of acting more forcefully to rein in inflation if needed.

In contrast, China is the only country that has reduced the interest rate, while Japan kept the rates unchanged so far.

II. INDIAN ECONOMY

Growth

IMF trimmed India's growth rate also. In January 2022, IMF estimated India's growth at 9%, but it reduced its growth rate to 8.2% in April 2022. It is 70 bps lower than the 8.9% growth achieved in 2021.

GDP growth	Actual growth in 2021	The growth outlook for 2022		
		Oct 2021 estimate	Jan 2022 estimate	Apr 2022 estimate
India	8.9%	8.5%	9.0%	8.2%
World	6.1%	4.9%	4.4%	3.6%



However, even after trimming, India's growth rate is still higher than the global average. The reasons for this include India's ability to import crude oil from Russia ever after the war on Ukraine. A normal monsoon is expected in 2022 which would help India to remain stable. On the policy front, India Production Linked Incentives (PLI) scheme has been driving investments in the green energy, semiconductor, white goods, and electric vehicle industries. In June 2022, the textiles industry is indicated to have been identified for further incentives. The government has been pushing for the indigenisation of defence supply production. RBI has been taking measures for the digitization of financial transactions. The creation of infrastructure is being given priority.

Such government actions and the favourable effect of monsoon on agriculture are expected to help India sail smoothly even in turbulent times

Inflation

Though inflation has been on the rise in the calendar year 2022, in May 2022 it declined to 7.04% from 7.8% in April 2022. RBI's latest projection, in June 2022, is 6.7% inflation for FY 2022-23. This projection is on the assumption that the monsoon would be normal, and the average crude oil price (Indian basket) would be around USD 105 per barrel. Actual inflation might move in tandem with changes in these underlying assumptions.

Interest rates

During FY23 so far, RBI has increased the policy rates twice. In March 2022, the rate was raised by 0.4% and again in June 2022 by 0.5%. The central bank indicated further hikes in the coming months

III. Lingering impact of COVID-19

As per <https://ourworldindata.org/covid-vaccinations> data, 60.79% of the world population has been fully vaccinated as of June 25, 2022. In India, the vaccination reached 65.36%. Lockdown, Wearing of mask, physical distancing, work from home and vaccinations helped the world populations recovered from the pandemic to a greater extent.

However, in June there have been again signals of rising cases. According to the June 29, 2022 report of the World Health Organisation, the worldwide number of new coronavirus cases rose by 18% in that week, with more than 4.1 million cases reported globally. Cases were on the rise in 110 countries, said to be mostly driven by the Omicron variants BA.4 and BA.5. "This pandemic is changing, but it's not over," cautioned the WHO.

On the home front, as per the data from the Union Ministry of Health, India recorded 18,819 new corona infections on 29th June 2022, taking the tally of total active cases to 1,04,555. It may not be an alarming number, but certainly a signal for caution. Health experts have been warning us to be careful.

Overall, the world has come out of the devastating pandemic, though a few countries like China and North Korea have still been suffering. India has seen rising incidents of infection in June 2022, and it appears we need to be cautious about health.

IV. Global market for apparel

The textile industry comprises making yarn from natural or synthetic fibres and converting the yarn into fabrics. Traditionally fabric or cloth goes into making consumer textiles like apparel and home furnishing. In recent times, yarns and fabrics are used as technical textiles like construction textiles (for acoustic and thermal insulation), geo-textiles (for embankments, reinforced walls, etc), and agro-textiles (for crop protection), etc.

In the wide and complex industry of textiles, apparel is a distinct market. Again, the global apparel market is segmented by end-user like men, women and children. By type, the apparel market also is segmented into formal wear, casual wear, sportswear, nightwear, etc.

As per Market line, the global market value of apparel, at retail prices, was USD 1,367.9 bn in 2021 and is expected to reach 1,656.30 bn by 2025 at a CAGR of 6.5%.

Year	Global apparel market value at retail prices (USD in billions)
2020	1206.20
2021	1367.90
2022	1471.40
2023	1536.50
2024	1595.60
2025	1656.30

China and USA occupy the first and second ranks in terms of consumption of apparel, followed by Germany, the UK, Japan and India.

The USA accounts for most of the world's trade in textiles. It imported textiles worth USD 110.9 bn in 2019. After declining to USD 89.6 bn in 2020 due to Covid-19, imports increased to USD 113.9 bn in 2021.

In 2021, apparel constituted about 70% of the total import of textiles into the USA. China had the lion's share in the export of apparel to the USA. Vietnam and Bangladesh occupied the second and third largest exporter to USA and India the fourth.



Imports of apparel into the USA

indian apparel export to various countries			
China	24.90	15.20	19.60
Vietnam	13.50	12.60	14.40
Bangladesh	5.90	5.20	7.10
India	4.10	3.00	4.20
Indonesia	4.40	3.50	4.10
Cambodia	2.70	2.80	3.40
Mexico	3.31	2.20	2.80
Honduras	2.28	1.80	2.70
Rest of World	22.30	17.80	23.30
Total	83.70	64.10	81.60

Source: <http://otexa.trade.gov>

V. The Indian market for textiles

As per the Annual Report 2021-22 of the Ministry of Textiles, India has a share of 4% of the global trade in textiles and apparel. The exports of textiles and apparel stood at 11.4% of total exports from India in 2020-21. USA and EU-27 and UK, account for 47% of India's textiles and apparel exports.

Both the handloom sector and mill sector are strong in India. Handloom, handicrafts and small-scale power loom units are the biggest sources of employment in rural and semi-urban areas.

The availability of cotton is one of the reasons for India being strong in the textile industry. India occupies the first position in the world in cotton acreage with around 133 lakh hectares. At 300 lakh bales per year, cotton constitutes 60% of total fibre consumption in India, while that proportion was 25% globally.

Policy support for the Textile industry

The government of India has been providing support for the textile industry through various policy measures.

- Amended Technology Fund Upgradation Scheme (ATUFS): This scheme aims to promote investment in the textile industry and the generation of employment. Eligible units would be reimbursed Capital Investment Subsidy.
- Scheme for Capacity Building in Textile Sector (Samarth): Available till March 2024, this scheme addresses the skilled manpower requirement across the textile sector.
- National Technical Textile Mission: To be implemented for four years (2020-21 to 2023-24), the mission is meant for developing the usage of technical textiles.
- PM-MITRA Scheme: It aims to set up seven PM Mega Integrated Textile Region and Apparel (PM MITRA) Parks in Greenfield/Brownfield sites with world-class during a period of seven years up to 2027-28.

VI. Decline in China's share in USA imports

In recent times, developed economies have been looking for supply sources other than China and have been adopting what may be called the 'China Plus One' policy. It appears there are many reasons for the evolvement of that policy, and they include:

- rising cost of labour in China
- alleged unethical practices in its Xinjiang region
- suspected origin of Covid-19 in Wuhan
- disputes over the South China Sea
- alignment of China with Russia over the latter's attack on Ukraine
- unstable equation with the West

The impact of the policy can be seen in the declining share of China in the USA imports, from 21.1% in 2016 to 17.9% in 2021. During that period, Vietnam increased its share from 1.9% to 3.6%. India also gained from 2.1% to 2.6%.



Year	Total imports to the USA	Imports from China		Imports from Vietnam		Imports from India	
	USD bn	USD bn	%	USD bn	%	USD bn	%
Jan-Apr 22	1052.5	179.3	17.0%	40.5	3.8%	27.5	2.6%
2021	2832.9	506.4	17.9%	101.9	3.6%	73.3	2.6%
2020	2336.6	435.4	18.6%	79.6	3.4%	51.2	2.2%
2019	2498.5	452.3	18.1%	66.7	2.7%	57.7	2.3%
2018	2542.8	539.5	21.2%	49.1	1.9%	54.4	2.1%
2017	2342.9	505.6	21.6%	46.5	2.0%	48.6	2.1%
2016	2188.9	462.8	21.1%	42.1	1.9%	46.0	2.1%

Source: www.census.gov

Thus, for many companies in the world, the supply base has been shifting from China to Bangladesh, Vietnam, India, Pakistan, Indonesia and other countries in Southeast Asia.

As a result of this, China's exports of apparel to the USA in 2015 were valued at USD 30.54 billion and they narrowed down to USD 19.61 billion in 2021.

VII. Export of apparel from India

Export of apparel from India reached pre-Covid levels in 2021-22.

(USD billions)	2021-22	2020-21	2019-20	2018-19	2017-18
Articles of Apparel and Clothing Accessories					
Knitted or Crocheted	8.2	6.3	7.5	7.8	8.0
Not Knitted or Crocheted	7.8	5.9	8.0	8.3	8.7
Export of apparel	16.0	12.2	15.5	16.1	16.7
Growth	31.1%	-21.3%	-3.7%	-3.6%	-4.0%

Source: tradestat.commerce.gov.in

India's exports in FY22 and FY21 were largely destined for the USA and recorded a growth of 64% in FY22. Details of exports to the top five countries have been as follows:

Indian Apparel exports to various Countries

(INR in crores)	2021-22	2020-21	Growth
U S A	39,881.30	24,317.08	64.0%
U A E	13,572.21	11,889.57	14.2%
U K	10,396.36	7,911.33	31.4%
Germany	7,028.10	5,890.63	19.3%
France	4,721.28	3,803.83	24.1%
Rest of the world	43,927.32	36,957.64	18.9%
Total	119,526.57 (USD 16.0 bn)	90,770.08 (USD 12.2 bn)	31.7% (31.1%)

Source: tradestat.commerce.gov.in



Corporate Governance Report

Your Directors present the Company's Report on Corporate Governance for the year ended March 31, 2022 in terms of regulations 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("The Listing Regulations") as amended from time to time.

1. Company's Philosophy

The Corporate Governance standards demonstrate inalienable rights vested with various stakeholders and strong commitment to values, ethics and business conduct. Your Company is committed to good Corporate Governance, based on an effective independent Board, separation of supervisory role from the executive management and constitution of Committees to oversee critical areas thus upholding the standards practically at every sphere ranging from action plan to performance measurement and customer satisfaction. The Company is in compliance with the requirements stipulated under regulations contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance. A Corporate Governance Certificate has been obtained from Practicing Company Secretary for financial year 2021-22.

Your Company protects and facilitates the exercise of shareholders rights, provides adequate and timely information, opportunity to participate effectively and vote in general shareholder meetings and ensure equitable treatment to all the shareholders.

Your Company recognises the rights of all the stakeholders and encourages co-operation between the Company and the stakeholders to enable your participation in the Corporate Governance process.

Your Company ensures adequate, timely and accurate disclosure on all material matters including the financial situation, performance, ownership and governance of the Company to the stock exchanges and the investors. Information is prepared and disclosed in accordance with the prescribed standards of accounting, financial and non-financial disclosure and are disseminated in an equal, timely and cost efficient access to relevant information by users.

2. Governance Structure

The Corporate Governance structure of your company is as follows:

- I. Board of Directors:** The Board is entrusted with ultimate responsibility of the Management, Directors and performance of the Company. The Board also provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

a. Composition and Category of Board of Directors

The Board of Directors consists of eminent individuals from Industrial, Managerial, Technical and Financial background. The company is managed by the Board of Directors in co-ordination with the Senior Management Team. The strength and composition of the Board is reviewed from time to time so that it remains aligned with statutory as well as business requirements.

As on March 31, 2022 the Company has a judicious combination of Executive and Non-executive Directors with one Women Director on the Board. Of the total 6 Directors, 2 are Executive Directors, 3 are Independent Directors and 1 is Non-executive Director. The Chairman of the Board is an Executive Director.

Details of each member of the Board along with number of Directorship/ Membership as on March 31, 2022 are given below:

Name	Date of Appointment	Category	Directorship in other Public Co.	No. of Board Committees in which Chairman/ Member		Directorship in other listed entity	No of shares or convertible Instruments
				Chairman	Member		
Executive Directors							
Mr. Mukesh Kumar Aggarwal	01-01-2004	Executive, Chairman & MD	-	-	3	-	58,02,821
Mr. Vijay Kumar Jindal	01-01-2004	Executive Director	-	-	-	-	14,75,719
Non- Executive Non Independent Director							
Mrs. Shashi Agarwal	12-09-2013	Non-Executive Director	-	-	1	-	4,00,900
Non- Executive Independent Director							
Mr. Sudeepta Ranjan Rout	10-07-2021	Non-Executive Independent Director	-	4	4	-	-
Mr. Varun Bansal	10-07-2021	Non-Executive Independent Director	-	-	3	-	-
Mr. Vikas Jalan	10-07-2021	Non-Executive Independent Director	-		3	-	-



Notes:

1. Directorship exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
2. Chairmanship/Membership in Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee in Indian Public Limited Companies are considered for this purpose. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairman of more than five such Committees.
3. Details of Director(s) retiring or being re-appointed are given in Notice to Annual General Meeting.

b. Independent Directors

The Independent Directors fulfill the conditions of Independence specified in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. Formal letters of appointment issued to Independent Directors as provided in Companies Act, 2013 are disclosed in the website of the company viz., www.spplimited.com. Based on confirmations/ disclosures received from the directors, the Board confirms that the Independent Directors fulfill the conditions specified under Schedule IV of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and are independent of the management.

c. Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/ policies and review the financial performance of the Company. The Board meetings are pre-scheduled and are circulated to the Directors well in advance to facilitate the Directors to plan their schedules accordingly.

7 (Seven) board meetings were held during the FY 2021-22 dated 15-05-2021, 15-06-2021, 10-07-2021, 13-08-2021, 13-11-2021, 05-01-2022 and 12-02-2022

The Notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the meeting with the approval of the Board. This ensures timely and informed decisions by the Board.

S. No	Name of the Directors	No of Board Meetings attended	Attendance at the AGM held on September 29, 2021
1	Mr. Mukesh Kumar Aggarwal	7 out of 7	Present
2	Mrs. Shashi Agarwal	7 out of 7	Present
3	Mr. Vijay Kumar Jindal	7 out of 7	Present
4	Mr. Chandeejeet Singh Bhatia	3 out of 3	Not Applicable
5	Mr. Rajesh Goyal	3 out of 3	Not Applicable
6	Mr. Arun Kumar	3 out of 3	Not Applicable
7	Mr. Sudeepta Ranjan Rout	4 out of 4	Present
8	Mr. Vikas Jalan	4 out of 4	Leave Sought
9	Mr. Varun Bansal	4 out of 4	Leave Sought

Note: Mr. Chandeejeet Singh Bhatia, Mr. Rajesh Goyal and Mr. Arun Kumar have been ceased from the Directorship w.e.f 10th July, 2021. Mr. Sudeepta Ranjan Rout, Mr. Vikas Jalan and Mr. Varun Bansal have been appointed as Non-Executive Independent Director w.e.f 10th July, 2021.

d. Information placed before the Board of Directors

The Company provides the information as set out in Regulation 17 read with Part - A of Schedule II of the Listing Regulations, to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as a part of the agenda papers in advance of the respective meetings by way of presentation and discussions during the Meetings.

e. Post Meeting Mechanism

The important decisions taken at the Board/ Board Committees meetings are communicated to the concerned departments.

f. Familiarization programme of Directors

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected from him as a Director of the Company. The director is also explained in detail the Compliance required from him under Companies Act, 2013, the Listing Regulations and other various statutes and an affirmation is obtained in this regard. The Managing Director also have a one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further, on an ongoing basis as a part of Agenda of Board/ Committee meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's and associates businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters. The details of the familiarization programme for directors are available on the Company's weblink viz., www.spplimited.com.



g. Code of Conduct

Your Company has adopted a Code of Conduct for members of the Board (incorporating duties of Independent Directors) and the Senior Management personnel. The Code aims at ensuring consistent standards of conduct and ethical business practices across the Company. Your Company has received confirmations from all concerned regarding their adherence to the said Code. A copy of the Code has been made available on the website of the Company.

Based on the affirmation received from Board Members and Senior Management Personnel, declaration regarding compliance of Code of Conduct made by the Chairman & Managing Director is given below:

Declaration as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

"All the members of the Board and Senior Management Personnel have affirmed compliance of the 'Code of Business Conduct & Ethics for Board Members and Senior Management' for the financial year ended on 31st March, 2022."

Sd/-
Mukesh Kumar Aggarwal
Chairman & Managing Director

h. Conflict of Interests

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. The members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of Board restrict themselves from any discussion and voting in transactions in which they have concern or interest.

i. Insider Trading Code

The Company had adopted a "Code of Conduct for insider trading" in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended. The code is applicable to designated person (as defined in the code) and immediate relative of designated person who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said regulation.

The Company has also formulated 'The code of Practices and procedures for fair disclosure of Unpublished Price Sensitive Information' in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 and this code is displayed on the Company's website viz., www.spllimited.com

j. Skills/ Expertise/ Competence Of Board Of Director

The Board of Directors along with Nomination & Remuneration Committee (NRC), identifies the right candidate with right qualities, skills and practical expertise/ competencies required for the effective functioning of individual member to possess and also the Board as a whole. The Committee focuses on the qualification and expertise of the person, the positive attributes, standard of integrity, ethical behavior, independent judgement of the person in selecting a new Board member. In addition to the above, in case of independent directors, the Committee shall satisfy itself with regard to the independence of the directors to enable the Board to discharge its functions and duties effectively. The same are in line with the relevant provisions of the Listing Regulations. The NRC has identified the following core skills, expertise and competencies for the effective functioning of the Company which is currently available with the Board-

S. No	Name of the Director	Expertise in specific functional area
1	Mr. Mukesh Kumar Aggarwal	Industrialist (Apparel and Textile domain), Technical, Business strategy and Corporate Management
2	Mrs. Shashi Agarwal	Entrepreneur (Style and Designing)
3	Mr. Vijay Kumar Jindal	Marketing and Communications
4	Mr. Sudeepta Ranjan Rout	Entrepreneur (Planning- Finance & Business)
5	Mr. Varun Bansal	Entrepreneur (Organisational and Business Management)
6	Mr. Vikas Jalan	Entrepreneur (Corporate Planning)

II. Board Committees

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and that requires the detailed discussion. The Board Committees are formed with approval of the Board and function under their respective charters. These committees play an important role in the overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The minutes of the Committee meetings are placed before the Board for noting.



The Board currently has the following committees:

a. Audit Committee

i. Composition, Meeting and Attendance

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's Internal Controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulations 18 of the Listing Regulations. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics, Risk and International finance. It functions in accordance with its terms of reference that defines its authority, responsibility and report function. Audit Committee comprised of 4 directors

Mr. Sudeepta Ranjan Rout, Independent Director is the Chairman of the Audit Committee. The other members of the Audit Committee include Mr. Varun Bansal, Independent Director, Mr. Vikas Jalan, Independent Director and Mr. Mukesh Kumar Aggarwal, Managing Director.

The Chief Financial Officer of the Company attended meetings of the Audit Committee as permanent invitee.

During the FY 2021-22, 6 (Six) meetings of Audit Committee were held and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held are as follows- 15-05-2021, 15-06-2021, 10-07-2021, 13-08-2021, 13-11-2021 and 12-02-2022. The necessary quorum was present for all the meetings.

The details of the meetings attended by members during the FY 2021-22 are as follows-

S.No.	Composition	Mr. Chanderjeet Singh Bhatia	Mr. Arun Kumar
1	3	3 out of 3	3 out of 3

S.No.	Composition	Mr. Sudeepta Ranjan Rout	Mr. Vikas Jalan	Mr. Varun Bansal	Mr. Mukesh Kumar Aggarwal
2	4	3 out of 3	3 out of 3	3 out of 3	6 out of 6

Note: Mr. Chanderjeet Singh Bhatia, Mr. Rajesh Goyal and Mr. Arun Kumar have been ceased from the Directorship w.e.f 10th July, 2021. Mr. Sudeepta Ranjan Rout, Mr. Vikas Jalan and Mr. Varun Bansal have been appointed as Non-Executive Independent Director w.e.f 10th July, 2021.

ii. Terms of Reference

- The recommendation of appointment, remuneration and terms of appointment of auditors of the Company.
- Review and monitor the auditors' independence and performance and effectiveness of audit process.
- Reviewing with the management, the annual financial statements and auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - (i) Matters required to be included in the Directors Responsibility Statement to be included in the Board Report in terms of Section 134 of the Act.
 - (ii) Changes, if any, in accounting policies and practices and reason for the same.
 - (iii) Major accounting entries involving estimates based on the exercise of judgment by management.
 - (iv) Significant adjustments made in the financial statements arising out of audit findings.
 - (v) Compliance with listing and other legal requirements relating to financial statements.
 - (vi) Disclosure of any related party transactions.
 - (vii) Modified opinion in the draft audit report.
- Reviewing with the management, the quarterly financial statements before submission to the board for approval.
- Reviewing and monitoring the auditors independence and effectiveness of audit process
- Approval or subsequent modification of transactions of the listed entity with related parties
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the listed entity wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.



- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

b. Nomination and Remuneration Committee

i. Composition, Meeting and Attendance

The Nomination and Remuneration Committee of the Company, constituted by the Board, comprises of three independent directors. Mr. Sudeepta Ranjan Rout, Mr. Vikas Jalan and Mr. Varun Bansal.

The Role and Terms of Reference of the Nomination and Remuneration Committee are as laid down in the Companies Act, 2013 including any rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of the meetings attended by members during the FY 2021-22 are as follows:

During the FY 2021-22, four meetings of the Nomination and Remuneration Committee were held i.e. 15-05-2021, 10-07-2021, 13-08-2021 and 05-01-2022. The necessary quorum was present for all the meetings.

The details of the meetings attended by members during the FY 2021-22 are as follows-

S.No.	Composition	Mr. Chanderjeet Singh Bhatia	Mr. Rajesh Goyal	Mr. Arun Kumar
1	3	2 out of 2	2 out of 2	2 out of 2

S.No.	Composition	Mr. Sudeepta Ranjan Rout	Mr. Vikas Jalan	Mr. Varun Bansal
2	3	2 out of 2	2 out of 2	2 out of 2

Note: Mr. Chanderjeet Singh Bhatia, Mr. Rajesh Goyal and Mr. Arun Kumar have been ceased from the Directorship w.e.f 10th July, 2021. Mr. Sudeepta Ranjan Rout, Mr. Vikas Jalan and Mr. Varun Bansal have been appointed as Non-Executive Independent Director w.e.f 10th July, 2021.

ii. Managerial Remuneration

a. Payment to Non-Executive Directors

The Non-Executive Directors including Independent Directors of the Company have waived their right to receive any remuneration by way of sitting fees.

b. Details of Remuneration to MD, CFO & CS for the FY ended on 31.03.2022

Name	Fixed Component		Variable Component	Contribution to PF and ESI	Total
	Salary & Allowances	Perquisites & Allowances	Commission		
Mr. Mukesh Kumar Aggarwal	3,00,00,000.00	-	900	-	3,00,00,900.00
Mr. Vijay Jindal	96,00,000.00	-	900	-	96,00,900.00
Mr. Sanjay Gupta	8,59,125.00	39,735.00	600	4,076	9,03,836.00
Mr. Ashish Yadav	5,49,677.00	32,308.00	675	-	5,82,660.00
Mr. Vishal Srivastava	1,70,323.00	6,923.00	225	-	1,77,471.00

iii. Remuneration Policy

The Board has approved Nomination and Remuneration Policy as recommended by the Nomination and Remuneration Committee which forms part of Directors Report.

iv. Performance Evaluation

The Nomination and Remuneration Committee of the Board has laid down the criteria for performance evaluation of all the Directors of the Company. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows:

A. Role and Accountability

- Understanding the nature and role of Independent Directors' position.
- Understanding of risks associated with the business.



- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

B. Objectivity

- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

C. Leadership and Initiative

- Heading Board Sub-committees.
- Driving any function or identified initiative based on domain knowledge and experience.

D. Personal Attributes

- Commitment to role and fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.

c. Stakeholder Relationship Committee

The Company has constituted a Stakeholders' Relationship Committee chaired by an Independent Director to look into the grievances of the shareholders of the Company as per the requirement of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee also reviews the manner and time-lines of dealing with complaint letters received from Stock Exchanges/SEBI/Ministry of Corporate Affairs etc. and the responses thereto.

Mr. Ashish Yadav, Company Secretary of the Company, acts as the Compliance Officer of the Company upto 05th January, 2022 and Mr. Vishal Srivastava, Company Secretary of the Company, acts as the Compliance Officer of the Company w.e.f 06th January, 2022.

The Stakeholders Relationship Committee oversees the following:

- Redressal of security holder's complaints relating to share transfers/ transmission, non-receipt of annual reports, issue of new/ duplicate share certificates, general meeting etc.
- Review of measure taken for effective exercise of voting rights of shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar.
- Review of various measures and initiative taken by the listed entity for reducing quantum of unclaimed dividend and ensuring timely receipt of annual Report/ statutory notices to the shareholders by the Company.

i. Attendance at Stakeholders' Relationship Committee meetings is as below:

During the FY 2021-22, four meetings of the Stakeholders Relationship Committee were held on 15-05-2021, 10-07-2021, 13-11-2021 and 12-02-2022

S.No.	Composition	Mr. Chanderjeet Singh Bhatia	Mr. Rajesh Goyal	Mr. Arun Kumar	Mr. Mukesh Kumar Aggarwal
1	4	2 out of 2	2 out of 2	2 out of 2	4 out of 4

S.No.	Composition	Mr. Sudeepta Ranjan Rout	Mr. Vikas Jalan	Mr. Varun Bansal
2	4	2 out of 2	2 out of 2	2 out of 2

ii. Status of investor complaints is as below:

No. of investor queries/ complaints received from April 01, 2021 till March 31, 2022	No. of complaints not solved to the satisfaction of shareholders
2	0

As on March 31, 2022, there was no pending investor complaint.

d. Corporate Social Responsibility Committee (CSR Committee)

The Corporate Social Responsibility Committee of the Company, constituted by the Board, comprises of One Independent Director, One Executive Director and One Non-Executive Director. The Company Secretary acts as the Secretary to the Committee.



The CSR Policy intends to strive for economic development that positively impacts the society at large with minimal resource footprints. The Policy is available on the Company's website at <http://www.spllimited.com>.

During the year, the Committee met 4 times viz., 15-05-2021, 10-07-2021, 13-11-2021 and 12-02-2022. The details of the meetings attended by members during the FY 2021-22 are as follows:

S. No	Composition	Mr. Chanderjeet Singh Bhatia	Mrs. Shashi Agarwal	Mr. Mukesh Kumar Aggarwal	Mr. Sudeepta Ranjan Rout
1	3	2 out of 2	4 out of 4	4 out of 4	2 out of 2

i. Key Responsibilities of CSR Committee

Formulate, monitor and recommend to the Board CSR Policy and the activities to be undertaken by the Company.

- 1) Recommend the amount of expenditure to be incurred on the activities undertaken.
- 2) Review the Company's performance in the area of CSR.
- 3) Evaluate the social impact of the Company's CSR activities.
- 4) Review the Company's disclosure of CSR matters, including any annual social responsibility report.
- 5) Review the CSR Report, with the Management, before submission to the Board for approval.
- 6) Formulate and implement the BR policies in consultation with the respective stakeholders.
- 7) Establish a monitoring mechanism to ensure that the funds contributed by the Company are spent for the intended purpose only.

e. Independent Director's Meeting

During the year under review, the Independent Directors met on May 15, 2021 & 5th Jan 2022 inter-alia to:

- Evaluate performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluate performance of the Chairman of the Company, taking into account the views of the Executive and Non- Executive Directors;
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at this meeting.

III. General Body Meeting

S. No	AGM	Year	Date	Time	Details of Special Resolution passed	Location
1	28 th	2019	September 28, 2019	09:30 AM	None	Essex Farms (P) Ltd., 4 Aurobindo Marg, New Delhi-110016
2	29 th	2020	September 19, 2020	10:00 AM	1) To maintain borrowing limit of the Company under Section 180 (1) (c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution. 2) To Increase the remuneration of Managing Director of the Company under Section 197 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution. 3) To appoint Mr. Vijay Kumar Jindal as a Wholetime Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution. 4) To approve remuneration of Mr. Vijay Kumar Jindal as a Wholetime Director of the Company under Section 197 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.	Through VC / OAVM



3	30 th	2021	September 29, 2021	10:00 AM	1) To maintain borrowing limit of the Company under Section 180 (1) (c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution. 2) To consider appointment of Mr. Sudeepta Ranjan Rout (DIN- 05106254) as an Independent Director of the Company and if thought fit, to pass, with or without modification(s), The following resolution as an Ordinary Resolution 3) To consider appointment of Mr. Varun Bansal (DIN- 09233433) as an Independent Director of the Company and if thought fit, to pass, with or without modification(s), The following resolution as an Ordinary Resolution 4) To consider appointment of Mr. Vikas Jalan (DIN- 09234205) as an Independent Director of the Company and if thought fit, to pass, with or without modification(s), The following resolution as an Ordinary Resolution 5) To consider re-appointment of Mr. Mukesh Kumar (DIN- 00231651) as an Independent Director of the Company and if thought fit, to pass, with or without modification(s), The following resolution as a Special Resolution	Through VC / OAVM
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IV. Means of Communication:

- Quarterly results:** The Company is complying with Regulation 47 of SEBI Listing Regulations.
- Website:** The Company has a functional website i.e. www.spllimited.com
- News releases:** Official press releases are sent to the Stock Exchanges and the same is hosted on the website of the Company, whenever necessary/required.
- Official Press/News Releases are published in Business Standard (Hindi and English)

V. General Shareholders Meeting:

Day and Date	Thursday, September 29, 2022
Time	11:00 AM
Venue	Through Video Conferencing (VC)/ Audio Visual Means (OAVM)
Financial Year	April 01, 2021 to March 31, 2022
Book Closure	September 23, 2022 to September 29, 2022 (both days inclusive)
E- Voting Starts on	Monday, September 26, 2022
E- Voting closes on	Wednesday, September 28, 2022
Cut-off date	Thursday, September 22, 2022
Results on E-Voting	On or before October 01, 2022

Financial Calendar

Unaudited financial results for the quarter ending June 30, 2022	Within statutory time frame
Unaudited financial results for the quarter/half year ending September 30, 2022	
Unaudited financial results for the quarter ending December, 2022	
Audited financial results for the quarter/ year ending March 31, 2023	

VI. Details of Stock Exchange where Listed

Stock Exchanges	Stock Code
BSE Limited (BSE) PJ Towers, Dalal Street, Fort Mumbai -400001, Maharashtra	532651
National Stock Exchange of India Limited Exchange Plaza, Bandra- Kurla Complex, Bandra (E), Mumbai - 400051, Maharashtra	SPLIL

Listing fees have been paid for the Financial Year 2021-22



VII. Market Price Data

Month	BSE Limited				National Stock Exchange of India Ltd.			
	Share Price		Sensex Points		Share Price		Nifty Points	
	High	Low	High	Low	High	Low	High	Low
Apr, 2021	38.90	31.30	50375.77	47204.50	38.80	30.20	15044.35	14151.40
May, 2021	49.60	34.80	52013.22	48028.07	49.00	35.05	15606.35	14416.25
June, 2021	52.50	40.00	53126.73	51450.58	51.90	41.60	15915.65	15450.90
July, 2021	57.45	42.10	53290.81	51802.73	57.50	42.80	15962.25	15513.45
Aug, 2021	64.70	47.05	57625.26	52804.08	65.00	47.15	17153.50	15834.65
Sep, 2021	52.85	44.10	60412.32	57263.90	53.00	45.00	17947.65	17055.05
Oct, 2021	50.15	42.05	62245.43	58551.14	50.35	42.00	18604.45	17452.90
Nov, 2021	56.20	42.00	61036.56	56382.93	56.10	41.40	18210.15	16782.40
Dec, 2021	49.40	38.80	59203.37	55132.68	49.50	38.75	17639.50	16410.20
Jan, 2022	75.55	47.30	61475.15	56409.63	75.50	47.05	18350.95	16836.80
Feb, 2022	66.05	47.60	59618.51	54383.20	66.30	47.65	17794.60	16203.25
Mar, 2022	68.45	45.90	58890.92	52260.82	68.75	45.20	17559.80	15671.45

VIII. Registrar and Share Transfer Agent

KFin Technologies Limited
(Formerly Known as KFin Technologies Private Limited)
Selenium Tower B, Plot No. 31-32, Financial District,
Nanakramguda, Serilingampally, Hyderabad Rangareddi, Telengana-500032
Telephone- +0140- 67162222 / 79611000
Fax- +91-40-23420814
Email- einward.ris@kfintech.com

Shares held in the dematerialized form are electronically traded by Depository Participants and the Registrar and Share Transfer Agent of the Company periodically receive from the Depository Participants the beneficially holdings so as to enable them to update their records and to send all corporate communications.

IX. Share Transfer System

The Stakeholder Relationship Committee approves all routine transfers, transmissions, etc., of shares. Request for transfers, transmissions and dematerialization as received where resolved timely.

X. Details of Unclaimed Securities Suspense Account

Particulars	No of Shareholders	No of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on April 1st, 2021	19	5,875
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	0	0
Number of shareholders to whom shares were transferred from unclaimed shares suspense account during the year	0	0
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31st, 2022	19	5,875

XI. Distribution of Shareholding as on March 31, 2022

Range	No of Shareholders	% to the Shareholders	No of shares held	% to Capital
1-5000	12311	87.77	1324493	4.57
5001- 10000	842	6.00	706682	2.44
10001- 20000	396	2.82	617050	2.13
20001- 30000	151	1.08	386734	1.33
30001- 40000	64	0.46	232698	0.80
40001- 50000	61	0.43	289863	1.00
50001- 100000	106	0.76	763305	2.63
100001& Above	96	0.68	24679179	85.10
	14027	100.00	29000004	100.00



XII. Dematerialization of Shares

The Company has entered into a tripartite agreement with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to provide trading of shares in dematerialized form. International Securities Identification Number (ISIN) allotted to the equity shares of the Company is INE978G01016. As on March 31, 2022, 97.00 % shares of the Company were in dematerialized form.

XIII. Categories of Shareholding as on March, 2022

Category	Number of Holders	Numbers of Shares	% to Capital
Foreign portfolio - corp	2	84225	0.29
Resident individuals	13158	7308961	25.20
Promoters	16	19486090	67.19
Non resident indians	80	72283	0.25
Promoters bodies corporate	1	504200	1.74
Clearing members	56	95301	0.33
Banks	1	4000	0.01
Non resident indian non repatriable	45	29497	0.10
Bodies corporates	64	401377	1.38
H U F	277	1014070	3.50
Total	13700	29000004	100.00

Your Company does not have any outstanding instruments for conversion into equity shares.

XIV. Details of Shares

Category	Number of Holders	Numbers of Shares	% to Capital
Physical	353	870602	3.00
NSDL	5227	25270201	87.14
CDSL	8447	2859201	9.86
Total	14027	29000004	100.00

XV. Dematerialization of Shares and Liquidity

Shares of the Company can be held and traded in electronic form. As stipulated by SEBI, the shares of the Company are accepted in the Stock Exchanges for delivery only in dematerialization form. The status of dematerialization of shares of the Company as on March 31st, 2022 is given below-

Physical			Demat			Total		
Holders	Number of Shares	% to the Paid-Up Capital	Holders	Number of Shares	% to the Paid-Up Capital	Holders	Number of Shares	% to the Paid-Up Capital
353	870602	3.00	13674	28129402	97.00	14027	29000004	100.00

(*) including in GDR Form Your Company confirms that the entire Promoter's holdings are in electronic form and the same is in line with the directions issued by SEBI.

XVI. Outstanding GDR/ADR/Warrants or any Convertible Instruments:

As of March 31, 2022, the Company does not have any outstanding convertible, which are likely to have an impact on the equity of the Company

XVII. Plant Location

Plot No- 21, Sector- 6, Faridabad- 121006, Haryana

XVIII. Address for Correspondence

Registered Address	Registrar and Share Transfer Agent
Off No- 202, 2nd Floor, Vikramaditya Tower, Alaknanda Market, Kalkaji- 110019, Delhi Telephone- 011- 42427643 Email- cs@spllimited.com Website- www.spllimited.com	M/s KFin Technologies Limited (Formerly Known as KFin Technologies Private Limited) Selenium Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi , Telengana-500032 Telephone- 0140- 67162222 / 79611000 Fax- 0140- 23420814 Email- einward.ris@kfintech.com Website- www.kfintech.com



XIX. Other Disclosures

a. Related Party Transactions

All Related Party Transactions were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. Details of all such transactions placed before the Audit Committee was reviewed and approved through Omnibus approval route. The Board has approved a 'policy on materiality of related party transactions and on dealing with related party transactions' web link of which forms part of Director's report.

The policy is available on the website of the Company viz., www.spllimited.com. The particulars of contract and arrangement with the Related Parties of your company referred to in Sec 188 (1) of the Companies Act, 2013 in prescribed "Form AOC-2" is appended to the Directors Report.

There were materially significant transactions with related parties during the financial year, the details are as follows and do not have any potential conflict with the interest of listed entity at large:

Type of Transaction	Transaction (in Lacs)
Purchase	12041.10
Sale	767.45
Job Work (income)	5558.01

b. Subsidiary Companies

As on March 31, 2022 your company has no subsidiary

c. Statutory Compliance, Penalty and Strictures

The Company has complied with all the requirements specified under the listing regulations as well as other regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or Stock Exchanges or any statutory authorities for non-compliance of any matters related to the Capital Market during the last three financial years.

d. Vigil Mechanism/ Whistle Blower Policy

Pursuant to Section 177 (9) and (10) of the Companies Act, 2013, and Regulations 22 of the Listing Regulations, the Company has formulated Vigil Mechanism (Whistle Blower Policy) for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provisions for direct access to the Chairman of the audit Committee in exceptional cases. None of the personnel of the company has been denied access to the Audit Committee. The whistle Blower Policy is displayed on the Company's website viz., www.spllimited.com.

e. Report on Corporate Governance

Your Company has obtained certificate affirming the Compliances with these regulations from Practicing Company Secretary and forms part of this Report. The Company is fully compliant with all the provisions of Listing Regulations, as applicable to the Company.

f. Certificate from CEO/CFO

The CFO certification of the financial statements for the year has been submitted to the Board of Directors, in its meeting held on May 30, 2022 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations.

g. Observance of the Secretarial Standards issues by ICSI

The Institute of Company Secretaries of India (ICSI), one of the India's premier professional bodies has issued Secretarial Standards on important aspects like Board Meetings, and General Meetings under series SS-1 and SS-2 which came into force from 1st July, 2015 upon endorsement of the same by Ministry of Corporate Affairs by notification and your company adheres to these standards where ever applicable.

h. Disclosure under Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013

The Company has constituted Internal Complaints Committee (POSH Committee) which looks into the complaints raised and resolves the same. The above Committee reports to the Audit Committee and Board. The shareholders may refer necessary disclosures as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 have been disclosed in Directors' Report. The Audit Committee looks into matters reported on a quarterly basis and track matters to closure as per law.

No personnel have been denied access to the Audit Committee.

i. Details of Compliance with mandatory requirement and adoption of non mandatory requirements

j. Weblink where policy of determining material subsidiaries is disclosed- www.spllimited.com



k. Weblink where policy on dealing with Related Party Transactions is disclosed- www.splimited.com

l. Disclosure of Commodity Price Risk and Commodity Hedging activities- Not Applicable

m. Other Useful Shareholder's Information

i. Green Initiative

The Company's philosophy focuses on making the environment greener for the benefit of prosperity. To support the Green Initiative, members (holding shares in electronic form) who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are also requested to register their email ID with the Registrar and Share Transfer Agent of the Company.

ii. Registering of email address

Shareholders, who have not yet registered their E-mail address for availing the facility of E-communication, are requested to register the same with the Company's RTA (in case the shares are held in physical form) or their DP (in case the shares are held in dematerialized form) so as to enable the Company to serve them fast.

iii. Disclosures Of The Compliance With Corporate Governance Requirements Specified In Regulations 17 To 27 And Clauses (B) To (I) Of Sub-Regulation (2) Of Regulation 46

The Board of Directors quarterly reviews the compliance of all applicable laws. Your company has compliance framework for adherence to the mandatory requirements of Corporate Governance norms as specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations to the extent applicable to the Company and has duly complied with.

Declaration- Code of Conduct

I, Mukesh Kumar Aggarwal, Managing Director of M/s SPL Industries Limited, declare that all the members of the Board of Directors and Senior Management have, for the year ended March 31, 2022 affirmed compliance with the Code of Conduct laid down for the Board of Directors and Senior Management in terms of Regulation 26(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For and on behalf of,
SPL Industries Limited

Sd/-
Mukesh Kumar Aggarwal
(Managing Director)

Date- August 31, 2022
Place- Faridabad



Certificate on Corporate Governance

To
The Members,
SPL Industries Limited.

We have examined the compliance of conditions of Corporate Governance by **SPL Industries Limited** for the financial year ended 31st March, 2022, as prescribed in Regulations 17 to 27, 46 (2) (b) to (i) and para C, D and E of Schedule V of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as “**SEBI (LODR) Regulations, 2015**”).

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination has been limited to review of procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause and guidelines. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, 46 (2) (b) to (i) and para C, D and E of Schedule V of Chapter IV of SEBI (LODR) Regulations, 2015.

We further state that such compliance certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Agarwal S. & Associates,
Company Secretaries,
Sd/-
CS Ajay Kumar Choudhary
Partner
ACS No. : 51674
C.P. No. : 21297

Place- New Delhi
Date- 31.08.2022
UDIN- A051674D000880832



Certificate of Non- Disqualification of Directors

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

To,
The Members of
SPL INDUSTRIES LIMITED
Office No- 202, IInd Floor, Vikramaditya Tower
Alaknanda Market, Kalkaji, Delhi - 110019

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SPL INDUSTRIES LIMITED** having CIN: L74899DL1991PLC062744 and having registered office at Office No- 202, IInd Floor, Vikramaditya Tower, Alaknanda Market, Kalkaji, Delhi - 110019

(hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations/ representations furnished to us by the Company & its Director/ officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No	Name of Director	DIN	Date of appointment in Company
1	Mukesh Kumar Aggarwal	00231651	01/01/2004
2	Vijay Kumar Jindal	00231517	01/01/2004
3	Sudeepta Ranjan Rout	05106254	10/07/2021
4	Shashi Agarwal	06687549	12/09/2013
5	Varun Bansal	09233433	10/07/2021
6	Vikash Jalan	09234205	10/07/2021

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

For Agarwal S. & Associates,
Company Secretaries,
ICSI Unique Code: P2003DE049100

Sd/-
CS Ajay Kumar Choudhary
Partner
ACS No. : 51674
C.P. No. : 21297

Place- New Delhi
Date- 25.08.2022
UDIN- A051674D000849581



MD's / CFO's Certificate

We, Mukesh Kumar Aggarwal, MD and Sanjay Gupta, CFO of the Company, to the best of our knowledge and belief, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2022 and that to the best of our knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed, to the auditors and the Audit Committee, wherever applicable, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to be taken to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee, wherever applicable,
 - a. significant changes in internal control over financial reporting during the year;
 - b. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For and behalf of
SPL Industries Limited

Sd/-
Mukesh Kumar Aggarwal
Managing Director

Sd/-
Sanjay Gupta
Chief Financial Officer

Place- Faridabad
Date- May 30, 2022



Annexure- D

Particulars of Contract / Arrangements with Related Parties

(Form No. AOC-2)

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 – Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto]

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

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

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

S. No	Name of Related Party	Nature of Relationship	Duration of Contract	Salient Terms ⁽¹⁾	Amount (in Lakhs)	Nature of Transaction
Nature of Contract and Arrangement						
1	Shivalik Fashions	Enterprise owned or significantly influenced by KMP or their relative	1 Year	Market Parameters	0.33488	Job Work (Sale)
2	Elkay Overseas India	Enterprise owned or significantly influenced by KMP or their relative	1 Year	Market Parameters	0.43631	Purchases

(1) *Appropriate approvals have been taken for related party transaction. Advances paid if any have been adjusted against billing wherever applicable.*

For and on behalf of
M/s SPL Industries Limited

Sd/-
Mukesh Kumar Aggarwal
(Managing Director)
DIN 00231651
C-1/4, Sector-11, Faridabad
Haryana - 121007

Place- Faridabad
Date- August 31, 2022



**Particulars of Energy Conservation, Research and Development Technology
Absorption and Foreign Exchange Earnings and Outgo**

(Particulars pursuant to the Rule 8(3) Companies (Accounts) Rules, 2014)

A. Conservation of Energy

i. Steps taken for conservation of energy:

Your company continuously taking necessary steps to absorb and adopt the latest technology and innovation in the Garment Industry. These initiatives enable the facilities to become more efficient and productive as the company expands, thereby helps in energy conservation. All machinery and equipment are continuously serviced, updated and overhauled in order to maintain them in good condition. This resulted in consumption of lesser energy consumption. Energy Conservation continues to receive increased emphasis at all the units of the Company. Inter unit studies are carried out on a regular basis for taking steps for reduction of the energy consumption. Hence your company has not opted for alternate energy sources. Additionally, constant efforts in continuing all previous conservation measures and increasing awareness of energy management amongst employees have continued which should enable further savings to transpire going forward.

ii. The steps taken by the Company for utilizing alternative source of energy:

Your company has taken steps for up gradation and modernization of various machines in phased manner. The Company also replaces old plant and machinery in the processing unit and steps are taken to modernization of various operations including installation of robotic machines for handling very specialized work/activities.

B. Technology Absorption

In addition to product and raw material development which continues to be strengthened, Research and Development activities on fashion designing are carried out on on-going basis. Absorbing technologies with state of art machineries like automated cutting machine, automated fabric inspection machines, etc., the quality of the products and efficiency of the systems have been substantially improved. By applying those technologies, the cost of production was under control. The nature of activities of the Company does not warrant any exclusive R&D department.

The Company has installed ZLD (Zero Liquid Damage) plant and Water RO plant for the workers of the company. ZLD technology is used to utilize the waste water to the last extent till where it can be utilized avoiding water wastage. ROs are used to purify the water and making it fit for drinking for the workers of the company.

C. Foreign Exchange Earnings & Outgo:

The Foreign Exchange outgo and foreign exchange earned by the Company during the year are detailed below: (Refer to **Note No. 36** of other Notes to the Financial Statements).

(Amount in Lakhs)

Particulars	FY ended March 31, 2022 (in Lakhs)	FY ended March 31, 2021 (in Lakhs)
Earnings in Foreign Currency FOB value of Exports	12,553.81	5,926.06
Total	12,553.81	5926.06
Expenditure in Foreign Currency		
Accessories & packing material	21.71	0.00
Export Claims	22.13	0.00
Repair & maintenance	0.00	41.92
Total	43.83	41.92

For and on behalf of the Board of Directors
For SPL Industries Limited

Mukesh Kumar Aggarwal
(Managing Director)
DIN- 00231651
Add- C-1/4, Sector-11
Faridabad - 121007

Place: Faridabad
Date: August 31, 2022



SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
SPL Industries Limited

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

Based on our verification of the **SPL's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and Compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **SPL** for the financial year ended on 31st March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (e) 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;
 - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (vi) Compliances/processes/systems under following specific applicable Laws (as applicable to the industry) to the Company are not being verified by us.

We 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 Listing Agreements and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 with National Stock Exchange of India Limited & BSE Limited.

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. 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.

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

All the decisions made in the Board/Committee meeting(s) were carried out with unanimous consent of the all the Directors/Members present during the meeting.



We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above has occurred in the Company.

For **Agarwal S. & Associates,**
Company Secretaries,
Unique Code: P2003DE049100
Peer Review Cert. No.: 626/2019

Sd/-
CS Ajay Kumar Choudhary
Partner
ACS No. : 51674
C.P. No. : 21297

Date : 10.08.2022
Place : New Delhi
UDIN : A051674D000770909

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 Members,
SPL Industries Limited.**

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records, based on our inspection of records produced before us for 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 and our report is not covering observations/comments/ weaknesses already pointed out by the other Auditors.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation 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 and to give our opinion whether Company has proper Board-processes and Compliance-mechanism in place or not.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Agarwal S. & Associates,**
Company Secretaries,
Unique Code: P2003DE049100
Peer Review Cert. No.: 626/2019

Sd/-
CS Ajay Kumar Choudhary
Partner
ACS No. : 51674
C.P. No. : 21297

Date : 10.08.2022
Place : New Delhi



Annexure- G

**Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013
read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

S. No	Particulars	Name of Directors/KMP	
1	The ratio of the remuneration of each director to the median remuneration of the employees of the company excluding Managing Director for the financial year	Mr. Mukesh Kumar Aggarwal Mr. Vijay Kumar Jindal Mrs. Shashi Agarwal Mr. Chandarjeet Singh Bhatia Mr. Arun Kumar Mr. Rajesh Goyal Mr. Sudeepta Ranjan Rout Mr. Varun Bansal Mr. Vikas Jalan	188.23% 60.23% - - - - - - -
2	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Mr. Mukesh Kumar Aggarwal Mr. Vijay Kumar Jindal Mrs. Shashi Agarwal Mr. Chandarjeet Singh Bhatia Mr. Arun Kumar Mr. Rajesh Goyal Mr. Sudeepta Ranjan Rout Mr. Varun Bansal Mr. Vikas Jalan Mr. Sanjay Gupta Mr. Ashish Yadav Mr. Vishal Srivastava	- - - - - - - - - - - -
3	The percentage Increase/ Decrease in the median remuneration of employees	47.28%	
4	The number of permanent employees on the rolls of company	386 Employee	
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out, if there are any exceptional circumstances for increase in the managerial remuneration	Average increase in remuneration of employees excluding KMP Average increase in remuneration of KMP Average increase in remuneration of KMP	- - -
6	The key parameters for any variable component of remuneration availed by the directors		
7	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not Applicable	
8	Affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration paid during the year ended March 31, 2022 is as per the Remuneration policy of the Company	

Note: Mr. Chandarjeet Singh Bhatia, Mr. Rajesh Goyal and Mr. Arun Kumar have been ceased from the Directorship w.e.f 10th July, 2021 and Mr. Sudeepta Ranjan Rout, Mr. Vikas Jalan and Mr. Varun Bansal have been appointed as Non-Executive Independent Director w.e.f 10th July, 2021.

Mr. Ashish Yadav, Company Secretary, acts as the Compliance Officer of the Company upto 05th January, 2022 and Mr. Vishal Srivastava, Company Secretary, acts as the Compliance Officer of the Company w.e.f 06th January, 2022.

For and behalf of
M/s SPL Industries Limited

Sd/-
Mukesh Kumar Aggarwal
(Managing Director)
DIN- 00231651
C- 1/4, Sector-11
Faridabad- 121007, Haryana

Place- Faridabad
Date- August 31, 2022



Annexure- H

Particulars of employees pursuant to provisions of Section 197(12) of the Companies Act 2013
read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 As Amended

S. No	Designation	Gross Remuneration	Nature of employment	Qualification & Experience	Commencement of Employment	Age	Last employment	% of equity shares held	whether any such employee is a relative of any director or manager of the company
1	Managing Director	3,00,00,000.00	Employee	Graduate	01-01-2004	57	Self Employed	20.01	No
2	Wholetime Director	96,00,000.00	Employee	Graduate	01-01-2004	65	Self Employed	01.38	No

The Particulars of top ten employees in terms of remuneration drawn as required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 shall be provided to the shareholders on request.

For and behalf of
M/s SPL Industries Limited

Sd/-
Mukesh Kumar Aggarwal
(Managing Director)
DIN- 00231651
C- 1/4, Sector-11
Faridabad- 121007, Haryana

Place- Faridabad
Date- August 31, 2022



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SPL INDUSTRIES LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of SPL INDUSTRIES LIMITED ("The Company") which comprises the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), statement of changes in equity, statement of cash flows for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Act in the manner so required and give a true and fair view in conformity with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Due to outbreak of COVID 19 pandemic and consequent restrictions carrying out audit physically at auditee premises and limitations on physical access to audit records, the audit procedures have been modified and we conducted audit through remote locations by accessing the audit records through electronic modes and making enquiries and collecting evidence through emails, phone/ conference calls.

Emphasis of Matter

We wish to draw attention to note 37 of the standalone financial statements in respect of the related party transactions, the Audit Committee meeting held on May 30, 2022 has approved all Related Party Transactions as per Regulation 23 of SEBI (Listing obligations and Disclosure Requirements) and Circular- SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30 2022, and has decided to take the approval from shareholders for all existing material related party contracts or arrangements entered into prior to the date of notification of these regulations and which may continue beyond such date, in the upcoming AGM of the company.

Our opinion is not modified in respect of this matter

Key Audit Matters

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

Key audit matters	Procedures Performed/Auditor's Response
As described in the accounting policy in note 3 (a) to the IND AS financial statements, Revenue is measured at the fair value of the consideration received or receivable, net of returns & discounts, volume rebates, Goods & Service Tax (GST) and other indirect taxes. Further, as per IND AS 115, an entity shall recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those services. Further, as per IND AS 115, revenues are deferred in cases where the performance conditions have not been made.	Our audit procedures included, among others the following: - We assessed the company's accounting policies for revenue recognition by comparing with the applicable accounting standards i.e. IND AS 115; - We assessed the appropriateness of the estimated adjustments in the process; - We tested the design, implementation and operating effectiveness of key internal controls over timing of recognition of revenue from sale of goods - We discussed and obtain an understanding from the management on the key assumptions applied and inputs used in estimating provisions for discounts, rebates and sales returns and compared the same with the past trends and the provision made by the management. - We tested on a sample basis invoices raised prior to year-end and post year end to assess whether revenue is recognized based on the performance conditions met, in line with Ind AS 115. The 5 step model, as stated below, has been taken into consideration while recognizing revenue from contracts with customers; - Step 1 - Identify the contract - Step 2 - Identify Performance Obligations - Step 3 - Determine Transaction Price - Step 4 - Allocate Transaction Price - Step 5 - Recognise Revenue - We read and assessed the relevant disclosures made in the Ind AS financial statements including disclosures on significant accounting judgments, estimates and assumptions.



Contingent Liabilities The contingent liabilities related to ongoing litigations and claims with various tax authorities. The computation of contingent liability requires significant judgement by the company because of the inherent complexity in estimating future costs. Refer Note No 40 to the Standalone Financials Statements	Obtained details of completed tax assessments and demands for the year ended March 31, 2022 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2021 to evaluate whether any change was required to management's position on these uncertainties.
Receivable from revenue authorities As at March 31, 2022, receivable from revenue authorities related to non-current assets amounting to ₹377.40 lakhs and current assets amounting to which ₹1113.46 Lakhs are pending from various statutory authorities including CBIC. Refer Note No 8 & 15 respectively to the Standalone Financials Statements	We have involved our internal experts to review the nature of the amounts recoverable, the sustainability and the likelihood of recoverability. Further, out of non-current receivable i.e. ₹377.40 Lakhs, an amount of ₹370.67 Lakhs is related to the import license which has been received by company and end usage of such license is not been planned yet, therefore, provision against the same has been done by the company and the company will maintain the same till the expiry/usage of the license.

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

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 financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditors' report.

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 identified above when it becomes available 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.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 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 Company's Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate



internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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 of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. 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 including other comprehensive income, statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
 - ii. As per information and explanations given to us there is no long-term contracts including derivative contracts of the company and as such no provision is required under the applicable law or accounting standards, for material foreseeable losses;
 - iii. As per information and explanations given to us, no amount is required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (i) The Management has represented that, to the best of its knowledge and belief, 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 persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (ii) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures performed 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) contain any material misstatement.
- (iv) With respect to matter to be included in Auditors' Report under Section 197(16) of the Act, as amended:

In our opinion and according to information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any of its directors is not in excess of the limit laid down under Section 197 of the Act.

FOR RAGHU NATH RAI & CO.
CHARTERED ACCOUNTANTS
FRN No. 000451N

Sd/-

(Arjun Mehta)
Partner

M.No. 097685

UDIN: 22097685AJXUOX3170

Place: New Delhi
Date: : May 30, 2022

**Annexure – A to the Independent Auditor’s Report**

As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we state as under:

- i. In respect of the Company’ property plant and equipment:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property plant and equipment and relevant details of capital work-in-progress and investment property.
 - b) The company does not have intangible assets as on March 31, 2022.
 - c) The property, plant and equipment of the Company were physically verified as per regular program of physical verification carried out by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - d) According to the information and explanations given to us, the records examined by us, and based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that the all the immovable properties disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the Balance sheet date.
 - e) The company has not revalued any of its property, plant and equipment (including the right of use assets). The company has no intangible assets as on March 31, 2022.
 - f) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. In respect to Inventory and Working Capital:
 - a) In our opinion, the inventories have been physically verified during the year by the management at reasonable intervals on a test check basis, and as explained to us no variance greater than 10% was noticed during physical verification and coverage and procedure of such verification by the management.
 - b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. In our opinion and according to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.
- iv. The company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
 - a) During audit procedures we have found that the Company is regular in depositing undisputed statutory dues including Provident fund, Employee’s State Insurance, Income Tax, Sales Tax, Goods and Service Tax, Service Tax and other material statutory dues applicable to it with the appropriate authorities.
 - b) According to the information and explanations given to us, details of dues referred to sub-clause (a) which have not been deposited as at March 31, 2022 on account of dispute are given below:

Nature of Statue	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount (₹ Lakhs)
Income Tax Act, 1961	Tax Deducted At Source	Traces	AY 2006-07, 2007-08 & 2008-09, 2009-10	4.31
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals)	AY 2018-19	34.30
Provident Fund Act, 1952	Provident Fund	High Court of Punjab and Haryana(Appeals)		6.65

- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, 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) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of Interest on loans or borrowings to any lender. However, no principal amount has been repaid.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
 - (c) In our opinion and according to the information and explanations given to us by the management, no term loans were taken by the company during FY 2021-22.
 - (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we



report that no funds raised on short-term basis have been used for long-term purposes by the Company. Only a general-purpose loan taken from director is outstanding as on march 31, 2022.

- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, as defined in the Act. The Company does not hold any investment in any associate or joint venture (as defined in the Act) during the year ended 31 March 2022.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).
- x. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Further, the loans have been applied for the purpose for which they are raised. Also, 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 3(x)(b) of the Order is not applicable.
- xi
 - (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the year.
 - (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
 - (c) No whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi company and hence reporting under paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv.
 - a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
 - (b) We have considered the internal audit reports of the Company issued till date for the period in determining the nature, timing, and extent of our audit procedures.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, provisions of section 192 of the Companies Act, 2013 are not applicable to the company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- xvii. The company has not incurred any cash losses in the financial year covered by our audit and the immediately preceding financial year.
- xviii. During the year, there has been no resignation of statutory auditor except the mandatory rotation of auditors under section 139 of companies Act, 2013.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report 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. In our opinion and according to the information and explanations given to us, there is unspent amount of INR 0.3 (in Lakhs) under sub-section (5) of section 135 of the Act pursuant to other than ongoing project. Further, the management has assured that the unspent amount will be transferred to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act.

FOR RAGHU NATH RAI & CO.
CHARTERED ACCOUNTANTS
FRN No. 000451N

Sd/-

(Arjun Mehta)
Partner

M.No. 097685

UDIN: 22097685AJXUOX3170

Place: New Delhi
Date: : May 30, 2022



Annexure – B to the Independent Auditor's Report

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

We have audited the internal financial controls over financial reporting of SPL INDUSTRIES LIMITED ("the Company") as of March 31, 2022 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 Board of Directors of the Company 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, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, 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 of India.

FOR RAGHU NATH RAI & CO.
CHARTERED ACCOUNTANTS
FRN No. 000451N

Sd/-

(Arjun Mehta)
Partner

Place: New Delhi
Date : May 30, 2022

M.No. 097685
UDIN: 22097685AJXUOX3170



BALANCE SHEET AS AT 31 MARCH, 2022

			(Rs. in Lakhs)
Particulars	Note	As at 31 st Mar, 2022	As at 31 st Mar, 2021
ASSETS			
Non-Current Assets			
(a) Property, Plant & Equipment	4	3,524.09	3,117.90
(b) Investment Property	4A	1,134.66	1,530.90
(c) Capital Work in Progress	4	254.04	24.98
(d) Intangible Assets	4	-	-
(e) Financial Assets			
(i) Trade Receivable	5	-	-
(ii) Loans		-	-
(iii) Other financial assets	6	2,208.14	114.80
(f) Income Tax Assets (Net)		212.79	378.50
(g) Deferred Tax Asset (Net)	7	156.97	160.94
(h) Other non-current assets	8	6.73	5.67
Total Non-Current Assets		7,497.43	5,333.69
Current Assets			
(a) Inventories.	9	269.94	172.85
(b) Financial Assets			
(i) Investments	10	1,003.03	-
(ii) Trade Receivables	11	4,896.60	1,159.41
(iii) Cash & Cash Equivalents	12	810.50	457.31
(iv) Bank Balances other than (iii) above	13	5,307.63	7,795.80
(v) Loans	14	-	-
(vi) Other financial Assets		-	-
(c) Income Tax Assets (Net)		-	-
(d) Other Current Assets	15	1,231.22	267.70
Total		13,518.91	9,853.07
Total Assets		21,016.34	15,186.75
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	16	2,900.00	2,900.00
Other equity	17	13,447.21	11,347.08
		16,347.22	14,247.08
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings			
(ii) Trade payables	18	-	-
-total outstanding dues of micro and small enterprises		-	-
-total outstanding dues of creditors other than micro and small enterprises		11.98	11.46
(iii) Other Financial Liabilities		-	-
(b) Provisions	19	63.27	66.15
(c) Deferred tax liabilities (Net)		-	-
(d) Other non-current liabilities		0.50	1.00
Total		75.75	78.60
Current Liabilities			
(a) Financial Liabilities			
(i) Short Term Borrowings	20	492.55	444.54
(ii) Trade Payables	21		
-total outstanding dues of micro and small enterprises		0.59	0.80
-total outstanding dues of creditors other than micro and small enterprises		37,91.70	211.44
(iii) Other Financial Liabilities		-	-
(b) Other Current Liabilities	22	212.56	177.41
(c) Provisions	23	95.96	26.89
(d) Current Tax Liabilities		-	-
Total Current Liabilities		4,593.37	861.08
Total Liabilities		4,669.12	939.68
Total Equity and Liabilities		21,016.34	15,186.75

Summary of Significant Accounting Policies

The accompanying notes are an integral part of the Standalone financial statement

As per our report of even date attached

For RAGHU NATH RAI & CO.
CHARTERED ACCOUNTANTS
FRN No. 00451N

Arjun Mehta
Partner
M No. 097685

Place: New Delhi
Date: 30 May, 2022

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
SPL INDUSTRIES LIMITED

Mukesh Kumar Aggarwal
(Managing Director)
DIN: 00231651

Sanjay Gupta
(Chief Financial Officer)

Shashi Agarwal
(Director)
DIN:06687549

Vishal Srivastava
(Company Secretary)



PROFIT & LOSS FOR THE PERIOD ENDED 31 MARCH, 2022

(Rs. in Lakhs except per share data)			
Particulars	Note	For the year Ended March 31, 2022	For the year Ended March 31, 2021
Income			
Revenue From Operations	24	19,786.96	11,008.62
Other Income	25	1,004.30	566.54
TOTAL INCOME		20,791.26	11,575.17
Expenses			
Cost of Material Consumed	26	1,168.01	779.00
Purchase of Stock-in-Trade	27	12,067.04	5,447.05
Manufacturing Expenses	28	2,851.76	1,766.23
Changes in Inventories of Finished Goods, Work in Progress & Stock in Trade	29	(24.18)	15.97
Employee Benefits Expenses	30	1,108.04	804.94
Finance Cost	31	75.13	70.02
Depreciation and amortization Expenses	32	240.50	277.28
Other Expenses	33	439.45	620.34
TOTAL EXPENSES		17,925.74	9,780.81
Profit/(Loss) before Exceptional Items		2,865.52	1,794.36
Exceptional Items		-	-
Profit/(Loss) Before Tax		2,865.52	1,794.36
Tax Expense/Adjustments	34		
Current Tax		750.34	497.48
Prior period tax adjustments		-	(5.66)
Deferred Tax		6.76	(52.66)
Total Income Tax Expense		757.10	439.16
Profit/ (Loss) for the Period		2,108.42	1,355.19
Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		(11.07)	0.56
(ii) Income tax effect		2.79	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax effect		-	-
Other comprehensive income for the year, net of tax		(8.28)	0.56
Total Comprehensive Income for the period		2,100.14	1,355.76
Earnings/(Loss) per equity share:			
Basic and Diluted	35	7.27	4.67

Summary of Significant Accounting Policies

1 to 3

The accompanying notes are an integral part of the financial statement

As per our report of even date attached

For RAGHU NATH RAI & CO.
CHARTERED ACCOUNTANTS
FRN No. 00451N

Arjun Mehta
Partner
M No. 097685

Place: New Delhi
Date: 30 May, 2022

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
SPL INDUSTRIES LIMITED

Mukesh Kumar Aggarwal
(Managing Director)
DIN: 00231651

Sanjay Gupta
(Chief Financial Officer)

Shashi Agarwal
(Director)
DIN:06687549

Vishal Srivastava
(Company Secretary)



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lakhs)

Particulars	Note	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
A: Cash flow from operating activities			
Profit & loss before tax		2,865.52	1,794.36
<i>Adjustments to reconcile profit before tax to net cash flows:</i>			
Fair value of planned asset(Gratuity)		(0.30)	(0.27)
Provision for gratuity and Leave encashment		14.83	13.08
Payment of gratuity		(12.00)	(10.09)
Interest income		(521.60)	(431.32)
Rental Income		(167.57)	(132.33)
Rent equalisation Reserve		(8.77)	-
Provision against Advances		3.06	-
Loss on sale of Assets/ Assets written off		29.71	23.54
Depreciation & amortization cost		240.50	277.28
Finance costs		70.15	67.85
Liability Written back		(54.71)	-
Operating Profit before working capital changes		2,458.81	1,602.08
Working capital adjustments			
(Increase)/Decrease in inventories		(97.09)	59.30
(Increase)/Decrease in trade receivables		(3,737.19)	2,010.42
(Increase)/Decrease in income tax assets		165.71	-
(Increase)/Decrease in other current assets		(900.04)	56.52
Increase/(Decrease) in trade payables		3,580.56	(568.04)
Increase/(Decrease) in other current liabilities		35.16	90.37
Increase/(Decrease) in provisions		(11.84)	10.23
Cash generated from operations		1,494.08	3,260.87
Income tax paid (net of refunds)		(685.90)	(282.38)
Net cash from operating activities		808.19	2,978.49
Interest income		521.60	431.98
Rental income		167.57	132.33
Purchase of Property, Plant & Equipment and WIP		(672.02)	(65.64)
Sale of Property, Plant & Equipment		162.80	-
Investment in Mutual Fund		(1,003.03)	-
Other financial asset		(2,093.34)	198.69
Bank balance (Not considered as cash & cash equivalent)		2,488.17	(3,588.53)
Other non current liability		(0.50)	0.50
Other non current asset		(4.12)	(0.31)
Net cash used in investing activities		(432.88)	(2,890.97)
Finance Costs		(70.15)	(67.85)
Proceeds from short term borrowings		48.01	44.41
Net cash used in financing activities		(22.14)	(23.44)
Net increase/(decrease) in cash and cash equivalents		353.18	64.08
Cash & cash equivalent at the beginning of the year		457.31	393.23
Cash & cash equivalent at year end		810.50	457.31
Closing cash & cash equivalent (note 12)		810.50	457.31

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

As per our report of even date attached

For RAGHU NATH RAI & CO.
CHARTERED ACCOUNTANTS
FRN No. 00451N

Arjun Mehta
Partner
M No. 097685

Place: New Delhi
Date: 30 May, 2022

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
SPL INDUSTRIES LIMITED

Mukesh Kumar Aggarwal
(Managing Director)
DIN: 00231651

Sanjay Gupta
(Chief Financial Officer)

Shashi Agarwal
(Director)
DIN:06687549

Vishal Srivastava
(Company Secretary)



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

Note 4 - Plant Property & Equipment and Intangible assets

(Rs. in Lakhs)

Description	Land	Building	Plant & Machinery	Office Equipment	Furniture And Fixtures	Vehicles	Total Tangible Assets	Computer Software	Total Intangible Assets	Capital Work-in-Progress	Total Assets
Gross Block											
At 1st April, 2020	2,057.27	-	3,254.18	112.31	67.76	18.99	5,510.51	42.22	42.22	-	5,552.73
Additions	-	-	64.44	2.15	7.20	-	73.79	-	-	24.98	98.76
Disposals/ Adjustments	-	-	305.65	106.08	66.88	-	478.60	-	-	-	478.60
At 31st March, 2021	2,057.27	-	3,012.98	8.38	8.08	18.99	5,105.69	42.22	42.22	24.98	5,172.89
Additions	-	890.46	439.52	3.44	-	-	1,333.43	-	-	345.89	1,679.31
Disposals/ Adjustments	-	-	715.93	-	-	7.21	723.14	10.91	10.91	116.82	850.88
At 31st March, 2022	2,057.27	890.46	2,736.57	11.82	8.08	11.78	5,715.98	31.31	31.31	254.04	6,001.32
Depreciation											
At 1st April, 2020	-	-	1,985.79	108.67	66.97	17.04	2,178.46	42.22	42.22	-	2,220.68
Charge for the year	-	-	231.99	1.70	0.38	0.42	234.50	-	-	-	234.50
Disposals/ Adjustments	-	-	252.34	106.08	66.76	-	425.17	-	-	-	425.17
At 31st March, 2021	-	-	1,965.44	4.29	0.60	17.46	1,987.79	42.22	42.22	-	2,030.01
Deductions/ Adjustments	-	513.98	-	-	-	-	513.98	-	-	-	513.98
Charge for the year	-	26.25	191.51	1.80	0.77	0.42	220.74	-	-	-	220.74
Disposals/ Adjustments	-	-	523.81	-	-	6.83	530.63	10.91	10.91	-	541.54
At 31st March, 2022	-	540.23	1,633.14	6.09	1.36	11.06	2,191.88	31.31	31.31	-	2,223.19
Net Block											
At 31st March, 2021	2,057.27	-	1,047.54	4.09	7.48	1.53	3,117.90	-	-	24.98	3,142.88
At 31st March, 2022	2,057.27	350.23	1,103.43	5.73	6.72	0.72	3,524.10	-	-	254.04	3,778.13

The company have received Government Grant amounting to INR 33.12 lakhs during the year which pertains to Plant & Machinery. The Government grant has been reduced from the Gross Book Value of Plant & Machinery and depreciation is charged after taking the effect of such grant. The amount of deduction of INR 305.65 Lakhs under Gross Block of Plant & Machinery includes INR 33.12 lakhs of Government Grant.



Note 4A -Investment Property

Description	Land	Blding	Total
<u>Gross Block</u>			
At 1st April, 2020	928.19	1,503.50	2,431.69
Additions	-	-	-
Disposals/ Adjustments	-	-	-
At 31st March, 2021	928.19	1,503.50	2,431.69
Additions	-	-	-
Disposals/ Adjustments	-	890.46	890.46
At 31st March, 2022	928.19	613.03	1,541.23
<u>Depreciation</u>			
At 1st April, 2020	-	854.78	854.78
Charge for the year	-	46.00	46.00
Disposals/ Adjustments			-
At 31st March, 2021	-	900.79	900.79
Charge for the year	-	19.75	19.75
Disposals/ Adjustments	-	513.98	513.98
At 31st March, 2022	-	406.56	406.56
<u>Net Block</u>			
At 31st March, 2021	928.19	602.71	1,530.90
At 31st March, 2022	928.19	206.47	1,134.66

* Before the conversion to Investment property, Land & Building were used for own purpose of the company
The Fair value of Investment property is INR 1457.82 Lakhs and INR 504.04 Lakhs for Land and Building respectively.

For RAGHU NATH RAI & CO.
CHARTERED ACCOUNTANTS
FRN No. 00451N

Arjun Mehta
Partner
M No. 097685
Place: New Delhi
Date: 30 May, 2022

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
SPL INDUSTRIES LIMITED

Mukesh Kumar Aggarwal
(Managing Director)
DIN: 00231651
Sanjay Gupta
(Chief Financial Officer)

Shashi Agarwal
(Director)
DIN:06687549
Vishal Srivastava
(Company Secretary)


STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2022
A. Equity Share Capital
1). Current reporting period

(In ₹ lakhs except per share data)

Balance at the beginning of the Current reporting period		Changes in Equity Share Capital due to prior period errors		Restated balance at the beginning of the current reporting period		Changes in Equity share capital during the Current Year		Balance at the end of the current reporting period.	
Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
2,90,00,004	2,900	-	-	-	-	-	-	2,90,00,004	2,900

2). Previous reporting period

(In ₹ lakhs except per share data)

Balance at the beginning of the Previous reporting period		Changes in Equity Share Capital due to prior period errors		Restated balance at the beginning of the Previous reporting period		Changes in Equity share capital during the Previous Year		Balance at the end of the Previous reporting period.	
Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
2,90,00,004	2,900	-	-	-	-	-	-	2,90,00,004	2,900

B. Other Equity
1). Current reporting period

Particulars	Reserves and Surplus		Revaluation Reserve	Other Comprehensive Income	Total
	Securities Premium Reserve	Retained Earnings			
Balance at the beginning of the current reporting period	4,967.45	3,801.16	2,570.28	8.18	11,347.07
Total Comprehensive Income for the Year	-	2,108.42	-	(8.28)	2,100.14
Dividend	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Transfer to/ (from) Retained Earnings	-	12.91	(12.91)	-	-
Balance at the end of the current reporting period	4,967.45	5,922.49	2,557.37	(0.10)	13,447.21

1). Previous reporting period

Particulars	Reserves and Surplus		Revaluation Reserve	Other Comprehensive Income	Total
	Securities Premium Reserve	Retained Earnings			
Balance at the beginning of the Previous reporting period	4,967.45	2,433.06	2,583.19	7.62	9,991.32
Total Comprehensive Income for the Year	-	1,355.19	-	0.56	1,355.76
Dividend	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Transfer to/ (from) Retained Earnings	-	12.91	(12.91)	-	-
Balance at the end of the Previous reporting period.	4,967.45	3,801.16	2,570.28	8.18	11,347.08

Summary of Significant Accounting Policies

The accompanying notes are an integral part of the financial statement

As per our report of even date

For RAGHU NATH RAI & CO.
CHARTERED ACCOUNTANTS
FRN No. 00451N
Arjun Mehta
Partner
M No. 097685

Place: New Delhi
Date: 30 May, 2022

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
SPL INDUSTRIES LIMITED**
Mukesh Kumar Aggarwal
(Managing Director)
DIN: 00231651

Sanjay Gupta
(Chief Financial Officer)

Shashi Agarwal
(Director)
DIN:06687549

Vishal Srivastava
(Company Secretary)



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs in lakhs)

Note	Particulars	As at 31st March, 2022	As at 31st March, 2021
5	Non Current Financial assets:		
	Trade Receivables- Unsecured		
	Receivables having Significant Increase in Credit Risk	403.02	403.02
	Less :Allowance for Credit Impaired	(403.02)	(403.02)
	Total	-	-
6	Other Non Current financial assets		
	Security deposits	99.18	94.24
	Balances with banks to the extent held as margin money against bank guarantees	21.92	20.56
	Fixed deposit maturity more than 12 Months	2,087.04	-
	Total	2,208.14	114.80
7	Deferred Tax Assets/ Liabilities(Net)		
	Deferred tax liabilities	-	-
	Deferred tax assets	156.97	160.94
	Total	156.97	160.94
8	Other Non Current Assets		
	Unsecured		
	Other receivable	-	2.61
	Receivable from revenue authorities*	377.40	370.74
	Less: Provision against recovery losses	(370.67)	(370.74)
	Advance to suppliers	8.06	8.06
	Less: Provision against Advances	(8.06)	(5.00)
	Total	6.73	5.67
9	Inventories		
	<i>(As taken, valued & certified by the management)</i>		
	Raw materials	156.40	83.25
	Work in process	41.96	39.59
	Finished goods	4.46	4.46
	Stores, spares & loose tools	32.09	36.27
	Fuel & oil	13.21	9.28
	Stock in Transit	21.82	-
	Total	269.94	172.85
10	Investments		
	Investment in mutual funds - quoted	1,003.03	-
	30,093.12 units (NAV @ 3,333.09 of SBI Liquid Fund)		
	Total	1,003.03	-
11	Trade Receivables		
	Considered good- Unsecured		
	Dues from related party	-	-
	Others	4896.60	1159.41
	Total	4896.60	1159.41
	Trade Receivables		
	Considered good- Unsecured		
	Receivables which have significant increase in Credit Risk	-	54.51
	Less : Credit Impaired	-	(54.51)
	Total	-	-
	Total Trade Receivables	4,896.60	1,159.41
12	Cash and Cash Equivalents		
	Balance With Banks -		
	On current accounts	809.15	456.94
	Cash on hand	1.35	0.38
	Total	810.50	457.31

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs in lakhs)

Note	Particulars	As at 31st March, 2022	As at 31st March, 2021
13	Bank Balances other than cash and cash equivalents		
	Balances with banks to the extent held as margin money against bank guarantees	284.82	289.34
	Fixed deposit maturity more than 3 Months but less than 12 months	5,022.81	7,506.45
	Total	5,307.63	7,795.80
	* Margin money relating to Bank Guarantee given to Adani Gas Ltd from RBL Bank Ltd and agreement with Adani Gas Ltd is for one year.		
	Floating charge of INR 500 lakhs has been created by the company against Term deposits & Other deposits in favour of RBL Bank Ltd. for issue of Bank Guarantee.		
14	Loans		
	Total	-	-
15	Other Current Assets		
	Other receivable	0.01	0.01
	Rent equalisation reserve	29.94	21.17
	Prepaid expenses	11.63	9.80
	Other advances & deposits	0.99	-
	Receivable from revenue authorities*	1,113.46	233.67
	Advance to suppliers	75.19	3.05
	Total	1,231.22	267.70
	*Receivable from various statutory departments including CBIC.		

(in ₹ lakhs except per share data)

16	Particulars	As at 31st March, 2022		As at 31st March, 2021	
		Number of Shares	Amount	Number of Shares	Amount
	SHARE CAPITAL				
	Authorised Share Capital				
	Equity Share of ₹ 10 each	3,00,00,000	3,000	3,00,00,000	3,000
	Issued, subscribed and Paid Up:				
	Equity Shares of ₹ 10 each fully paid up	2,90,00,004	2,900	2,90,00,004	2,900
	Total	2,90,00,004	2,900	2,90,00,004	2,900

The details of Shareholders holding more than 5% shares :

Name of the Shareholder	As at 31st March, 2022		As at 31st March, 2021	
	Number of Shares	% held	Number of Shares	% held
Narendra Aggarwal	57,43,942	19.81%	57,43,942	19.81%
Mukesh Kumar Aggarwal	58,02,821	20.01%	58,02,821	20.01%
Nishant Aggarwal	17,90,742	6.17%	17,90,742	6.17%
Shashi Aggarwal	14,75,719	5.09%	14,75,719	5.09%



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

The details of Promoter's Shareholding Shares held by promoters at the end of the year

S No	Promoter name	No of Shares	% of total shares	Change during the year In %
1	Kushal Aggarwal	3,75,480	1.29	-
2	Kushal Aggarwal	3,05,550	1.05	-
3	Punita Jindal	5,75,100	1.98	-
4	Sunil Kumar Jindal	3,21,000	1.11	-
5	Avnish Jindal	1,33,500	0.46	-
6	Mukesh Kumar Aggarwal	58,02,821	20.01	-
7	Vijay Kumar Jindal	4,00,900	1.38	-
8	Sunil Kumar And Sons	1,91,700	0.66	-
9	Elkay Overseas India	3,65,700	1.26	-
10	Vipul Aggarwal	5,98,105	2.06	-
11	Naina Jindal	100	0.00	-
12	Narender Kumar Agarwal	57,43,935	19.81	-
13	Nishant Aggarwal	17,90,742	6.17	-
14	Shashi Aggarwal	14,75,719	5.09	-
15	Nilesh Jindal	1,13,720	0.39	-
16	Sunita Jindal	4,04,560	1.40	-
17	Kiran Aggarwal	8,87,458	3.06	-
Total		1,94,86,090	67.19	-

The reconciliation of the number of shares outstanding is set out below :

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Number of Shares	Number of Shares
Equity Shares at the beginning of the year	2,90,00,004	2,90,00,004
Add: Issued During the Year	-	-
Equity Shares at the end of the year	2,90,00,004	2,90,00,004

Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of ₹10 per share. Each holder of equity is entitled to one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

17	Particulars	(in ₹ lakhs)	
		As at 31st March, 2022	As at 31st March, 2021
	Securities Premium Reserve		
	As per last Balance sheet	4,967.45	4,967.45
	*Revaluation Reserve		
	As per last Balance sheet	2,570.28	2,583.19
	Less: Transferred to Retained Earnings	(12.91)	(12.91)
		2,557.37	2,570.28
	Retained Earnings		
	As per last Balance sheet	3,801.16	2,433.06
	Add: Profit/ (loss) for the Year	2,108.42	1,355.19
	Add: Transferred from Revaluation Reserve	12.91	12.91
		5,922.49	3,801.16
	Other Comprehensive Income (OCI)		
	As per last Balance sheet	8.18	7.62
	Add: Movement in OCI (Net) during the Year	(8.28)	0.56
		(0.10)	8.18
	TOTAL	13,447.21	11,347.08

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

*Property, Plant & Equipment of the company were revalued as on 31st March, 2012 except for Car (vehicles), furniture & fixture and other equipments whose total net carrying amount before revaluation of Property, Plant & Equipment is less than 5% of the total net carrying amount of total fixed assets. The effect of revaluation of Property, Plant & Equipment have been taken by restating the Net Book Value by adding there in the net increase on account of revaluation.

		(Rs in lakhs)	
Note	Particulars	As at 31st March, 2022	As at 31st March, 2020
18	Non Current Laibilities		
	Advances From Debtors	-	-
	Trade Payables:		
	Dues to-		
	Micro and Small Enterprises	-	-
	Others	11.98	11.46
	Total	11.98	11.46
19	Long-Term Provisions		
	Provisions for employee benefits*		
	- Compensated absences	-	-
	-Gratuity	67.65	58.38
	Less : Fair value of planned asset	(4.38)	(4.08)
	Provisions	-	11.84
	Total	63.27	66.15
	* Refer note no. 30 for IND AS-19 disclosure		
20	Short-Term Borrowings		
	Unsecured		
	Loans from related party	492.55	444.54
	Total	492.55	444.54
	*Loan from Director is unsecured and carries interest @ 12% per annum.		
21	Trade Payables		
	"Micro, Small and Medium Enterprises (As certified by the Management)*	0.59	0.80
	Others	3,791.70	211.44
	Total	3,792.30	212.24
	*For disclosure as per Notification No. G.S.R. 679 (E) dated 04th September, 2015, Refer Note No 43		
22	Other Current Liabilities		
	Expenses Payable	61.19	49.73
	Employee Benefit Payable	93.87	89.68
	Statutory Dues Payables*	57.11	37.99
	Other Loans & Advances	0.40	-
	Total	212.56	177.41
	* Statutory Dues Payables includes dues to ESI, PF, Goods and Service Tax, TDS/TCS and Labour Welfare Fund etc.		
23	Short-term Provision		
	Provisions For Employee benefits*		
	- Compensated absences	4.75	4.32
	- Gratuity	23.97	19.77
	Provisions For Income Tax(Net of TDS and Advance tax)	67.24	2.80
	Total	95.96	26.89



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs in lakhs)

* Refer Note No 30 for IND AS-19 disclosure

Note	Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
24	Revenue from operations		
	Sale of products		
	Export sales	12,553.81	5,926.06
	Domestic sales	767.49	549.40
	Sale of Services		
	Processing charges*	5,557.68	3,692.63
	Other operating revenues		
	Duty drawback	310.72	163.77
	DGFT focus (export incentive)	-	1.98
	ROSCTL	536.04	638.57
	Scrap & wastage	61.23	36.21
	Total	19,786.96	11,008.62
	* Processing charges include processing of textiles which includes consumption of raw material.		
25	Other Income		
	Interest		
	From Fixed Deposits	495.92	408.09
	From Others	25.68	23.64
	Other non-operating income		
	Income from Investment property (Rent)	167.57	132.33
	Income from Mutual Fund Investment	3.08	-
	Foreign exchange fluctuation (net)	244.27	(0.01)
	Liability written back	0.24	-
	Refund of sales tax demand	13.07	-
	Excess provision written back	54.47	-
	Claims & discounts others	-	2.49
	Total	1,004.30	566.54
26	Cost of materials consumed		
	Raw material consumed		
	Dyes & chemicals	1,115.03	752.76
	Packing material consumed	30.37	12.06
	Stores & spares consumed	22.61	14.18
	Total	1,168.01	779.00
27	Purchase of stock-in-trade		
	Garment & Accessories purchase	12,067.04	5,447.05
	Total	12,067.04	5,447.05

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs in lakhs)

Note	Particulars	As at 31st March, 2022	As at 31st March, 2021
28	Manufacturing Expenses		
	Power & fuel	2,342.00	1,309.24
	Freight inward	6.04	6.31
	Repair to machinery		
	Boiler	12.53	23.55
	Electric	11.10	5.80
	Generator	2.35	1.94
	ZLD	222.71	187.59
	RO Plant	6.78	2.74
	Machinery	104.07	123.06
	Job charges	129.25	97.93
	Clearing & forwarding charges	3.51	1.14
	Lab expenses	4.78	2.73
	Loading & unloading charges	6.66	4.22
	Total	2,851.76	1,766.23
29	Changes in inventories of finished goods, Stock in process and stock in trade		
	Inventories (at close)		
	Finished Goods / Stock -in- Trade	4.46	4.46
	Stock - in- Process	63.78	39.59
	Inventories (at commencement)		
	Finished Goods / Stock -in- Trade	4.46	29.56
	Stock - in- Process	39.59	30.47
	Total	(24.18)	15.97
30	Employee benefit expenses*		
	Salaries	743.71	553.75
	Wages and overtime	239.87	150.76
	Contribution to PF & other funds	57.43	44.13
	Bonus	22.30	17.19
	Earned leave	18.99	13.84
	Gratuity expense	14.40	13.08
	Staff welfare	11.34	12.18
	Total	1,108.04	804.94

*As per Ind-AS 19 "Employee Benefits", the disclosure a defined in the Accounting Standard are given below:

Provision for leave encashment has been recognised on the basis of gross pay per day of an employee multiplied with the accumulated leaves as on the reporting date. No employee has accumulated leaves exceeding 30 days, However, same will be paid on future dates. Further, there is no long term provision for compensated absences as on 31st March, 2022.

Defined Contribution Plan

Contribution to Defined Contribution Plans, recognised as expense for the year is as under:

Employer's Contribution to Provident Fund	41.49	32.20
Employer's Contribution to ESI	14.74	10.98
Employer's contribution to Welfare Fund	1.19	0.95
Total	57.43	44.13



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

Defined Benefit Plan

The employee's gratuity fund scheme managed by a trust (LIC of India and SBI) is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Project Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

1. Reconciliation of opening and closing balance of defined benefit obligation

(Rs. in lakhs)

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Present value obligation at the beginning of the period	78.16	75.73
Interest cost	4.17	4.35
Past service cost	-	-
Current service cost	10.23	8.73
Benefit paid (out of own funds)	(12.00)	(10.09)
Actuarial gain / loss on obligation (through OCI)	11.07	(0.56)
Present Value Obligation (Closing Balance)	91.62	78.16

2. Reconciliation of Opening and Closing balance of Fair Value of Plan Assets

Fair value of plan & assets (opening balance)	4.08	3.81
Expected return on plan assets	0.22	0.22
Contributions	-	-
Benefits paid (out of plan)	-	-
Actuarial gain/ loss on obligation (through OCI)	0.08	0.05
Fair value of plan & assets (closing balance)	4.38	4.08

3. Reconciliation of Fair Value of Assets and Obligation

Present value of Defined Benefit Obligation	91.62	78.16
Fair Value of Plan Assets	4.38	4.08
Funded Status	(87.24)	(74.08)
Present Value of Un-funded Obligation	-	-
Un-funded Actuarial (Gain/Loss)	-	-
Un-funded Net Assets/Liabilities recognised in Balance sheet	87.24	74.08

4. Expenses recognised during the year

Current Service Cost	10.23	8.73
Past Service Cost	-	-
Interest Cost	3.95	4.13
(Gain)/Loss due to settlements / Curtailments / Terminations / Divestitures	-	-
Total Expenses Recognised in Statement of Profit & Loss	14.18	12.86

5. Re-measurement gain/(losses) in OCI

Actuarial (gain) / loss due to financial assumption changes	(2.85)	1.39
Actuarial (gain) / loss due to experience adjustments	13.92	(1.95)
Return on plan assets (greater)/less than discount rate	(0.08)	(0.05)
Total expense through OCI	10.99	(0.61)

6. The major categories of plan assets of the fair value of the total plan assets are as follows:

Investments with insurer	100%	100%
--------------------------	------	------

7. Actuarial Assumption

a). Discount Rate Per Annum	5.72%	5.33%
b). Rate of Increase in Compensation Levels		
(i) Above 20,000	3.00%	3.00%
(ii) Below 20,000	5.00%	5.00%
c). Rate of Return on Plan Assets		
(i) For Asset with LIC	7.35%	7.15%
(ii) For Asset with SBI Life Insurance	7.30%	7.15%

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs in lakhs)

Demographic Assumptions Used to Determine the Defined Benefit

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
a). Retirement Age (in Years)	58	58
b). Mortality Table (Indian Assured Lives Mortality)	2012-14	2012-14
c). Employee Turnover / Attrition Rate		
(i). 18 to 30 Years	20%	20%
(ii) 30 to 45 Years	20%	20%
(iii) Above 45 Years	20%	20%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

8. Sensitivity Analysis

Defined benefit obligation - discount rate + 100 basis points	(2.37)	(3.28)
Defined benefit obligation - discount rate -100 basis points	2.43	3.53
Defined benefit obligation - salary escalation rate +100 basis points	3.92	3.51
Defined benefit obligation - salary escalation rate -100 basis points	(3.71)	(3.32)

9. The following payments are expected contributions to the defined benefit plan in future years:

within the next 12 months	24.26	20.05
between 2 to 4 years	76.20	73.68
beyond 4 years	106.02	93.75

31 Finance Cost

Interest on Income Taxes	6.07	0.07
Interest on other taxes	4.99	2.17
Bank charges	10.73	8.96
Interest on unsecured loans	53.34	58.82
Total	75.13	70.02

32 Depreciation and amortization expense

Depreciation and amortization	240.50	277.28
Total	240.50	277.28

33 Other Expenses

Establishment expenses	212.87	481.39
Selling & distribution expenses	194.06	115.44
Amount written off	2.81	(0.02)
Loss/ Written off on sale of PPE	29.71	23.54
Total	439.45	620.34

Note	Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
33.1	Establishment Expenses		
	Advertisement	0.67	1.69
	Payment to auditors	7.50	12.85
	Donation/ CSR expense	66.56	36.44
	Rent	1.20	1.20
	Conveyance	1.99	1.14
	Rates & taxes	14.90	11.16
	House keeping expenses	13.74	11.71
	Insurance	16.35	16.40



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

		(Rs in lakhs)
Printing & stationery	9.46	8.17
Legal & professional charges	11.50	15.34
ROSL and DBK surrender	-	51.54
Provision for doubtful Debts	3.06	54.51
Bad Debts	5.41	168.65
Provision for Surrender of GST Refund	-	7.67
Prior Period Expenses	-	0.05
Provision for Surrender of DBK and ROSCTL	-	11.84
GST/VAT expenses	1.11	0.21
Foreign exchange fluctuation (net)	-	25.53
Repair & maintenance - building	21.80	15.51
Repair & maintenance - general	13.61	6.55
Vehicle running & maintenance	1.90	1.96
Security service charges	16.72	15.28
Communication expenses	2.86	3.88
Misc. expenses	2.52	2.11
Total	212.87	481.39
As an Statutory Auditor		
- Statutory Audit	7.50	7.50
-Taxation Audit & Taxation Matters	-	5.25
-Other Service	-	0.10
Total	7.50	12.85
33.2 Selling & Distribution Expenses		
Business promotion	8.31	2.35
Travelling expenses	0.13	-
Clearing, freight & forwarding	157.27	78.43
Claims & discounts	22.13	28.78
Sampling & testing charges	6.22	5.88
Total	194.06	115.44
33.3 Amount Written Off		
Balances written off	2.81	(0.02)
Total	2.81	(0.02)
34 Tax Expenses		
Current tax	750.34	497.48
Deferred Tax expense/(income)	6.76	(52.66)
Total	757.10	444.82

Note	Particulars	2021-22	2020-21
35 Earnings per share (EPS)			
a). Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders		2,108.42	1,355.19
b). Weighted Average number of Equity Shares used as denominator for calculating EPS		290.00	290.00
c). Basic and Diluted Earnings per Share		7.27	4.67
d). Face Value per Equity Share		10.00	10.00

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs in lakhs)

36 Earnings / Expenditure in foreign currency

Earnings in foreign currency

FOB value of exports

12,553.81

5,926.06

Total

12,553.81

5,926.06

Expenditure in foreign currency

Accessories & packing material

21.71

-

Export claims

22.13

-

Repair & maintenance

-

41.92

Total

43.83

41.92

37 Related Party Disclosure

As required by Indian Accounting Standard -24 read alongwith requirements Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 ('LODRRegulations') the disclosures of transactions with the related parties are given below::

Key Management Personnel (KMP):

1. Sh. Mukesh Aggarwal

2. Sh. Vijay Jindal

3. Smt. Shashi Aggarwal

4. Sh. Arun Kumar

5. Sh. Rajesh Goyal

6. Sh. Chanderjeet Singh Bhatia

7. Punita Jindal

8. Nilesh Jindal

9. Sunil Jindal

10. Sh. Vipul Aggarwal

11. Vanshita Aggarwal

12. Palak Aggarwal

13. Kushal Aggarwal

14. Narendra Aggarwal

Entities over which KMP are able to exercise Significant Influence:

1. SIS Prep Private Limited

2. Bhagat General Product Company Pvt. Ltd.

3. Din Fabtech Private Limited

4. Shivalik Urban Landscapes Private Limited

5. APS Recruitment Services Private Limited

6. BDN Enterprises Private Limited

7. Innovative Outsourcing Private Limited

8. Surya Laboratories Private Limited

9. JP Polytex Private Limited

10. Invertech Private Limited

11. Shivalik Fashions (Partnership Firm)

12. Elkay Overseas India (Partnership Firm)

13. Agrasain Spaces LLP

14. Sun Technologies (Partnership Firm)

15. Dynamic Engineers (Partnership Firm)

16. Agrasain Manufacturing Company (P/Firm)

17. Agrasain Sqaure LLP

18. Aprateem Spaces LLP

19. Moon Technology (Firm)

20. Vrindavan Enterprises (Firm)

21. Vinayak International (Firm)

22. Harnam Das Sadhu Ram- Delhi (Firm)

23. Sahu Ram Sushil Kumar- Delhi (Firm)

24. Innovative Facilities Hospitality Private Limited

25. Murlidhar Textile Park Private Limited

26. Nuclotec Remedies Private Limited

27. ONS Snacks Private Limited

28. SRA Buildtech Private Limited

29. SRC Academics Private Limited

30. Shivalik Design Private Limited

31. Sumanglam Footwear Private Limited

32. Giriraj Township Private Limited

33. Bansal Realtors Limited

34. Fidelity Forge Private Limited

35. Shivalik Impressions Private Limited

36. Rossell Biotech Limited

37. Advitya Residency LLP

38. SRA Realtech Private Limited

39. Incredible Spaces LLP

Entities forming part of Promoters Group

Shivalik Prints limited



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

Note	Particulars	2021-22	(Rs in lakhs)
	Detail of Transaction with KMP-		
	Remuneration paid (KMP)	396.00	251.00
	Loans taken (KMP)	-	350.00
	Loans repaid (KMP)	-	359.99
	Interest paid (KMP)	53.34	58.82
	Closing Balances		
	Remuneration payable (KMP)	23.55	30.51
	Loan account (KMP)	492.55	444.54
	Detail of Transaction with entities over which KMP are able to exercise significant influence:		
	Sales	767.45	518.13
	Purchases	12,041.10	5,447.99
	Job work Charges (Expenses)	47.12	37.86
	Job work Charges (Income)	5,558.01	3,692.68
	Purchase of Property, Plant & Equipment	148.60	-
	Sale of Property, Plant & Equipment	138.37	-
	Rental Income	158.81	127.17
	Reimbursement of Expenses*	119.07	119.42

*Due to change in the definition of promoter group as per section 2(zb) of SECURITY EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, individual or entity forming part or the promoter or promoter group of listed entity shall be deemed to be related part regardless of the direct shareholding in the listed entity. As per regulation 23 of SEBI (Listing obligation and Disclosure Requirements) and Circular- SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022, the Company held the Audit Committee meeting on May 30, 2022 and approved all Related Party Transactions and has decided to take the approval from the shareholders for all existings material related party contract or agreement entered into prior to the date of Notifications of these Regulations and which may continue beyond such date, in the upcoming AGM of the Company.

38 SEGMENT REPORTING

The Segment reporting of the Company has been prepared in accordance with IND AS-108, "Operating Segment" (Specified Under section 133 of the companies Act 2013, read with Rule 7 of Companies (Accounts) Rules 2015). For management purposes, the company is organized into business units based on its products and services and has two reportable segments as follows:-

(a) Manufacturing cotton knitted garments and made ups and Processing Charges b) Trading of garments

Segments have been identified as reportable segments by the Company chief operating decision maker ("CODM"). Segment profit amounts are evaluated by the board, which has been identified as the CODM, in deciding how to allocate resources and in assessing performance.

Segments Revenue, Results, Assets and Liabilities include the respective amounts identifiable to each of the segments and amount allocated on a reasonable basis. Unallocated expenditure consist of common expenditure incurred for all the segments and expenses incurred at corporate level. The assets and liabilities that cannot be allocated between the segments are shown as unallocated corporate assets and liabilities respectively.

The accounting policies of the reportable segments are the same as the Company's accounting policies described in Note 3. Segment profit (Earnings before interest, depreciation and amortization, and tax) amounts are evaluated regularly by the Board that has been identified as its CODM in deciding how to allocate resources and in assessing performance. The Company financing (Including finance costs and finance income) and income taxes are reviewed on an overall basis and are not allocated to operating segments.

Particulars	31st March, 2022			31st March, 2021		
	Manufacturing	Trading	Total	Manufacturing	Trading	Total
Revenue:						
Revenue from operations (Includes Other Income)	6,913.18	13,878.08	20,791.26	4,817.75	6,757.41	11,575.17
Net Revenue from Operations	6,913.18	13,878.08	20,791.26	4,817.75	6,757.41	11,575.17
Segment results	2,156.94	1,651.88	3,808.82	1,656.24	862.30	2,518.54
Unallocated Finance Costs	-	-	(75.13)	-	-	(70.02)
Unallocated Employee Cost Expense	-	-	(868.17)	-	-	(654.17)
Profit before Tax	2,156.94	1,651.88	2,865.52	1,656.24	862.30	1,794.36
Other information:						
Segment Assets	10,816.15	8,716.97	19,533.12	11,628.19	2,845.25	14,473.43
Unallocated Assets	-	-	1,483.22	-	-	713.32
Total Assets	10,816.15	8,716.97	21,016.34	11,628.19	2,845.25	15,186.75
Segment Liabilities:	1,086.50	3,515.38	4,601.88	2,314.46	(1,377.58)	936.88
Unallocated Other Liabilities (including loans)	-	-	67.24	-	-	2.80
Total liabilities	1,086.50	3,515.38	4,669.12	2,314.46	(1,377.58)	939.67



Particulars	For the year ended 31 st March 2022	For the year ended 31 st March 2021
Revenue based on location of customers for the year ended		
India	8,237.46	5,649.10
Outside India	12,553.81	5,926.06
Total	20,791.26	11,575.17
Carrying amount of non current assets based on location of assets as at		
India	5,289.29	5,218.89
Outside India	-	-
Total	5,289.29	5,218.89
1. Excluding Financial Assets		
Reconciliation between segment revenue and enterprise revenue for the year ended		
Segment Revenue		
Manufacturing	6,913.18	4,817.75
Trading	13,878.08	6,757.41
Total Segment Revenue	20,791.26	11,575.17
Enterprise Revenue		
Revenue from operation (gross)	20,791.26	11,575.17
Total Segment Revenue	20,791.26	11,575.17
No. of Customer with 10% or more revenue share- Segment Wise		
Manufacturing	1	1
Trading	1	1
39 a. Provision for doubtful debts		
Opening Carrying amount of provision	457.53	403.02
Add:- Additional Provision made during the year	-	54.51
Less:- Amount Used	-	-
Less:- unused amount reversed	(54.47)	-
Closing Provision	403.06	457.53
b. Provision against Recovery Losses		
Opening Carrying amount of provision	370.74	370.74
Add:- Additional Provision made during the year	-	-
Less:- Amount Used	-	-
Less:- unused amount reversed	0.08	-
Closing Provision	370.66	370.74
c. Provision against Advances		
Opening Carrying amount of provision	5.00	5.00
Add:- Additional Provision made during the year	3.06	-
Less:- Amount Used	-	-
Less:- unused amount reversed	-	-
Closing Provision	8.06	5.00
40. Contingent liability and commitments		
(i) Contingencies		
1. Bills Discounted	-	-
2. Disputed tax liability *	38.61	36.03
3. Other Dispute**	6.65	6.65
4. Other Liability***	177.53	177.53
Total	222.79	220.21

* Disputed tax liability pertains to tax amount of INR 34.30 lakhs related to A.Y. 2018-19 and the balance amount of INR 4.31 lakhs pertains to TDS defaults.

** The amount of INR 6.65 lakhs pertains to dispute pending at Hon'ble High Court of Punjab & Haryana, Chandigarh with respect to



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

Employees Provident Fund

*** Other Liability pertains to amount of ROSCTL, Duty Draw back and GST which could be payable on non-fulfilment of certain conditions as prescribed

(ii) Commitments

Particulars	2021-22	2020-21
(a) Capital and other commitment		
Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances)		-

41. Operating leases

Particulars	2021-22
a) the future minimum lease payments under non-cancellable operating leases in the aggregate and for each of the following periods:	
i) not later than one year;	110.83
ii) later than one year and not later than five years;	42.21
iii) later than five years	-
b) total contingent rents recognised as income in the period.	29.94

42. Current Assets, loans & advances

Sundry debtors, loans & advances are subject to confirmation and adjustment thereon (if any)

43. MSME DISCLOSURE

MSME Disclosure as required under Notification No. G.S.R. 679 (E) dated 04th September, 2015 issued by the Ministry of Corporate Affairs (as certified by the Management)

Particulars	2021-22	2020-21
The principal amount and interest due thereon remaining unpaid to any supplier at the end of accounting year		
- Principal Amount	0.59	0.80
- Interest Amount	Nil	Nil
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprise Development Act, 2006 along with the amount of payment made to the supplier beyond the appointed day during each accounting year	Nil	0.02
a). The amount of interest due and payable for the period of delay in making payment (which have been paid beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year	0.02	0.02
b). The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006	Nil	Nil

- 44.** As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, need to spent at least 2% of average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are as per CSR Policy of the Company. A CSR committee has been formed by the company as per the Act. During the year the funds were donated/spent as per detailed below which are specified in Schedule VII of the Companies Act, 2013:

Particulars	2021-22	2020-21
a) Total Spending required on Corporate Social Responsibility (CSR) as per Section 135 of the Companies Act, 2013	49.97	41.69
Total	49.97	41.69
b) List of activities in which expenditure in (a) above has been incurred:		
(i) Health Care	25.33	22.42
(ii) Social Welfare	22.84	-
(iii) Animal Welfare	-	-
(iv) Education	1.50	2.50
Total	49.67	24.92
Amount Unspent	0.30	16.77

The company could not spend amount of INR 0.3 (in Lakhs) for F.Y 2021-22. The Company has balance of INR 16.77 (in Lakhs) relates to F.Y 2020-21 has been expended on 30th September 2021 as donation to Prime Minister's National Relief Fund, as required by section 135 of the Companies Act 2013.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

45. The previous year figures have been regrouped/ reclassified, wherever necessary to conform to the current year presentation.

46. **Financial Instruments**

i) **Financial assets measured at fair value through profit/loss**

This section gives an overview of the significance of financial instruments for the Company and provides additional information on the balance sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial assets and financial liabilities are disclosed in Note 3

Financial assets and liabilities as at

(in ₹ Lakhs)

Particulars	31 st March, 2022				
	FVTPL	FVTOCI	Amortised Cost	Carrying Value	Fair Value
Financial Assets					
Other Non-current financial assets	-	-	2,208.14	2,208.14	2,208.14
Other Current financial assets	-	-	-	-	-
Investments	1,003.03	-	-	-	-
	1,003.03	-	2,208.14	2,208.14	2,208.14
Financial Liabilities					
Borrowings- Non current *	-	-	-	-	-
Borrowings- Current	-	-	492.55	492.55	492.55
	-	-	492.55	492.55	492.55

The carrying value of trade receivables, trade payables, cash and cash equivalents, Other Bank Balance approximate their fair values largely due to the short-term maturities.

Particulars	31 st March, 2021				
	FVTPL	FVTOCI	Amortised Cost	Carrying Value	Fair Value
Financial Assets					
Other Non-current financial assets	-	-	114.80	114.80	114.80
Other Current financial assets	-	-	-	-	-
	-	-	114.80	114.80	114.80
Financial Liabilities					
Borrowings- Non current*	-	-	-	-	-
Borrowings- Current	-	-	444.54	444.54	444.54
	-	-	444.54	444.54	444.54

The carrying value of trade receivables, trade payables, cash and cash equivalents, Other Bank Balance approximate their fair values largely due to the short-term maturities.

Fair Value Hierarchy

The table shown below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)."

Financial Instruments	March, 2022		
	Level 1	Level 2	Level 3
Financial assets			
Derivative financial assets at fair value through profit and loss	-	-	-
Derivative financial assets at fair value through other comprehensive income	-	-	-
Total	-	-	-
Financial Instruments	31-Mar-21		
	Level 1	Level 2	Level 3



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs in lakhs)

Financial assets

Derivative financial assets at fair value through profit and loss	-	-	-
Derivative financial assets at fair value through other comprehensive income	-	-	-
Total	-	-	-

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants. The following methods and assumptions were used to estimate the fair values:

Other non-current financial assets and liabilities: Fair value the carrying value as considered to approximate to fair value.

There has been no transfer between level 1 and level 2 during the above periods

For RAGHU NATH RAI & CO.
CHARTERED ACCOUNTANTS
FRN No. 00451N

Arjun Mehta
Partner
M No. 097685

Place: New Delhi
Date: 30 May, 2022

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
SPL INDUSTRIES LIMITED

Mukesh Kumar Aggarwal
(Managing Director)
DIN: 00231651

Sanjay Gupta
(Chief Financial Officer)

Shashi Agarwal
(Director)
DIN:06687549

Vishal Srivastava
(Company Secretary)



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

47 Financial risk management objectives and policies

The Company's activities expose it to the following risks:

- a) Credit risk
- b) Liquidity risk
- c) Market risk

a) Credit Risk

Credit risk is the risk that counter party will not meet its obligations under a financial instruments or customer contract leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

i) Trade receivables

Customer credit risk is managed by the Company subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and major customers are generally secured by obtaining other forms of credit insurance. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivable disclosed in Note 11.

ii) Financial instrument and cash deposit

Credit risk is limited as the Company generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Counterparty credit limits are reviewed by the Company periodically and the limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Typically the Company ensures that it has sufficient cash on demand to meet expected short term operational expenses. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans/internal accruals.

c) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and foreign currency risk. Financial instruments affected by market risk include borrowings, trade receivable and trade payable.

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. The Company does not have significant debt obligations with floating interest rates, hence, is not exposed to any significant interest rate risk.

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company having a foreign currency risk majorly for trade receivables. The company mitigate the forex risk in relation to trade receivables by entering into the derivative instrument i.e. forward sale contract.

47.1 Foreign currency risk management

The company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The carrying amount of the company foreign currency dominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Rounded off to Nearest Lakhs				
Particulars	Liabilities (Foreign Currency)		Assets (Foreign Currency)	
	As at March, 31 2022	As at March, 31 2021	As at March, 31 2022	As at March, 31 2021
In US Dollars (USD)	-	-	58.93	13.02
Particulars	Liabilities (INR)		Assets (INR)	
	As at March, 31 2022	As at March, 31 2021	As at March, 31 2022	As at March, 31 2021
In INR	-	-	4467.69	956.92



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

49.2 Foreign currency sensitivity analysis

The Company is mainly exposed to the currency : USD

The following table details the Company's sensitivity to a 5% increase and decrease in the INR against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the exposure outstanding on receivables and payables in the Company at the end of the reporting period. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rate. A positive number below indicates an increase in the profit or equity where the INR strengthens 5% against the relevant currency. For a 5% weakening of the INR against the relevant currency, there would be a comparable impact on the profit or equity, and the balances below would be negative.

Impact on Profit/(Loss)/ Total Equity

Particulars	As at March31, 2022	As at March31, 2021
Increase in Exchange Rate by 5%	223.38	47.85
Decrease in Exchange Rate by 5%	-223.38	-47.85

48 Capital management

The Company's objective is to maintain a strong capital base to ensure sustained growth in business. The Capital Management focusses to maintain an optimal structure that balances growth and maximizes shareholder value.

The Company is predominantly equity financed. Further, the Company has sufficient cash, cash equivalents, current investments and financial assets which are liquid to meet the debts.

49 Critical estimates and judgements in applying accounting policies

The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Information about estimates and judgements made in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

i) Property, plant and equipment and useful life of property, plant and equipment and intangible assets

The carrying value of property, plant and equipment is arrived at by depreciating the assets over the useful life of assets. The estimate of useful life is reviewed at the end of each financial year and changes are accounted for prospectively.

ii) Provisions and contingencies

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS.

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where the effect of time value of money is material, provisions are determined by discounting the expected future cash flows. The Company has significant capital commitments in relation to various capital projects which are not recognized on the balance sheet.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company involved, it is not expected that such contingencies will have a material effect on its financial position or profitability (Refer Note 39 and 40)

iii) Defined benefit plan

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality table. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. (Refer note no. 30)

**(iv) Taxes**

Deferred tax assets and liabilities are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

(v) Estimation of uncertainties relating to the global health pandemic from COVID-19

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

50 Ageing Schedule for Trade Payables and Receivables

i). Ageing Schedule for Trade Receivables: (In ₹ Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables- considered good	4,896.60	-	-	-	-	4,896.60
(i) Undisputed Trade Receivables- considered good- (Previous Period)	257.40	902.01	-	-	-	1,159.41
(ii) Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
(ii) Undisputed Trade Receivables- considered doubtful- (Previous Period)	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good- (Previous Period)	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered doubtful	-	-	-	-	403.02	403.02
(iv) Disputed Trade Receivables- considered doubtful- (Previous Period)	-	54.47	-	-	403.02	457.49
Total Outstanding (Current Year)	4,896.60	-	-	-	403.02	5,299.62
Total Outstanding (Previous Year)	257.40	956.48	-	-	403.02	1,616.90

*Italic wording represents previous year figures.

ii). Ageing Schedule for Trade Payable:

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	More than 3 years		
(i) MSME	0.59	-	-		0.59
(i) MSME - (Previous Period)	0.80	-	-		0.80
(ii) Others	3,794.49	9.04	0.15		3,803.68
(ii) Others - (Previous Period)	211.34	9.04	0.22		222.90
(iii) Disputed dues - MSME	-	-	-		-
(iii) Disputed dues - MSME(Previous Period)	-	-	-		-
(iv) Disputed dues - Others	-	-	-		-
(iv) Disputed dues - Others (Previous Period)	-	-	-		-
Total Outstanding (Current Year)	3,795.09	9.04	0.15		3,804.28
Total Outstanding (Previous Year)	212.14	9.04	0.22		223.70

*Italic wording represents previous year figures.

51 Additional Regulatory Information

i). The Company has valued the Investment Property as per the valuation report issued by the registered valuer as defined under rule 2 of companies (Registered Valuers and Valuation) Rules, 2017



ii). Capital-Work-in Progress (CWIP)

CWIP ageing schedule

CWIP	Amount in CWIP from the period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	254.04	-	-	-	254.04
Projects temporarily suspended	-	-	-	-	-

As on the date of the balance sheet, there are no capital work-in-progress projects whose completion is overdue.

iii). Ratio Analysis

The following analytical ratios from the ended March 31, 2022 and March 31, 2021

Particular	Numerator	Denominator	31st March 2022	31st March 2021	Variance*
Current Ratio (1)	Current assets	Current Liability	2.94	11.44	-74.28
Debt- Equity Ratio	Total Debt (1)	Shareholder's Equity	0.03	0.03	-3.43
Debt Service Coverage Ratio	Earning available for debt service (2)	Debt Service (3)	45.59	29.16	56.36
Return on Equity (ROE)	Net Profit After Taxes	Average Shareholder's Equity	13.78	21.02	-34.44
Inventory turnover ratio	Cost of material consumed	Average Inventory	20.80	14.97	38.97
Trade Receivables turnover ratio	Revenue (4)	Average Trade Receivable	6.23	4.70	32.73
Trade Payables turnover ratio	Credit Purchase	Average Trade Payable	7.77	14.76	-47.34
Net capital turnover ratio	Total Revenue	Net working capital	2.33	1.29	80.96
Net profit ratio	Net Profit	Net Sales	10.66	12.31	-13.44
Return on capital employed (ROCE)	EBIT*	Capital Employed(5)	17.33	12.58	37.82
Return on Investment (ROI)	Net profit	Total Assets	10.03	8.92	12.43

*For variance in ratio's more than 25% - Revenue growth, Operating Profit and Improved Cash Flows has resulted in an improvement in the ratios.

- (1) Debt includes Short Term & long- term debt.
- (2) Includes Net Profit after taxes, Depreciation & Amortization and Finance cost.
- (3) Debt Service Includes Interest on USL .
- (4) Revenue include credit sales only
- (5) Includes tangible net worth, total debt and deferred tax liability

Abbreviations used

- 1). EBIT - Earning Before Interest and Taxes

52 Supreme Court Ruling on PF

The Hon'ble Supreme Court in a recent ruling dated 28th February, 2019 has passed a judgement on the definition and scope of "Basic Wages" under the Employee's Provident Fund & Miscellaneous Provision Act, 1952. Pending issuance of guidelines by the regulatory authorities on the application of this ruling, the impact on the financial statements, if any, cannot be ascertained.

53 There are no any proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

54 The company has not done any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

55 The Company has not declared wilful defaulter by any bank, financial institution or other lender.

56 Events Occurring After Balance Sheet Date

The Company has evaluated all events or transactions that occurred after 31st March 2022 up to the date the financial statements were issued. Based on this evaluation, the Company is not aware of any events or transactions that would require recognition or disclosure in the financial statements.

For RAGHU NATH RAI & CO.
CHARTERED ACCOUNTANTS
FRN No. 00451N

Arjun Mehta
Partner
M No. 097685

Place: New Delhi
Date: 30 May, 2022

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
SPL INDUSTRIES LIMITED

Mukesh Kumar Aggarwal
(Managing Director)
DIN: 00231651

Sanjay Gupta
(Chief Financial Officer)

Shashi Agarwal
(Director)
DIN:06687549

Vishal Srivastava
(Company Secretary)



Note -Significant Accounting Policies

1 General Information

The company was incorporated on December 6, 1991 in India. The company is into export of garments. During the year value of exports are INR 12,553.81 lakhs. Further, company has domestic sales and processing income during the year.

2 Basis of preparation of financial statements

a) 2.1 Basis Of Preparation and compliance with Ind AS

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

For all periods up to and including the year ended 31st March 2022, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

The financial statements have been prepared on the historical cost basis, except for certain financial instruments (refer accounting policy regarding financial instruments), which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services as at the date of respective transactions.

b) Use of Estimates and Judgments

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates under different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

c) Basis of measurement

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including derivative financial instruments which have been measured at fair value as described below and defined benefit plans which have been measured at actuarial valuation as required by relevant Ind AS.

Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

Fair value for measurement and /or disclosure purpose in these financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

With effect from April 1, 2019, the Company adopted Ind-AS 116 – Leases. The effect on adoption of Ind-AS 116 is insignificant on the financial statements.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

d) Functional and presentation currency

These Ind AS Financial Statements are prepared in Indian Rupee which is the Company's functional currency. All financial information presented in Rupees has been rounded to the nearest lakhs with two decimals.



3 **Significant Accounting Policies**

The Company has applied following accounting policies to all periods presented in the Ind AS Financial Statement.

a) **Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable, net of discounts, volume rebates, Goods & Service Tax (GST) and other indirect taxes.

- i) Sales are recognised when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract.
- ii) Processing Charges are recognised at the time of dispatch of goods to the customers and are net of trade discounts, rebates, etc.
- iii) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
- iv) Income from duty drawback is recognised on accrual basis
- v) Income from other Export Incentive are recognised as and when accepted by the Government Authority
- vi) Dividend Income is recognised when right to receive is established.
- vii) Claim receivables are accounted for depending on the certainty of receipt and claims payable are accounted for at the time of acceptance.

b) **Property, Plant and Equipment**

(i) **Property, plant and equipment**

On transition to Ind-AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised as at 1st April, 2015 measured as per the previous GAAP and use that carrying value as a deemed cost of property, plant and equipment

(ii) **Capital Work in Progress**

Capital work in progress, property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

The Company identifies and determines cost of each component/ part of Property, plant and equipment separately, if the component/ part has a cost which is significant to the total cost of the Property, plant and equipment and has useful life that is materially different from that of the remaining asset.

Expenses incurred towards the acquisition/construction of property, plant and equipment not ready for use at the balance sheet date are disclosed under capital work- in- progress.

(iii) **Depreciation**

Assets in the course of development or construction and freehold land are not depreciated.

Other property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment. Depreciation commences when the assets are ready for their intended use.

Depreciation on all plant and machinery is provided on Written Down Value Method and on other fixed assets is provided on the basis of Straight Line Method. Depreciation has been provided on the basis of useful life of the assets and the manner as prescribed in Schedule II of The Companies Act 2013. Following useful life were used for calculating depreciation amount as per Schedule II of The Companies Act 2013:

Particulars	Useful Life (in Years)
Factory Building	30 Years
Plant & Machinery	15 Years
Electric Installation & Equipment	10 Years
General Laboratory Equipment	10 Years
Office Equipments	5 Years
Servers & Networks	6 Years
End User Devices (Computer & Mobile Phones)	3 Years
Furniture & Fixtures	10 Years
Motor Cycles	10 Years
Motor Car & Buses	8 Years

When significant spare parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.



c) **Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred. Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

d) **Impairment of financial assets**

Financial assets (other than at fair value)

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 ('Financial Instruments') requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company provides for impairment upon the occurrence of the triggering event.

Non-financial assets

Tangible and intangible assets

Property, plant and equipment and intangible assets are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

e) **Financial instruments**

Financial assets and liabilities are recognised when the Company becomes a party to the contract that gives rise to financial assets and financial liabilities. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in statement of profit and loss.

Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.



De-recognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company

determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period

For other fair value related disclosures **Refer note no 46.**

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets and financial liabilities. For financial assets a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

For more information on financial instruments **Refer note no 46.**

f) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

In order to hedge its exposure to foreign exchange, the Company enters into forward, futures and other derivative financial instruments. The Company does not hold derivative financial instruments for speculative purposes.

Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss,.

g) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

h) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.



Current v/s Non-Current Classification

Company presents assets and liabilities in balance sheet based on current/non current classification.

An asset is current when it is:

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

A liability is current when:

- * It is expected to be settled in normal operating cycle
 - * It is held primarily for the purpose of trading
 - * It is due to be settled within twelve months after the reporting period, or
 - * There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- The Company classifies all other liabilities as non-current.

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

Advance tax paid is classified as non current assets."

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

i) Inventories

Inventories are valued at lower of cost or net realizable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overhead incurred in bringing them to their respective present location and condition. Cost of raw materials, process chemicals, stores and spares, packing material, trading and other products are determined on First in First out (Weighted Average) method. Scrap is valued at net realizable value.

j) Taxation

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Sales/value added. Taxes/GST paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.



k) **Employee benefit schemes**

(i) **Short-term employee benefits**

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Compensated absences:

The cost of short term compensated absences are provided for based on estimates. Long term compensated absence costs are provided for based on actuarial valuation using the project unit credit method. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Gratuity

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on project unit credit method as at the balance sheet date. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognized in OCI are not to be subsequently reclassified to statement of profit and loss. As required under Ind AS compliant Schedule III, the Company transfers it immediately to retained earnings.

Provident Fund

Eligible employees of the Company receive benefits from a provident fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary.

(ii) **Termination benefits**

Termination benefits if any are recognised as an expense immediately

l) **Provision for liabilities and charges, Contingent liabilities and contingent assets**

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

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

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable.

Refer Note 39 & 40 for details.

n) **Foreign currency transactions**

In the financial statements of the Company, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date except for those whose provisions have already been booked. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

All exchange differences are included in the statement of profit and loss.

m) **Earnings per share**

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

n) **Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. Revenue and expenses are identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue are accounted for based on the cost price. Revenue, expenses, assets and liabilities which are not allocable to segments on a reasonable basis, are included under "Unallocated revenue/ expenses/ assets/ liabilities".



o) **Cash Flow Statement**

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

p) **Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to 1 April 2016, the Company has determined whether the arrangement contains lease on the basis of facts and circumstances existing on the date of transition.

Company as a lessor

A lease is classified at the inception date as a operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease & a lease other than finance lease is operating lease.

Operating lease payments are recognised as an income in the statement of profit and loss on a straight- line basis over the lease term.

Refer Note:-41 for disclosure

q) **Investment Property**

(i) **Recognition & Measurement**

Land or building held to earn rentals. An investment property is measured initially at its cost. The cost of an investment property comprises its purchase price and any directly attributable expenditure. After initial recognition, the company carries the investment property at the cost less accumulated depreciation and accumulated impairment, if any. The residual value, and the fair value of investment property is reviewed at least at each financial year end and, if expectations differ from previous estimates, the change(s) is accounted for as a change in an accounting estimate in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors.

(ii) **Depreciation**

Depreciation on Investment property is provided on Straight Line Value Method. Depreciation has been provided on the basis of useful life of the assets and the manner as prescribed in Schedule II of The Companies Act 2013.

r) **Government Grants**

The Company recognises government grants only when there is reasonable assurance that the conditions based grants will be received. Where Government grants attached to non-monetary assets (PPE), the cost of such assets are presented at Net value after reducing the grant and depreciation is charged on net value of PPE.

3A) **Recent Accounting pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below:

Ind AS 16 - Property Plant and equipment -

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its Standalone financial statements."

Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets -

The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material."



SPL INDUSTRIES LTD.

CIN: L74899DL1991PLC062744

Registered office: Office No-202, IInd Floor, Vikramaditya Tower, Alaknanda Market, Kalkaji, New Delhi-110019

E-mail: cs@splimited.com; Website: www.splimited.com

Proxy Form

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

31st Annual General Meeting held on Thursday, 29th September, 2022

Name of the member(s)	:	
Registered address	:	
Email ID	:	
Folio no. / Client ID	:	
DP ID	:	

I/ We, being the member(s) of Shares of the above named company, hereby appoint

1. Name:Email Id:

Address:Signature:.....

or failing him/her

2. Name:Email Id:

Address:Signature:.....

or failing him/her

3. Name:Email Id:

Address:Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company to be held on Thursday, 29th September, 2022 at 11:00 A.M. through video conferencing (VC)/Other Audio-Visual means (OAVM) and at any adjournment thereof in respect of such resolutions as are indicated below:

1. 2. 3. 4.

Signed this.....day of 2022.

Signature of member

Signature of proxy holder(s)

Affix
Revenue
Stamp

Notes :1. This form, in order to be effective, should be duly stamped, completed, signed, and deposited at the registered office of the Company at : Office No-202, IInd Floor, Vikramaditya Tower, Alaknanda Market, Kalkaji, Delhi-110019.

2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.







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