

SPL INDUSTRIES LTD.

30th ANNUAL REPORT
2020-21



SPL INDUSTRIES LTD.



Corporate Profile

Board of Directors

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

Chief Financial Officer

Mr. Sanjay Gupta

Company Secretary & Compliance Officer

Mr. Ashish Yadav

Bankers

HDFC Bank Limited
Axis Bank Limited

Statutory Auditors

Singhi Chugh & Kumar, New Delhi

Secretarial Auditors

Agarwal S. & Associates, New Delhi

Internal Auditors

Vats & Associates, New Delhi

Registrar & Share Transfer Agent

KFin Technologies Private 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. Sudeeta Ranjan Rout - Chairperson and Member
Mr. Vikash Jalan - Member
Mr. Mukesh Kumar Aggarwal- Member

Nomination and Remuneration Committee

Mr. Sudeeta Ranjan Rout - Chairperson and Member
Mr. Vikash Jalan - Member
Mr. Varun Bansal - Member

Corporate Social Responsibility Committee

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

Stakeholder Relationship Committee

Mr. Sudeeta Ranjan Rout - Chairperson and Member
Mr. Vikash Jalan - Member
Mr. Varun Bansal - Member
Mr. Mukesh Kumar Aggarwal- Member

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NOTICE

Notice is hereby given that the 30th ANNUAL GENERAL MEETING of the Members of SPL INDUSTRIES LIMITED ("the company") will be held on Wednesday, 29th September, 2021 at 10:00 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, 2021 and the reports of the Board of Directors and Auditors thereon.
2. To consider appointment of a Director in place of Mr. Vijay Kumar Jindal (DIN-00231517), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and approve appointment of M/s Raghu Nath Rai and Co., Chartered Accountants as the Statutory Auditors of the Company and to pass with or without modification, the following resolution as an Ordinary Resolution-

"RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s Raghu Nath Rai & Co., Chartered Accountants (FRN-000451N) be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this 30th Annual General Meeting till the conclusion of 35th Annual General Meeting of the company, at a remuneration to be fixed by Mr. Sanjay Gupta, Chief Financial Officer of the Company."

"RESOLVED FURTHER THAT the Board of Directors/ Audit Committee of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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 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-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions and rules of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sudeepta Ranjan Rout (DIN- 05106254), who was appointed by the Board of Directors as an Additional (Non-Executive) Director of the Company w.e.f. July 10, 2021 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 but who is eligible for appointment and has consented to act as a Director of the Company and the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company.

"RESOLVED FURTHER THAT the appointment of Mr. Sudeepta Ranjan Rout, who meets the criteria for independence as provided in Section 149(6) read with Schedule IV of the Companies Act, 2013 as an Independent Director of the Company, not liable to retire by rotation, for a term commencing with effect from July 10, 2021, to July 09, 2026 be and is hereby approved."

6. 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-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions and rules of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Varun Bansal (DIN- 09233433), who was appointed by the Board of Directors as an Additional (Non-Executive) Director of the Company w.e.f. July 10, 2021 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 but who is eligible for appointment and has consented to act as a Director of the Company and the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company.



“RESOLVED FURTHER THAT the appointment of Mr. Varun Basnal, who meets the criteria for independence as provided in Section 149(6) read with Schedule IV of the Companies Act, 2013 as an Independent Director of the Company, not liable to retire by rotation, for a term commencing with effect from July 10, 2021, to July 09, 2026 be and is hereby approved.”

7. **To consider appointment of Mr. Vikash 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-**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions and rules of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Vikash Jalan (DIN- 09234205), who was appointed by the Board of Directors as an Additional (Non-Executive) Director of the Company w.e.f. July 10, 2021 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 but who is eligible for appointment and has consented to act as a Director of the Company and the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT the appointment of Mr. Vikash Jalan, who meets the criteria for independence as provided in Section 149(6) read with Schedule IV of the Companies Act, 2013 as an Independent Director of the Company, not liable to retire by rotation, for a term commencing with effect from July 10, 2021, to July 09, 2026 be and is hereby approved.”

8. **To consider re-appointment of Mr. Mukesh Kumar Aggarwal (DIN- 00231651) as the Managing Director of the Company and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution-**

“RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 196, 197, 198 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and is hereby accorded to approve the re-appointment of Mr. Mukesh Kumar Aggarwal (DIN: 00231651) as the Managing Director (Key Managerial Personnel) of the Company, for a period of 5 (five) years beginning from May 15, 2021 to May 14, 2026 as recommend/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on May 15, 2021, on the terms and conditions as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Mukesh Kumar Aggarwal, subject to the same is not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any other statutory modifications or re-enactment thereof.

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

**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 13, 2021**

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 8 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 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 (“the relevant Circulars”), has permitted companies to hold annual general meetings through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), during the calendar year 2021. In compliance with the relevant Circulars and other applicable provisions of the Act, the 30th Annual General Meeting of the Members of the Company (the “AGM”), is being conducted through VC.
3. The Company has appointed M/s KFin Technologies Private 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 2020-21 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:
- Visit the link-<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
 - Select the company name: SPL Industries Limited
 - 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).
 - 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.
 - Enter the email address and mobile number.
 - 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.
 - 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).
 - 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.
 - 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 2020-21 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 2020-21 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 2020-21 have also been uploaded on the websites of the Company (<https://www.spillimited.com/annual-reports.htm>), KFIN Technologies Private 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 2021.
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@spillimited.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
<p>1. User already registered for IDeAS facility:</p> <p>I. URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>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.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS”</p> <p>III. Proceed with completing the required fields.</p> <p>3. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>II. Proceed with completing the required fields.</p> <p>4. By visiting the e-Voting website of NSDL</p> <p>I. URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>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.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>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.</p>	<p>1. Existing user who have opted for Easi/ Easiest</p> <p>I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-Voting page without any further authentication.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>3. By visiting the e-Voting website of CDSL</p> <p>I. URL: www.cdslindia.com</p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered</p> <p>IV. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.</p>

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. Wednesday, 22nd September, 2021, (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

- Members shall use the following URL for remote e-voting (Other than Individual shareholders who holds shares in Electronic Mode): <https://evoting.kfintech.com>
- 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.
- Members holding shares either in physical form or in dematerialized form, as on the said cut-off date, may cast their vote electronically.
- After entering the said details, please click on LOGIN.
- 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.
- Members will need to login again with the new credentials.
- On successful login, the system will prompt the Member to select the EVENT i.e., XYZ Limited.
- 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.
- Members holding multiple folio(s)/demat account(s) shall follow the said voting process separately for each folio(s)/demat account(s).
- 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).
- The Board of Directors of the Company have appointed Mrs. Anuradha Jain (ACS 8154 and CP No. 7363), 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 Mrs. Anuradha Jain, to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner
- 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 anuradha@companylawworld.com and/or sachinag1981@gmail.com resp. with a copy marked to evoting@kfintech.com, on or before Saturday, 25th September 2021.
- The remote e-voting facility shall be available during the following period:

Commencement of remote e-voting : Sunday, 26th Sep 2021 (9:00 A.M.)

End of remote e-voting : Tuesday, 28th Sep 2021 (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. Wednesday, 22nd September, 2021, 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 Friday, October 01, 2021 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. Wednesday, 22nd September, 2021 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 10.00 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 Wednesday, 22nd September, 2021, may register themselves as a 'Speaker' from Monday, 27th September, 2021 (9:00 A.M.) up to Tuesday, 28th September, 2021 (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 Tuesday, 21st September, 2021 (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 8 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

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

E-mail : cs@spllimited.com

Contact Person:

Mr. Ashish Yadav (Company Secretary)

KFin Technologies Private Limited

Unit: SPL Industries Limited
Selenium Tower B, Plot Nos. 31 & 32
Financial District, Nanakramguda
Serilingampally Mandal
Hyderabad, Telangana - 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 Board of Directors of the Company had appointed Mr. Sudeepta Ranjan Rout as an Additional Director of the Company with effect from July 10, 2021. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Sudeepta Ranjan Rout shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years.

A brief profile of Mr. Sudeepta Ranjan Rout, including nature of her expertise, is provided along with this Annual Report. The Company has received a declaration of independence from Mr. Sudeepta Ranjan Rout. In the opinion of the Board, Mr. Sudeepta Ranjan Rout fulfills the conditions specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.spllimited.com

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Sudeepta Ranjan Rout, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the resolution set out at Item no. 5 for approval of the Members as Ordinary Resolution.



Item No. 6

The Board of Directors of the Company had appointed Mr. Varun Bansal as an Additional Director of the Company with effect from July 10, 2021. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Varun Bansal shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years.

A brief profile of Mr. Varun Bansal, including nature of her expertise, is provided along with this Annual Report. The Company has received a declaration of independence from Mr. Varun Bansal. In the opinion of the Board, Mr. Varun Bansal fulfills the conditions specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.spillimited.com

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Varun Bansal, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the resolution set out at Item no. 6 for approval of the Members as Ordinary Resolution.

Item No. 7

The Board of Directors of the Company had appointed Mr. Vikash Jalan as an Additional Director of the Company with effect from July 10, 2021. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Vikash Jalan shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years.

A brief profile of Mr. Vikash Jalan, including nature of her expertise, is provided along with this Annual Report. The Company has received a declaration of independence from Mr. Vikash Jalan. In the opinion of the Board, Mr. Vikash Jalan fulfills the conditions specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.spillimited.com

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Vikash Jalan, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the resolution set out at Item no. 7 for approval of the Members as Ordinary Resolution.

Item No. 8

Mr. Mukesh Kumar Aggarwal was appointed as the Managing Director of the Company since May 16, 2016 for a period of 5 years and his tenure expired on May 15, 2021. In appreciation of significant contributions made by him in his continuing commendable leadership over the last five years and his rich and varied experience in the industry, Mr. Mukesh Kumar Aggarwal, Managing Director, pursuant to the provisions of Section 117(3), 170, 196, 197, 198, 203 and Schedule V as applicable and other applicable provisions, if any of the Companies Act, 2013 or any statutory amendments, modifications or re-enactments thereof made to the act, the Board has proposed in its meeting held on May 15, 2021 to re-appoint him as Managing Director of the Company, subject to approval of Shareholders in ensuing Annual General Meeting for a further period of 5 (Five) years with effect from May 15, 2021 to May 14, 2026 on the terms and conditions as follows:

A. Tenure:

The appointment of Mr. Mukesh Kumar Aggarwal as the Managing director shall be valid for a period of 5 years i.e. from May 15, 2021 to May 14, 2026.

B. Remuneration:

Salary: Rs. 30,00,000/- (say Rupees Thirty Lakhs) per month with the authority to the Board of Directors to determine any merit based increase from time to time within the limits of overall managerial remuneration.

Overall Remuneration: The aggregate of salary, perquisites and allowances in any one financial year shall not exceed the limits prescribed under Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Act both individually i.e. 5% and collectively all managerial personnel taken together i.e. 10% of net profit of the Company for a relevant financial year. In the event of loss or inadequacy of profit in any financial year during the currency of tenure of services, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of Companies Act, 2013.

C. Plans & Allowances:

Benefits Plan is a basket of various allowances/ reimbursements like Leave Travel Allowance, Telephone Allowance, Commutation Allowance and Company leased car & accommodation, etc. which one can plan as per the Company policy.

I. The Managing Director shall also be eligible to the following perquisites which are not included in the computation of ceiling remuneration specified in the said Part II Section IV of Schedule V of the Companies Act, 2013 or any other statutory amendments, modifications or reenactments thereof made to the act:

- Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- Encashment of the leave at the end of the tenure.

II. Other terms:

- He shall be entitled to re-imbursement of actual out-of-pocket expenses incurred in connection with the business of the Company.
- He shall be entitled to re-imbursement of entertainment expenses incurred for the business of the Company



- c. As long as he functions as Managing Director, he shall not be paid any sitting fees to attend any meeting of the Board and/or Committee thereof. He shall be entitled to earned/privileged leave as per the rules of the Company.
- d. In the event of inadequacy or absence of profits in any financial year during the tenure of the Managing Director, he will be entitled to the above remuneration (inclusive of allowances, perquisites and commission, if any) by way of minimum remuneration, subject to the approval of the Central Government, if required, notwithstanding the fact that it may exceed the limits prescribed under Schedule V of the Companies Act, 2013 or he may be paid as per any statutory amendments, modifications or re-enactments thereof made to the act.
- e. Subject to the superintendence, control and direction of the Board of Directors of the Company, he shall perform such duties and functions as would be commensurate with his position as the Managing Director of the Company and as may be delegated to him from time to time.
- f. He shall be liable to retire by rotation.

Further, pursuant to the provisions of Sections 117(3), 197, 198, 201, 203 and Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 and as per any statutory amendments, modifications or re-enactments thereof made to the act, the said terms & conditions of remuneration are subject to the approval of competent authority, if any, and all other requisite approvals, as may be required in this regard shall be placed for the approval of the Shareholders in the Annual General Meeting.

The Board recommends the resolution set forth in Item No. 8 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. 8 of the notice.

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT & RE-APPOINTMENT AT 30th 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	Mr. Vijay Kumar Jindal
Date of Birth and Age	23-07-1957 and 64 Years
Nationality	Indian
Qualification	Graduate
Expertise in specific functional area	Marketing & Communications
Date of Appointment / Re-Appointment	01-01-2004
Relationship with any other Director, Manager and other KMP of the Company	Not Applicable
Number of shares held in the company	4,00,900 equity shares
Chairman/Membership of committees* across all public companies	NIL
Skills and Capabilities	Mr. Vijay Kumar Jindal is a graduate in Bachelors of Technology from Thappar University, Patiala. He completed his graduation in the year 1978. He has a rich and versatile experience of 40 years in Textiles and Garment industry, with expertise in Marketing & Communications. At present Mr. Jindal is President of Garment Exporters and Manufacturers Association. He is also an Executive Member of Faridabad Industrial Association.

Name	Mr. Sudeepta Ranjan Rout
Date of Birth and Age	15-07-1978 and 43 Years
Nationality	Indian
Qualification	Post- Graduate
Expertise in specific functional area	Finance
Date of Appointment / Re-Appointment	10-07-2021
Relationship with any other Director, Manager and other KMP of the Company	Mr. Sudeepta Ranjan Rout is not related to the company or any promoter/ promoter group or to the directors of the company.
Number of shares held in the company	NIL
Chairman/Membership of committees* across all public companies	NIL
Skills and Capabilities	Mr. Sudeepta Ranjan Rout is a commerce graduate from Utkal University, Odisha. He completed his graduation in B. Com in the year 1993. He further, completed his Post Graduation by studying MBA (Finance), which he graduated in the year 2010 from ICFAL, Dehradun. He has a rich and versatile experience of 25 years in Finance.



Name	Mr. Varun Bansal
Date of Birth and Age	08-10-1979 and 42 Years
Nationality	Indian
Qualification	Graduate
Expertise in specific functional area	Procurement of Chemicals & related products
Date of Appointment / Re-Appointment	10-07-2021
Relationship with any other Director, Manager and other KMP of the Company	Mr. Varun Bansal is not related to the company or any promoter/promoter group or to the directors of the company.
Number of shares held in the company	NIL
Chairman/Membership of committees* across all public companies	NIL
Skills and Capabilities	Mr. Vaun Bansal is a commerce graduate from University of Delhi. He completed his graduation in B. Com in the year 2000. He has over 20 years of experience in Chemical business sector. His area of expertise is procurement of Chemical & related products.

Name	Mr. Vikash Jalan
Date of Birth and Age	09-05-1978 and 43 Years
Nationality	Indian
Qualification	Graduate
Expertise in specific functional area	Marketing and Communications
Date of Appointment / Re-Appointment	10-07-2021
Relationship with any other Director, Manager and other KMP of the Company	Mr. Vikash Jalan is not related to the company or any promoter/promoter group or to the directors of the company.
Number of shares held in the company	NIL
Chairman/Membership of committees* across all public companies	NIL
Skills and Capabilities	Mr. Vikash Jalan is a commerce graduate from University of Delhi. He completed his graduation in B. Com in the year 1999. He has over 20 years of experience in business sectors namely Foods Grains and Dairy Products. His area of expertise is Marketing and Communication.

Name	Mr. Mukesh Kumar Aggarwal
Date of Birth and Age	03-07-1965 and 56 years
Nationality	Indian
Qualification	Graduate
Expertise in specific functional area	Production and Marketing
Date of Appointment / Re-Appointment	01-01-2004
Relationship with any other Director, Manager and other KMP of the Company	Husband of Mrs. Shashi Agarwal, Director
Number of shares held in the company	58,02,821 equity shares
Chairman/Membership of committees* across all public companies	2
Skills and Capabilities	Mr. Mukesh Kumar Aggarwal is a commerce graduate from University of Delhi. He started his business carrier in the year 1986. He has over 35 years of rich and versatile experience in business sectors namely Textiles, Real Estate, Education, Steel Forging, and Pharmaceuticals. He has been associate with the Company from past 20 years and has pushed the company to the present limits. He has expertise in garment manufacturing and marketing.

*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 30th Annual Report of the Company together with the audited financial statements for the financial year ended March 31, 2021.

1. Corporate Overview

Your company is into exports of cotton garments. The Company exports its products majorly 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, 2021 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, 2021 are summarized below:

Particulars	Standalone (In Lakhs)	
	For the year ended March 31, 2021	For the year ended March 31, 2020
Sales and other Income		
Revenue from operations	11,008.62	17,885.18
Other Income	566.54	797.59
Total Revenue	11,575.17	18,682.77
Profit Before Interest and Depreciation	2,141.66	3,473.74
Less: Finance Charges	70.02	131.71
Depreciation	277.28	314.91
Net Profit Before Tax	1,794.36	3,027.12
Less: Provision for Tax	439.61	-100.28
Net Profit After Tax	1,355.19	3,127.60
Share Of Profit/ (Loss) Of Associates	0.00	0.00
Net Profit after share of profit of Associates	1,355.19	3,127.60
Earnings Per Share	4.67	10.78

3. Financial Performance

The Covid-19 pandemic has adversely impacted exports and with second order impact on the domestic markets with both exports as well as domestic sales falling. The pandemic has affected the majority of India's export market (the US and EU together constitute for approximately, 60% of the total apparel exports from India in value terms), causing order cancellations/ deferral of order leading to inventory build-up and expectation of slower realization of export receivables leading to higher working capital requirements.

Still, the Company continues to strengthen its market leadership in garment export across US and European markets during the year amid global pandemic CoVID- 19. Your Company continued to build good relationships with our customers. The quality in our products is prime motto of our business. The manpower of the Company also remained a priority. 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. 11,575.17 lakhs against Rs. 18,682.77 Lakhs for the previous financial year. The net profit for the year was Rs. 1,355.19 lakhs against Rs. 3,127.40 lakhs reported in the previous year. The EPS from continuing operations for the reporting year was Rs. 4.67.

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;

- in the preparation of the Annual accounts for the year ended March 31, 2021, the applicable accounting standard have been followed along with proper explanation relating to the material departures, if any;
- 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, 2021 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 2020-21. 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 21, 2021 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

As per the requirements of Sec 92 (3) of the Act and Rules framed thereunder, the extract of annual return for the FY 2019-20 is given in **Annexure - A** in the prescribed form MGT 9, which is a part of this report.

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, Mr. Vijay Kumar Jindal (DIN: 00231651), Director of the Company will be retiring at the ensuing Annual General Meeting and being eligible, seeks re-appointment. Item seeking his re-appointment along with his 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 10, 2021 for a period of five years subject to the approval of Shareholders. 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, the Board of Directors, on July 10, 2021, had approved his appointment as an Independent Director of the Company, subject to approval of the shareholders and has recommended his re-appointments for approval of the shareholders in the forthcoming Annual General Meeting by way of Ordinary Resolution.
- (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 10, 2021 for a period of five years subject to the approval of Shareholders. 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, the Board of Directors, on July 10, 2021, had approved his appointment as an Independent Director of the Company, subject to approval of the shareholders and has recommended his re-appointments for approval of the shareholders in the forthcoming Annual General Meeting by way of Ordinary Resolution.

- (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 10, 2021 for a period of five years subject to the approval of Shareholders. The said period of five years begins from July 10, 2021 and ends on July 09, 2021. His consent and necessary disclosures for appointment as an Independent Director of the Company and that he meets the criteria of Independence, the Board of Directors, on July 10, 2021, had approved his appointment as an Independent Director of the Company, subject to approval of the shareholders and has recommended his re-appointments for approval of the shareholders in the forthcoming Annual General Meeting by way of Ordinary Resolution.
- (v) Mr. Mukesh Kumar Aggarwal (DIN: 00231651) is sought to be re-appointed as Managing Director of the Company effective from May 15, 2021 till May 14, 2026 based on recommendation of Nomination and Remuneration Committee subject to the approval of shareholders at the ensuing Annual General Meeting.

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. Chandrjeet Singh Bhatia, Mr. Arun Kumar and Mr. Rajesh Goyal are treated as independent as on March 31, 2021.

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 compiled 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 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.spplimited.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- B** 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.splimited.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- C**

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- D**

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.splimited.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- E**.

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.splimited.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 - F** 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 Singhi Chugh & Kumar, Chartered Accountants, (FRN: 013613N) were appointed as Independent Auditors of the company for a period of 5 (Five) years in the 25th AGM of the Company held in 2016. 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, Practising Company Secretaries, Delhi to conduct the secretarial Audit for the financial year 2020-21. The Audit Report issued by the Secretarial Auditors for the said Financial Year forms part of this Report and is set out in **Annexure – G** 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 2020-21.

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. The Company has filed an Annual Report for the year ended December 31, 2021 under the Act with the District officer.

31. 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 conservations 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 – H** 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- I to the Director's Report.



32. Subsidiaries, Associates and Joint-Ventures

During the Financial Year 2020-21, no company became and/or ceased to be an Associate, Subsidiary or Joint-Venture company of your Company.

33. 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.

34. 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.

34. 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.

By order of the Board,
For, SPL Industries Limited

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

Place- Faridabad
Date- August 13, 2021



FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2021

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

i	CIN	L74899DL1991PLC062744
ii	Registration Date	06.12.1991
iii	Name of the Company	SPL INDUSTRIES LIMITED
iv	Category/Sub-category of the Company	Company Limited by Shares/Indian Non-Government Company
v	Address of the Registered office & contact details	Address : Office No- 202, IInd Floor, Vikramaditya Tower, Alaknanda Market, Kalkaji, New Delhi- 110019 Telephone : 0129- 42427643 Email : cs@splimited.com Website : www.splimited.com
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: KFin Technologies Private Limited Address: Karvy Selenium Tower B, Plot No. 31-32, Financial District Nanakramguda Serilingampally Mandal, Hyderabad-500032, Telangana Telephone: 040- 676161518

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be

S.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Wholesale trade of readymade garments and income from processing of garments	46411	96.7%

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
	The Company has no subsidiary/associate as on 31st March, 2021				



IV(i) SHARE HOLDING PATTERN

CATEGORY OF SHAREHOLDER		NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR				NO. OF SHARES HELD AT THE END OF THE YEAR				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	PROMOTER AND PROMOTER GROUP									
(1)	INDIAN									
(a)	Individual / HUF	19120402.00	365700.00	19486102.00	67.19	19120402.00	365700.00	19486102.00	67.19	0.00
(b)	Central Government/ State Government(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c)	Bodies Corporate	0.00	504200.00	504200.00	1.74	0.00	504200.00	504200.00	1.74	0.00
(d)	Financial Institutions / Banks	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(e)	Others (Partnership Firm)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Sub-Total A(1) :	19120402.00	869900.00	19990302.00	68.93	19120402.00	869900.00	19990302.00	68.93	0.00
(2)	FOREIGN									
(a)	Individuals (NRIs/ Foreign Individuals)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b)	Bodies Corporate	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(c)	Institutions	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d)	Qualified Foreign Investor	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(e)	Others	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Sub-Total A(2) :	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total A=A(1)+A(2)	19120402.00	869900.00	19990302.00	68.93	19120402.00	869900.00	19990302.00	68.93	0.00
(B)	PUBLIC SHAREHOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds / UTI	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(b)	Financial Institutions / Banks	4000.00	0.00	4000.00	0.01	4000.00	0.00	4000.00	0.01	0.00
(c)	Central Government / State Government(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(d)	Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(e)	Insurance Companies	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(f)	Foreign Institutional Investors	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(g)	Foreign Venture Capital Investors	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(h)	Qualified Foreign Investor	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(i)	Others	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Sub-Total B(1) :	4000.00	0.00	4000.00	0.01	4000.00	0.00	4000.00	0.01	0.00
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate	654555	0	654555	2.26	481327	0	481327	1.66	-0.60
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.2 lakh	3562633	712	3563345	12.29	3850236	702	3850938	13.28	0.99
	(ii) Individuals holding nominal share capital in excess of Rs.2 lakh	4597944	0	4597944	15.85	4529951	0	4529951	15.62	-0.23
(c)	Others									
	CLEARING MEMBERS	60516	0	60516	0.21	53564	0	53564	0.18	-0.02
	NON RESIDENT INDIANS	104362	0	104362	0.36	65913	0	65913	0.23	-0.13
	NRI NON-REPATRIATION	24980	0	24980	0.09	24009	0	24009	0.08	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(2) :	9004990	712	9005702	31.05	9005000	702	9005702	31.05	0.00
	Total B=B(1)+B(2) :	9008990	712	9009702	31.07	9009000	702	9009702	31.07	0.00
	Total (A+B) :	28129392	870612	29000004	100.00	28129402	870602	29000004	100.00	0.00
(C)	Shares held by custodians, against which Depository Receipts have been issued									
(1)	Promoter and Promoter Group									
(2)	Public	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	GRAND TOTAL (A+B+C) :	28129392	870612	29000004	100.00	28129402	870602	29000004	100.00	



IV(ii) SHARE HOLDING OF PROMOTERS

S No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Mukesh Kumar Aggarwal	5802929	20.01	0	5802929	20.01	0	0.00
2	Narendra Aggarwal	5743942	19.81	0	5743942	19.81	0	0.00
3	Nishant Aggarwal	1790742	6.17	0	1790742	6.17	0	0.00
4	Shashi Aggarwal	1475719	5.09	0	1475719	5.09	0	0.00
5	Elkay Overseas India	869900	3.00	0	869900	3.00	0	0.00
6	Kiran Aggarwal	887458	3.06	0	887458	3.06	0	0.00
7	Kushal Aggarwal	681035	2.35	0	681035	2.35	0	0.00
8	Punita Jindal	575100	1.98	0	575100	1.98	0	0.00
9	Vipul Aggarwal	598105	2.06	0	598105	2.06	0	0.00
10	Sunita Jindal	404560	1.40	0	404560	1.40	0	0.00
11	Vijay Kumar Jindal	400900	1.38	0	400900	1.38	0	0.00
12	Sunil Kumar Jindal	321000	1.11	0	321000	1.11	0	0.00
13	Sunil Kumar & Sons	191916	0.66	0	191916	0.66	0	0.00
14	Avnish Jindal	133500	0.46	0	133500	0.46	0	0.00
15	Nilesh Jindal	113720	0.39	0	113720	0.39	0	0.00
16	Naina Jindal	100	0.00	0	100	0.00	0	0.00
	TOTAL	19990626	68.93	0	19990626	68.93	0	0.00

IV(iii) CHANGE IN PROMOTERS SHAREHOLDING

S. No.	Promoters Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Mukesh Kumar Aggarwal				
	At the beginning of the year	5,802,821.00	20.01	5,802,821.00	20.01
	Net Change	-	-	-	-
	At the End of the year	5,802,821.00	20.01	5,802,821.00	20.01
2	Narendra Aggarwal				
	At the beginning of the year	5,743,942.00	19.81	5,732,802.00	19.77
	Net Change	-	-	11,140.00	0.04
	At the End of the year	5,743,942.00	19.81	5,743,942.00	19.81
3	Nishant Aggarwal				
	At the beginning of the year	1,790,742.00	6.17	1,790,742.00	6.17
	Net Change	-	-	-	-
	At the End of the year	1,790,742.00	6.17	1,790,742.00	6.17
4	Shashi Aggarwal				
	At the beginning of the year	1,475,719.00	5.09	1,475,719.00	5.09
	Net Change	-	-	-	-
	At the End of the year	1,475,719.00	5.09	1,475,719.00	5.09
5	Elkay Overseas India				
	At the beginning of the year	869,900.00	3.00	869,900.00	3.00
	Net Change	-	-	-	-
	At the End of the year	869,900.00	3.00	869,900.00	3.00
6	Kiran Aggarwal				
	At the beginning of the year	887,458.00	3.06	887,458.00	3.06
	Net Change	-	-	-	-
	At the End of the year	887,458.00	3.06	887,458.00	3.06



7	Kushal Aggarwal	No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	681,035.00	2.35	681,035.00	2.35
	Net Change	-	-	-	-
	At the End of the year	681,035.00	2.35	681,035.00	2.35
8	Punita Jindal	No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	575,100.00	1.98	575,100.00	1.98
	Net Change	-	-	-	-
	At the End of the year	575,100.00	1.98	575,100.00	1.98
9	Vipul Aggarwal	No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	598,105.00	2.06	598,105.00	2.06
	Net Change	-	-	-	-
	At the End of the year	598,105.00	2.06	598,105.00	2.06
10	Sunita Jindal	No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	404,560.00	1.40	404,560.00	1.40
	Net Change	-	-	-	-
	At the End of the year	404,560.00	1.40	404,560.00	1.40
11	Vijay Kumar Jindal	No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	400,900.00	1.38	400,900.00	1.38
	Net Change	-	-	-	-
	At the End of the year	400,900.00	1.38	400,900.00	1.38
12	Sunil Kumar Jindal	No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	321,000.00	1.11	321,000.00	1.11
	Net Change	-	-	-	-
	At the End of the year	321,000.00	1.11	321,000.00	1.11
13	Sunil Kumar & Sons	No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	191,916.00	0.66	191,916.00	0.66
	Net Change	-	-	-	-
	At the End of the year	191,916.00	0.66	191,916.00	0.66
14	Avnish Jindal	No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	133,500.00	0.46	133,500.00	0.46
	Net Change	-	-	-	-
	At the End of the year	133,500.00	0.46	133,500.00	0.46
15	Nilesh Jindal	No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	113,720.00	0.39	113,720.00	0.39
	Net Change	-	-	-	-
	At the End of the year	113,720.00	0.39	113,720.00	0.39
16	Naina Jindal	No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	100.00	0.00	100.00	0.00
	Net Change	-	-	-	-
	At the End of the year	100.00	0.00	100.00	0.00

IV(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS, AND HOLDER OF GDRS AND ADRS):

S. No.	Promoters Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Vinod Mittal				
	At the beginning of the year	580,641.00	2.00	580,641.00	2.00
	No Change	-	-	-	-
	At the End of the year	580,641.00	2.00	580,641.00	2.00
2	Vinod Mittal (HUF)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	381,511.00	1.32	381,511.00	1.32
	No Change	-	-	-	-
	At the End of the year	381,511.00	1.32	381,511.00	1.32



3	ANKIT AGGARWAL	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	335,115.00	1.16	335,115.00	1.16
	Net Change	23,631.00	0.08	23,631.00	0.08
	At the End of the year	358,746.00	1.24	358,746.00	1.24
4	Somesh Mittal	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	320,207.00	1.10	320,207.00	1.10
	No Change	-	-	-	-
	At the End of the year	320,207.00	1.10	320,207.00	1.10
5	Somesh Mittal (HUF)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	292,225.00	1.01	292,225.00	1.01
	No Change	-	-	-	-
	At the End of the year	292,225.00	1.01	292,225.00	1.01
6					
	At the beginning of the year	273,539.00	0.94	273,539.00	0.94
	Net Change	-	-	-	-
	At the End of the year	273,539.00	0.94	273,539.00	0.94
7	Devender Mittal	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	217,164.00	0.75	217,164.00	0.75
	No Change	-	-	-	-
	At the End of the year	217,164.00	0.75	217,164.00	0.75
8	Shivalik Prints Limited	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	150,913.00	0.52	150,913.00	0.52
	No Change	-	-	-	-
	At the End of the year	150,913.00	0.52	150,913.00	0.52
9	POOJA GUPTA	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	120,000.00	0.41	120,000.00	0.41
	Net Change	-6,254.00	0.02	-6,254.00	0.02
	At the End of the year	113,746.00	0.39	113,746.00	0.39
10	JAYANT KUMAR	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	110,000.00	0.38	110,000.00	0.38
	Net Change	-	-	-	-
	At the End of the year	110,000.00	0.38	110,000.00	0.38

IV(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

S. No.	Promoters Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Mukesh Kumar Aggarwal (MD)				
	At the beginning of the year	5802929	20.01	5802929	20.01
	Transactions (Purchase/sale) from 01.04.2020 to 31.03.2021	-	-	-	-
	At the End of the year	5802929	6.17	5802929	6.17
2	Mrs. Shashi Agarwal (Director)				
	At the beginning of the year	1446765	4.86	1446765	4.86
	Transactions (Purchase/sale) from 01.04.2020 to 31.03.2021	-	-	-	-
	At the End of the year	1446765	4.86	1446765	4.86



3	Mr. Vijay Kumar Jindal (Director)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	400900	4.86	400900	1.38
	Transactions (Purchase/sale) from 01.04.2020 to 31.03.2021	-	-	-	-
	At the End of the year	400900	4.86	400900	1.38
4	Mr. Chandrjeet singh Bhatia (Independent Director)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Transactions (Purchase/sale) from 01.04.2020 to 31.03.2021	-	-	-	-
	At the End of the year	-	-	-	-
5	Mr. Arun Kumar (Independent Director)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Transactions (Purchase/sale) from 01.04.2020 to 31.03.2021	-	-	-	-
	At the End of the year	-	-	-	-
6	Mr. Rajesh Goyal (Independent Director)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Transactions (Purchase/sale) from 01.04.2020 to 31.03.2021	-	-	-	-
	At the End of the year	-	-	-	-
7	Mr. Sanjay Gupta (Chief Financial Officer)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Transactions (Purchase/sale) from 01.04.2020 to 31.03.2021	-	-	-	-
	At the End of the year	-	-	-	-
8	Mr. Ashish yadav (Company Secretary)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Transactions (Purchase/sale) from 01.04.2020 to 31.03.2021	-	-	-	-
	At the End of the year	-	-	-	-

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	361.73	-	361.73
ii) Interest due but not paid	-	38.40	-	38.40
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		400.13	-	400.13
Net Change	-	44.41	-	44.41
Indebtedness at the end of the financial year				
i) Principal Amount	-	444.54	-	444.54
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		444.54	-	444.54



VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S.No.	Particulars of Remuneration	Name of the Directors			Total Amount
		Mr. Mukesh Kumar Aggarwal (Managing Director))	Mrs. Shashi Agarwal (Director)	Mr. Vijay Kumar Jindal (Wholetime Director)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	19500000.00	0.00	5600000.00	25100000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.00	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00	0.00
4	Commission	0.00	0.00	0.00	0.00
	- as % of profit				
	- others, specify...				
5	Others, please specify (EL & Bonus)	897436.00	0.00	89744.00	987180.00
	Total (A)	20397436.00	0.00	5689744.00	26087180.00
	Ceiling as per the Act				

B. Remuneration to other directors: NIL

S.No.	Particulars of Remuneration	Name of the Directors			Total Amount
		Mr.Chanderjeet Singh Bhatia (Independent Director)	Mr.Rajesh Goyal (Independent Director)	Mr.Arun Kumar (Independent Director)	
1	Independent Directors				
	Fee for attending Board Committee meetings	0.00	0.00	0.00	0.00
	Commission	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00
	Total (1)	0.00	0.00	0.00	0.00
2	Other Non-Executive Director				
	Fee for attending Board Committee meetings	0.00	0.00	0.00	0.00
	Commission	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00
	Total (2)	0.00	0.00	0.00	0.00
	Total (B) = (1+2)	0.00	0.00	0.00	0.00



C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: NIL

S.No.	Particulars of Remuneration	Name of the Directors		Total Amount
		Mr. Sanjay Gupta (Chief Financial Officer)	Mr. Ashish Yadav (Company Secretary)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	785773	676000	1461773
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission - as % of profit - others, specify...	0.00	0.00	0.00
5	Others, please specify (EL & Bonus)	35822.00	30000.00	65822.00
	Total (A)	821595.00	706000.00	1527595.00
	Ceiling as per the Act			

VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: N.A.

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give detail)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					



Annual Report on Corporate Social Responsibility (CSR) Activities- 2020-21
(As per Rule 8(1) of 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 vocational 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	Status	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Chanderjeet Singh Bhatia	Independent Director	Chairman	4	4
2	Mr. Mukesh Kumar Aggarwal	Managing Director	Member	4	4
3	Mrs. Shashi Agarwal	Director	Member	4	4

- Web-link to the CSR Composition, CSR Policy and CSR projects or programmes approved by the Board :- www.spplimited.com
- 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 2020-2021**
- 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: **Not Applicable**

S. No.	Financial Year	Amount available for set-off from preceding financial year (in Rs.)	Amount required to be set off for the financial year, if any in Rs.
-	-	-	-



6. **Average Net Profit of the Company for last three financial years- 2,084.70 Lakhs**
7. (a) Two percent of average net profit of the company as per section 135(5): **41.69 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): **41.69 Lakhs**
8. (a) CSR amount spent or unspent for the financial year: Rs. 24.92 Lakhs and Rs. 16.77 Lakhs respectively
- (b) Details of CSR amount spent against **ongoing projects** for the financial year: **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)	
S. No.	Name of the Project	Project Item from the list of activities Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project	Mode of implementation Direct (Yes/No)	Mode of implementation through Implementing Agency	
				State	District			Name	CSR Regd. No., if already registered
1	Project for Covid Care	Healthcare	Yes	Delhi	-	50,000.00	No	Rotary Club Delhi South Central Next	-
2	Project for Covid Care	Healthcare	Yes	Delhi	-	20,89,725.00	No	Rotary Foundation India	-
3	Project for Thalassemia	Healthcare	Yes	Haryana	Faridabad	1,02,000.00	No	Foundation Against Thalassemia	-
4	Education Promotion	Education	Yes	Haryana	Faridabad	2,50,000.00	No	Shirdi Sai Baba Temple	-

- (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): 24.92 Lakhs
- (g) Excess amount for set off, if any (in Lakhs): NIL

S.No.	Particulars	Amount
i.	Two percent of average net profit of the company as per section 135(5)	41.69 Lakhs
ii.	Total amount spent for the Financial Year	24.92 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: Rs. 22.02 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	Cumulative amount spent at the end of reporting Financial Year	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
- (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 has started earning profits in the last few years only and still could not be able to cover the accumulated losses in earlier years.

Chanderjeet Singh Bhatia
(Chairman, CSR Committee)

Mukesh Kumar Aggarwal
(Member)

Place: Faridabad
Date: August 13, 2021



Management Discussion and Analysis

I. Economy

Global Economy

The COVID-19 pandemic has challenged the textile industry drastically in FY 2020-21. Asia, which is one of the largest markets for the textile industry in the world, has suffered from the prolonged lockdowns and restrictions in the majority of Asian countries along with the sudden drop in international demand for their products. The loss was particularly high in countries where the textile industry accounted for a larger share of the exports. According to the study by the International Labour Organization (ILO) the global textile trade collapsed during the first half of 2020. Also, exports to the major buying regions in the European Union, the United States, and Japan fell by around 70%. The industry also suffered several supply chain disruptions due to the shortages of cotton and other raw materials.

The textile industry is an ever-growing market, with key competitors being China, the European Union, the United States, and India. China is the world's leading producer and exporter of both raw textiles and garments. The United States is the leading producer and exporter of raw cotton, while also being the top importer of raw textiles and garments. The textile industry of the European Union comprises Germany, Spain, France, Italy, and Portugal at the forefront with a value of more than 1/5th of the global textile industry. India is the third-largest textile manufacturing industry and is responsible for more than 6% of the total textile production, globally. The rapid industrialization in the developed and developing countries and the evolving technology are helping the textile industry to have modern installations which are capable of high-efficient fabric production.

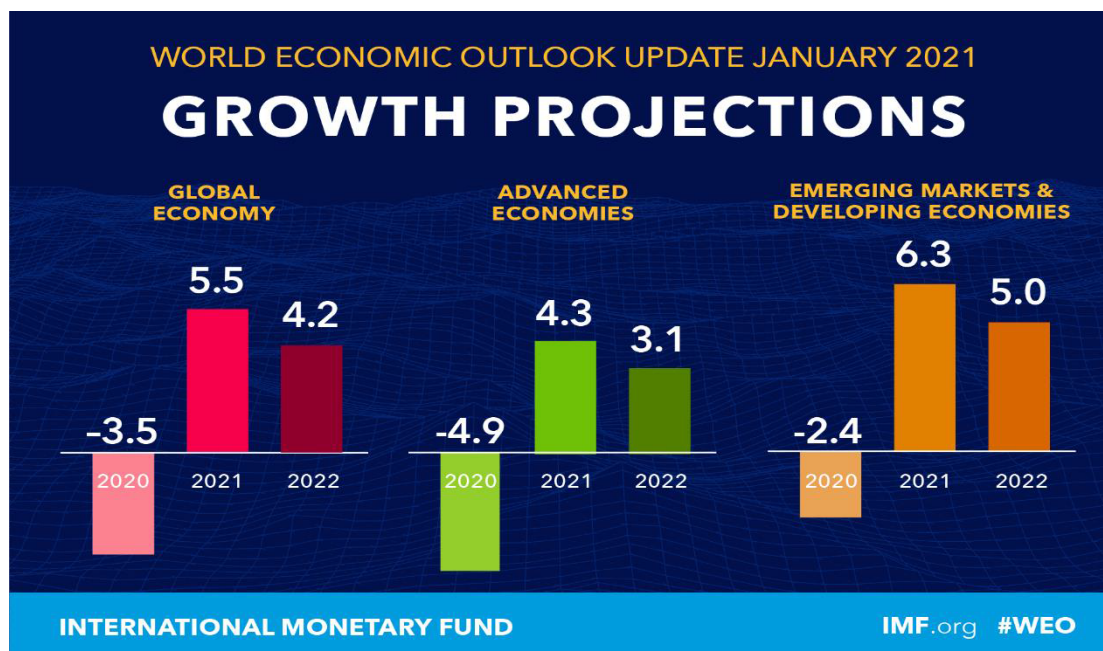


Figure 1: Growth Projection of Advanced and Emerging Economies

II. Indian Economy

The Indian textile industry is one of the oldest in the country's economy, dating back several centuries. Today, the textile industry accounts for 14% of the overall industrial production, contributes to approximately 30% of the total exports, adds 4% to India's GDP and is the second-largest employment generator after agriculture.

The sector is highly branched out, catering to various divisions ranging from conventional handloom products to cotton, wool, silk products, natural and man-made fibre, yarn, and apparel. Usage of textiles is widespread across key end-use industries like healthcare, defence, automobile, and construction. Its massive potential for employment generation opportunities in the industrial and organized sectors in rural and urban areas has transformed the industry into a significant contributor to accelerating the economy.

India's Gross Domestic Product (GDP) contracted 7.7% in 2020-21, as per provisional National Income estimates released by the National Statistical Office on Monday, marginally better than the 8% contraction in the economy projected earlier. GDP growth in 2019-20, prior to the



COVID-19 pandemic, was 4.2%.

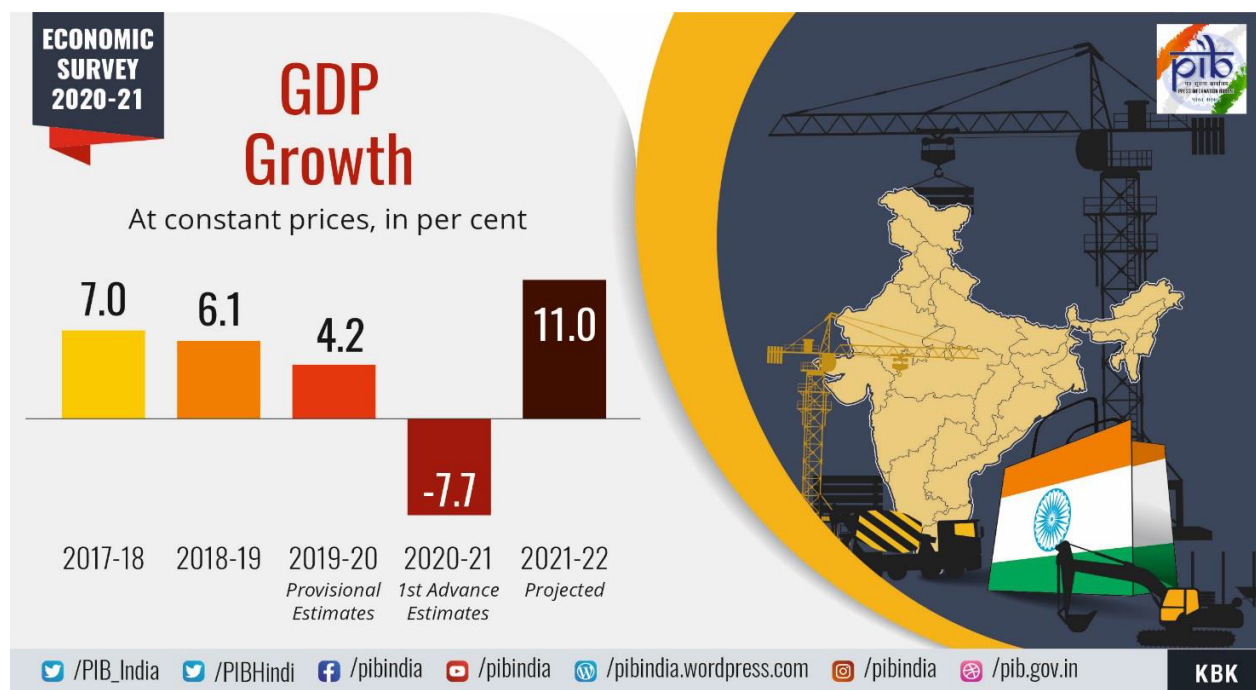


Figure 3: GDP comparison

Textile Industry in India continues to be dominated by cotton, accounting for nearly 3/4th of the total fibre consumption in the country. Globally fibre consumption is dominated by manmade fibers having 70 per cent of share in total fibre consumption. Contrary to the global trend, fibre consumption in India is skewed towards natural fibres with around 65% share, especially cotton.

III. Textiles

A. Global Textile Industry

The COVID-19 pandemic has impacted each and every business in some way or the other, the global textile industry has been drastically impacted. Asia, being one of the largest markets for textile industry in the world has suffered due to sudden drop in international demand for their products coupled with prolonged lockdowns and restrictions in majority of Asian countries. Shortage of cotton and other raw materials and several supply chain disruptions have worsened the situation globally. It is estimated that exports to major buying regions in the European Union, United States, and Japan might decline by approx. 70%. The key markets in the textile industry are China, European Union, the United States and India, all of which were affected due to the COVID-19 pandemic.

B. Indian Textile Industry

The textiles and apparels sector is a major contributor to the Indian economy in terms of foreign exchange earnings and employment. Textile & garments industry in India is expected to reach US\$223 Billion by 2021 from US\$140.4 Billion in 2018. India is the third-largest textile manufacturing industry and contributes approximately 6% to the total textile production, globally. India ranks 2nd as the largest producer of textiles and garments and is the 5th largest exporter of textiles spanning apparel, home and technical products. The Indian textile industry is set for growth, buoyed by both strong domestic consumption as well as export demand. Favorable demographic, rising per capital income and a shift in customer preference to branded products is expected to revive the textile industry which has been severely impacted by the COVID-19 pandemic. The Government of India is working on major initiatives and reforms in the Textile sector, including launch of a 'Mega Integrated Textile Region and Apparel (MITRA) Park' scheme to establish seven textile parks with state-of-the-art infrastructure, common utilities and R&D lab over a three-year period; starting a focused product scheme; positioning the country as a global hub in the man-made fibre (MMF) and technical textiles segments. Competitive advantage, robust demand, favorable government policies, increasing investments and urbanization are expected to be the key drivers for revival of the industry.

C. Company's Performance

At 110.08 Crores, the revenue was substantially down over previous year. The business witnessed progressive improvement on a quarter-on-quarter basis in sales, boosted by pickup in wholesale channel. India has occupied a remarkable position in global textile rankings. The country has high market potential, low economic risk and moderate political risk. India's high growth potential compared to global peers has made it a highly favorable destination. According to a study by Boston Consulting Group, India is expected to become the world's third largest consumer economy by reaching US \$400 billion in consumption by 2025. All safety measures were taken as per the protocol to provide secure manufacturing and export experience to the vendors amid the pandemic.



IV. Business Comparatives are given below-

S. No	Ratios	FY 2020-21	FY 2019-20
1	Debtors Turnover Ratio	04.71	04.92
2	Inventory Turnover Ratio	153.90	114.64
3	Interest Coverage Ratio	26.64	31.43
4	Current Ratio	11.44	06.51
5	Debt Equity Ratio	00.07	00.11
6	Operating Margin Ratio	16.94	17.66
7	Net Profit Margin	12.31	17.49
8	Return on Net Worth	46.73	107.84

V. Our Business Company Overview

SPL Industries Limited was founded back in 1991 in the name of M/s Shivalik Prints Private Limited being promoted by Mr. H R Gupta and Mr. Vijay Kumar Jindal. Initially the company was incorporated as a Private Limited Company and later on it was reconstituted as a Public limited company in the year 1994. The company got listed on the National Stock Exchange and Bombay Stock Exchange in 2005. The company is a leading Apparel Export House of India. The company is engaged in the business of manufacturing and exporting ready-made garments to multiple countries around the world, which included European, Middle-Eastern, American, Asian and many.

VI. Hits and Misses

1. Opportunities

- Rich heritage of the presence of entire textile value chain.
- Expected growth in consumer market in per capita spending and consumption.
- Company & top management focus shifting to branded, value added garments.
- Basic infrastructure to grow at very high rates.
- Listed and well recognized in stock markets – huge opportunity for multiplying wealth as branded garments enjoy high P/E multiples today.

2. Threats

- More dependence on cotton.
- Fluctuating and declining cotton production
- Declining margins of the spinning industry (decreasing gap between cotton yarn and cotton prices).
- Low level of productivity in garment sector.
- Banks tightening norms and increasing rates.
- High debt levels
- Negligible growth of Textiles & Clothing industry.
- Current management pool getting old, less aggressive & hungry.

VII. Internal Control System

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The internal Audit functions reports to the Chairman of the Audit Committee and to Chairman and Managing Director of the Company. The Internal Audit monitors and evaluates the efficiency and adequacy of internal control systems in the company. It's compliances with operating systems, accounting procedure and policies at all locations of the Company.

VIII. Human Resources Development

“An organization is only as good as the people within” is an axiom, which the company understands and appreciates deeply. The Company continues to emphasize on its commitment to acquiring, developing and enhancing its human resources.

Recruitment and retention of intellectual capital is a key management exercise. The Company's human capital constitutes a diverse pool of knowledge, a judicious mix of youth, imaginations, risk – taking ability and seasoned experience. The Company follows a continuous performance appraisal system to ensure the employees are dynamically being trained and appraised about improvement areas and performance gaps. Further the management maintains an open-door policy, to ensure free flow communication with all levels.



IX. Performance Discussion

The Covid-19 pandemic has adversely impacted exports and with second order impact on the domestic markets with both exports as well as domestic sales falling. The pandemic has affected the majority of India's export market (the US and EU together constitute for approximately, 60% of the total apparel exports from India in value terms), causing order cancellations/deferral of order leading to inventory build-up and expectation of slower realization of export receivables leading to higher working capital requirements.

Still, the Company continues to strengthen its market leadership in garment export across US and European markets during the year amid global pandemic CoVID- 19. Your Company continued to build good relationships with our customers. The quality in our products is prime motto of our business. The manpower of the Company also remained a priority. 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.

X. Statutory Compliance

All the statutory compliance with respect to Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015, Income Tax Act, Sales Tax Act, Companies Act, 2013 and all other applicable Acts, and Rules & Regulations are complied with.

XI. Health & Safety

The Company continuously focuses on the health and safety of all its workers and staff. Adequate safety measures have been taken at the plant for the prevention of accidents or other untoward incident. The necessary medical facilities are available for the workers and staff to maintain good health. During the pandemic worldwide, the Company ensures proper sanitisation and safety measures. During the worldwide pandemic situation the Company followed all the worldwide pandemic situation the Company followed all the norms and advisory issued by the Government of India/State Government.

XII. Cautionary Statements

Statements made in this report forming part of the disclosure related to Management, Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, input prices, changes in government regulations, tax laws, and other factors such as litigation and industrial relations.

XIII. Acknowledgement

The Directors of the Company wish to express their appreciation for the continued co-operation of the Central and State Governments, bankers, financial institutions, customers, dealers and suppliers and all the valuable assistance received from the shareholders. The Directors also wish to thank all the employees of the Company for their contribution, support and continued cooperation throughout the year



Corporate Governance Report

Your Directors present the Company's Report on Corporate Governance for the year ended March 31, 2021 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 2020-21.

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, 2021 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, 2021 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. Chanderjeet Singh Bhatia	11-07-2016	Non-Executive Independent Director	1	4	4	-	-
Mr. Rajesh Goyal	11-07-2016	Non-Executive Independent Director	-	-	2	-	-
Mr. Arun Kumar	11-07-2016	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 other than M/sSPL Industries Limited 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.
4. There are no inter-se relationship between our Board Members.

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.spllimited.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.

6 (Six) board meetings were held during the FY 2020-21 dated 15-05-2020, 29-06-2020, 08-08-2020, 26-08-2020, 12-11-2020 and 10-02-2021.

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 19, 2020
1	Mr. Mukesh Kumar Aggarwal	6 out of 6	Present
2	Mrs. Shashi Agarwal	6 out of 6	Present
3	Mr. Vijay Kumar Jindal	6 out of 6	Present
4	Mr. Chandejeet Singh Bhatia	5 out of 6	Present
5	Mr. Rajesh Goyal	5 out of 6	Leave Sought
6	Mr. Arun Kumar	5 out of 6	Present

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.spllimited.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, 2021.”

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.spillimited.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 Aggarwal	Entrepreneur (Style and Designing)
3	Mr. Vijay Kumar Jindal	Marketing and Communications
4	Mr. Chanderveet Singh Bhatia	Entrepreneur (Planning- Finance & Business)
5	Mr. Rajesh Goyal	Entrepreneur (Organisational and Business Management)
6	Mr. Arun Kumar	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-today 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 3 directors



Mr. Chandarjeet Singh Bhatia, Independent Director is the Chairman of the Audit Committee. The other members of the Audit Committee include Mr. Arun Kumar, 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 2020-21, 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- 15-05-2020, 29-06-2020, 08-08-2020, 26-08-2020, 12-11-2020 and 10-02-2021. The necessary quorum was present for all the meetings.

The details of the meetings attended by members during the FY 2020-21 are as follows-

S. No	Composition	Mr. Chandarjeet Singh Bhatia	Mr. Arun Kumar	Mr. Mukesh Kumar Aggarwal
1	3	6 out of 6	6 out of 6	6 out of 6

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. Chandarjeet Singh Bhatia, Chairperson, Mr. Arun Kumar, Member and Mr. Rajesh Goyal.

Chairperson and Member from the NRC present at the 29th Annual General Meeting held on 19th September, 2020 to answer the queries of the members. Company Secretary acts as the Secretary to the Committee.

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 2020-21 are as follows:

During the FY 2020-21, one meeting of the Nomination and Remuneration Committee were held on 26.08.2020. The necessary quorum was present for all the meetings.

The details of the meetings attended by members during the FY 2020-21 are as follows-

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

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, Wholtime Director, CFO and CS for the FY ended on 31.03.2021

Name	Fixed Component		Variable Component	Contribution to PF and ESI	Total
	Salary & Allowances	Perquisites & Allowances	Commission		
Mr. Mukesh Kumar Aggarwal	1,95,00,000.00	8,97,436.00	-	-	2,03,97,436.00
Mr. Vijay Kumar Jindal	56,00,000.00	89,744.00	-	-	56,89,744.00
Mr. Sanjay Gupta	7,85,773.00	35,822.00	-	-	8,21,595.00
Mr. Ashish Yadav	6,76,000.00	30,000.00	-	-	7,06,000.00

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

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 2020-21, four meetings of the Stakeholders Relationship Committee were held on 29-06-2020, 08-08-2020, 12-11-2020 and 10-02-2021

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

ii. Status of investor complaints is as below:

No. of investor queries/ complaints received from April 01, 2020 till March 31, 2021	No. of complaints not solved to the satisfaction of shareholders
2	2

As on March 31, 2021, 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., 29-06-2020, 08-08-2020, 12-11-2020 and 10-02-2021. The details of the meetings attended by members during the FY 2020-21 are as follows:

S. No	Composition	Mr. Chandrjeet Singh Bhatia	Mrs. Shashi Agarwal	Mr. Mukesh Kumar Aggarwal
1	3	4 out of 4	4 out of 4	4 out of 4

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, 2020 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	27th	2018	September 29, 2018	10:00 AM	1) To approve 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 adopt new set of Memorandum of Association pursuant to 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 adopt new set of Articles of Association pursuant to 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	Country INN & Suites by Carlson, Chhartarpur Road, Satbari, New Delhi-110030
2	28th	2019	September 28, 2019	09:30 AM	None	Essex Farms (P) Ltd., 4 Aurobindo Marg, New Delhi-110016
3	29th	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 Wholtime 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, Wholtime 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 an Ordinary Resolution.	Through VC / OAVM

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	Wednesday, September 29, 2021
Time	10:00 AM
Venue	Through Video Conferencing (VC)/ Audio Visual Means (OAVM)
Financial Year	April 01, 2021 to March 31, 2022
Book Closure	September 23, 2021 to September 29, 2021 (both days inclusive)
E- Voting Starts on	Sunday, September 26, 2021
E- Voting closes on	Tuesday, September 28, 2021
Cut-off date	Wednesday, September 22, 2021
Results on E-Voting	On or before October 01, 2021

Financial Calendar

Unaudited financial results for the quarter ending June 30, 2021	Within statutory time frame
Unaudited financial results for the quarter/half year ending September 30, 2021	
Unaudited financial results for the quarter ending December 31, 2022	
Audited financial results for the quarter/ year ending March 31, 2022	

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 2020-21

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, 2020	23.45	19.70	33,887.25	27,500.79	24.00	19.40	9,889.05	8,055.80
May, 2020	24.00	19.05	32,845.48	29,968.45	23.90	18.80	9,598.85	8,806.75
June, 2020	33.20	21.40	35,706.55	32,348.10	33.15	21.05	10,553.15	9,544.35
July, 2020	34.40	25.10	38,617.03	34,927.20	34.40	26.10	11,341.40	10,299.60
Aug, 2020	32.95	25.05	40,010.17	36,911.23	36.05	26.25	11,794.25	10,882.25
Sep, 2020	31.00	23.00	39,359.51	36,495.98	31.20	25.30	11,618.10	10,790.20
Oct, 2020	33.30	27.50	41,048.05	38,410.20	33.45	26.90	12,025.45	11,347.05
Nov, 2020	30.30	27.10	44,825.37	39,334.92	30.00	27.15	13,145.85	11,557.40
Dec, 2020	35.70	28.80	47,896.97	44,118.10	36.00	28.50	14,024.85	12,962.80
Jan, 2021	57.85	28.15	50,184.01	46,160.46	57.70	31.80	14,753.55	13,596.75
Feb, 2021	44.00	35.00	52,516.76	46,433.65	49.40	34.05	15,431.75	13,661.75
Mar, 2021	38.80	30.60	51,821.84	48,236.35	38.70	30.20	15,336.30	14,264.40



VIII. Registrar and Share Transfer Agent

KFin Technologies Private Limited

Karvy Selenium Tower B, Plot No. 31-32, Financial District,
Nanakramguda, Serilingampally Mandal, Hyderabad-500032
Telephone- +91-40-67161500 / 18003454001
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, 2020	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, 2021	19	5,875

XI. Distribution of Shareholding as on March 31, 2021

Range	No of Shareholders	% to the Shareholders	No of shares held	% to Capital
1 - 500	9226	84.05	1203429	4.15
501 - 1000	835	7.61	694694	2.40
1001 - 2000	452	4.12	699575	2.41
2001 - 3000	153	1.39	396369	1.37
3001 - 4000	64	0.58	233135	0.80
4001 - 5000	51	0.46	245518	0.85
5001 - 10000	83	0.76	601866	2.08
10001 - 20000	51	0.46	733112	2.53
20001 and above	62	0.56	24192306	83.42
	10977	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, 2021, 97.00 % shares of the Company were in dematerialized form.

XIII. Categories of Shareholding as on March, 2021

Category	Number of Holders	Numbers of Shares	% to Capital
Resident Individual	10449	7361588	25.38
Promoters	19	19486102	67.19
Non Resident Individual	79	65913	0.23
Promoter Body Corporates	1	504200	1.74
Clearing Members	44	53564	0.18
Banks	1	4000	0.01
Non Resident India	83	0.76	601866
Non Repatriable	39	24009	0.08
Body Corporates	73	481327	1.66
Hindu Undivided Family	272	1019301	3.51
Total	10977	29000004	100.00

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



XIV. Details of Shares

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, 2021 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	10624	28129402	97.00	10977	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, 2021, 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@splimited.com Website- www.splimited.com	M/s KFin Technologies Private Limited Karvy Selenium Tower B, Plot No- 31 & 32 Financial District, Nanakramguda, Gachibowli, Hyderabad - 500032, Telangana Telephone- 0140- 67161500 / 18003454001 Fax- 0140- 23420814 Email- einward.ris@karvy.com Website- www.karvycomputershare.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.splimited.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 three 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:

Name of the Party	Type of Transaction	Limits up to which the amounts are approved	Sanctions given by Board / Shareholders
Mukesh Kumar Aggarwal	Rent	75,000.00	3,00,000.00
Elkay Overseas India	Purchases	1,00,000.00	5,00,000.00
Shivalik Fashions	Job Work	1,00,000.00	5,00,000.00

b. Subsidiary Companies

As on March 31, 2021 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.splimited.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 June 15, 2021 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 requirements and adoption of non mandatory requirements

j. Weblink where policy of determining material subsidiaries is disclosed- www.splimited.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, 2021 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 13, 2021
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, 2021, 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,
ICSI Unique Code: P2003DE049100

Sd/-
CS Dheeraj Kumar Pandey
Partner
ACS No. : 46269
C.P. No. : 24308

Place- New Delhi
Date- 13.08.2021
UDIN- A046269C000828182



Certificate of Non- Disqualification of Directors

(Pursuant to Regulation 34(3) & 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, IIndFloor, 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, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No	Name of Director	DIN	Date of appointment in Company
1	Mukesh Kumar Aggarwal	00231651	01-01-2004
2	Vijay Kumar Jindal	00231517	01-01-2004
3	Arun Kumar	01092779	11-07-2016
4	Chanderjeet Singh Bhatia	01360148	11-07-2016
5	Rajesh Goyal	03287284	11-07-2016
6	Shashi Agarwal	06687549	12-09-2013

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 Dheeraj Kumar Pandey
Partner
ACS No. : 46269
C.P. No. : 24308

Date- 13.08.2021
Place- New Delhi
UDIN-A046269C000781951



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, 2021 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 I 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- June 15, 2021



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-Not Applicable**

- 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 of their relative	1 Year	Market Parameters	5,000.00	Job Work (Sale)
2	Shivalik Fashions		1 Year	Market Parameters	70,659.00	Reimbursement of Expenses
3	Elkay Overseas India	Enterprise owned or significantly influenced by KMP of their relative	1 Year	Market Parameters	94,233.00	Purchases of Sanitizer

- (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 13, 2021



**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. 38 of other Notes to the Financial Statements).

(Amount in Lakhs)

Particulars	FY ended March 31, 2021	FY ended March 31, 2020
Earnings in Foreign Currency	5,926.06	10,880.01
FOB value of Exports		
Expenditure in Foreign Currency	0.00	0.89

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 13, 2021



SECRETARIAL AUDIT REPORT FORM MR- 3

[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, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and Compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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, 2009
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (i) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
- (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 Dheeraj Kumar Pandey
Partner
ACS No. : 46269
C.P. No. : 24308

Date : 13.08.2021
Place : New Delhi
UDIN : A046269C000782004

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.

- (i) 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.
- (ii) 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.
- (iii) 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.
- (iv) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
- (v) 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.
- (vi) 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.
- (vii) The prevailing circumstances in the Country on account of Lockdown/ restrictions on movements and CoVID- 19 have impacted physical verification of the records/ documents of the Company.

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

Sd/-
CS Dheeraj Kumar Pandey
Partner
ACS No. : 46269
C.P. No. : 24308

Date : 13.08.2021
Place : New Delhi
UDIN : A046269C000782004



Annexure- H

**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 for the financial year	Mr. Mukesh Kumar Aggarwal Mr. Vijay Kumar Jindal Mrs. Shashi Agarwal Mr. Chanderjeet Singh Bhatia Mr. Arun Kumar Mr. Rajesh Goyal	188.50% 52.58% - - - -
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. Chanderjeet Singh Bhatia Mr. Arun Kumar Mr. Rajesh Goyal Mr. Sanjay Gupta Mr. Ashish Yadav	224.36% - - - - - - -
3	The percentage Increase/ Decrease in the median remuneration of employees		23.58%
4	The number of permanent employees on the rolls of company	361 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	224.36%
6	The key parameters for any variable component of remuneration availed by the directors		
7	Affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration paid during the year ended March 31, 2021 is as per the Remuneration policy of the Company	

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 13, 2021



Annexure- I

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	2,00,00,000.00	Employee	Graduate	01-01-2004	56	Self Employed	20.01	No
2	Wholetime Director	56,00,000.00	Employee	Graduate	01-01-2004	64	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 13, 2021



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SPL INDUSTRIES LIMITED

Report on the Audit of standalone Financial Statements Report on the audit of Financial Results

Opinion

We have audited the accompanying standalone financial statements of SPL INDUSTRIES LIMITED ("The Company") which comprises the Balance Sheet as at March 31, 2021, 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, 2021, 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 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 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.

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, outgoing sales taxes, Goods & Service Tax (GST) and other indirect taxes. 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. Further, as per Ind AS 115, revenues are deferred in cases where the performance conditions have not been met.	Our audit procedures included, among others the following: <ul style="list-style-type: none"> 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. 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 42 to the Financials statements	Obtained details of completed tax assessments and demands for the year ended March 31, 2021 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, 2020 to evaluate whether any change was required to management's position on these uncertainties.



<p>Receivable from revenue authorities</p> <p>As at March 31, 2021, non-current assets amounting to Rs.233.67 lakhs which are pending from various statutory authorities including CBIC.</p> <p>Refer Note No 15 to the Financial Statements</p>	<p>We have involved our internal experts to review the nature of the amounts recoverable, the sustainability and the likelihood of recoverability.</p>
--	--

Responsibility of Management 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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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 implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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 Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional 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.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give 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, and the cash flow statement dealt with by this Report are in agreement with the books of account;
- d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) on the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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. 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 SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Sd/-
(Harsh Kumar)
Partner
M.No. 088123

UDIN: 21088123AAAADZ2540

Place: New Delhi
Date: : 15-06-2021



Annexure – A to the Independent Auditor’s Report

As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we state as under:

- (i) In respect of the Company’s fixed assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets(property plant and equipment and investment properties).
 - b) The fixed assets of the Company were physically verifiedas per regular program of physical verification carried out by the management during the year. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us, the records examined by us, and based on the examination of the conveyance deeds provided to us, we report that the immovable properties are held in the name of the Company as at the Balance sheet date
- (ii) In our opinion, the inventories have been physically verified during the year by the management at reasonable intervals and as explained tous no material discrepancies were noticed on physical verification
- (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) As per information and explanation given to us, 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) No deposits have been accepted by the Company from public within the meaning of sections 73 to 76 of the Act.
- (vi) To the best of our knowledge and according to information and explanations given to us, as per section 148(1) of the Act, the company is not required to maintain cost records.
- (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 of Income Tax, Sales Tax, Goods and Service Tax, Service Tax, Excise Duty andValue Added Tax which have not been deposited as at March 31, 2021 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 (INR Lakhs)
Income Tax	Tax Deducted At Source	Traces	AY 2006-07, 2007-08 & 2008-09, 2009-10	1.73

- (viii) As per information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank or Government or debenture holders.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Further, the term loans have been applied for the purpose for which they are raised.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Sec 197 read with Schedule V to the Act
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, 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) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and 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, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

FFOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Sd/-
(Harsh Kumar)
Partner
M.No. 088123
UDIN: 21088123AAAADZ2540

Place: New Delhi
Date : 15-06-2021



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, 2021 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, 2021, 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.

FFOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
 FRN No. 013613N

Sd/-
(Harsh Kumar)
 Partner
 M.No. 088123

Place: New Delhi
 Date : 15-06-2021

UDIN: 21088123AAAADZ2540



BALANCE SHEET AS AT 31ST MARCH, 2021

			(Rs. in Lakhs)
Particulars	Note	As at 31 st Mar, 2021	As at 31 st Mar, 2020
ASSETS			
Non-Current Assets			
(a) Property, Plant & Equipment	4	3,117.90	3,332.04
(b) Investment Property	4a	1,530.90	1,576.91
(c) Capital Work in Progress	4	24.98	-
(d) Intangible Assets	4	-	0.00
(e) Financial Assets			
(i) Trade Receivable	5	-	-
(ii) Loans	6	-	-
(iii) Other financial assets	7	20.56	219.25
(f) Income Tax Assets (Net)		378.50	430.67
(g) Deferred Tax Asset (Net)	21	160.94	108.28
(h) Other non-current assets	8	99.91	99.60
Total		5,333.69	5,766.75
Current Assets			
(a) Inventories.	9	172.85	232.15
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	10	1,159.41	3,169.83
(iii) Cash & Cash Equivalents	11	457.31	393.23
(iv) Bank Balances other than (iii) above	12	7,795.80	4,207.27
(v) Loans	13	-	-
(vi) Other financial Assets	14	-	-
(c) Income Tax Assets (Net)		-	155.15
(d) Other Current Assets	15	267.70	324.22
Total		9,853.07	8,481.85
Total Assets		15,186.75	14,248.60
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	16	2,900.00	2,900.00
Other equity	17	11,347.08	9,991.31
		14,247.08	12,891.31
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	-	-
(ii) Trade payables	19	11.46	-
(iii) Other Financial Liabilities		-	-
(b) Provisions	20	66.14	54.10
(c) Deferred tax liabilities (Net)	21	-	-
(d) Other non-current liabilities		1.00	0.50
Total		78.60	54.60
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	444.54	400.13
(ii) Trade Payables	23	212.24	791.74
(iii) Other Financial Liabilities		-	-
(b) Other Current Liabilities	24	177.41	87.04
(c) Provisions	25	26.89	23.76
Inter Unit Balances		0.00	2.23
Inter Branch Balance		0.00	(2.23)
(d) Current Tax Liabilities.		-	-
Total		861.08	1,302.67
Total Liabilities		939.67	1,357.27
Total Equity and Liabilities		15,186.76	14,248.60

Summary of Significant Accounting Policies

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

FOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Harsh Kumar
Partner
M. No. 088123

Place: New Delhi
Date: 15.06.2021

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

(Managing Director)

(Managing Director)

(Chief Financial Officer)

(Company Secretary)

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2021

(Rs. in Lakhs)			
Particulars	Note	For the year Ended March 31, 2021	For the year Ended March 31, 2020
Income			
Revenue From Operations	26	11,008.62	17,885.18
Other Income	27	566.54	797.59
Inter Unit Sale		-	-
TOTAL INCOME		11,575.17	18,682.77
Expenses			
Cost Of Material Consumed	28	779.00	1,531.37
Purchase of Stock-in-Trade	29	5,447.05	9,841.69
Manufacturing Expenses	30	1,766.23	2,127.04
Changes In Inventories Of Finished Goods, Work In Progress & Stock In Trade	31	15.97	117.52
Employee Benefits Expenses	32	804.94	853.63
Finance Costs	33	70.02	131.71
Depreciation And Amortization Expense	34	277.28	314.91
Other Expenses	35	620.34	737.78
Inter Unit Jobwork		-	-
TOTAL EXPENSES		9,780.81	15,655.65
Profit/(Loss) before Exceptional & Extraordinary Items		1,794.36	3,027.12
Exceptional Items/ Extraordinary Items		-	-
Profit/(Loss) Before Tax		1,794.36	3,027.12
Tax Expense/Adjustments			
Current Tax	36	497.48	8.00
Prior period tax adjustments		(5.66)	-
Deferred Tax	36	(52.66)	(108.28)
Income Tax Expense		439.16	(100.28)
Profit/ (Loss) For The Year		1,355.19	3,127.40
Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		0.56	2.30
(ii) Income tax effect		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax effect		-	-
Other comprehensive income for the year, net of tax		0.56	2.30
Total Comprehensive Income for the year, net of tax		1,355.76	3,129.70
Earnings/(Loss) per equity share:			
Basic and Diluted	37	4.67	10.78

Summary of Significant Accounting Policies

1 to 3

The accompanying notes are an integral part of the financial statement

FOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613NHarsh Kumar
Partner
M. No. 088123Place: New Delhi
Date: 15.06.2021FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
SPL INDUSTRIES LIMITED

(Managing Director)

(Managing Director)

(Chief Financial Officer)

(Company Secretary)



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021

(Rs. in Lakhs)

Particulars	Note	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
A: Cash flow from operating activities			
Profit & loss before tax		1,794.36	3,026.96
Adjustments to reconcile profit before tax to net cash flows:			
Fair value of planned asset(Gratuity)		(0.27)	(0.27)
Provision for gratuity		13.08	15.12
Payment of gratuity		(10.09)	(2.24)
Interest income		(431.32)	(282.90)
Rental Income		(132.33)	(149.44)
Net gain on sale of non - current assets		-	(0.60)
Forex Loss on reinstatement		-	-
Loss on sale of assets		-	5.15
Depreciation & amortization cost		277.28	314.91
Finance Costs		67.85	131.63
Liability Written back		-	(14.00)
Assets Written off		23.54	108.90
Operating Profit before working capital changes		1,602.08	3,153.23
Working capital adjustments			
(Increase)/Decrease in inventories		59.30	98.42
(Increase)/Decrease in trade receivables		2,010.42	714.44
(Increase)/Decrease in other financial assets		-	-
(Increase)/Decrease in other current assets		56.52	125.61
(Increase)/Decrease in income tax assets		-	(8.48)
Increase/(Decrease) in trade payable		(568.04)	(1,157.68)
Increase/(Decrease) in other current liabilities		90.37	(106.93)
Increase/(Decrease) in provisions		10.23	(0.21)
Cash generated from operations		3,260.88	2,826.88
Income tax paid (net of refunds)		(282.38)	(8.48)
Cash flow from investing activity		2978.49	2818.41
Net gain on sale of non - current assets		-	-
Interest income		431.98	282.90
Rental income		132.33	149.44
Purchase of fixed assets		65.64	(93.77)
Sale of fixed assets		-	1.45
Loan investment		-	-
Other financial asset		198.69	(201.17)
Bank balance (Not considered as cash & cash equivalent)		(3,588.53)	(2,923.05)
Other non current liability		0.50	0.50
Other non current asset		(0.31)	(9.56)
Net cash used in investing activities		(2,924.09)	(2,793.26)
Cash flow from financing activities			
Repayment of short term borrowings		-	-
Net cash used in financing activities		(23.44)	22.09
Net increase/(decrease) in cash and cash equivalents		64.08	47.24
Cash & cash equivalent at the beginning of the year		393.23	345.99
Cash & cash equivalent at year end		457.31	393.23
Closing cash & cash equivalent (note 11)		457.31	393.23

FOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Harsh Kumar
Partner
M. No. 088123

Place: New Delhi
Date: 15.06.2021

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

(Managing Director)

(Managing Director)

(Chief Financial Officer)

(Company Secretary)



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

Note 4 - Plant Property & Equipment

(Rs. in Lakhs)

Description	GROSS BLOCK			DEPRECIATION / AMORTISATION / DEPLETION			
	As At 01.04.2020	Additions/ Adjustments	Deductions/ Adjustments	As At 01.04.2020	For the Year	Deductions Adjustments	As At 31.03.2021
Tangible Assets							
Land	2,057.27	-	-	-	-	-	2,057.27
Building	-	-	-	-	-	-	-
Plant & Machinery	3,254.18	64.44	305.65	1,985.79	231.99	252.34	1,047.54
Office Equipment	112.31	2.15	106.08	108.67	1.70	106.08	4.29
Furniture & Fixture	67.76	7.20	66.88	8.08	0.38	66.76	0.60
Vehicles	18.99	-	-	17.04	0.42	-	17.46
Total (A)	5,510.51	73.79	478.60	2,178.46	234.50	425.17	1,987.79
Capital WIP							
	-	24.98	-	-	-	-	-
Total (B)	-	24.98	-	-	-	-	24.98
Intangible Assets							
Computer Software	42.22	-	-	42.22	-	-	42.22
Total (C)	42.22	-	-	42.22	-	-	42.22
TOTAL (A+B+C)	5,552.73	98.76	478.60	2,220.68	234.50	425.17	2,030.01
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 under Gross Block of Plant & Machinery includes INR 33.12 lakhs of Government Grant							
TOTAL (A+B+C)	5,552.73	98.76	478.60	2,220.68	234.50	425.17	2,030.01
							3,142.88
							3,332.04

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 under Gross Block of Plant & Machinery includes INR 33.12 lakhs of Government Grant

Note 4a - Investment Property

Description	GROSS BLOCK			DEPRECIATION / AMORTISATION / DEPLETION			
	As At 01.04.2020	Additions/ Adjustments	Deductions/ Adjustments	As At 01.04.2020	For the Year	Deductions Adjustments	As At 31.03.2021
Investment property							
*Land	928.19	-	-	-	-	-	928.19
*Building	1,503.50	-	-	854.78	46.00	-	602.71
Total (A)	2,431.69	-	-	854.78	46.00	-	1,530.90
							1,576.91

* Before the conversion to Investment property, Land & Building were used for own purpose of the company
The Fair Value of Investment property is not realibility measurable due to COVID-19

FOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Harsh Kumar
Partner
M. No. 088123

Place: New Delhi
Date: 15.06.2021

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

(Managing Director)

(Chief Financial Officer)

(Managing Director)

(Company Secretary)



STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2021

A. Equity Share Capital

(Rupees in Lakhs)

Balance at the beginning of the reporting period i.e. 1st April, 2020		Changes in Equity share capital during the Year		Balance at the end of the reporting period i.e. 31 st March, 2020	
Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
29,000,004	2,900.00	-	-	29,000,004	2,900.00

B. Other Equity

Particulars	Revaluation Reserve	Reserves and Surplus		Other Comprehensive Income	Total
		Securities Premium Reserve	Retained Earnings		
As on 31 st March 2021					
Balance at the beginning of the reporting period i.e. 1st April, 2020	2,583.19	4,967.45	2,433.06	7.62	9,991.32
Total Comprehensive Income for the Year	-	-	-	0.56	1,355.76
Dividend	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Transfer to/ (from) Retained Earnings	(12.91)		12.91	-	-
Others	-	-	-	-	
Balance at the end of the reporting period i.e. 31 st March, 2021	2,570.28	4,967.45	3,801.16	8.18	11,347.08

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

(Rs in lakhs)

Note	Particulars	As at 31st March, 2021	As at 31st March, 2020
5	Financial assets-Non current:Trade Receivables		
	Unsecured		
	Trade receivable	403.02	403.02
	Less:- Impairment Allowances	(403.02)	(403.02)
	Total	-	-
6	Financial assets-Non current: Loans	-	-
	Total	-	-
7	Other financial assets		
	Fixed deposit (margin money against bank guarantee)	20.56	219.25
	Total	20.56	219.25
8	Other Non Current Assets		
	Unsecured		
	Other receivable	2.61	3.36
	Security deposits	94.24	93.18
	Less: provision for deposit		
	Receivable from revenue authorities*	370.74	370.74
	Less: Provision against recovery losses	(370.74)	(370.74)
	Advance to suppliers	8.06	8.06
	Less: Provision against Advances	(5.00)	(5.00)
	Total	99.91	99.60
9	Inventories		
	(As taken, valued & certified by the management)		
	raw materials	83.25	106.04
	work in process	39.59	30.47
	finished goods	4.46	-
	stores, spares & loose tools	36.27	37.79
	fuel & oil	9.28	28.29
	Stock in Transit	-	29.56
	Total	172.85	232.15
10	Trade Receivables		
	Unsecured,Considered Good		
	Due from related party	-	-
	Others	1,159.41	3,169.83
	Total	1,159.41	3,169.83
	Trade Receivables	-	-
	Unsecured,Considered Doubtful	54.51	-
	Less:Impairment Allowance	(54.51)	-
	Total	1,159.41	3,169.83
11	Cash and Cash Equivalent		
	Balance With Banks -		
	On current accounts	456.94	392.64
	Cash on hand	0.38	0.59
	Total	457.31	393.23



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

(Rs in lakhs)

Note	Particulars	As at 31st March, 2021	As at 31st March, 2020
12	Bank Balances other than cash and cash equivalent		
	In fixed deposits		
	Fixed deposit*	7,795.80	4,207.27
	Maturity period less than 12 months		
	Total	7,795.80	4,207.27
	* FDR includes INR 262.55 Lacs relating to Bank Guarantee given to Adani Gas Ltd and agreement with Adani Gas Ltd is for one year. Balance amount is FDR with Bank.		
13	Loans		
	Loans	-	-
	Total	-	-
14	Other Financials Assets		
	Derivatives foreign currency forward contract	-	-
	Total	-	-
15	Other Current Assets		
	Other receivable	0.01	15.26
	Rent equalisation	21.17	2.86
	Prepaid expenses	10.00	15.52
	Other advances & deposits	(0.20)	0.74
	Receivable from revenue authorities*	233.67	284.45
	Less: provision against recovery losses	-	-
	Advance to suppliers	3.05	5.39
	Total	267.70	324.22

*Receivable from various statutory departments including CBIC.

16	Particulars	As at 31st March, 2021		As at 31st March, 2020	
		Number of Shares	Amount	Number of Shares	Amount
	SHARE CAPITAL				
	Authorised Share Capital				
	Equity Share of Rs 10 each	30,000,000	3,000.00	30,000,000	3,000.00
	Issued, subscribed and Paid Up:				
	Equity Shares of Rs 10 each fully paid up	29,000,004	2,900.00	29,000,004	2,900.00
	Total	29,000,004	2,900	29,000,004	2,900

The details of Shareholders holding more than 5% shares :

Name of the Shareholder	As at 31st March, 2021		As at 31st March, 2020	
	Number of Shares	% held	Number of Shares	% held
Narendra Aggarwal	5,743,942	19.81%	5,743,942	19.81%
Mukesh Kumar Aggarwal	5,802,821	20.01%	5,802,821	20.01%
Nishant Aggarwal	1,790,742	6.17%	1,790,742	6.17%
Shashi Aggarwal	1,475,719	5.09%	1,475,719	5.09%

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

(Rs in lakhs)

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

Particulars	As at 31st March, 2021	As at 31st March, 2020
	Number of Shares	Number of Shares
Equity Shares at the beginning of the year	29,000,004	29,000,004
Add: Issued During the Year	-	-
Equity Shares at the end of the year	29,000,004	29,000,004

Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of Rs.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.

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Particulars	As at 31st March, 2021	As at 31st March, 2020
Securities Premium Reserve		
As per last Balance sheet	4,967.45	4,967.45
*Revaluation Reserve	2,583.19	2,596.10
As per last Balance sheet	(12.91)	(12.91)
Less: Transferred to Retained Earning	2,570.28	2,583.19
Retained Earnings		
As per last Balance sheet	2,433.06	(707.09)
Add: Profit/ (loss) for the Year	1,355.19	3,127.24
Add: Transferred from Revaluation Reserve	12.91	12.91
Less: Appropriations		-
	3,801.16	2,433.06
Other Comprehensive Income (OCI)		
As per last Balance sheet	7.62	5.32
Add: Movement in OCI (Net) during the Year	0.56	2.30
	8.18	7.62
TOTAL	11,347.08	9,991.32

*Fixed Assets 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 fixed assets is less than 5% of the total net carrying amount of total fixed assets. The effect of revaluation of fixed assets 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, 2021	As at 31st March, 2020
18	Long Term-Borrowings		
	Secured		
	Term loan from bank	-	-
	Total	-	-



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

		(Rs in lakhs)	
Note	Particulars	As at 31st March, 2021	As at 31st March, 2020
19	Non Current Laibilities		
	Advances From Debtors	-	-
	Trade Payables	-	-
	(Payables for more than One Year)	11.46	-
	Total	11.46	-
20	Long-Term Provisions		
	Provisions for employee benefits*		
	-Compensated absences	-	-
	-Gratuity	58.38	57.91
	Less : Fair value of planned asset	(4.08)	(3.81)
	Provisions	11.84	-
	Total	66.14	54.10
	* Refer note no. 32 for IND AS-19 disclosure		
21	Deferred Tax Liabilities(Net)		
	Deferred tax liabilities	-	-
	Deferred tax assets	160.94	108.28
	Total	160.94	108.28
22	Short-Term Borrowings		
	Secured		
	Loans Repayable on demand		
	- from banks	0.00	0.00
	- Term loan	-	-
	Unsecured		
	Loans from related party	444.54	400.13
	Total	444.54	400.13
23	Trade Payables		
	Micro, Small and Medium Enterprises (As certified by the Management)*	0.80	2.11
	Others	211.44	789.63
	Total	212.24	791.74
	*For disclosure as per Notification No. G.S.R. 679 (E) dated 04th September, 2015, Refer Note No 45		
24	Other Current Liabilities		
	Expenses Payable	49.73	38.97
	Employee Benefit Payable	89.68	32.41
	Statutory Dues Payables*	37.99	14.68
	Advance received from customers	0.00	-
	Other Loans & Advances	(0.00)	-
	Provisions	-	0.98
	Interest Accrued but not due		
	Total	177.41	87.04
	*Statutory Dues Payables includes dues to ESI, PF,Sales Tax, TDS/TCS and Labour Welfare Fund etc		
25	Short-term Provision		
	Provisions For Employee benefits*		
	-Compensated absences	4.32	5.93
	-Gratuity	19.77	17.83
	Provisions For Income Tax	2.80	-
	Total	26.89	23.76
	* Refer Note No 32 for IND AS-19 disclosure		

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

(Rs in lakhs)

Note	Particulars	As at 31st March, 2021	As at 31st March, 2020
26	Revenue from operations		
	Sale of products		
	Export sales	5,926.06	10,880.01
	Domestic sales	549.40	365.01
	Sale of Services		
	Processing charges*	3,692.63	6,049.79
	Other operating revenues		
	Duty drawback	163.77	244.34
	DGFT focus (export incentive)	1.98	287.10
	ROSCIL	638.57	-
	Scrap & wastage	36.21	58.93
	Total	11,008.62	17,885.18
* Processing charges include processing of textiles which includes consumption of raw material.			
27	Other Income		
	Interest		
	From Fixed Deposits	408.09	258.01
	From Others	23.23	24.89
	Other non-operating income		
	Income from Investment property (Rent)	132.33	149.44
	Net gain on sale of non - current assets	-	0.60
	Foreign exchange fluctuation (net)	(0.01)	309.05
	Forex gain on derivatives	-	-
	Other Comprehensive Income (Actuarial Gain/Loss)		
	Provision written back	-	-
	Claims & discounts others	2.49	-
	Other Income	-	41.60
	Total	566.13	797.59
28	Cost of materials consumed		
	Raw material consumed		
	Dyes & chemicals	752.76	1,482.25
	Accessories	0.00	-
	Fabric & grey cloth	0.00	-
	Yarn	-	-
	Packing material consumed	-	-
	Stores & spares consumed	14.18	12.83
	Total	779.00	1,531.37
29	Purchase of stock-in-trade		
	Garment purchase	5,447.05	9,841.69
	Total	5,447.05	9,841.69



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

		(Rs in lakhs)	
Note	Particulars	As at 31st March, 2021	As at 31st March, 2020
30	Manufacturing Expenses		
	Power & fuel	1,309.24	1,615.05
	Freight inward	6.31	11.73
	ETP expense	-	-
	Repair to machinery		
	Boiler	23.55	23.10
	Electric	5.80	8.92
	Generator	1.94	8.61
	Thermopack	-	-
	ZLD	187.59	202.41
	RO Plant	2.74	10.03
	Machinery	123.06	125.01
	Job charges	97.93	104.70
	Clearing & forwarding charges	1.14	0.35
	Factory rent	-	-
	Lab expenses	2.73	5.45
	Loading & unloading charges	4.22	11.68
	Total	1,766.23	2,127.04
31	Changes in inventories of finished goods, Stock in process and stock in trade		
	Inventories (at close)		
	Finished Goods / Stock -in- Trade	4.46	29.56
	Stock - in- Process	39.59	30.47
	Inventories (at commencement)		
	Finished Goods / Stock -in- Trade	29.56	143.57
	Stock - in- Process	30.47	33.98
	Total	15.97	117.52
32	Employee benefit expenses*		
	Salaries	553.75	425.04
	Wages and overtime	150.76	281.67
	Contribution to Pf & other funds	44.13	73.91
	Bonus	17.19	25.23
	Earned leave	13.84	20.86
	Gratuity	13.08	15.12
	Service compensation	-	-
	Staff welfare	12.18	11.80
	Total	804.94	853.63

*As per Ind-AS 19 "Employee Benefits", the disclosure as 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, 2021.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

(Rs in lakhs)

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

Employer's Contribution to Provident Fund	32.20	53.51
Employer's Contribution to ESI	10.98	18.95
Employer's contribution to Welfare Fund	0.95	1.45
Total	44.13	73.91

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 31 st March 2021	For the year ended 31 st March 2020
Present value obligation at the beginning of the period	75.73	65.15
Interest cost	4.35	4.52
Past service cost	-	-
Current service cost	8.73	10.60
Benefit paid (out of own funds)	(10.09)	(2.24)
Actuarial gain / loss on obligation (through OCI)	(0.56)	(2.30)
Present Value Obligation (Closing Balance)	78.16	75.73

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

Fair value of plan & assets (opening balance)	3.81	3.55
Expected return on plan assets	0.22	0.27
Contributions	-	-
Benefits paid (out of plan)	-	-
Actuarial gain/ loss on obligation (through OCI)	0.05	-
Fair value of plan & assets (closing balance)	4.08	3.81

3. Reconciliation of Fair Value of Assets and Obligation

Present Value Obligation (Closing Balance)	78.16	75.73
Fair Value of Plan Assets (Closing Balance)	4.08	3.81
Funded Status	(74.08)	(71.92)
Present Value of Un-funded Obligation (Closing Balance)	-	-
Un-funded Actuarial (Gain/Loss)	-	-
Un-funded Net Assets/Liabilities recognised in Balance sheet	74.08	71.92

4. Expenses recognised during the year

Current Service Cost	8.73	10.60
Past Service Cost	-	-
Interest Cost	4.13	4.26
Expected Return on Plan Assets	-	-
Cutailment Cost	-	-
Settlement Cost	-	-
Net Actuarial Gain/Loss recognised during the year	(0.61)	(2.30)
Total Expenses Recognised in Statement of Profit & Loss	12.25	12.56

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

Actuarial (gain) / loss due to financial assumption changes	1.39	(0.65)
Actuarial (gain) / loss due to experience adjustments	(1.95)	(1.65)
Return on plan assets (greater)/less than discount rate	(0.05)	-
Total expense through OCI	(0.61)	(2.30)



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

		(Rs in lakhs)	
Note	Particulars	As at 31st March, 2021	As at 31st March, 2020
	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		
	Discount Rate Per Annum	5.33%	5.74%
	Rate of Increase in Compensation Levels		
	(i) Above 20,000	3.00%	3.00%
	(ii) Below 20,000	5.00%	5.00%
	Rate of Return on Plan Assets		
	(i) For Asset with LIC	7.15%	7.50%
	(ii) For Asset with SBI Life Insurance	7.15%	7.50%
	Employee turnover/assumptions	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	(3.28)	(3.29)
	Defined benefit obligation - discount rate -100 basis points	3.53	3.51
	Defined benefit obligation - salary escalation rate +100 basis points	3.51	3.56
	Defined benefit obligation - salary escalation rate -100 basis points	(3.32)	(3.36)
	9. The following payments are expected contributions to the defined benefit plan in future years:		
	within the next 12 months	20.05	18.06
	between 2 to 4 years	73.68	72.16
	beyond 4 years	93.75	108.51
33	Finance Cost		
	Interest expense	0.07	0.40
	Interest on taxes	2.17	0.09
	Bank charges	8.96	35.47
	LC discounting charges	-	-
	Interest on unsecured loans	58.82	95.75
	Total	70.02	131.71
34	Depreciation and amortization expense		
	Depreciation and amortization	277.28	314.91
	Total	277.28	314.91
35	Other Expenses		
	Establishment expenses	504.92	339.97
	Selling & distribution expenses	115.44	392.74
	Amount written off	(0.02)	(0.08)
	Loss on sale of fixed asset	-	5.15
	Total	620.34	737.78

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

		(Rs in lakhs)	
Note	Particulars	As at 31st March, 2021	As at 31st March, 2020
35.1	Establishment Expenses		
	Advertisement	1.69	0.63
	Payment to auditors	12.85	9.20
	Donation	36.44	16.74
	Rent	1.20	1.20
	Expense on Investment Property	-	-
	Conveyance	1.14	1.26
	Rates & taxes	11.16	13.75
	House keeping expenses	11.71	15.85
	Insurance	16.40	33.88
	Printing & stationery	8.17	10.26
	Legal & professional charges	15.34	27.70
	Provision Against Recovery Losses	-	-
	ROSL and DBK surrender	51.54	0.90
	Provision for doubtful Debts	54.51	-
	Bad Debts	168.65	-
	Provision for Surrender of GST Refund	7.67	-
	Prior Period Exp	0.05	(0.20)
	Provision for Surrender of DBK and ROSCTL	11.84	-
	GST/VAT expenses	0.21	0.15
	Assets Written off	23.54	108.90
	Foreign exchange fluctuation (net)	25.53	-
	Repair & maintenance - building	15.51	42.48
	Repair & maintenance - general	6.55	10.18
	Vehicle running & maintenance	1.96	3.08
	Security service charges	15.28	27.51
	Communication expenses	3.88	4.69
	Misc. expenses	2.11	11.94
	Total	504.92	340.10
	As an Statutory Auditor	-	-
	- Statutory Audit	7.50	7.50
	-Tax Audit	5.25	1.55
	-Other Service	0.10	0.15
	Total	12.85	9.20
35.2	Selling & Distribution Expenses		
	Business promotion	2.35	-
	Travelling expenses	-	0.50
	Clearing, freight & forwarding	78.43	198.64
	Commission	-	-
	Claims & discounts	28.78	186.24
	Sampling & testing charges	5.88	7.35
	Total	115.44	392.73
34.3	Amount Written Off		
	Balances written off	(0.02)	(0.08)
	Total	(0.02)	(0.08)
35	Tax Expenses		
	*Current tax	497.48	8.00
	Deferred tax	52.66	108.28
	Total	444.82	(100.28)



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

		(Rs in lakhs)	
Note	Particulars	2020-21	2019-20
37	Earnings per share (EPS)		
	a) Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders	1,355.19	3,127.40
	b) Weighted Average number of Equity Shares used as denominator for calculating EPS	290.00	290.00
	c) Basic and Diluted Earnings per Share	4.67	10.78
	d) Face Value per Equity Share	10.00	10.00
38	Earnings / Expenditure in foreign currency		
	Earnings in foreign currency		
	FOB value of exports	5,926.06	10,880.01
	Total	5,926.06	10,880.01
	Expenditure in foreign currency		
	Accessories & packing material	-	-
	Fabric purchase	-	-
	Testing charges	-	0.89
	Export claims	-	-
	Repair & maintenance	41.92	-
	Travelling expenses	-	-
	Total	41.92	0.89

38 **Related Party Disclosure**

The names of related parties of the company as required to be disclosed under Indian Accounting Standard 24 are as follows:

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	40. Taoru Warehousing Private Limited


NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

Note	Particulars	2020-21	(Rs in Lakhs)
	Remuneration paid (KMP)	251.00	60.00
	Loans taken (KMP)	350.00	720.00
	Loans repaid (KMP)	359.99	652.46
	Interest paid (KMP)	58.82	95.75
	Closing Balances		
	Remuneration payable (KMP)	30.51	-
	Loan account (KMP)	444.54	400.13
	Detail of Transaction with entities over which KMP are able to exercise significant influence:		
	Sales	-	-
	Purchases	0.94	-
	Jobwork Charges (Expenses)	-	-
	Jobwork Charges (Income)	0.05	0.08
	Reimbursement of Expenses	0.71	-

40 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 consists 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, 2021			31st March, 2020		
	Manufacturing	Trading	Total	Manufacturing	Trading	Total
Revenue:						
Revenue from operations (Include. Other Income)	4,817.75	6,757.41	11,575.17	6,962.27	11,720.51	18,682.78
Inter Segment Revenue						
Net Revenue from Operations	4,817.75	6,757.41	11,575.17	6,962.27	11,720.51	18,682.78
Segment results	1,002.07	862.30	1,864.37	1,774.16	1,348.56	3,122.71
Unallocated Interest and Other Income						
Unallocated Finance Costs	-	-	(70.02)	-	-	(95.75)
Unallocated Expenses						
Profit before Tax	1,002.07	862.30	1,794.36	1,774.16	1,348.56	3,026.96
Other information:						
Segment Assets	11,628.19	2,845.25	14,473.43	11,445.96	2,048.67	13,494.63
Unallocated Assets	-	-	713.32	-	-	754.06
Total Assets	11,628.19	2,845.25	15,186.75	11,445.96	2,048.67	14,248.58
Segment Liabilities:	2,314.46	(1,377.58)	936.88	2,741.59	(1,384.33)	1,357.26
Unallocated Other Liabilities (including loans)	-	-	2.80	-	-	-
Total liabilities	2,314.46	(1,377.58)	939.67	2,741.59	(1,384.33)	1,357.26



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

(Rs in lakhs)

Particulars	For the year ended 31 st March 2021	For the year ended 31 st March 2020
Revenue based on location of customers for the year ended		
India	5,649.10	7,802.77
Outside India	5,926.06	10,880.01
Total	11,575.17	18,682.78
Carrying amount of non current assets based on location of assets as at		
India	5,313.13	5,547.50
Outside India	-	-
Total	5,313.13	5,547.50

1. Excluding Financial Assets

Reconciliation between segment revenue and enterprise revenue for the year ended

Segment Revenue		
Manufacturing	4,817.75	6,962.27
Trading	6,757.41	11,720.51
Elimination	-	-
Total Segment Revenue	11,575.17	18,682.78
Enterprise Revenue		
Revenue from operation (gross)	11,575.17	18,682.77
Total Enterprise Revenue	11,575.17	18,682.77
No. of Customer with 10% or more revenue share- Segment Wise		
Manufacturing	1	1
Trading	1	3

41 a. Provision for doubtful debts

Opening Carrying amount of provision	403.02	424.09
Add:- Additional Provision made during the year	54.51	-
Less:- Amount Used	-	-
Less:- unused amount reversed		(21.07)
Closing Provision	457.53	403.02

b. Provision against Recovery Losses

Opening Carrying amount of provision	370.74	389.96
Add:- Additional Provision made during the year	-	-
Less:- Amount Used	-	-
Less:- unused amount reversed	-	19.22
Closing Provision	370.74	370.74

c. Provision against Advances

Opening Carrying amount of provision	5.00	5.00
Add:- Additional Provision made during the year	-	-
Less:- Amount Used	-	-
Less:- unused amount reversed	-	-
Closing Provision	5.00	5.00

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

41. Contingent liability and commitments

		(Rs. in lakhs)	
(i) Contingencies			
Particulars	2020-21	2019-20	
1. Bills Discounted	-	-	
2. Disputed tax liability *	36.03	451.12	
3. Other Dispute**	6.65	6.65	
4. Other Liability***	177.53	-	
Total	220.21	457.77	

* Disputed tax liability pertains to tax amount of INR 34.30 lakhs related to A.Y 2018-19. and the balance amount of INR 1.73 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 Employees Provident Fund

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

(ii) Commitments

Particulars	2020-21	2019-20
(a) Capital and other commitment		
Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances).	-	-

43. Operating leases

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;	160.65
ii) later than one year and not later than five years;	152.88
iii) later than five years	-
b) total contingent rents recognised as income in the period.	21.17

44. Current Assets, loans & advances

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

45. 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	2020-21	2019-20
The principal amount and interest due thereon remaining unpaid to any supplier at the end of accounting year		
- Principal Amount	0.80	2.11
- 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
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	Nil
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

46. 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:



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

(Rs in lakhs)

Particulars	2020-21	2019-20
a) Total Spending required on Corporate Social Responsibility (CSR) as per Section 135 of the Companies Act, 2013	41.69	22.37
Total	41.69	22.37
b) List of activities in which expenditure in (a) above has been incurred:		
(i) Health Care	22.42	1.00
(ii) Social Wefare	-	3.11
(iii) Animal Welfare	-	10.00
(iv) Education	2.50	2.51
Total	24.92	16.62
Amount Unspent	16.77	5.75

The company could not spend amount of INR 16.77 & 5.75 for F.Y 2020-21 & F.Y 2019-20 respectively in Corporate Social Responsibility as required by section 135 of the Companies Act 2013. The company has started earning profit in last few years only and still could not be able to cover the accumulated losses in earlier years. The company is concerned about its obligation under the provisions of the Act and shall spend money in CSR activities as soon it is possible.

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

FOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Harsh Kumar
Partner
M. No. 088123

Place: New Delhi
Date: 15.06.2021

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

(Managing Director)

(Managing Director)

(Chief Financial Officer)

(Company Secretary)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

(Rs in lakhs)

48 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

Particulars	31 st March, 2021				
	FVTPL	FVTOCI	Amortised Cost	Carrying Value	Fair Value
Financial Assets					
Other Non-current financial assets	-	-	20.56	20.56	20.56
Other Current financial assets	-	-	-	-	-
	-	-	20.56	20.56	20.56
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.

Particulars	31 st March, 2020				
	FVTPL	FVTOCI	Amortised Cost	Carrying Value	Fair Value
Financial Assets					
Other Non-current financial assets	-	-	219.25	219.25	219.25
Other Current financial assets	-	-	-	-	-
	-	-	219.25	219.25	219.25
Financial Liabilities					
Borrowings- Non current*	-	-	-	-	-
Borrowings- Current	-	-	400.13	400.13	400.13
			400.13	400.13	400.13

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, 2021		
	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	-	-	-



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

(Rs in lakhs)

Financial Instruments	March, 2020		
	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	-	-	-

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.

Derivative financial assets/liabilities: The Company enters into derivative contracts with various counterparties, principally financial institutions. Forward foreign currency contracts are valued using valuation techniques with market observable inputs. The most frequently applied valuation techniques for such derivatives include forward pricing using present value calculations, foreign exchange spot and forward premium rates.

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

FOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Harsh Kumar
Partner
M. No. 088123

Place: New Delhi
Date: 15.06.2021

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

(Managing Director)

(Managing Director)

(Chief Financial Officer)

(Company Secretary)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**49 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 10**.

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.

49.1 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:

Particulars	Rounded off to Nearest Lakhs			
	Liabilities (Foreign Currency)		Assets (Foreign Currency)	
	As at March, 31 2021	As at March, 31 2020	As at March, 31 2021	As at March, 31 2020
In US Dollars (USD)	-	-	13.02	24.28



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

Particulars	Liabilities (INR)		Assets (INR)	
	As at March, 31 2021	As at March, 31 2020	As at March, 31 2021	As at March, 31 2020
In INR	-	-	956.92	1,700.74

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% charge 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, 2021	As at March31, 2020
Increase in Exchange Rate by 5%	47.85	91.54
Decrease in Exchange Rate by 5%	-47.85	-91.54

50 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.

51 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 41 and 42)

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. 32)**

iv) Taxes

Deferred tax assets are recognised for 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. Deferred tax assets on unabsorbed depreciation/business loss have been recognised to the extent of deferred tax liabilities on taxable temporary differences available. It is expected that any reversals of the deferred tax liability would be offset against the reversal of the deferred tax assets. The Company has determined that it cannot recognise deferred tax assets on the tax losses carried forward as it is not probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised. Further details on taxes are disclosed in **note no 36**.

(v) Estimates relating to Pandemic from COVID-19

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, intangibles, investments and other assets. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company has used internal and external sources of information. The Company has reviewed the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

FOR SINGHI CHUGH & KUMAR
CHARTERED ACCOUNTANTS
FRN No. 013613N

Harsh Kumar
Partner
M. No. 088123

Place: New Delhi
Date: 15.06.2021

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

(Managing Director)

(Managing Director)

(Chief Financial Officer)

(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 5926.06 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 31 March 2021, 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 for the year ended 31 March 2018 was the first year when the company prepared its financials in accordance with Ind AS.

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) 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 ASs.

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.

c) 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, outgoing sales taxes, 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 and sales taxes, 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.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances and cost of assets 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)	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 other fair value related disclosures 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 48.**

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 48**

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 balancesheet 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 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 sales/ value added taxes/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 40 & 41 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:-43 for disclosure

q) 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.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are elaborated in **note no. 51**.

r) 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.

s) 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.

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]

30th Annual General Meeting held on Wednesday, 29th September, 2021

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 30th Annual General Meeting of the Company to be held on Wednesday, 29th September, 2021 at 10:00 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 2021.

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.



SPL INDUSTRIES LIMITED

CIN: L74899DL1991PLC062744

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