

YARN SYNDICATE LIMITED

77TH ANNUAL GENERAL MEETING

ANNUAL REPORT 2022-23

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COMPANY INFORMATION

Board of Directors	1. Mr. Ravi Pandya : Non-Executive Director 2. Mr. Namichand Agrawal : Non-Executive Director 3. Mr. Nandish Jani : Independent Director 4. Ms. Nidhi Bansal : Independent Director
Audit Committee	1. Ms. Nidhi Bansal : Chairperson 2. Mr. Nandish Jani : Member 3. Mr. Ravi Pandya : Member
Nomination and Remuneration Committee	1. Ms. Nidhi Bansal : Chairperson 2. Mr. Nandish Jani : Member 3. Mr. Namichand Agrawal : Member
Stakeholders' Relationship Committee	1. Mr. Ravi Pandya : Chairman 2. Mr. Namichand Agrawal : Member 3. Ms. Nidhi Bansal : Member
Statutory Auditor	M/s. S. P. Sarda & Co., Chartered Accountants, Kolkata, West Bengal
Secretarial Auditor	M/s. Ekta Goswami & Associates, Company Secretaries, Kolkata
Share Transfer Agent	R&D Infotech Private Limited, 15/C Naresh Mitra Sarani Formerly Beltala Road Kolkata West Bengal – 700 026
Registered Office	86/2/4, S N Banerjee Road, 1 st Floor, Flat No. 2, Kolkata - 700 014

NOTICE OF THE 77TH ANNUAL GENERAL MEETING

Notice is hereby given that the 77th Annual General Meeting of the Shareholders of **Yarn Syndicate Limited** will be held on Thursday, 31st August, 2023 at 4:30 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses.

The Venue of Annual General Meeting (AGM) shall be deemed to be the Registered Office of the Company at 86/2/4, S N Banerjee Road, 1st Floor, Flat No. 2, Kolkata, West Bengal – 700 014.

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2023 and Statement of Profit and Loss together with the notes forming part thereof and Cash Flow Statement for the financial year ended on that date, and the reports of the Board of Directors ("The Board") and Auditors thereon.**
- 2. To appoint Mr. Namichand Agrawal (DIN: 01541641), who retires by rotation and being eligible, offers himself for re-appointment.**

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

"RESOLVED THAT, Mr. Namichand Agrawal (DIN: 01541641), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company."

SPECIAL BUSINESS:

- 3. Appointment of Mr. Ravi Pandya (DIN: 09509086) as a Managing Director of the Company.**

To consider 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 Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and applicable article of the Articles of Associations of the Company and subject to such consent(s), approval(s) and permission(s) as may be required in this regard subject to such condition as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and on the recommendation of the Nomination and Remuneration Committee and as agreed by the Board of Directors (herein after referred to as the Board which term shall, unless repugnant to the context by the Board in this behalf, be deemed to include the Nomination and Remuneration Committee), approval of the members of the Company be and is hereby accorded to the appointment of Mr. Ravi Pandya (DIN: 09509086) as a Managing Director of the Company, for a term of 5 years not liable to retire by rotation with effect from 31st August, 2023 to 30th August, 2028 on the terms and conditions including the remuneration as set out in the Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors of the Company to alter and vary the terms and conditions of the said appointment and / or remuneration, as may be acceptable to Mr. Ravi Pandya, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-

enactment(s) thereof.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

4. Appointment of Mr. Namichand Agrawal (DIN: 01541641) as a Non-Executive Director of the Company.

To consider 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 Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Namichand Agrawal (DIN: 01541641), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act and Articles of Association of the Company, whose term of office expires in this General Meeting and who qualifies for being appointed as an Non-Executive Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

5. Appointment of Mr. Nandish Jani (DIN: 09565657) as an Independent Director of the Company.

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

“RESOLVED THAT, in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Nandish Jani (DIN: 09565657), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act and whose term of office expires in this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 13th February, 2023 to till the conclusion of 82nd Annual General Meeting of the Company to be held in the year 2028.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

6. Appointment of Ms. Nidhi Bansal (DIN: 09693120) as an Independent Director of the Company.

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

“RESOLVED THAT, in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Nidhi Bansal (DIN: 09693120), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act and whose term of office expires in this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 12th May, 2023 to till the conclusion of 82nd Annual General Meeting of the Company to be held in the year 2028.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

7. To approve Borrowing Limits under Section 180 (1) (C) of the Companies Act, 2013.

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

“RESOLVED THAT, pursuant to provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of Company be and is hereby accorded to the Board of Directors of the Company to borrow monies as and when required, from, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/entity/entities and/or authority/authorities and/or through fixed rate notes, syndicated loans, debentures, commercial papers, floating rate notes, suppliers credit, any other securities or instruments, such as financial agencies and/or by way of commercial borrowings from the private short term loans or any other instruments etc. and/or through credit from of financial institution, either in rupees or in such other foreign currencies as may be deemed appropriate for the purpose of business of the Company, notwithstanding the fact that the monies so borrowed and the monies borrowed from time to time apart from temporary loans obtained by the Company exceed the aggregate of the paid up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings shall not exceed Rs. 100 Crores (Rupees Hundred Crores Only) over and above the aggregate of the paid up capital of the Company and its free reserves at any time.”

“RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

8. To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of such undertakings.

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)(a) and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors for creation of Charge/mortgage/pledge/hypothecation/security in addition to existing charge/mortgage/pledge/hypothecation/security, in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may determine, on all or any of the moveable and/or immovable properties, tangible or intangible assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, as the case may be in favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/to be availed by the Company by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments), issued/to be issued by the Company including deferred sales tax loans availed/to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s)/Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s)/Trustee(s)/State Government(s)/Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans/borrowings/debentures/securities/deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s)/Agent(s)/Trustee(s)/State Government(s)/Agency(ies), etc.”

“RESOLVED FURTHER THAT, the securities to be created by the Company as aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to finalize the documents for creating the aforesaid mortgages and/or charges and to do all such acts, things and matters as may be necessary for giving effect to the above resolution.”

9. Power under Section 186 of the Companies Act, 2013

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

“RESOLVED THAT, pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force), as amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate or invest/acquire the securities of any body corporate by way of subscription/purchase or otherwise up to a sum of Rs. 100 Crores (Rupees Hundred Crores Only), notwithstanding that the aggregate of the loan, guarantee or security or investments so far given/provided/made or to be given/provided/made exceeds the limits/will exceed the limits laid down by the Act.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively “transactions”) including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.”

10. Change of Registered Address of the Company

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

“RESOLVED THAT, pursuant to Section 12 and 13 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Regional Director) and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to shift the Registered Office of the Company from 86/2/4, S N Banerjee Road, 1st Floor, Flat No. 2, Kolkata, West Bengal – 700 014, (in the State of West Bengal) to Shop No 128, Supermall-2, GH-0 Circle, Infocity Gandhinagar, Gujarat – 382 007, (in the State of Gujarat).”

“FURTHER RESOLVED THAT, the clause of registered office, being Clause 2. in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

2. The Registered Office of the Company will be situated in the State of Gujarat

“FURTHER RESOLVED THAT, any of the Directors of the Company be and is hereby authorized to take all necessary action in this regard such as making necessary application(s) to the Registrar of Companies, Regional Director, or any other person/authority(ies) as may be required under Companies Act, 2013 and/or any other act for actions, matters and deeds as he/she may consider necessary for effective implementation of this resolution and matters incidental thereto.”

11. Approval of the request received by Mr. Rishiraj Patodia for reclassification of his shareholding from 'Promoter / Promoter Group' to 'Public' Category.

To consider 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 Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Listing Regulations") and other applicable laws and subject to necessary approvals from the BSE Limited ("BSE") and such other approvals as may be necessary and in accordance with the recommendation of the Board, consent of the Members be and is hereby accorded for the reclassification of the status of following person / entity (hereinafter referred to as the 'Outgoing Person') from "Promoter / Promoter Group" category to the "Public" category shareholder of the Company.

Sr. No.	Name of the Outgoing Person	Category	No. of equity shares held	(%) Percentage of Shareholding / Voting Rights
1.	Rishiraj Patodia	Promoter	0	0

"RESOLVED FURTHER THAT, upon receipt of necessary approval(s) for reclassification of the aforementioned Outgoing Person, the Company shall affect such re-classification in the statement of shareholding pattern of the Company to be filed under Regulation 31 of the Listing Regulations from the immediate succeeding quarter and in all other disclosures as may be required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force."

"RESOLVED FURTHER THAT, any director of the Company, be and is hereby authorised to intimate Stock Exchange i.e. BSE Limited ("BSE") post member's approval and to submit a reclassification application to the Stock Exchange i.e. BSE Limited ("BSE") within the permitted time and to execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution."

12. Approval of the request received by Ms. Sheela Patodia for reclassification of her shareholding from 'Promoter / Promoter Group' to 'Public' Category.

To consider 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 Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Listing Regulations") and other applicable laws and subject to necessary approvals from the BSE Limited ("BSE") and such other approvals as may be necessary and in accordance with the recommendation of the Board, consent of the Members be and is hereby accorded for the reclassification of the status of following person / entity (hereinafter referred to as the 'Outgoing Person') from "Promoter / Promoter Group" category to the "Public" category shareholder of the Company.

Sr. No.	Name of the Outgoing Person	Category	No. of equity shares held	(%) Percentage of Shareholding / Voting Rights
1.	Sheela Patodia	Promoter	0	0

“RESOLVED FURTHER THAT, upon receipt of necessary approval(s) for reclassification of the aforementioned Outgoing Person, the Company shall affect such re-classification in the statement of shareholding pattern of the Company to be filed under Regulation 31 of the Listing Regulations from the immediate succeeding quarter and in all other disclosures as may be required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force.”

“RESOLVED FURTHER THAT, any director of the Company, be and is hereby authorised to intimate Stock Exchange i.e. BSE Limited (“BSE”) post member’s approval and to submit a reclassification application to the Stock Exchange i.e. BSE Limited (“BSE”) within the permitted time and to execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.”

13. Approval of the request received by Mr. Anuj Patodia for reclassification of his shareholding from ‘Promoter / Promoter Group’ to ‘Public’ Category.

To consider 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 Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Listing Regulations”) and other applicable laws and subject to necessary approvals from the BSE Limited (“BSE”) and such other approvals as may be necessary and in accordance with the recommendation of the Board, consent of the Members be and is hereby accorded for the reclassification of the status of following person / entity (hereinafter referred to as the 'Outgoing Person') from "Promoter / Promoter Group" category to the "Public" category shareholder of the Company.

Sr. No.	Name of the Outgoing Person	Category	No. of equity shares held	(%) Percentage of Shareholding / Voting Rights
1.	Anuj Patodia	Promoter Group	2400	0.06

“RESOLVED FURTHER THAT, upon receipt of necessary approval(s) for reclassification of the aforementioned Outgoing Person, the Company shall affect such re-classification in the statement of shareholding pattern of the Company to be filed under Regulation 31 of the Listing Regulations from the immediate succeeding quarter and in all other disclosures as may be required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading)