40th

ANNUAL REPORT

2021-2022

OSWAL YARNS LIMITED

BOARD OF DIRECTORS	Sh. Tej Paul Oswal Managing Director Sh. Bharatt Oswall Wholetime Director Mr. Nipun Vyas Sh.Kulwant Rai Dhawan Ms. Vama Oswal
AUDITORS	S.H.S.P & Associates Chartered Accountants 657-B, Agar Nagar, Ludhiana
COMPANY SECRETARY	Ms. Sonali Verma
BANKERS	State Bank of India Civil Lines, Ludhiana
REGISTERED OFFICE & WORKS	Oswal House, Link Road, Industrial Area-A, Ludhiana-141 003 (pb.) Ph. 0161-2224256 E-mail:- oylyarns@rediffmail.com
REGISTRAR & TRANSFER AGENT	Link Intime India Pvt. Ltd. Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058 E-mail: delhi@linkintime.co.in 011 41410591 to 94

40th ANNUAL GENERAL MEETING

Day :Friday
Date :30 September, 2022
Time :10.30 a.m.
Place : CHICK FI Restaurant
Metro Road, Jamalpur Colony
Ludhiana-141010 (Pb.)

NOTICE

NOTICE is hereby given that the **40th Annual General Meeting** of the Members of **Oswal Yarns Limited** will be held on **Friday, 30th day of September, 2022 at 10:30 A.M CHICK FI Restaurant** Metro Road, Jamalpur Colony Ludhiana-141010 (Pb.) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kulwant Rai Dhawan (DIN: 00781090), who retires by rotation at this meeting and being eligible, offers herself for re-appointment.
3. To consider and approve the appointment of M/s SHSP and Associates, Chartered Accountants, Ludhiana (FRN 004267N) Chartered Accountants, as Statutory Auditors for 5 (five) financial years from 2022-23 to 2026-27 and to fix their remuneration.

By order of the Board
For Oswal Yarns Limited

Place: Ludhiana
Date: 23.08.2022

Sd/-
(Bharatt Oswall)
Whole-time Director
(DIN: 00469332)

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on the poll instead of himself/ herself and such proxy need not be a member of the company. This instrument appointing the proxy duly completed should be deposited at the registered office of the company not less than forty eight hours before the commencement of the meeting. A blank proxy form is enclosed to the notice.

2. The Members holding shares in physical mode are requested to notify the change in their address, if any, at the earliest to the Registrar & Transfer Agent/Company. However members, holding share in electronic mode may notify the change in their address, if any, to their respective Depository Participants.

3. Register of Members and Share Transfer Books of the Company will remain Closed from Saturday, 24th September, 2022 to Friday, 30th September, 2022 (both days inclusive).

4. In support of the Green Initiative in Corporate Governance of the Ministry of Corporate Affairs, the Company is sending the Annual Report 2021-22 electronically to its members whose email addresses are registered with the company's registrar/Depository Participant unless the member has specifically requested for physical copy of the report.

5. In case you wish to support your Company's concern to prevent global environment degradation, you are requested to please register your E-mail ID with your DP, if you hold the Company's shares in electronic form, under intimation to the Register & Transfer Agent through your registered E-mail ID. However, if you hold the shares in physical form then you may register your email ID with Registrar & Transfer Agent of the company by sending a letter under your registered signature at the below mentioned address:

Link Intime India Pvt. Ltd.
Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC,
Near Savitri Market, Janakpuri, New Delhi - 110058
E-mail: delhi@linkintime.co.in

6. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) to every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to the depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the company or the company's Registrar and Transfer Agent.

7. A separate sheet containing the complete details of the instructions for e-voting is being provided.

By order of the Board
For Oswal Yarns Limited

Place: Ludhiana
Date: 23.08.2022

Sd/-
(Bharatt Oswall)
Whole-time Director
(DIN: 00469332)

INSTRUCTIONS FOR E-VOTING OF SHAREHOLDERS

i. The voting period begins on Tuesday, 27th September, 2022 at 9 A.M. and ends on Thursday, 29th September, 2022 at 5 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. The shareholders should log on to the e-voting website www.evotingindia.com.

iv. Click on Shareholders.

v. Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

vi. Next enter the Image Verification as displayed and Click on Login

vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

viii. If you are a first time user follow the steps given below

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyy format) as recorded in your demat account or in the company records to login. • If the details are not recorded with the depository or company please enter OR the member id/ folio number in the Dividend Bank details field as mentioned in instruction (v)

ix. After entering these details appropriately, click on "SUBMIT" tab.

x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xii. Click on the EVSN No. 220823003 for the relevant Oswal Yarns Limited on which you choose to vote.

xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details. (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.

xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android, Apple and Windows based mobiles. The m-Voting app can be downloaded from Google Play Store, App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.comand register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

DIRECTORS' REPORT

To,
The Members
Oswal Yarns Limited,
Link Road, Industrial Area,
Ludhiana

Your Directors present the 40thAnnual Report together with Audited Statement of Accounts for the financial year ended 31st March, 2022.

Financial Highlights

The summarized financial results of the company during the financial year 2021-22 are as under:

PARTICULARS	2021-22	2020-21
Total Revenue from operations	**224.03**	**366.74**
Profit before Depreciation, Interest & Tax (PBDIT)	**3.36**	**9.68**
Less: Interest & Financial Expenses	2.61	6.47
Profit Before Depreciation & Tax (PBDT)	**0.75**	**3.21**
Less: Depreciation	2.50	3.58
Profit Before Exceptional & Extraordinary Items and Tax	**(1.75)**	**(0.37)**
Exceptional Items	0.31	1.53
Profit/ (Loss) Before Tax	**(2.06)**	**1.16**
Less: Tax Expense	3.56	0.40
Profit/ (Loss) for the Period	**(5.62)**	**0.76**
Earnings Per Share (Rs.)		
-Basic	(0.14)	0.02
-Diluted	(0.14)	0.02

Dividend

Due to loss this year company has not recomended any Dividend 21-22

Transfer to Reserves

No amount has been transferred to the General Reserves. Due to loss this year

Operational Review

The company's business predominantly comprises of only one segment i.e. manufacturing and trading of knitted cloth. It falls under the single business segment of Textile industry. During the year under review, the highlights of the Company's performance are as under:

- Revenue from operations Decreased to **Rs. 224.03** Lakhs from **Rs. 366.74 Lakhs**
- PBDIT Decreased to **Rs 3.36** Lakhs from **Rs. 9.68 Lakhs**
- Profit Before Tax for the current year stood at **Rs. (2.06**) **Lakhs**
- The Company reported loss Profit of Rs. (5.62) Lakhs as compared to Profit of **Rs.** 0.76 Lakhs reported last year.

Report on Corporate Governance

Pursuant to provisions of regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Regulation 27(2) are not applicable to the Company as on 31st March, 2022 as the paid-up Equity Share Capital and Net Worth was below Rs. 10 crores and Rs. 25 crores respectively.

Share Capital

During the year, the Company has neither issued any Shares with or without differential rights nor issued any Sweat

Equity shares. The Company has not purchased its own equity shares. The Paid up Equity Share Capital as on 31st March, 2022 stood at Rs. 4,01,00,000/- comprising of 40,10,000 Equity Shares of Rs. 10/- each. The Company has not issued or granted any stock options.

Board Meetings

The Board meets at regular intervals to discuss and decide on policy and strategy apart from other business discussions. During the year under review, the Board of Directors met on four occasions viz; 28th June, 2021; 30th July, 2021; 29th October, 2021; 29th January, 2022. The intervening gap between the Board Meetings was within the period prescribed under the Companies Act, 2013.

Public Deposits

The Company has not accepted any deposits from the public during the financial year 2021-22. There has not been any outstanding or unpaid or unclaimed deposit at the end of the financial year 2021-22 in terms of Section 73 of the Companies Act, 2013 including rules framed therein.

Directors and Key Managerial Personnel

IIn accordance with the provisions of Section 152(6) of the Companies Act, 2013, Mr. Kulwant Rai Dhawan (DIN: 00781090), retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the forthcoming Annual General Meeting.

The Board in its meeting held on 15th March, 2022 approved the resignation of Ms. Chetna Narang as Company Secretary of the Company and appointed Ms. Sonali Verma as Company Secretary and Compliance officer of the Company.

Declaration by Independent Directors

The independent directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations.

Significant and other material orders passed by the regulators or courts

There are no significant and other material orders passed by the regulators or courts or tribunals during the financial year 2021-22 which has an impact on the going concern status and operations of the company substantially.

Particulars of Loans, Guarantee or Investments

The Company has not given any loans, guarantee or made investments in terms of Section 186 of the Companies Act, 2013.

Material changes and commitments, if any, affecting the financial position of the company

There are no material changes affecting the financial position of the company which have occurred between the end of the financial year 2021-22 of the company to which the financial statements relate and the date of the directors report.

Annual Return

The Annual Return of the Company as on 31st March, 2022 in Form MGT - 7 in accordance with Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014 is enclosed as Annexure -1 and forms part of this Report and also available on the website of the Company.

Directors' Responsibility Statement

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

a) that in the preparation of the annual financial statements for the year ended 31st March, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
b) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
d) that Directors' have prepared the annual accounts on a going concern basis;
e) the directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
f) 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.

Selection & Remuneration Policy

The Board of Directors of your company on the recommendation of the Nomination & Remuneration Committee has framed a policy for selection and appointment of directors, key managerial personnel, senior management employees and their remuneration

Auditors

It is proposed to appoint M/s SHSP and Associates, Chartered Accountants, Ludhiana (FRN 004267N) Ludhiana as statutory auditors for block period of 5 years from 2022-23. M/s SHSP and Associates, Chartered Accountants have confirmed their eligibility for appointment, if made, at the ensuing Annual General Meeting.

Cost Records

As per the requirements of the Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is not required to maintain cost records.

Auditors' Report

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

Conservation of Energy, technology Absorption and Foreign Exchange Earning and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo is annexed herewith as Annexure- 2 and forms part of this Report.

Secretarial Audit Report

The Board has appointed Mr. Vikas Rai Berry, Practicing Company Secretary as Secretarial Auditors of the Company for the financial year 2021-22. The Secretarial Audit Report for the financial year ended 31st March, 2022 is enclosed as Annuexure-3 to this report. The Secretarial Audit Report is self-explanatory and do not call for any further comments.

Particulars of Contracts or Arrangements with Related Parties

The company has not entered into any contract or arrangement or transactions with the related parties in terms of Section 188(1) of the Companies Act, 2013 during the year under review. Therefore there is no requirement for disclosure pursuant to Clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

Corporate Social Responsibility (CSR)
The stipulation of formulate Corporate Social Responsibility Committee is not applicable to your company in terms of Section 135 of the Companies Act, 2013.

Formal Annual Evaluation
The Board carries out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its various committees viz. Audit, Risk Management, Nomination & Remuneration and Stakeholders Relationships Committee.

Industrial Relations
Industrial relations remained cordial throughout the year under review.

Internal Control Systems and Audit
Your company has adequate internal control systems commensurate with the size and nature of the business. The company has engaged Berry Associates as its external agency to conduct internal audit of affairs of the company. The scope of their work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes and assessing the internal control strengths in all areas. Internal Auditors findings are discussed and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis.
Committees of the Board

1. **Audit Committee**
   The company has constituted an Audit Committee in terms of Section 177 of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015. As on 31st March, 2022, the Committee comprises of Sh. Kulwant Rai Dhawan as Chairman with Sh. Nipun Vyas and Ms. Vama Oswal as Members. The recommendations of the audit committee are always accepted by the Board of Directors. The Audit Committee met 4 (four) times during financial year 2021-22 on 28th June, 2021; 30th July, 2021; 29th October, 2021 and 29th January, 2022.

2. **Nomination and Remuneration Committee**
   The Nomination and Remuneration Committee has been constituted by the Board in terms of Section 178 of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015. As on 31st March, 2022, the Committee consists of Sh. Kulwant Rai Dhawan as Chairman with Sh. Nipun Vyas and Ms. Vama Oswal as Members. It lays down criteria for the persons who are qualified to become directors and who may be appointed in senior management, makes recommendation to the Board for the appointment and removal of directors, key managerial personnel, senior management employees and their remuneration. During the financial year 2021-22, two meetings of the Nomination and Remuneration Committee were held on 30th July, 2021 and 29th January, 2022.

3. **Stakeholders Relationship Committee**
   The Company has constituted Stakeholders Relationship Committee in terms of Section 178 of the Companies Act, 2013 read with stipulations of the SEBI (LODR), 2015. It comprises of Sh. Nipun Vyas as Chairman with Sh. Tej Paul Oswal and Sh. Kulwant Rai Dhawan as members. It inter-alia considers and resolves the grievances of the shareholders and investors viz; transfer of shares, non-receipt of shares/annual reports etc. & reviewing the reports by the Registrar. The Stakeholders Relationship Committee met 4 (four) times during financial year 2021-22 on on 28th June, 2021; 30th July, 2021; 29th October, 2021 and 29th January, 2022.

Vigil Mechanism/Whistle Blower Policy

The company has a vigil mechanism / whistle blower policy whereby any personnel who has genuine concerns and/or observes matters involving any alleged misconduct (not necessarily a violation of law), fraud and mismanagement, if any, can approach the Audit Committee without necessarily informing their supervisors. The company has provided protection to "whistle blowers" from unfair termination and other prejudicial employment practices. During the financial year 2021-22, there has not been any instance of fraud/misconduct etc. reported under this policy of the company.

Subsidiaries/Joint Ventures and Associates

The company does not have any subsidiary/joint venture and associate company/concern.

Management Discussion and Analysis

Management Discussion and Analysis Report as required under Regulation 34 and Schedule V of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report.

Particulars of Employees

Information pertaining to employees in terms of Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013 is NIL.

Policy for Prevention of Sexual Harassment of Women at Work Place

Your Company has adopted a policy and constituted Internal Complaints Committee for prevention, prohibition and redressal of sexual harassment of women at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the financial year 2021-22, no complaint on sexual harassment was received by the company.

henel) Rules, 2014 of t Creditors, Shareholders, Government Department, Customers and Business Constituents for their cooperation and support.

Listing

The securities of the Company are listed on BSE Limited (Scrip Code: 514460), Floor 25, P.J. Towers, Dalal Street, Mumbai - 400 001. However, the Company has not paid listing fee of the Stock Exchange against which BSE Limited has initiated insolvency proceedings against the Company. The Company cannot further comment on the same as the matter is subjudice.

Acknowledgment

Your company expresses gratitude to the Lenders, Creditors, Shareholders, Government Department, Customers and Business Constituents for their cooperation and support.

Details of application made or preceding pending under Insolvency and Bankruptcy Code 2016:

BSE has filed an application with honorable National Company Law Tribunal at Chandigarh Bench for initiating Corporate Insolvency Resolution proceeding under Insolvency and Bankruptcy Code 2016 due to nonpayment of allied Listing fee. The matter is subjudice.

Details of difference between Valuation amount on One-Time settlements and valuation while availing loan from Banks and Financial Institutions:

During the year under review, there was no one-time settlement of loans taken from banks and financial Institutions.

For & On Behalf of Board of Directors
For Oswal Yarn Limited

	Sd/-	Sd/-
	(Bharatt Oswall)	(Tej Paul Oswal)
Place: Ludhiana	Executive Director	Managing Director
Date: 23.08.2022	(DIN: 00469332)	(DIN: 00781144)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

IIndustry Structure and Developments

The world currently suffering from the Covid-19 pandemic which has adversely affected the world economy on the whole. The world is currently fighting a health pandemic as well as an economic pandemic. The outbreak of Covid-19 has posed one of the biggest unforeseen threat to the Global Economy. The company predominantly operates in one segment i.e. manufacturing and trading of knitted cloth. It falls under the single business segment of Textiles. Covid-19 pandemic has hit the textile sector very hard. Fall in consumer demand with the continuous rise in inputs has adversely affected the sector on the whole.

Looking forward, this pandemic has posed unforeseen and unprecedented challenges.

Opportunities and Threats

Strategically located unit in the heart of the industrial town of Ludhiana is an opportunity for the company in these difficult times. Strong core competence fundamentals of promoters and easily accessible customer base are the other strengths of the Company.

Poor macro-economic conditions and uncertainty in the markets going ahead pose significant threat to the Company. The Company has been into losses for many years which makes it difficult for the Company to meet working capital fund requirements

Performance and Future Outlook

During the year under review, Revenue from operations decreased to Rs. 224.03 Lakhs from Rs 366.74 Lakhs in previous year. Loss before Tax for the current year stood at Rs. (2.06) Lakhs and The Company reported a Net Loss of Rs. (5.62) Lakhs as compared to Profit of Rs. 0.76 Lakhs reported last year.

Keeping in view the current situation of the economy as well as financial position of the Company, the future outlook remains uncertain for the Company.

Internal Control System

Your company has adequate internal control system commensurate with the size and nature of business to ensure utilization and protection of assets, compliance with statues and proper recording of transactions. The company has engaged "Berry & Associates" as its external agency to conduct internal audit of affairs of the company. The scope of their work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes and assessing the internal control strengths in all areas. Internal Auditors findings are discussed and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis.

Cautionary Statement

Statements in the Management Discussion and Analysis Report describing the Company's expectations, estimates and projections may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied.

Details of Significant Changes

i)	Debtor Turnover Ratio	3.10%
ii)	Inventor Turnover Ratio	0.69%
iii)	Interest Coverage Ratio	0.64%
iv)	Current Ratio	6.35%
v)	Debt Equity Ratio	(1.03)%
vi)	Operating Profit Margin	0.20%
vii)	Net Profit Margin	(2.52)%
viii)	Change in Return on Net worth as compared to previous Financial Year	1.42%

Annexure-1

Form No. MGT-7
ANNUAL RETURN
As on the financial year ended on 31/03/2022
Of
Oswal Yarns Limited
[Pursuant to Section 92(1) of the Companies Act, 2013
And
Rule 11(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

i)	CIN:	L17111PB1982PLC005006
	Foreign Company Registration Number/GLN	
	Permanent Account Number(PAN) of the company	AAACO8968Q
ii)	a) Name of the Company	OSWAL YARNS LIMITED
	b)Registered office address	OSWAL HOUSE LINK ROAD, INDUSTRIAL AREA A LUDHIANA PUNJAB 141003 India
	c)*email-ID of the company	oylyarns@rediffmail.com
	d)*Telephone number with STD code	01612224256
	e)Website	
iii)	Date of Incorporation	16/06/1982
iv)	Type of the Company Category of the Company Sub-category of the Company	Public Company Company limited by shares Indian Non-Government company
V	Whether company is having share capital	Yes
Vi	*Whether shares listed on recognized Stock Exchange(s) (a) Details of stock exchanges where shares are listed	Yes S. No / Stock Exchange. Name / Code 1 / BSE Limited / 1
	(b)CIN of the Registrar and Transfer Agent Name of the Registrar and Transfer Agent Registered office address of the Registrar and Transfer Agents	U67190MH1999PTC118368 LINK INTIME INDIA PRIVATE LIMITED C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai City Maharashtra 400083
Vii	*Financial year From	(01/04/2021) To (31/03/2022)
Vii	*Whether Annual General Meeting (AGM) held (a) If yes, date of AGM	No
	(b) Due date of AGM	30/09/2022
	(c) Whether any extension for AGM granted	No
	(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension	
	(e) Extended due date of AGM after grant of extension	
	(f) Specify the reasons for not holding the same	The AGM will be held on its due date.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities ....

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	99.63

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

S. No.	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint venture	% of shares held
		Not Applicable		

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i) Share Capital

a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	4,250,000	4,010,000	4,010,000	4,010,000
Total amount of equity shares (in rupees)	42,500,000	40,100,000	40,100,000	40,100,000

Number of classes: 1

Class of Shares	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Number of equity shares	4,250,000	4,010,000	4,010,000	4,010,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	42,500,000	40,100,000	40,100,000	40,100,000

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes : Nil

Class of Shares Number of preference shares	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Nominal value per share (in rupees)	0 0	0 0	0 0	0 0
Total amount of preference shares (in rupees)	0	0	0	0

(C) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(D) Break-up of paid-up share capital

Class of Shares	Number of shares			Total Nominal Amount	Total Paid -up amount	Total premium
Equity shares	Physical	Demat	Total			
At the beginning of the year	3614200	395800	4010000	40100000	40100000	
Increase during the year	0	11300	11300			
i. Pubic Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	0	0	0	0	
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify: Dematerialized during the year	0	11300	11300			
Decrease during the year	11300	0	11300			
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify: Dematerialized during the year	11300	0	11300			
At the end of the year	3602900	407100	4010000	40100000	40100000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	
i. Issues of shares	0	0	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	0	0	

iii. Others, specify	0	0	0	0	0
Decrease during the year	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0
iv. Others, specify	0	0	0	0	0
At the end of the year	0	0	0	0	0

ISIN of the equity shares of the company : INE670H01017.

(ii) Details of stock split/consolidation during the year (for each class of shares) Nil

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / consolidation	Face value per share			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first
return at any time since the incorporation of the company)*
………. Nil

[Details being provided in a CD/Digital Media] o Yes o No o Not applicable

Separate sheet attached for details of transfers o Yes o No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of Previous AGM

Date of Registration of Transfer

Type of transfer

1- Equity
2- Preference Share
3- Debentures
4- Stock

Number of Shares/Debentures/Units Transferred

Amount per Shares/Debentures/Units (in Rs.)

Ledger Folio of Transferor

Transferor's Name

First Name :-
Middle Name :-
Surname :-

Ledger Folio of Transferee

Transferee's Name

First Name :-
Middle Name :-
Surname :-

iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures			
Partly convertible debentures			
Fully convertible debentures			
Total			

Details of debentures

Class of Debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures				
Partly convertible debentures				
Fully convertible debentures				

(v) Securities (other than shares and debentures)

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act,2013)

(i) Turnover Rs. 22363495

(ii) Net worth of the Company Rs. 36767472.26

(a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity Number of	Percentage	Preference Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1815328	45.27	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0.	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	0	0	0
9.	Body corporate (not mentioned above)	0	0	0
10.	Others	0	0	0
Total	1	1815328	45.27	0

Total number of shareholders (promoters): 7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No. Category	Equity Number of shares	Percentage	Preference Number of shares	Percentage
1. Individual/Hindu Undivided Family	17656	0.44		
(i) Indian	1970873	49.15	0	
(ii) Non-resident Indian (NRI)	20200	0.50	0	
(iii) Foreign national (other than NRI)	163900	4.09	0	
2. Government				
(i) Central Government	0	0	0	
(ii) State Government	0	0	0	
(iii) Government companies	0	0	0	
3. Insurance companies	0	0	0	
4. Banks	0	0	0	
5. Financial institutions	0	0	0	
6. Foreign institutional investors	0	0	0	
7. Mutual funds	0	0	0	
8. Venture capital	0	0	0	
9. Body corporate (not mentioned above)	21603	0.94	0	
10.Others: Clearing Members	440	0.01		
Total	2,194,672	54.74	0	

Total number of shareholders (other than promoters): **14734**
Total number of shareholders (Promoters + Public/Other than promoters) **14741**

c) * Details of Foreign institutional investors' (FIIs) holding shares of the company 0

Name of the FII	**Address**	**Date of Incorporation**	**Country of Incorporation**	**Number of shares held**	**% of shares held**

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	**At the beginning of the year**	**At the end of the year**
Promoters	7	7
Members (other than promoters)	14552	14734
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	No	Executive	Non Executive	Executive	Non Executive
A. Promoter	2	1	2	1	29.05	0
B. Non-Promoter	0	2	0	2	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors	0	0	0	0	0	0
representing						
(i) Banks and FIs	0	0	0	0	0	03
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	3	2	3	29.05	0

Number of Directors on the financial year 2021-22 and Key managerial personnel (who is not director) as end date: 7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
TEJ PAUL OSWAL	00781144	Managing Director	886100	
BHARATT OSWALL	00469332	Whole-time Director	278600	
KULWANT RAI DHAWAN	00781090	Director	0	
VAMA OSWAL	08264613	Director	0	
NIPUN VYAS	09034734	Director	0	
SONALI VERMA	BJBPV0307E	Company Secretary	0	
BANSI LAL BHAT	ALRPB0894R	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the Year 4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment / change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SURINDER KUMAR GARG	01482096	Director	13/07/2020	Cessation
NIPUN VYAS	09034734	Director	04/03/2021	Appointment
CHETNA NARANG	BNAPN4349B	Company Secretary	15/03/2022	Cessation
SONALI VERMA	BJBPV0307E	Company Secretary	15/03/2022	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETING

Number of meetings held: 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
Annual General Meeting	30/09/2021	14666	35	0.23

B. BOARD MEETINGS

*Number of meetings held: 8

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance Number of directors attended	% of attendance
1	28/06/2021	4	3	80
2	30/07/2021	4	4	100
3	29/10/2021	4	4	100
4	29/01/2022	4	4	100

C. COMMITTEE MEETINGS

Number of meetings held: 10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of meeting	Attendance Number of	% of attendance
1	Audit Committee	28/06/2021	3	2	66.67
2	Audit Committee	30/07/2021	3	3	100
3	Audit Committee	29/10/2021	3	3	100
4	Audit Committee	29/01/2022	3	3	100
5	Nomination & Remuneration Committee	30/07/2021	3	3	100
6	Nomination & Remuneration Committee	29/01/2022	3	3	100
7	Stakeholder Relationship Committee	28/06/2021	3	2	66.67
8	Stakeholder Relationship Committee	30/07/2021	3	3	100
9	Stakeholder Relationship Committee	29/10/2021	3	3	100
10	Stakeholder Relationship Committee	29/01/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No. Name of the Director	Board Meetings Number of Meetings which director was entitled to attend	Number of Meetings attended	% of atten-dance	Committee Meetings Number of Meetings which director was entitled to attend	Number of Meetings attended	% of atten-dance	Whether attended AGM held on (Y/N/NA)
1 TEJ PAUL OSWAL	4	4	100	4	4		100
2 BHARATT OSWALL	4	4	100	5	5		100
3 KULWANT RAI DHAWAN	4	4	100	10	10		100
4 VAMA OSWAL	4	4	100	6	6		100
5 NIPUN VYAS	4	4	100	10	10		100

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered 1

S. No	Name	Designation	Gross salary	Commission	Stock Option / Sweat equity	Others	Total Amount
1.	BHARATT OSWALL	Whole-time Director	133400	0	0	0	133400
	Total		133400	0	0	0	133400

B. Number of CEO, CFO and Company secretary whose remuneration details to be entered: 3

S No	Name	Designation	Gross	Commission salary	Stock Option / Sweat equity	Others	Total Amount
1.	CHETNA NARANG	Company Secretary	130000	0	0	0	130000
2.	SONALI VERMA	Company Secretary	7097	0	0	0	7097
3.	BANSI LAL BHAT	Chief Financial Officer	195500	0	0	0	195500
	Total		332597	0	0	0	332597

C. Number of other directors whose remuneration details to be entered 0

S.No	Name Total	Designation	Gross salary	Commission	Stock Option / Sweat equity	Others	Total Amount

1.

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year o Yes

B. If No, give the reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS

………….. Nil …………….

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment O No

(In case of 'No?, submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in

Form MGT-8.
Name: Vikas Rai Berry
Whether associate or fellow : Fellow
Certificate of practice number: 4013.
I/We certify that:
a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company
d) the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.
DECLARATION
I am authorised by the Board of Directors of the company ………………… vide resolution no. dated …………….. (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made there under in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:
1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of section 447, sections 448 and 449 of the Companies, Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.
To be signed by
Director
DIN of the director: 00469332
To be signed by
o Company Secretary
o Company Secretary in practice
Membership number ……………. Certificate of practice number ………………………

Annexure-2

DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A. Conservation of Energy:

Steps Taken or impact on conservation of energy:

Energy conservation continues to be priority area of the management of your company. Steps taken in this regard includes stress on preventative maintenance, plugging of leakages and replacement of worn out wires.

Steps taken for utilizing alternate sources of energy

No such steps were taken. However LED lights and the improvised ventilation system facilitate form part of steps taken for source of energy.

Capital Investment on Energy Conservation Equipments

No capital investment has been made on energy conservation equipments

Total energy consumption is given below:

Power and Fuel Consumption:

Description	Financial Year 2021-22	Financial Year 2020-21
Electricity Purchase Units (KWH)	5737	67442
Total Amount (Rs.)	72238	693627
Rate/Unit (Rs.)	12.59	10.28
Own Generation/Steam Oil	Nil	Nil

B. Technology Absorption:

The technology used by the company is completely indigenous. It is continuously upgraded by inhouse efforts for product improvement and cost effectiveness.

No technology has been imported.

C. Foreign Exchange Earning and Outgo

There has not been any foreign exchange earning and outgo

For & On Behalf of Board of Directors
For Oswal Yarn Limited

	Sd/-	Sd/-
	(Bharatt Oswall)	(Tej Paul Oswal)
Place: Ludhiana	Executive Director	Managing Director
Date: 23.08.2022	(DIN: 00469332)	(DIN: 00781144)

Annexure-3

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2022
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Oswal Yarns Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company'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, I hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2022 (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2022 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;
Provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made there under are not attracted during the audit period as there was no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings as informed to us.
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009- Not Applicable as the Company has not raised any capital during the year;
(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not Applicable;
(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 - Not Applicable as the Company is not registered as Registrars to an Issue and Share Transfer Agents;
(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable; and
(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not Applicable as the Company has not done any buy-back during the year.

I have also examined compliance with the applicable clauses of the following:
Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned above and there is an adequate compliance management system for the purpose of other applicable laws i.e. Labour Laws and Environmental Laws. I have relied on the representations made by the Company and its officers for compliance of other applicable laws and Regulations and for the systems and mechanisms formed by the Company for compliances of these Laws.
I further report that:
The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review are carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda are 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 of the Board of Directors are approved unanimously or by majority and same Ire captured and recorded as part of the minutes.
I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
I further report that BSE Limited has initiated insolvency proceedings against the Company in the Hon'ble National Company Law Tribunal. The matter is subjudice therefore; no further comments can be made on the same.

For Vikas Rai Berry
Practicing Company Secretaries

Sd/-
Vikas Rai Berry
Prop.
FCS No. 4013
CP No. 12365
UDIN: F004013D000831147

Place: Ludhiana
Date: 23.08.2022

Annexure A to Secretarial Audit Report

To
The Members
Oswal Yarns Limited
Ludhiana

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

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. I have followed the audit practices and processes as Ire 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. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of Financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedure on test basis and where ever required, I have obtained and relied on the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.
7. During the course of my examination of the books and records of the Company carried out in accordance with generally accepted practices in India, I have neither come across any instance of fraud on or by the Company, nor the Company has noticed and reported any such case during the year and accordingly the Company has not informed me of any such case.

For Vikas Rai Berry
Practicing Company Secretaries

Sd/-
Vikas Rai Berry
Prop.
FCS No. 4013
CP No. 12365
UDIN: F004013D000831147

Place: Ludhiana
Date: 23.08.2022

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF OSWAL YARNS LIMITED
OPINION

We have audited the accompanying financial statements of OSWAL YARNS LIMITED ("the Company") which comprise the Balance Sheet as at 31st March 2022, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, 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 financial statements give the information required by the Companies Act 2013 ("the ACT") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022 and its Profit 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.

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

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the 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 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 accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial 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.
Thus, Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities 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 accounting estimates and related disclosures made by management.

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

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with themall 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 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 accounts 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 written representations received from the directors as on March 31st, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2022, from being appointed as a director in terms of Section 164(2) of the Act;
With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

f) As 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 A.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us: -

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivatives contracts.

iii. There has been no delay in transferring amounts, required to be transferred, if any, to the Investor Education and Protection Fund by the Company.

iv(a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

v. The Company has neither declared nor paid any dividend during the year.

2. As required by the Companies (Auditor's Report) Order, 2020 ('the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure B', a statement on the matters specified in paragraphs 3 and 4 of the Order.

For S.H.S.P. & ASSOCIATES
Chartered Accountants
FRN:004267N

Sd/-
Hari Pal Gupta
Partner
M.No:088848
UDIN:22088848AJVHAT 9704

Place: - Ludhiana
Dated: - 28-05-2022

Annexure A to Independent Auditors' Report

(Referred to in paragraph [2 (f)] under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Oswal Yarns Limited)

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

We were engaged to audit the internal financial controls over financial reporting of Oswal Yarns Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit conducted in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI.

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, 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 31 March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S.H.S.P. & Associates.
Chartered Accountants
FRN:004267N
Hari Pal Gupta
Partner
M.No: 088848

Place: - Ludhiana
Dated: 28-05-2022

Annexure B to Independent Auditors' Report

Referred to in paragraph [2] under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Oswal Yarns Limited)

i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant & Equipment.

(b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.

(c) The title deeds of immovable properties, as disclosed in Note [3] to the financial statements, are held in the name of the Company.

(d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

(e) (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) The inventory have been conducted at reasonable intervals by the Management during the year. There were no material discrepancies noticed on physical verification of inventory as compared to book records.

(b) The Company has not been sanctioned working capital limits in excess of ? 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii. The Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties and hence reporting under clause 3(iii) of the order is not applicable.

iv. According to the information and explanations given to us, the Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186 and hence reporting under clause 3(iv) of the order is not applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

vii. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government,

during the year and upto the date of this report.

(c) There were no whistle blower complaints received by the company during the year.

xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statement as required by the applicable accounting standards.

xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year.

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

xx. Section 135 and Schedule VII of The Companies Act, 2013 is not applicable to the company and hence, clause 3(xx) of the order is not applicable to the Company.

e Management.

xi. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. As the Company is not a Nidhi Company.Therefore provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Section 177 of the Act. The Company does not have any transactions with related parties under the provisions of Section 188 of the Act. Accordingly, the provisions of Clause 3(xiii) of the Order are not applicable to the Company.

xiv. According to the information and explanation given to us, 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 explanation given to us and based on our examination of the records of the Company, the Company has not entered into any non cash transactions with its directors or persons

Balance Sheet as at 31st March 2022

Amount in Thousand

Particulars	Note No.	As at 31.03.2022		As at 31.03.2021	
Assets					
Non-current assets					
(a) Property, Plant and Equipment	3	4,539.84		5,221.11	
(b) Financial Assets					
(i) Other financial assets	4	248.28	4,788.11	248.28	5,469.38
Current assets					
(a) Inventories	5	33,792.78		30,921.95	
(b) Financial Assets					
(i) Trade receivables	6	6,822.27		7,599.47	
(ii) Cash and cash equivalents	7	240.59		1,221.45	
(c) Other current assets	8	351.63	41,207.26	262.58	40,005.46
Total Assets			**45,995.38**		**45,474.84**
EQUITY AND LIABILITIES					
Equity					
(a) Equity Share capital	9	40,100.00		40,100.00	
(b) Other Equity	10	(3,332.54)	36,767.46	(2,768.48)	37,331.52
LIABILITIES					
Non-current liabilities					
(a) Financial Liabilities					
(i) Borrowings	11	1,985.95		1,930.65	
(b) Provisions	12	417.06		456.40	
(c) Deferred tax liabilities (Net)	13	332.84	2,735.84	-	2,387.05
Current liabilities					
(a) Financial Liabilities					
(i) Borrowings	14	1,436.49		1,294.36	
(ii) Trade payables	15				
Total outstanding dues of Micro & - Small Enterprises and		2,126.95		3,993.63	
Total outstanding dues of creditors - other than Micro & Small Enterprises		2,380.88		81.67	
(iii) Other financial liabilities	16	384.50		334.94	
(b) Other current liabilities	17	140.40		39.40	
(c) Current Tax Liabilities (Net)	18	22.86	6,492.07	12.25	5,756.26
Total Equity and Liabilities			**45,995.38**		**45,474.84**

The accompanying Significant Accounting Policies and notes forms an integral part of the Financial Statement

AUDITORS' REPORT In terms of our Report of even date.
FOR S.H.S.P. & ASSOCIATES

for and on behalf of the Board
OSWAL YARNS LIMITED

CHARTERED ACCOUNTANTS
Sd/-
(HARI PAL GUPTA)
PARTNER
Membership No. : 088848
Firm Reg. No.: 004267N
PLACE : LUDHIANA
DATED : 28-05-2022

Sd/-
(TEJ PAUL OSWAL)
MANAGING DIRECTOR
(DIN: 00781144)

Sd/-
(BHARATT OSWALL)
WHOLE TIME DIRECTOR
(DIN: 0469332)

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2022

Amount in Thousand

Particulars	Note No.		**For the period ended 31.03.2022**	**For the period ended 31.03.2021**
INCOME				
Revenue From Operations	19		22,363.50	36,808.14
Other Income	20		39.99	11.84
Total Income			**22,403.48**	**36,819.98**
EXPENSES				
Cost of materials consumed	21		312.00	2,358.34
Purchase of Stock-in-Trade			22,458.25	37,912.20
Changes in inventories of finished goods and work-in-progress	22		(3,209.07	(7,592.44)
Employee benefits expense	23		1,577.58	1,488.32
Finance costs	24		261.26	646.40
Depreciation expense	25		250.36	358.13
Other expenses	26		928.54	1,686.79
			22,578.92	**36,857.73**
Profit before exceptional items and tax			(175.44)	(37.75)
Exceptional Items				
Add : Loss/Profit on Sale of Tangible Fixed Assets			30.91	153.39
Profit before tax			**(206.34)**	**115.64**
Less: Tax expense:				
(1) Current tax		23.50		39.65
(2) Deferred tax		332.84		
		-	356.34	39.65
Profit for the year			**(562.68)**	**75.99**
Other Comprehensive Income				
i) Items that will not be reclassified to profit or loss			-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss			**-**	**-**
Total Other Comprehensive Income for the period			-	-
.Total Comprehensive Income for the period			(562.68)	75.99
Earnings per equity share:	26			
(Nominal value of equity share - ` 10/-)				
Basic			-	-
Diluted			-	-

The accompanying Significant Accounting Policies and notes forms an integral part of the Financial Statement

for and on behalf of the Board

S.H.S.P. & Associates
CHARTERED ACCOUNTANTS
Sd/-
(HARI PAL GUPTA)
PARTNER
Membership No. : 088848
Firm Reg. No.: 004267N
PLACE : LUDHIANA
DATED : 28-05-2022

Sd/-
(TEJ PAUL OSWAL)
MANAGING DIRECTOR
(DIN: 00781144)

OSWAL YARNS LIMITED
Sd/-
(BHARATT OSWALL)
WHOLE TIME DIRECTOR
(DIN: 0469332)

Significant Accounting Policies

1 General Information

Oswal Yarns Limited is engaged in manufacturing and trading of Yarn and Cloth. The Company is a public limited company incorporated and domiciled in India and has its registered office at Oswal House, Link Road, Industrial Area A, Ludhiana, Punjab 141003. The Company has its listings on BSE Limited.

2 Significant Accounting Policies

Following significant accounting policies are being followed by the company:-

a) Basis of preparation and presentation of financial statements

"These financial statements are prepared in accordance with and in compliance, in all material aspects, with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act , 2013 (`Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read along with Companies (Indian Accounting Standards) Rules as amended and other provisions of the Act. The company has adopted Ind AS with April 1, 2016 as the transition date and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The financial statementsare presented in Indian Rupees (''INR'') and all values are rounded to the nearest lakhs, except otherwise indicated.

b) Inventories

Raw materials, work-in-progress, finished goods, stores & spares have been valued at cost or net realizable value whichever is lower. The cost in respect of various items of inventory is computed as under :

- Raw materials at actual cost plus direct expenses incurred to bring the stock at its present position and location excluding any taxes.
- Work-in-progress at raw material cost plus conversion cost depending upon the stage of completion.
- Finished goods at raw material cost plus conversion cost incurred to bring the goods up to their present condition and location.
- Stores & spares at actual cost plus direct expenses incurred to bring the stock at its present position and location excluding any taxes
-Waste has been valued at net realizable value.

c) Revenue Recognition

Sale of Products & services: Sales are recognised when all the significant risks and rewards of ownership are transferred to the buyer and the company retains no effective control of the goods transferred to a degree associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods.

d) Propert, Plant & Equiment

"On adoption of Ind AS the company retained the carrying value of all its property plant and equipment as recognized in financial statement as at the date of transition to Ind AS measured as per previous GAAP and used that as deemed cost as permitted by Ind AS 101.Fixed Assets have been stated at cost including any attributable costs relating to acquisition and installation thereof and duties and taxes less any tax credits, if any, and less depreciation up to date. Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets are recognised in the Statement of Profit and Loss.Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress

e) Depreciation

Depreciation on fixed assets has been provided on written down value method on the basis of usefull life and in the manner specified in Schedule - II to the Companies Act, 2013

f) Earnings Per Share

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic ernings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shaes.

g) Impairment of Assets

The Company has considered all the external sources of information and internal sources of information indicating whether an individual asset or a cash-generating unit of the company has impaired. On the basis of those sources of information, no indication of a potential impairment loss is present, as such no formal estimate of recoverable amount has been made at the balance sheet date.

h) Employee Benefits

(i) Provident Fund and ESI

Contribution to Provident Fund and ESI is made in accordance with the provisions of their resepctive acts and is recognised in the statement of profit & loss.

(ii) Leave with Wages

Provision for leaves, if any, is made on the basis of leaves accrued to the employees during theyear.

(iii) Gratuity

Liability for gratuity is provided through a policy taken from Life Insurance Corporation of India (LIC) by a trust formed for the purpose. The liability is provided on the basis of actuarial valuation made by LIC as at the close of the year to cover the year's liability and such liability is charged to the profit and loss account

i) Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

j) Accounting for Taxes on Income

Tax Expense comprise current and deferred tax. Provision for current tax is made in accordance with the provisions of Income Tax Act,1961. Deferred Tax resulting from timing differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. However, deferred tax assets arising on account of brought forward losses and unabsorbed depreciation are recognized only when there is virtual certainty by convincing evidence that sufficient future taxable income will be available against which such deferred tax can be realised.

k) Accounting policies not specifically referred to are consistant with generally accepted accounting practices

For and on behalf of the Board of
OSWAL YARNS LIMITED
Sd/-

(TEJ PAUL OSWAL)	**(BHARATT OSWALL)**
MANAGING DIRECTOR	**WHOLE TIME DIRECTOR**
(DIN: 00781144)	**(DIN: 00469332)**

ASSETS

Non-Current Assets

3. Property, Plant and Equipment

Amount in Thousand

Description of assets	Gross carrying amount				Depreciation				Net carrying amount	
	As at 01.04.2021	**Additions during the period**	**Disposals**	**As at 31.03.2022**	**Opening accumulated depreciation**	**Depreciation for the period**	**Eliminated on disposal of assets**	**Closing accumulated depreciation**	**As at 31.03.2022**	**As at 31.03.2020**
Freehold land	2,021.31	-	-	2,021.31	-	-	-	-	2,021.31	2,021.31
Buildings	3,227.22	-	-	3,227.22	2,331.38	102.05	-	2,433.43	793.79	895.84
Plant and Equipment	22,428.66	-	7,999.70	14,428.96	21,223.92	12.33	7,568.79	13,667.46	761.50	1,204.74
Furniture and Fixtures	57.53	-	-	57.53	54.65	-	-	54.65	2.88	2.88
Vehicles	3,835.03	-	-	3,835.03	2,738.69	135.97	-	2,874.66	960.37	1,096.34
Total	**31,569.74**	**-**	**7,999.70**	**23,570.04**	**26,348.64**	**250.36**	**7,568.79**	**19,030.20**	**4,539.84**	**5,221.11**
Previous year's Total	38,547.79	528.97	7,507.02	31,569.74	33,110.92	358.13	7,120.41	26,348.64	5,221.11	5,436.88

Description of assets	Gross carrying amount				Depreciation				Net carrying amount	
	As at 01.04.2020	**Additions during the period**	**Disposals**	**As at 31.03.2021**	**Opening accumulated depreciation**	**Depreciation for the period**	**Eliminated on disposal of assets**	**Closing accumulated depreciation**	**As at 31.03.2021**	**As at 31.03.2020**
Land	2,021.31	-	-	2,021.31	-	-	-	-	2,021.31	2021.31
Buildings	2,723.75	503.47	-	3,227.22	2,244.60	86.78	-	2,331.38	895.84	479.15
Plant and equipment	29,910.18	25.50	7,507.02	22,428.66	28,330.19	14.13	7,120.41	21,223.92	1,204.74	1,579.98
Furniture and fixtures	57.53	-	-	57.53	54.65	-	-	54.65	2.88	2.88
Vehicles	3,835.03	-	-	3,835.03	2,481.48	257.22	-	2,738.69	1,096.34	1,353.55
Total	**38,547.79**	**-**	**-**	**31,569.74**	**33,110.92**	**358.13**	**7,120.41**	**26,348.64**	**5,221.11**	**5,436.87**

As per our report of even date.
FOR S.H.S.P. & ASSOCIATES
CHARTERED ACCOUNTANTS

for and on behalf of the Board
OSWAL YARNS LIMITED

Sd/-
(HARI PAL GUPTA)
PARTNER
Membership No. : 088848
Firm Reg. No.: 004267N
PLACE : LUDHIANA
DATED : -28-05-22

Sd/-
(TEJ PAUL OSWAL)
MANAGING DIRECTOR
(DIN: 00781144)

Sd/-
(BHARATT OSWALL)
WHOLE TIME DIRECTOR
(DIN: 00469332)

Amount in Thousand

	As at 31.03.2022	As at 31.03.2021
4. Other Non- Current Assets		
Financial assets at amortized cost (secured, considered good unless otherwise stated)		
Security Deposits	248.28	248.28
Total	**248.28**	**248.28**
Current Assets		
5. Inventories		
(Refer note no. 2 (b) for mode of valuation)		
Raw materials	344.38	519.39
Work-in-progress	-	521.16
Finished goods	8,587.21	7,574.81
Stores and spares	-	26.24
Trading Goods	24,861.20	22,280.35
Total	**33,792.78**	**30,921.95**
6. **Trade receivables**		
Unsecured, considered good unless otherwise stated	6,822.27	7,599.47
Total	**6,822.27**	**7,599.47**

Trade Receivable ageing schedule as on 31st March, 2022

Particulars	Outstanding for the following periods from date of Transaction *					
	<6 months	6 months -1 year	1-2years	2-3years	>3 years	Total
(i) Undisputed Trade receivables – considered good	2,362	659	47.88	-	3,752.97	**6,822.27**
(ii) Undisputed Trade Receivables – considered doubtful						-
(iii) Disputed Trade receivables – considered good						-
(iv) Disputed Trade Receivables – considered doubtful						-
Total	**2,362**	**659**	**48**	**-**	**3,753**	**6,822.27**

Trade Receivable ageing schedule as on 31st March, 2021

Particulars	Outstanding for the following periods from date of Transaction *					
	<6 months	6 months -1 year	1-2years	2-3years	>3 years	Total
(i) Undisputed Trade receivables – considered good	1,278	785	-		5,536	**7,599.47**
(ii) Undisputed Trade Receivables – considered doubtful						-
(iii) Disputed Trade receivables – considered good						-
(iv) Disputed Trade Receivables – considered doubtful						-
Total	**1,278**	**785**	**-**	**-**	**5,536**	**7,599.47**

* There are no specific due date of payments specified in respect of trade receivables, as such the trade receivables ageing schedule is prepared on the basis of date of transaction.

7. Cash and cash equivalents		
Cheques, drafts on hand	-	19.60
Cash on hand	240.59	1,201.85
Total	**240.59**	**1,221.45**

8. Other current assets		
(Unsecured considered good, unless otherwise stated)		
Advances other than capital advances		
Other advances	90.21	30.99
Taxes and duties recoverable/ refundable	248.49	217.20
Prepaid expenses	12.93	14.39
Total	**351.63**	**262.58**

(TEJ PAUL OSWAL) (MANAGING DIRECTOR)

(BHARATT OSWALL) (WHOLE TIME DIRECTOR)

Statement of Changes in Equity for the period ended 31st March 2022

	Particulars	As at 31.03.2022		As at 31.03.2021	
		Number of shares	Amount	Number of shares	Amount
A.	**Equity Share Capital**				
	Balance at the beginning of the reporting period	4010000	40,100.00	4010000	40,100.00
	Changes in equity share capital during the period	-	-	-	-
	Balance at the end of the reporting period	4010000	40,100.00	4010000	40,100.00

	Particulars	Equity component of compound financial instruments	Retained Earnings	Remeasurement of defined benefit plans	Total
B.	**Other Equity**				
	Balance as at 01.04.2021	**-**	**(2,768.48)**	**-**	**(2,768.48)**
	Change in equity as at March 31, 2022				
	Profit for the period		(562.68)		(562.68)
	Other comprehensive income/ (-) loss for the period		1.38	-	1.38
	Total comprehensive income/ (-) loss for the period		(561.30)	-	(561.30)
	Balance as at 31.03.2022	**-**	**(3329.78)**	**-**	**(3329.78)**
	Balance as at 01.04.2020	-	**(2,852.54)**		**(2,852.54)**
	Impacts due to Ind As Adjustment				-
	Restated balance at the beginning of the reporting period	**-**	**(2,852.54)**		**(2,852.54)**
	Profit for the period		75.99		75.99
	Other comprehensive income/ (-) loss for the period		8.08	-	8.08
	Total comprehensive income/ (-) loss for the period		84.06	-	84.06
	Balance as at 31.03.2021	**-**	**(2,768.48)**	**-**	**(2,768.48)**

The accompanying Significant Accounting Policies and notes forms an integral part of the Financial Statement

As per our report of even date.
FOR S.H.S.P. & ASSOCIATES
CHARTERED ACCOUNTANTS

for and on behalf of the Board
OSWAL YARNS LIMITED

Sd/-
(HARI PAL GUPTA)
PARTNER
Membership No. : 088848
Firm Reg. No.: 004267N
PLACE : LUDHIANA
DATED : -28-05-2022

Sd/-
(TEJ PAUL OSWAL)
MANAGING DIRECTOR
(DIN: 00781144)

Sd/-
(BHARATT OSWALL)
WHOLE TIME DIRECTOR
(DIN: 00469332)

9. Equity Share Capital

Particulars	As at 31.03.2022		As at 31.03.2021
Number of shares	Amount	Number of shares	Amount
Authorised			
Equity shares of ` 10/- each 4250000	42500.00	4250000	42500.00
Total	42500.00		42500.00
Issued			
Equity shares of ` 10/- each 4010000	40,100,00	4010000	40,100,00
Total	40,100,00		40,100,00
Subscribed and fully paid			
Equity shares of ` 10/- each 4010000	40,100,00	4010000	40,100,00
Total	**40,100,00**		**40,100,00**

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the period:

Equity shares of `10/-each:

Particulars	Number of shares	Amount	Number of shares	Amount
Number of shares and amount at the beginning of the period	4010000	40100.00	4010000	40100.00
Change in number of shares and amount during the period	-	-	-	-
Number of shares and amount at the end of the period	4010000	40100.00	4010000	40100.00

The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution and repayment of capital: Equity Shares: The company has one class of equity shares having a par value of Rs. 10 per share. Every member present in person at a general meeting shall have one vote by a show of hand and on a poll every member shall haveone vote in respect of each share held by such member. In the event of liquidation the equity shareholders are eligible to remaining assets of the company after distribution of all preferential amounts, in proporation to their shareholding

Shares in the company held by each shareholder holding more than 5 percent shares

Name of the shareholder	Number of shares	%held	Number of Shares	%held
Name of the shaes of `10/- each	-	-	-	-
Tej Paul Oswal	886100	22.10	886100	22.10
Bharatt Oswall	278600	6.95	278600	6.95
Yashovardhan Oswal	361078	9.00	361078	9.00

LIABILITIES

Non Current liabilities

Equity shares held by Promoters at the March 31, 2022			
Promoter's Name	**Number of shares**	**% of total shares**	**% Changes during the year**
Tej Paul Oswal	886100	22.10	NIL
Bharatt Oswall	278600	6.95	NIL
Yashovardhan Oswal	361078	9.00	NIL
Suresh Oswal	144100	3.59	NIL
Anju Oswal	69900	1.74	NIL
Bharat B. Oswal (HUF)	41550	1.04	NIL
Neena Oswal	34000	0.85	NIL
Total	**1815328**	**45.27**	

	As at 31.03.2022	As at 31.03.2021
10. b. Other Equity		
Retained Earnings		
Balance at the beginning of the period	(2,768.48)	(2,852.54)
Add: Profit for the period	(562.68)	75.99
Add/Less:- Income Tax for earlier years	1.38	8.08
Balance at the end of the period	**(3,332.54)**	**(2,768.48)**
Total	**(3,332.54)**	**(2,768.48)**

11 **Borrowings**		
Secured (*)		
Term loans from Banks		
HDFC Bank Car Loan	306.71	496.41

A) Details of Security for Term Loans:-

Vehicle Loans Rs. 555.80 (Previous Rs. 745.51) are secured by way of hypothecation of Vehicles.

B) Terms of Repayments:-

Term loan amounting to Rs. 555.80 (Previous Year Rs. 745.50) is repayable in equal monthly instalment, last instalment due in September 2024. Total number of installments pending are 30 as on 31.03.2022

Unsecured		
Loans and advances from related parties	1,679.24	1,434.24
Total	**1,985.95**	**1,930.65**

12 **Long-Term provisions**		
Provision for gratuity	417.06	456.40
Total	**417.06**	**456.40**

13 Deferred tax liabilities/Asset (net)		
Deferred tax liabilities		
Due to Depreciation Difference	332.84	-
Total	**332.84**	**-**

Note: Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing taxation laws.

14 Short-Terms Borrowings		
Secured (**)		
Working Capital Secured Loans from Banks (Loans repayable on demand)	1,187.39	1,045.26
Current Maturities of Long Term Borrowings (Secured)	249.10	249.10
Total	**1,436.49**	**1,294.36**

(**) Nature of security and guarantee by directors or others:

Working capital limits are repayable on demand and secured by hypothecation of stocks of raw material, semi-finished,

15 Trade payables		
Total outstanding dues of Micro & Small Enterprises	2,126.95	3,993.63
Total outstanding dues of creditors other than Micro & Small enterprises	2,380.88	81.67
Total	4,507.83	4,075.31

(a) Disclosure under Micro Small and Medium Enterprises Development Act, 2006

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Principal Amount	2,126.95	3,993.63
Interest due on above and unpaid interest		
Interest Paid		
Payment made beyond appointment date		
Interest due & payable for the period of delay		
Interest accrued and remaining unpaid		
Amount of futher interest remaining due and		

The identification of suppliers as micro, small and medium enterprises defined under "The Micro Small and Medium Enterprises Development Act, 2006" was done on the basis of information to the extent provided by the suppliers of the Company.

(b) Trade payables ageing schedule as on 31st March, 2022

Particulars	Outstanding for the following periods from date of Transaction *				
	<1year	1-2 years	2-3years	>3years	Total
i) MSME	1,780.32	346.63			**2,126.95**
ii) Others	2,380.88				**2,380.88**
iii) Disputed dues-MSME					-
iv) Disputed dues-Others					-
Total	**4,161.20**	**346.63**	-	-	**4,507.83**

Trade payables ageing schedule as on 31st March, 2021

Particulars	Outstanding for the following periods from date of Transaction *				
	<1year	1-2 years	2-3years	>3years	Total
i) MSME	3,422.97	570.66			**3,993.63**
ii) Others	81.67				**81.67**
iii) Disputed dues-MSME					-
iv) Disputed dues-Others					-
Total	**3,505**	**571**	-	-	**4,075**

(**) Nature of security and guarantee by directors or others:

Working capital limits are repayable on demand and secured by hypothecation of stocks of raw material, semi-finished, finished goods, and receivables, and collaterally secured by equitable mortage of factory land & building in the name of company. Further secured by personal guarantee of one of the directors.

Default in payment of Interest : NIL (Previous year: NIL), Period of continuing default in payment of interest : NIL (Previous Year: NIL)

finished goods, and receivables, and collaterally secured by equitable mortage of factory land & building in the name of company. Further secured by personal guarantee of one of the directors.
Default in payment of Interest : NIL (Previous year: NIL), Period of continuing default in payment of interest : NIL (Previous Year: NIL)

16	**Other Financial Liabilities**		
	Other Payables		
	-Employees liabilities	229.67	200.14
	-Accrued expenses	154.82	134.80
	Total	**384.50**	**334.94**
17	**Other current liabilities**		
	Statutory Liabilities	40.40	39.40
	Advance from Customers	100.00	-
	Total	**140.40**	**39.40**
18	**Current Tax Liabilities (net)**		
	Provision for current income tax (net of prepaid taxes)	23.50	12.25
1	Less:TDS A/Y 2022-23	0.65	-
		22.86	**12.25**
19	**Revenue From Operations**		
	Sale of products		
	Trading Goods	22,358.70	31,095.59
	Manufactured goods	4.80	5,578.15
		22,363.50	36,673.74
	Other operating revenues		
	Spinning Charges	-	134.40
	Total	**22,363.50**	**36,808.14**
20	**Other income**		
	Interest income	-	8.64
	Gratuity provision no longer required	39.34	-
	Amount Written off	0.65	3.20
	Total	**39.99**	**11.84**
21	**Cost of materials consumed**		
	Cost of raw materials consumed		
	Opening stock of raw materials	519.39	1,702.75
	Add : Trfd. From Raw Wool (Finished Goods)	136.99	
	Add: purchase of raw materials	-	1,174.97
		656.38	2,877.73
	Less :		
	Closing stock of raw materials	344.38	519.39
	Cost of materials consumed - Total	**312.00**	**2,358.34**
22	**Changes in inventories of finished goods and work-in-progress**		
	Closing inventories		
	Finished goods	33,448.40	29,855.16
	Work-in-progress	-	521.16

	33,448.40	**30,376.32**
Opening inventories		
Finished goods	29,855.16	22,385.08
Less Trfd. To Raw Material Consumed	136.99	
Work-in-progress	521.16	398.80
	30,239.33	**22,783.88**
(-) Increase/ decrease in inventories of finished		
Finished goods	-3,593.24	-7,470
Work-in-progress	521.16	-122.36
Changes in inventories of finished goods	**-3,209.07**	**-7,592.44**
23 Employee benefits expense		
Salaries, wages and bonus	1,327.07	1,200.19
Contribution to provident and other funds	230.35	193.57
Gratuity expense	-	70.86
Staff welfare expenses	20.16	23.70
Total	**1,577.58**	**1,488.32**
24. Finance costs		
Interest	233.48	394.83
Other borrowing costs	27.78	251.57
Total	**261.26**	**646.40**
25. Depreciation Expense		
Depreciation on property, plant and equipment (refer note no. 3)	250.36	358.13
Total	**250.36**	**358.13**
25 Other expenses		
Manufacturing Expenses:-		
Electric Charges	72.24	693.63
Lubricant & Chemicals	11.84	122.34
Consumable Store	6.26	27.00
Packing Expenses	13.93	88.07
Freight & Cartage	18.80	45.35
Machinery Repair	-	4.64
Electric Repair	1.52	21.53
	124.58	1,002.56
Auditors remuneration	28.00	28.00
Fees and Taxes	37.68	39.58
Penalty (BSE)	113.00	-
Legal and professional charges	243.92	362.91
Printing & Stationery	12.08	1.02
Telephone Expenses	8.23	11.44
Postage & Telegrame	1.51	-
Insurance	42.99	52.04
News Paper & Periodicals	5.52	4.88
Vehicle Repair & Maintenance	30.07	13.44
Conveyance	110.02	84.94
General Expenses	26.01	24.74
Building repair	23.24	-
General Repair	10.27	8.10
Electricity Expenses Office	74.91	24.40

27 **Earnings per equity share (EPS)**

The calculation of Earning Per Share (EPS) as disclosed in the statement of profit and loss has been made in accordance with Indian

A statement on calculation of EPS is as under:

Profit for the period attributable to equity shareholders	-562.68	75.99
Total (a)	**-562.68**	**75.99**
Number of equity shares outstanding during the year (nos.)	4,010,000.00	4,010,000.00
(Nominal value of equity share - ` 10/-)		
Total (b)	**4,010,000.00**	**4,010,000.00**
Basic EPS (`) (a/b)	-	-
Diluted EPS (`) (a/b)	-	-

Note: There are no potential equity shares

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(In Rs. Thousand)

Other notes to Balance Sheet

28 **Contingent Liabilities and commitmants**

to the extent not provided for:	**For the year ended 31.03.2022**	**For the year ended 31.03.2021**
Contingent Liabilities		
Claims against the Company not acknowledged as debt	1,066.89	1,066.89

Note: The BSE Limited has reaised a demand of Rs. 10,66,886/- towards the listing fee. However, the Company has dispited the same and has filed a suit in the court of Civil Judge, Senior Division, Ludhiana against the bills raised by the BSE Limited towards such listing fee. The BSE Ltd. has initiated a corporate insolvency resolution process under the Insolvency and Bankruptcy Code, 2016 for the non payment of such listing fees at National Company Law Tribunal, Chandigarh. The Company is confident that the case before NCLT, CHandigarh will be dismissed, keeping in view the facts & circumstances of the case, particularly the judgement of NCLT, Mumbai Bench in the matter of Bombay Stock Exchange Ltd. Vs. Asahi Infrastructure & Projects Ltd.. Hence, no provision has been created against the said demand in the books of accounts.

29 **Segment Reporting:**

The company's business predominantly comprises of only one segment i.e. manufacturing and trading of hosiery yarns/ cloth, therefore there is no separate reportable segment as required by AS 17 on segment reporting.

30 **RELATED PARTY DISCLOSURES**

PARTICULARS

The disclosures of transactions with the related parties are given below:

1. List of Related Parties where controls exists and related parties with whom transactions have taken place:

Nature of Relation

KEY MANAGEMENT PERSONNAL

DIRECTOR SALARY

NAME	F/Y 2021-2022	F/Y 2020-2021
Sh. Tej paul Oswal (Managing Director)	-	-
Sh. Bharatt Oswall (Whole Time Director)	133.08	116.17

2. Transactions during the year with related parties

	BALANCE OUTSTANDING 31.03.2022	BALANCE OUTSTANDING 31.03.2021
Sh. Tej paul Oswal (Managing Director)	1,194.24	1,029.24
Sh. Bharatt Oswall (Whole Time Director)	405.00	405.00

31 Employee Benefits

i) The summarized position of Post-employment benefits and long term employee benefits recognized in the profit & Loss account and Balance Sheet as required in accordance with Accounting Stabdard - 15 (Revised) are as under :-

(a) Changes in the present value of the abligation :

Particulars	**As At 31.03.2022**	**As At 31.03.2021**
1. Present value of obligation as at the beginning of the period	0.00	763.68
2. Current Service Cost	35.60	33.50
3. Interest Cost	58.91	55.37
4. Net actuarial (-) gain/loss recognised in the period	(73.54)	75.30
5. Benefit Paid	-	(86.25)
5. Present value of obligation as at the end of the period	0.02	0.84
6. Current liability of obligation as at the end of the period	445.50	385.18
7. Non-current liability of obligation as at the end of the period	(0.45)	(0.38)

(b) Expenses recognised during the period :

Particulars	As At 31.03.2022	As At 31.03.2021
1. Current service cost	35.60	33.50
2. Interest cost	58.91	55.37
3. Net actuarial (-) gain/loss recognised in the period	(73.54)	75.30
4. Expenses to be recognised in the statement of Profit & Loss	20.97	164.16
5. Net effect of prior period adjustment for accrued gratuity	(28.32)	(26.28)
6. Expenses recognised in the statement of profit and loss	(7.35)	137.88

(c) Actuarial assumptions:

1. Discount rate	7.25%	7.25%
2. Salary growth rate	7.00%	7.00%
3. Mortality Rate	LIC (1994-96) ultimate	LIC (1994-96)ultimate
4. Withdrawal rate	1% to 3% depending on age	1% to 3% depending on age

32 Balances of various parties are subject to confirmation. However, in the opinion of the Board of Directors, all the Current Assets, Loans & Advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated, except as expressly stated otherwise.

33 As a matter of prudence, deferred tax liability amounting to Rs. 3.33 Lacs in previous year on account of timing difference in depreciation was not recognised in accounts.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(In Rs. Thousand)

34 Undisclosed Income

During the year, the Company has not surrendered or disclosed as income any amount in the tax assessments under the Income Tax Act, 1961.

35 Details of Crypto currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

36 Additional Regulatory Information as per Schedule III of Companies Act,2013: -

i) The company has no such immovable properties whose title deeds are not held in the name of the company and no such immovable property is jointly held with others.

ii) The Company has not revalued its Property, Plant & Equipment during the year.

iii) The company has not granted any loan or advances to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with ay other person.

iv) There is no capital work in progress. Hence, ageing is not applicable

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

vi) The company has borrowings from banks on the basis of security of current assets. The company regularly files the stock/ book debts statements to the bank in respect of said borrowings. The company has made a comparison of the data furnished in such statements with the data as per the books of accounts. The summary of reconciliation and reasons of material discrepancies are as follows: -

Quarter	Name of Bank	Particulars of Securities Provided	Amount as per books of account	Amount as reported in quarterly return/ statement	Amount of difference	Reason for material discrepancies
June, 2021	State Bank of India	Inventories	31,335	4,720	26,614	Company has availd limit of much lower than the actual stocks and stock statements submitted to the bank was only extent as required to avail the drawing power
Sept., 21	State Bank of India	Inventories	31,632	5,175	26,457	Company has availd limit of much lower than the actual stocks and stock statements submitted to the bank was only extent as required to avail the drawing power
Dec., 2021	State Bank of India	Inventories	32,422	2,419	30,003	Company has availd limit of much lower than the actual stocks and stock statements submitted to the bank was only extent as required to avail the drawing power
March, 2022	State Bank of India	Inventories	33,793	1,992	31,801	Company has availd limit of much lower than the actual stocks and stock statements submitted to the bank was only extent as required to avail the drawing power

The above-mentioned discrepancies don't have any impact on the availability of sanctioned borrowing power during the year.

vii) The Company is not declared as wilful defaulter by any bank or financial Institution or other lender.

viii) The Company has no transactions with companies that are struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

ix) There are no charges or satisfaction of charges yet to be registered with ROC beyond the statutory time period.

x) The Company has no subsidiary as prescribed under clause (87) of section 2 of the Act and have no layers of subsidiaries as per the Companies (Restriction on number of Layers) Rules, 2017.

(In Rs. Thousand)

xi) The ratios are as follows-

Ratio	Numerator	Denominator	Current Period	Previous Period	% of Variance	Reason of Variance
Current Ratio	Current assets	Current liabilities	6.35	6.95	-8.67%	Not Applicable
Debt-Equity Ratio	Total Debt	Shareholder's Equity	(1.03)	(1.16)	-11.84%	There is a decrease in total borrowings of the compnyas at 31.03.2022 vis-à-vis the totalborrowings as at 31.03.2021. Also due to loss after tax, there is a subsstantial decrease in Shareholder's equity during the year.
Debt Service Coverage Ratio,	Earnings available for debt service	Debt Service	0.64	0.89	-28.05%	Due to substantial decrease in Profit before tax FY 2021-22 vis- a -vis FY2020-21.
Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity	-2%	0.20%	-845.28%	Due to substantial decrease in Profit after tax FY 2021-22 vis- a -vis FY2020-21.
Inventory turnover ratio	Sales	Average Inventory	0.69	1.32	-47.73%	Due to substantial decrease in sales for FY 2021-22 vis- a -vis FY2020-21.
Trade Receivables turnover ratio	Sales	Average Trade Receivable	3.10	3.06	1.27%	Due to substantial decrease in sales for FY 2021-22 vis- a -vis FY2020-21.
Trade payables turnover ratio	Purchases and other expenses	Average Trade Payables	5.97	8.35	-28.45%	Due to substantial decrease in credit purchasefor FY 2021-22 vis- a -vis FY2020-21.
Net capital turnover ratio	Net Sales	Average Working Capital	0.65	1.09	-40.65%	Not Applicable
Net profit ratio	Net Profit	Net Sales	-2.52%	0.21%	-1314.31%	Due to substantial decrease in Profit after tax FY 2021-22 vis- a -vis FY2020-21.
Return on Capital employed	Earnings before interest and taxes	Capital Employed	0.07%	1.26%	-94.68%	Due to substantial decrease in earnings before interest and taxes for FY 2021-22vis-a -vis FY2020-21.
Return on investment	Not Applicable to the Company					

37 Disclosures in respect of Micro, Small and Medium Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the company, are as specified below:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
The principal amount remaining unpaid for more than fourty five days as at the end of year;	2,126.95	3,993.63
The interest due thereon;	Nil*	Nil*
Total interest paid on all delayed payments during the year under the provisions of the Act.	Nil*	Nil*
The amount of interest due and payable, On delayed payments made 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 year end	Nil*	Nil*

* The Company has not provided for interest on the balance outstanding as the Company does not envisage any material impact on the financial statements in this regard.

38. Previous year figures have been grouped or regrouped wherever necessary to make the figures comparable

CASH FLOW STATEMENT FOR THE PERIOD 1ST APRIL, 2021 TO 31ST MARCH, 2022 PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT

		(Rs. in thousand)
	As at 31.03.2022	**As at 31.03.2021**
A. CASH FLOW FORM OPERATING ACTIVITIES		
Net Profit before taxation	(206.34)	115.64
Add: Adjustment for		
Depreciation	250.36	358.13
Profit on sale of Fixed Asset	(30.91)	(153.39)
Gratuity Provision no longer require	(39.34)	-
Interest paid	233.48	394.83
Interest Income	-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**207.25**	**715.20**
Adjustment for working capital:		
Increase / (Decrease) in other financial liabilities	49.55	(50.79)
Increase / (Decrease) in provisions	-	70.86
Increase / (Decrease) in Trade payables	432.53	(2,023.48)
Increase / (Decrease) in Other current liabilities	100.99	15.68
Decrease / (Increase) in Inventories	(2,870.83)	(6,370.11)
Decrease / (Increase) in Trade receivables	777.20	8,751.99
Decrease / (Increase) in Other current assets	(89.05)	10.25
CASH GENERATED FORM OPERATIO	1,392.35)	1,119.61
Interest Paid	(233.48)	(394.83)
Direct Tax Paid	(14.28)	(36.90)
Cash Flow before extraordinary Ite	1,640.11)	687.88
Extraordinary Item :		
Net cash from Operating Activities	**(1,640.11)**	**687.88**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	-	(528.97)
Sale of fixed assets	461.82	540.00
Net cash used in investing activities	**461.82**	**11.04**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Shares		
Receipt/ (Repayment) of long term borrowings	55.30	1,001.56
Repayment of Finance Lease	-	
Receipt/ (Repayment) of Short term loans	142.13	(1,186.28)
Dividend Paid		
Net Cash received in financing activities	197.42	(184.71)
Net (decrease) / increase in cash and cash equivalents (A + B + C)	(980.87)	514.20
Cash and Cash equivalents as at 1st April(Opening Balance)	1,221.45	707.25
Cash and Cash equivalents as at 31st March(Closing Balance)	240.59	1,221.45

AUDITORS'CERTIFICATE

We have verified the above cash flow statement of Oswal Yarns Limited derived from the audited annual financial statements for the year ended 31st March,2021 and found the same to be drawn in accordance therewith.

FOR S.H.S.P. & ASSOCIATES		for and on behalf of the Board of
CHARTERED ACCOUNTANTS		OSWAL YARNS LIMITED
Sd/-		
(HARI PAL GUPTA)	Sd/-	Sd/-
PARTNER	(TEJ PAUL OSWAL)	(BHARATT OSWALL)
Membership No. : 088848	MANAGING DIRECTOR	WHOLE TIME DIRECTOR
Firm Reg. No.: 004267N	(DIN: 00781144)	(DIN: 00469332)
PLACE : LUDHIANA		
DATED :28-05-2022		

OSWAL YARNS LIMITED

Registered Office : Oswal House, Link Road, Industrial Area - 'A'. Ludhiana - 141 003.

PROXY FORM

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

CIN	:	L17111PB1982PLC005006
Name of the Company	:	Oswal Yarns Limited
Regd. Office	:	Oswal House Link Road Industrial Area- A, Ludhiana-141003 (Punjab)
Name of the Member(s)	:	
Regd. Address	:	
Email Id	:	
Folio No./Client Id	:	
DP Id	:	
No. of Shares Held	:	

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

1) Name : ______________________________
Address : ______________________________
Email : ______________________________
Signature : ______________________________
or failing him/her

2) Name : ______________________________
Address : ______________________________
Email : ______________________________
Signature : ______________________________
or failing him/her

3) Name : ______________________________
Address : ______________________________
Email : ______________________________
Signature : ______________________________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th ANNUAL General MEETING of the Company to be held on Friday, 30th September, 2022 at 10:30 A.M. at Chick-FI Restaurant, Metro Road, Jamalpur Colony, Ludhiana and at any adjournment (s) thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS/(S)

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in Place of Mr. Kulwant Rai Dhawan (Din: 00781090) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
2. To Consider and approve the appointment of M/s SHSP and Associates, Chartered Accountants, (FRN 004267N) Chartered Accountants, as Statutory Auditors for 5 (five) financial years from 2022-23 to 2026-27 and to fix their remuneration.

Affix a Re. 1/- Revenue Stamp

Signed this ______day of ________________,2022

Signature of the Shareholder(s)____________________Signature of Proxyholder(s)_________

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. This form should be signed as per specimen signature registered with RTA/ DP.

40th ANNUAL GENERAL MEETING

Time : Friday, 30th September, 2022 at 10:30 A.M
Place : Chick-FI Restaurant, Metro Road, Jamalpur Colony, Ludhiana-141010 (Pb.)

FULL NAME OF THE FIRST SHAREHOLDER ______________________________________

Joint Shareholders, if any ____

Father's/Husband's Name ____

Address in full ____

FULL NAME(S) OF THE PERSON ATTENDING THE MEETING AS A PROXY/SHAREHOLDER(S)
____

I/We hereby record my/our presence at the 40th Annual General Meeting held on Friday, 30th September, 2022 at 10:30 A.M at Chick-FI Restaurant, Metro Road, Jamalpur Colony, Ludhiana-141010 (Pb.).

Folio No. / DP-Id : ____

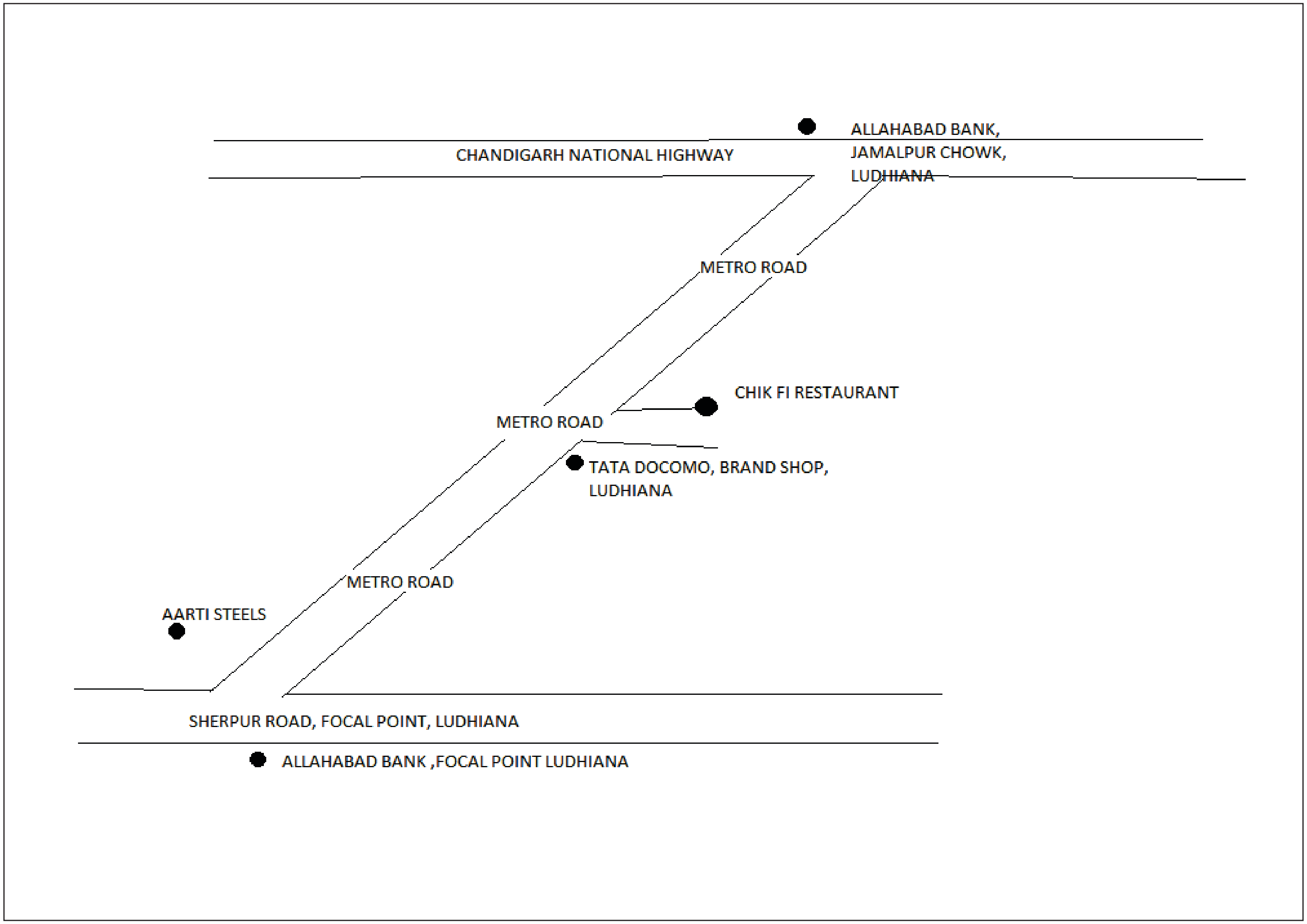
Client-Id:____

No. of Shares held:____

Signature(s)
:____

Members may please note that the Auditorium Authorities do not permit carrying of bags/articles/ snack packets etc. inside the meeting hall. The Company will not make any arrangements for safe keeping of articles etc. outside the Hall. Members may make their own arrangements which shall be solely at their risk and cost and the Company will in no way be responsible for any loss/theft of articles etc.

NOTES


ALLAHABAD BANK,
JAMALPUR CHOWK,
LUDHIANA
CHANDIGARH NATIONAL HIGHWAY
METRO ROAD
CHIK FI RESTAURANT
METRO ROAD
TATA DOCOMO, BRAND SHOP,
LUDHIANA
METRO ROAD
AARTI STEELS
SHERPUR ROAD, FOCAL POINT, LUDHIANA
ALLAHABAD BANK ,FOCAL POINT LUDHIANA

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