

**19<sup>TH</sup>**  
**ANNUAL REPORT**  
**2022-23**  
**LIBAS CONSUMER PRODUCTS LIMITED**

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## **CHAIRMAN'S MESSAGE**

**Dear Shareholders,**

I am extremely happy to present annual report 2022-23 of the Company. The revenue is INR 4333.73 lakh and net profit INR 161.74 lakh. Net profit after taxes is INR 161.74 lakh.

The operations of the Company have to be viewed in the light of the Global economic activity experiencing a slowdown, with inflation higher than seen in several decades. The cost-of-living crisis, tightening financial conditions in most regions, Russia's conflict with Ukraine continues to overshadow the world economy. The World is entering a phase of recession.

The scenario of subdued global growth is combined with couple of silver linings – oil prices are expected to stay low and India's Current Account Deficit may ease as compared to current projections. The overall external situation will remain manageable. Further, Indian Rupee is now going global as 18 countries have agreed to trade in Rupee, which will reduce the trade related transaction costs, boost trade and reduce India's trade deficit.

I would also like to place on record the sincere efforts of the Board members. Finally, my gratitude to the shareholders without whom the Company has little meaning.  
Thank you and Jai Hind.

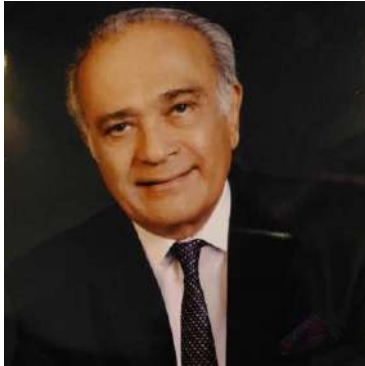
**Nishant Mahimtura**

**Chairman**

## Disclaimer

In this annual report, we have disclosed forward-looking information to help investors comprehend our prospects and take informed investment decisions. This report is based on certain forward-looking statements that we periodically make to anticipate results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should know or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, or estimated projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

## Management Background



**NISHANT MAHIMTURA**  
FOUNDER & CFO

- Bachelor of Science
- Diploma in Marketing and Advertising
- 46+ years of experience in the field of Marketing and Finance
- Looks after strategic planning, marketing and managing the finance & accounts of Libas Consumer Products Limited



**RIYAZ GANJI**  
WHOLETEIME DIRECTOR

- 26+ years of experience in textile industry.
- Started his First Libas - Riyaz Gangji store in the year 1996.
- Designer of the first international video of A.R. Rahman in VandeMataram in 1996.



**RESHMA GANJI**  
MANAGING DIRECTOR

- Graduate from Mumbai University
- Mumbai based International fashion designer having experience of more than 25 years.
- First Indian female designer to represent India at the World Trade Centre (New York).
- Responsible for new designs, management and administrative functions of the Company.



**RISHI SHARMA**  
**INDEPENDENT DIRECTOR**

- Bachelor of Commerce from University of Bombay.
- 27+ years experience in Garment Production and Corporate Real Estate.



**ASHISH DUBEY**  
**INDEPENDENT DIRECTOR**

- Bachelor of Commerce and LLB from University of Mumbai.
- 9+ years of experience as Practising Advocate in High Court, Bombay in Corporate and Criminal Law.



**POOJA HINDIA**  
**INDEPENDENT DIRECTOR**

- Graduate and CS from ICSI
- 7+ years of experience in the areas of Finance and legal. She has worked with Banks, Capital Advisors and other IT company.



**KALPANA KUMARI**  
**INDEPENDENT DIRECTOR**

- Graduate, Master of Laws and CS from ICSI
- 10+ years of experiences in the areas of Legal and Corporate compliances

## CORPORATE INFORMATION

### THE BOARD OF DIRECTORS

Mr. Nishant Mahimtura	Director & CFO
Mrs. Reshma Ganji	Managing Director
Mr. Riyaz Ganji	Wholetime Director
Mr. Ashish Dubey	Independent Director
Mr. Rishi Sharma	Independent Director
Mrs. Kalpana Kumari	Independent Director
Mrs. Pooja Hindia	Independent Director

### Chief Financial Officer

Mr. Nishant Mahimtura

### Company Secretary cum Compliance Officer

Mrs. Nita Mishra

### Registered Office

401, 4<sup>th</sup> Floor, Crescent Royale, Off New Link Road, Lokhandwala Complex, Andheri (West), Mumbai-400053, Maharashtra

Website: [www.libasdesignsltd.com](http://www.libasdesignsltd.com)

### Statutory Auditor

Choudhary Choudhary & Co.

338, V Spaces, V-Mall, Thakur Complex, Kandivali (East), Mumbai-400101, Maharashtra

Phone: 91-9594189162, Website: [www.ccco.co.in](http://www.ccco.co.in)

### Secretarial Auditors

SARK & Associates LLP

215, Gundecha Industrial Estate, Akurli Road, Kandivali (East), Mumbai-400101

Phone: 022-28844639, Website: [www.sarkcs.in](http://www.sarkcs.in)

## **Bankers**

Union Bank of India

## **Registrar and Share Transfer Agents**

Bigshare Services Private Limited

1<sup>st</sup> Floor, Bharat Tin Works Building, Makwana  
Road, Marol, Andheri (East), Mumbai-400059

Phone: 022 - 62638200; Fax: +91 - 22 - 62638299;

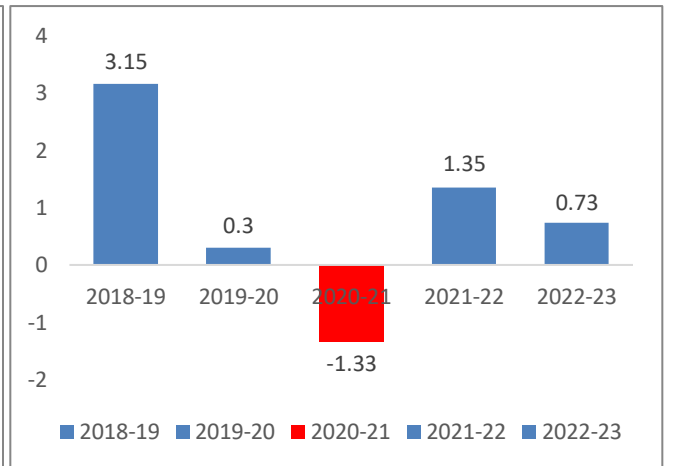
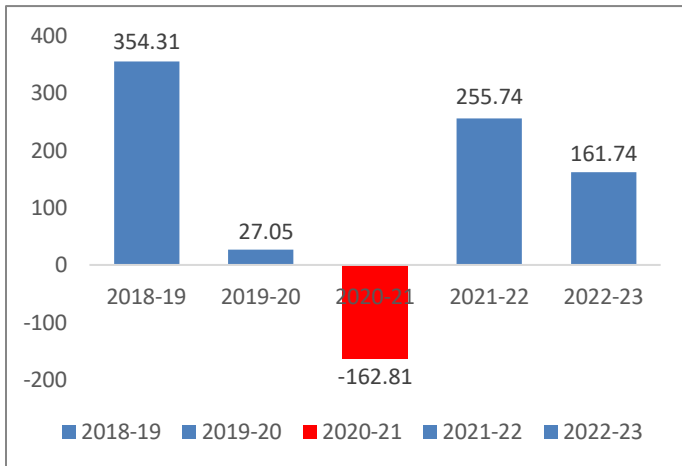
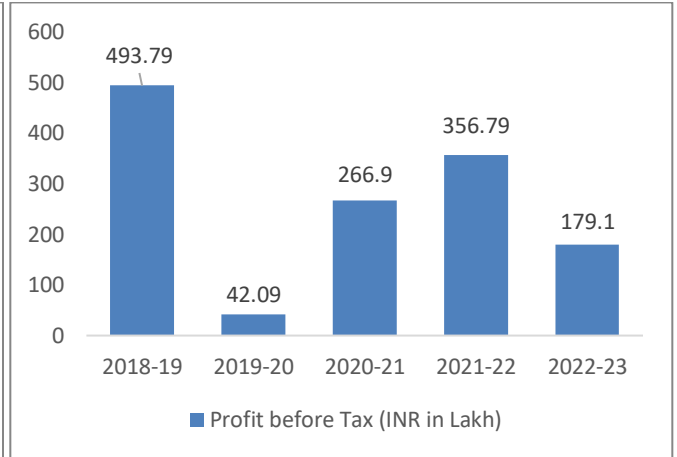
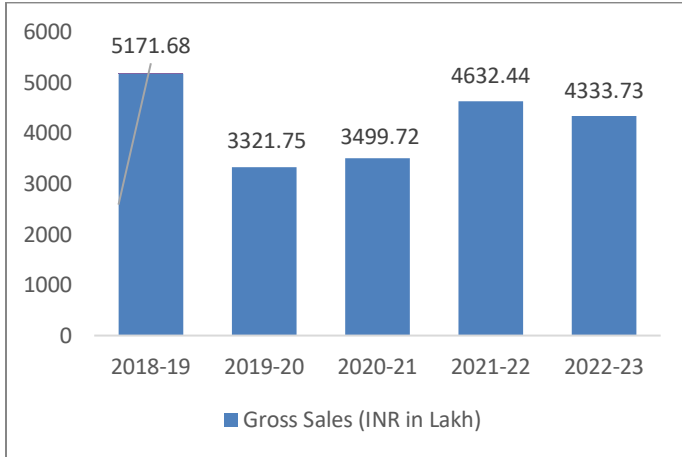
Email: investor@bigshareonline.com;

Website: www.bigshareonline.com

## **Shares Listed on**

National Stock Exchange of India Limited

## FINANCIAL HIGHLIGHTS



## NOTICE

(Note: The business of this Meeting is being transacted through electronic voting system)

NOTICE is hereby given that the Nineteenth Annual General Meeting of Members of the LIBAS CONSUMER PRODUCTS LIMITED will be held on Saturday, September 30, 2023, at 12:30 P.M. through Video Conferencing (VC)/ Other Audit-Visual Means (OAVM) and venue of the meeting is deemed to be the Registered Office of the Company situated at, 401, 4<sup>th</sup> Floor, Crescent Royale, Off New Link Road, Lokhandwala Complex, Andheri (West), Mumbai- 400053, Maharashtra to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone Financial Statements of the Company for the year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon and Consolidated Financial Statements of the Company for the year ended March 31, 2023 and the Report of Auditors thereon.
2. To appoint a director in place of Mr. Nishant Mahimtura, (DIN: 02000572) who retires by rotation & being eligible, offer himself for re-appointment.

**For and on the behalf of,  
LIBAS CONSUMER PRODUCTS LIMITED**

**Riyaz Eqbal Ganji**  
**August 14, 2023**      **Whole Time Director**  
**Mumbai**                      **DIN: 02236203**

### IMPORTANT NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration

Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.libasdesignsltd.com](http://www.libasdesignsltd.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Wednesday, September 27, 2023 at 09:30 A.M. and ends on Friday, September, 29, 2023 at 05:00 P.M. The remote e-voting shall be available on the date of AGM also i.e September 30, 2023. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2023.

Shareholders/Members, who will be present in the Annual General Meeting through VC/OAVM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through VC/OAVM. However, they will not be eligible to vote again during the meeting.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*




**Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method

<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> </ol>

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your*

existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - Now, you will have to click on "Login" button.
  - After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [compliance@sarkcs.in](mailto:compliance@sarkcs.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sarita at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@libas.co.in](mailto:cs@libas.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@libas.co.in](mailto:cs@libas.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. [In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.](#)

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful

login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@libas.co.in. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, number of shares, PAN and mobile number at cs@libas.co.in between 05.09.2023 (9.00 a.m. IST) and 28.09.2023 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED AT THE FORTHCOMING AGM AS REQUIRED BY REGULATION 26 AND REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS - 2)**

<b>Name of Director</b>	Mr. Nishant Mahimtura
<b>Age</b>	77 years
<b>Date of First Appointment</b>	November 10, 2004
<b>Qualification</b>	
<b>Profile and Expertise</b>	He is having rich experience of more than 25+ years in the textile industry.
<b>Terms and conditions of appointment/re-appointment</b>	Director liable to retire by rotation
<b>Relationship with other Directors, Manager and Key Managerial Personnel</b>	Promoter of the Company
<b>No. of Board Meetings attended during the year</b>	9
<b>Number of shares held in the Company, Individually or Jointly</b>	0 (Nil)
<b>Directorship and Committee memberships (Excluding Libas)</b>	<ol style="list-style-type: none"> <li>1. Directorships held in other Companies: <ol style="list-style-type: none"> <li>a) Golden Bricks Infrastructure Private Limited</li> <li>b) Reserve Wines Private Limited</li> </ol> </li> <li>2. No membership in Committee</li> </ol>

## DIRECTORS' REPORT

To  
The Members,  
Libas Consumer Products Limited,

Your Directors are pleased to present before you the 19<sup>th</sup> Boards' Report for the Company, for the financial year ended March 31, 2023.

### 1. FINANCIAL PERFORMANCE

The financial highlights (standalone) of the Company for the year ended March 31, 2023 are presented below:-

Particulars	31.03.2023(INR)	31.03.2022(INR)
Revenue from operations	433,373,035.00	463,243,791.00
Other income	7,113,304.00	3,964,951.00
Gross Income	440,486,339.00	467,208,743.00
Expenses	422,576,619.00	431,529,491.00
Profit/(Loss) before Tax	17,909,720.00	35,679,252.00
Less: Current Tax	4,507,877.00	8,980,468.00
Less: Deferred tax	(2,772,393.00)	1,124,955.00
<b>Net Profit for the year</b>	<b>16,174,236.00</b>	<b>25,573,829.00</b>

### 2. FINANCIAL HIGHLIGHTS

The key highlights of the Company's performance based on the Standalone accounts as on March 31, 2023 are reflected as under:

- **Net Worth:** During the FY under review, the Net Worth of the Company stood at INR 51.88 crore as compared to INR 32.56 crore for the previous FY, an increase of 59.34%.
- **Book Value of Shares:** The Book Value of equity shares stood at INR 19.69 in FY 2022-23 as compared to INR 18.46 in FY 2021-22.
- **Current Ratio:** As on March 31, 2023 the Current Ratio was 2.85 as compared to 2.08 as of March 31, 2022.
- **Debt:** Total debt of the Company has been increased to INR 9.88 core in FY 2022-23 as companied to INR 9.68 crore in FY 2021-22, increased of INR 0.20 crore.
- **Sales Credit Control:** During the FY under review, the debtor's percentage to sales increased from 37% in FY 2021-22 to 42% in FY 2022-23.

- **Debtors Turnover Ratio:** During the FY under review, the Debtors Turnover Ratio was 2.47 as compared to 2.52 in the previous fiscal.
- **Inventory Turnover Ratio:** During the FY under review, the Inventory Turnover Ratio was 1.28 as compared to 1.51 in FY 2021-22.
- **Net Profit Margin (%):** The Net Profit Margin for FY 2022-23 stood at 3.73% as compared to 5.52% for FY 2021-22.

### 3. OPERATIONS AND FUTURE OUTLOOK OF THE COMPANY

During the year under review, the profit stood at **INR 1.62 crore** as against of **INR 2.56 crore** in the previous year.

Your company continued to focus on new client acquisition along with deepening the existing ones.

### 4. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no change in business activity during the year.

### 5. SHARE CAPITAL STRUCTURE OF THE COMPANY

During the year, the Authorized Share Capital was increased to INR 28 crore and Paid-up Equity Share Capital was increased to INR 26.34 crore of the Company.

#### A) Issue of equity shares with differential rights

Your Company had not issued equity shares with differential rights as required to be disclosed in rule 4 (4) of Companies (Share Capital and Debentures) Rules, 2014, during the year under review.

#### B) Issue of sweat equity shares

Your Company had not issued sweat equity shares as require to be disclosed under rule 8 (13) of Companies (Share Capital and Debentures) Rules, 2014, during the year under review.

#### C) Issue of employee stock

Your Company had not issued employee stock option as required to be disclosed under rule 12 (9) of Companies (Share Capital and Debentures) Rules, 2014, during the year under review.

#### D) Private Placement/Preferential Allotment/Right Issue of Shares

Your Company had not issued shares on Private Placement of Preferential allotment basis. The company had issued and allotted 8,704,580 equity shares as Right Issue at issue price of INR 21/- per share (including premium of INR 11/- per share).

#### E) Bonus Issue

Your Company had not issued shares as bonus shares.

**6. DIVIDEND**

Your Directors have not recommended Dividend for the year.

**7. TRANSFER TO RESERVES**

The Directors has not transferred amount to General Reserves during the financial year ending March 31, 2023.

**8. TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to the provisions of Section 124 and 125 of the Act, read with Investor Education and Protection Fund Authority (Accounting Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended from time to time, the company is not required to transfer the unpaid and unclaimed dividend pertaining to the FY 2015-16, as there was no dividend declared during the FY 2015-16.

**9. ACCOUNTING STANDARD AND FINANCIAL STATEMENTS**

The Financial Statements of the Company are prepared in accordance with Accounting Standards, issued by the Institute of Chartered Accountants of India, which forms part of this Annual report.

**10. CONSOLIDATED FINANCIAL STATEMENT**

As required under Section 129 of the Act and LODR Regulations, a consolidated financial statements for the year ended March 31, 2023 are attached.

**11. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**i. Directors**

The Composition of the Board as on this report date is as follows:

<b>Name of the Director</b>	<b>DIN/PAN</b>	<b>Designation</b>	<b>Category</b>	<b>Date of Appointment</b>
Mr. Nishant Mahimtura	02000572	Director	Promoter Executive	10/11/2004
Mr. Ashish Dubey	07604537	Independent Director	Non-Executive Independent	18/06/2020
Mrs. Reshma Ganji	07576582	Managing Director	Promoter Executive	26/07/2016
Mr. Riyaz Ganji	02236203	Wholetime Director	Promoter Executive	10/11/2004
Mr. Rishi Sharma	09453515	Independent Director	Non-Executive Independent	31/12/2021
Mrs. Pooja Hindia	09840237	Independent	Non-Executive	28/12/2022

		Director	Independent	
Mrs. Kalpana Kumari	08659377	Independent Director	Non-Executive Independent	28/12/2022

The disclosures pertaining to the Equity Shares held and the Remuneration received by the Directors and Key Managerial Personnel's during the Financial Year 2022-23 are disclosed in MGT-7 at link [www.libasdesignsltd.com](http://www.libasdesignsltd.com)

### Changes in the Board

1. Mr. V. P. Kamath resigned from the post of Independent Director with effect from October 31, 2022.
2. Mrs. Kalpana Kumari and Mrs. Pooja Hindia were appointed as an additional Independent Director on December 28, 2022 and regularized by shareholders on March 15, 2023.
3. Mr. Aman Ganji was appointed as an additional director on December 28, 2022. However, requisite shareholders' approval as special resolution was not passed on March 15, 2023, hence he resigned from the post of additional director on March 15, 2023.
4. Retirement by rotation and subsequent re-appointment

In accordance with the provisions of section 152(6) of the Companies Act, 2013 and Companies Articles of Association Mr. Nishant Mahimtura is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, to offer himself for re-appointment by stating his willingness to be re-appointed at this Annual General Meeting.

The complete details and disclosures pertaining to the qualification, experience, education and other details as required under the Companies Act, 2013, Secretarial Standards-2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to the Notice to the Annual General Meeting for the Directors seeking appointment/reappointment.

### Key Managerial Personnel

There was no change in Key Managerial Personnel during the year

### 12. Listing Fee

The Company has paid the applicable listing fee to the National Stock Exchange of India Limited for the Financial Year 2023-24.

### 13. AUDITORS

#### i. Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. SARK & Associates, Company Secretaries as Secretarial Auditors of the Company for the Financial Year 2022-23, to undertake the Secretarial Audit of the Company.

The **Secretarial Audit Report in form MR-3 (Annexure III)** is presented separately and forms part of this report.

**ii. Statutory Auditors**

M/s Choudhary Choudhary & Co., Chartered Accountants (FRN.: 002910C) continues as Statutory Auditor from FY 2022-23 onwards till completion of five.

The Auditor's Report to the shareholders on standalone and consolidated financials for the year ended March 31, 2023 is presented separately and forms part of this report and has certain qualification, observation or adverse comments. During the year under review, the Auditors of the Company have not reported any fraud under Section 143(12) of the Companies Act, 2013. The Notes to Accounts referred to in the Auditor's report are self-explanatory and do not require any further comments.

**iii. Internal Auditor**

M/s Sabadra & Associates, Chartered Accountants continues as Internal Auditor of the Company during the year.

**14. REPLY TO THE COMMENTS IN THE AUDITORS' REPORT AND SECRETARIAL AUDITOR'S REPORT**

**Auditors' Report**

Sl. No.	Qualification	Management's Reply
1	GST Annual Return 9 and 9 C not filed for FY 2019-20, FY2020-2021 and FY 2021-22 till date of this report.	The management is verifying the same and settle the same.
2	The process of inventory management and recording including periodic verification adopted by the company is not satisfactory and does not facilitate identification of old or obsolete stock.	The management is verifying the same and settle the same.
3	We draw attention to the note no. 'e' of the standalone Financial results wherein the undisputed income tax liability of Rs.2.91 Lakhs for FY 2017-18 are unpaid as on date of this report.	The management is verifying the same and settle the same.
4	Attention is also invited to the note no. 'f' to 'i' of the standalone financial results wherein the undisputed tax liability in relation to below items are unpaid as on date of this report and overdue for more than 6 months as on 31st March 2023. f. Professional Tax for Rs 2.78 lakhs g. TCS Collected from parties for Rs 1.50 lakhs	The management is verifying the same and settle the same.

	h. GST Liability for Rs 2.79 lakhs i. TDS on sales for Rs 0.82 lakhs	
5	We draw attention to the note no. 'k' of the standalone financial results. There are 2 pending litigations filed against the company which are still pending to be resolved till the date of this report.	The management is verifying the same and settle the same.
6	Loan agreements for Short Term Loans and Advances given to various parties for a total amount of Rs 1488.47 lakhs were not provided.	The management is verifying the same and settle the same.
7	Expenses incurred for right issue has not been completely written off in the current financial year amounting to Rs 27.25 lacs. Profit for the period is accordingly overstated to this extent.	The management is verifying the same and settle the same.
8	Internal Control Processes are not commensurate with the size of the business.	The management is verifying the same and settle the same.

### Secretarial Audit Report

Sl. No.	Qualification	Management's Reply
1	Mr. Seetharam Shetty, Promoter of the Company purchased shares during the closure of trading window and has violated Insider Trading Regulation.	The company had warned him and not to trade further during the closure of trading window.
2	The company was required to publish quarterly and half yearly result for September 30, 2022 within 45 days i.e. on or before November 14, 2022. However, the company published results on November 15, 2022.	NSE issues notice and the company had paid penalty for the same.
3	There is a dispute between Mrs. Reshma Ganji, Managing Director and Mr. Nishant Mahimtura, Director/CFO and Mrs. Reshma Ganji, Managing Director and Mr. Riyaz Ganji, Wholetime Director of the Company. They are also promoters of the Company.	We understand that Mrs. Reshma Ganji has conflict of interest with management and the company. She has also filed case for oppression and mismanagement with NCLT, Mumbai Bench.

### 15. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the directors have 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) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a going concern basis; and
- e) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- f) Internal Financial Controls have been laid down to be by the Company and that such internal Financial Controls are adequate and were operating effectively.

#### **16. DECLARATION BY INDEPENDENT DIRECTORS**

Necessary declarations have been obtained from all the Independent Directors that they meet the criteria of independence under sub-section (6) of Section 149 of the Companies Act, 2013 and as per Regulation 25 read with Regulation 16 of SEBI LODR Regulations.

#### **17. BOARD AND COMMITTEE MEETINGS**

The Board of Directors meets at regular intervals to discuss the business and compliance matters of the Company. The details of the Meetings of the Board of Directors and the Committees of the Board of Directors and their respective constitution are stated in the **Corporate Governance Report (Annexure II)** attached which form part of this Board's Report.

The Company Secretary of the Company is the Secretary to each of these Committees. Separate Meeting of Independent Directors is conducted during every Year, in terms of the requirements of Schedule IV to the Companies Act, 2013 and Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Further, the Board of Directors have adopted various policies on the functioning and running of the Board of Directors as mandated by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and which are also available on the website of the Company.

#### **18. PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) the Board has carried out an annual performance evaluation of its own performance, of the Directors individually, as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees of the Board.

At the meeting of the Board, all the relevant factors that are material for evaluating the performance of individual Directors, the Board and its various Committees, were discussed in detail. A structured questionnaire, each in line with the circular issued by SEBI, for evaluation of the Board, its various Committees and individual Directors, was prepared and recommended to

the Board by the Nomination & Remuneration Committee, for doing the required evaluation, after taking into consideration the inputs received from the Directors, covering various aspects of the Board's functioning, such as adequacy of the composition of the Board and its Committees, execution and performance of specific duties, obligations and governance, etc.

A separate exercise was carried out to evaluate the performance of individual Directors, including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority Shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. Independent Directors fulfill the criteria of independence and they are independent of management. The performance evaluation of the Chairman and non-independent Directors was also carried out by the Independent Directors at their separate meeting. The Directors expressed their satisfaction with the evaluation process.

It was observed that Mrs. Reshma Ganji, Managing Director of the Company is not attending office and not engaging herself in business affairs of the Company.

#### **19. PUBLIC DEPOSITS**

Your Company has neither invited nor accepted/renewed any "Deposit" from the public within the meaning of the term "Deposits" under the Companies (Acceptance of Deposits) Rules, 2014 made under Chapter V read with Section 73 and 76 of the Companies Act, 2013 as amended from time to time and accordingly no disclosures are required in this regard.

#### **20. CORPORATE GOVERNANCE**

The company is committed to maintain highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. Your Company continues to follow the principles of good corporate governance and the board of directors lays strong emphasis on transparency, accountability and integrity.

As required by Regulation 24 of the SEBI (LODR) Regulation, 2015 a detailed Corporate Governance Report is given separately which forms part of this Annual Report.

There is a dispute going on between Mrs. Reshma Ganji, Managing Director and Mr. Nishant Mahimtura, Director/Mr. Riyaz Ganji, Wholetime Director.

#### **21. ANNUAL RETURN**

In accordance with the Companies Act, 2013, the Annual Return in the prescribed format is available at [www.libasdesignsltd.com](http://www.libasdesignsltd.com)

#### **22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT**

During the year under review, the Company remain invested in its wholly owned subsidiary Libas Designs FZE LLC, in the UAE. The details have been mentioned in the financial statement with respect to the same.

#### **23. RELATED PARTY TRANSACTIONS**

All contracts/ arrangements/ transactions entered into by the Company during the financial year with the related parties are on arm's length basis and in the ordinary course of business. During the financial year, there was no material contracts or arrangements entered into by the Company with any of the related party. Your Directors draw attention of the members to Note to the financial statement, which contain particulars with respect to related parties. The policy on dealing with the related party transactions as approved by the Board of Directors is disclosed on the website of the Company.

Particulars of contracts or arrangement with related parties referred to in section 188(1) of the Companies Act, 2013 in the prescribed form **AOC-2** is appended as **(Annexure I)** to the Board Report.

#### **24. WHISTLE BLOWER POLICY/ VIGIL MECHANISM**

Your Directors inform the members that with the objective of pursuing the business in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior and to encourage and protect the employees who wish to raise and report their genuine concerns about any unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct, the Company has adopted a Whistle Blower Policy. The policy has been disclosed on the website of the Company

#### **25. SUBSIDIARY, ASSOCIATES OR JOINT VENTURE**

In accordance with Section 129(3) of the Act, a statement containing salient features of the financial statements of the subsidiary companies in Form AOC-1 is provided as part of the consolidated financial statement. Hence, a separate report on the performance and financial position of each of the subsidiaries and joint venture companies is not repeated here for the sake of brevity. This includes highlights of performance of Wholly Owned Subsidiary viz. 'Libas Designs FZE LLC' of the Company.

During the year under review, no company has ceased to be subsidiary/joint venture or associate of the Company during FY21.

#### **26. NOMINATION AND REMUNERATION POLICY**

The Nomination and Remuneration committee has put in a place the policy on board diversity for appointment of directors taking into consideration qualification and wide experience of the directors in the field of banking, finance, regulatory, administration, legal, commercial vehicle segment apart from compliance of legal requirements of the company. The company has laid down remuneration criteria for directors, key managerial personnel and other employees in the Nomination and Remuneration Committee.

The policy, inter-alia includes criteria for determining qualifications, positive attributes, independence of a director, and expertise and experience required for appointment of directors, KMP and senior management.

The Policy is also available on company's website: [www.libasdesignsltd.com](http://www.libasdesignsltd.com)

#### **27. MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDAR)**

In accordance with the Listing regulations, the Management Discussion and Analysis report which forms part of the annual Report.

**28. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY**

The Company has in place adequate internal financial control systems, commensurate with the size, scale and complexity of its operations. The Company has appropriate policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, the timely preparation of reliable financial information. During the year under review, the Company has not come across any incidence of fraud. The internal auditor monitors and evaluates the efficacy and adequacy of internal control systems in the Company. Based on the report of the internal auditor, the respective departments undertake corrective action in their respective areas and thereby strengthen the controls.

**29. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY AND ITS OPERATIONS DURING THE YEAR UNDER REVIEW**

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the company and its operations during the year under review.

**30. MATERIAL CHANGES & COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

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

**31. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION, REDRESSAL) ACT, 2011**

Your Company endeavors to provide a harmonious working environment for female employees and has adopted a policy which provides for protection against sexual harassment of women at work place and for prevention and redressal of such complaints. During the year, no such complaints were received.

No. of complaints filed during the financial year: NIL

No. of complaints disposed of during the financial year: Nil

No. of complaints pending as on end of the financial year: Nil

**32. COMMITTEES OF BOARD**

Currently, the board has three committees:

1. Audit Committee,
2. Nomination and Remuneration Committee,
3. Stakeholder Relationship Committee,

A detailed note on board composition and its committees is provided in the **Corporate Governance report (Annexure-III)**.

**33. RISK MANAGEMENT POLICY**

The Company has adopted the risk management policy which aimed at creating and protecting shareholders value by minimizing threats and losses and identifying and maximizing opportunities. Your Directors periodically review the risks associated with the business or which threaten the prospects of the Company

**34. CODE OF CONDUCT AND PREVENTION OF INSIDER TRADING**

In compliance with the SEBI regulation on Code of Conduct for Regulating, Monitoring & Reporting Trading by Insiders, the Company has instituted a comprehensive code of conduct for its management staff. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of Libas and cautions them on consequences of violations. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the ethical standards of dealing in company securities.

The insider trading policy of the company covering code of practices and procedures for fair disclosures of unpublished price sensitive information and code of conduct for the prevention of insider trading is available on our website: [www.libasdesignsltd.com](http://www.libasdesignsltd.com).

**33. INVESTORS' RELATION AND GRIEVANCES**

During the Year under review, the Company has not received any Complaint/Grievance from the Investors of the Company. The Company has a dedicated e-mail address [cs@libas.co.in](mailto:cs@libas.co.in) for communication with the Investors. Further, a section for Investors, with details of the Annual Reports, Financial Statements, Communications to Stock Exchanges and other necessary information is available on the website of the Company on [www.libasdesignsltd.com](http://www.libasdesignsltd.com). The Company is registered on the website of SEBI Complaint Redressal System (SCORES).

**34. PARTICULARS OF EMPLOYEES**

The details of the Remuneration drawn by the Whole Time Executive Directors and Managing Director and Independent Directors are stated in the **Corporate Governance Report (Annexure-II)**, other information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report. Details pertaining to Remuneration as required under section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given as part of this Report.

**35. CONSERVATION OF ENERGY, TECHNICAL ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

The information pursuant to section 134(3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is as follows:

- a. The company has no activity involving conservation of energy or technology absorption.
- b. There is no foreign exchange earnings and outgo.

**36. CORPORATE SOCIAL RESPONSIBILITY**

Since Section 135 of Companies Act' 2013 and Rules made there under is not applicable, hence no meeting were conducted during the year.

**37. HUMAN RESOURCES MANAGEMENT**

Your Company recognizes that people play a key role in gaining competitive advantage in our industry. Your Company is focused on creating the right working environment for our people to excel.

Your Company will continue to work towards improving all aspects of our people practices to be counted among the Great Places to Work.

The key pillars of success at Libas Consumer Products Limited from a Human Capital perspective are:

- Ensuring we have the right people in every role
- Driving scalable processes to enhance ROI
- Creating a culture of learning and Execution

Human Resources plan was executed in line with the target set at the beginning of the year.

**38. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT**

There were no frauds as reported by the Statutory Auditors under sub-section 12 of Section 143 of the Companies Act, 2013 along with Rules made there-under other than those which are reportable to the Central Government.

**39. ACKNOWLEDGEMENTS**

Your Directors take this opportunity to thank Customers, Members, Suppliers, Bankers, Business Partners/Associates, Central and State Governments for their consistent support and co-operation extended to the Company. We also acknowledge the significant contribution made by the employees by their dedication and hard work and trust reposed on us. We look forward to have the same support in our endeavor to help the Company to grow faster.

**For and On Behalf of the Board of  
Libas Consumer Products Limited**

**Riyaz Ganji**  
**Wholetime Director**  
**DIN: 02236203**  
**Mumbai**  
**August 14, 2023**

**Nishant Mahimtura**  
**Chairman cum Director**  
**DIN: 02000572**  
**Mumbai**  
**August 14, 2023**

**ANNEXURE-I**  
**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis: Nil**

**2. Details of contracts or arrangements or transactions at Arm's length basis**

Sl. - No	Particulars	Details (1)	Details (2)	Details (3)	Details (4)
a)	Name (s) of the related party & nature of relationship	Smriti Industries	Mr. Pawan Mahimtura	See My Brand Private Limited	Golden Bricks Infrastructure Private Limited
b)	Nature of contracts/arrangements/transaction	Commission paid to Enterprise under significant influence of key Management Personnel	Availed the Service and paid the Hire Charges	Purchases/Loans	Purchases/Sales
c)	Duration of the contracts/arrangements/transaction	On going	On going	On going	On going
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA	NA	NA	NA
e)	Date of approval by the Board	May 29, 2018	May 29, 2018	May 08, 2019	May 08, 2019
f)	Amount paid as advances, if any	NA	NA	NA	NA

**For and On Behalf of the Board of  
Libas Consumer Products Limited**

**Riyaz Ganji**  
**Wholetime Director**  
**DIN: 02236203**  
**Mumbai**  
**August 14, 2023**

**Nishant Mahimtura**  
**Chairman cum Director**  
**DIN: 02000572**  
**Mumbai**  
**August 14, 2023**

## ANNEXURE II

### CORPORATE GOVERNANCE REPORT

#### 1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

Corporate governance is about maximizing shareholder's value legally, ethically and on sustainable basis, while ensuring fairness to every stakeholders, customers, employees, investors, vendors/partners and Governmental Authorities. Therefore, Corporate Governance is a reflection of a Company's culture, policies, and its relationship with the shareholders, and its commitment to values.

The Company strongly believes that establishing good Corporate Governance practices in each and every function of the organization leads to increased operational efficiencies and sustained long term value creation for all the stakeholders. The Company always endeavors to carry its business operations in a fair, transparent and ethical manner and also holds itself accountable and responsible to the society it belongs. The Company considers it absolutely essential to abide by the laws and regulations of the land in letter and spirit and is committed to the highest standards of corporate governance and be considered as a good corporate citizen of the Country.

A report on compliance with the principles of the Corporate Governance as on March 31, 2020 as prescribed by Regulation 34 (3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time with the stock exchanges is given below:

#### 2. BOARD OF DIRECTORS

##### a) Composition of the Board

As on March 31, 2022, the Board of Directors comprised of six members. The number of Independent directors on the Board was three.

All Independent directors possess the requisite qualifications and are very experienced in their own fields. The composition is as under:

Name of the Directors	Category of Directors	Directorships in other Indian Companies \$	Committee Memberships & (Chairmanship) in other companies @		No. of Shares held in the Company as at 31.03.2022	List of Directorship held in other Listed Companies and Category of Directorship
			Member	Chairman		
Rishi Sharma	Non-Executive Independent	-	-	-	-	-

	Director					
Nishant Mahimtura	Executive Promoter Director	2	-	-	-	-
Reshma Ganji	Executive Promoter Director	-	-	-	4,001,725	-
Riyaz Ganji	Executive Promoter Director	2	-	-	4,079,188	-
Ashish Dubey	Non-Executive Independent Director	-	-	-	-	-
Pooja Hindia	Non-Executive Independent Director	-	-	-	-	-
Kalpna Kumari	Non-Executive Independent Director	-	-	-	-	-

@Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders Relationships Committee in Indian Public Limited companies other than Libas Consumer Products Limited

\$ Directorship is including Private Limited Companies but excluding Foreign Companies and Companies under Section 8 of the Act.

**Notes:**

1. In terms of provisions of the Companies Act, 2013, Mrs. Reshma Ganji is related to Mr. Riyaz Ganji being his wife, except these, no director is related to any other director on the Board.
2. Memberships of the Directors in various Committees are within the permissible limits of the Listing Regulations.

**b) Board Meetings and attendance of Directors**

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the company. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each director to enable the Directors to take an informed decision.

- i. During the year, nine meetings of the Board of Directors were held on May 30, 2022; August 12, 2022; September 12, 2022; October 6, 2022; October 28, 2022; November 14, 2022; November 15, 2022; December 28, 2022 and February 14, 2023.
- ii. The attendance recorded for each of the Directors at the Board Meetings during the year ended on March 31, 2023 and of the last Annual General Meeting is as under:

<b>Directors</b>	<b>No. of Board Meetings attended</b>	<b>Attendance at the Last AGM held on September 23, 2022.</b>
Mr. Ashish Dubey	9	Yes
Mr. Rishi Sharma	8	No
Mrs. Kalpana Kumari	2	Not Applicable
Mrs. Pooja Hindia	2	Not Applicable
Mrs. Reshma Ganji	8	Yes
Mr. Riyaz Ganji	7	Yes
Mr. Nishant Mahimtura	9	Yes

**c) Chart or a Matrix setting out the Skills/Expertise/Competencies of the Board of Directors**

The following skills / expertise / competencies required in the context of Company's businesses have been identified by the Board for it to function effectively viz.:

- (i) Business Strategy, Planning and Corporate Management
- (ii) Accounting & Financial Skills
- (iii) Marketing
- (iv) Communication, Advertising and Media
- (v) Corporate Governance
- (vi) Legal & Risk Management

These are available with the Board.

- d) Web link where familiarization programs imparted to independent directors is disclosed: [www.libasdesignsltd.com](http://www.libasdesignsltd.com)
- e) **Confirmation from the Board of Directors in context to Independent Directors:**  
The Board of Directors has confirmed that in the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management. Also, independent directors have given declaration pursuant to Section 149 of the Companies Act, 2013.

**f) Detailed reasons for the resignation of an independent director who resigns before the expiry of his tenure along with a confirmation by such director:**

There was no such Director resigned.

### **3. AUDIT COMMITTEE**

The Audit Committee acts as a link between Statutory Auditors and Internal Auditors and the Board of Directors.

The Audit Committee provides reassurance to the Board regarding the existence of an effective internal control environment that ensures:-

- Efficiency and effectiveness of operation;
- Safeguarding of assets and adequacy of provisions for all liabilities;
- Reliability of financial and other management information and adequacy of disclosures; And
- Compliance with all relevant statutes.

#### **Powers**

The Audit Committee is empowered, pursuant to its terms of reference, to:

- Investigate any activity within its terms of reference
- Seek any information it requires from any employee
- Obtain legal or other independent professional advice and
- Secure the attendance of outsiders with relevant experience and expertise, when considered necessary.

#### **a) Term of Reference**

The scope and function(s) of the Audit Committee are in accordance with the provisions of Section 177 of the act, the provisions of Regulation 18 of the SEBI (LODR) Regulation, 2015. Audit Committee is mainly entrusted with supervising and monitoring company's internal controls and financial reporting process amongst the other terms of reference which are explained below:

- Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Reviewing the adequacy of internal audit function, discussing with internal auditors any significant findings and follow-up thereon, reviewing with the management annual and half yearly financial statements before submission to the board for approval.
- Approval or subsequent modification of any transactions of the company with related parties.
- Review and monitor the auditors independence and performance and effectiveness of the audit processes, scrutiny of inter corporate loans and investments, if any, evaluation of internal financial controls and risk management system; and reviewing the functioning of the Whistle Blower mechanism.
- To monitor the end use of funds raised through public offers and related matters.
- To oversee the financial reporting process and the disclosures of its financial information to ensure that the financial statement are correct sufficient and credible.
- To review with the management, the half yearly and yearly financial results before submission to the board for their approval.

- Matters required to be included in the directors responsibility statement to be included in the board report as per section 134 of the act.
- Changes if any in accounting policies and practices along with reasons for the same.
- Major accounting entries involving estimates based on the exercise of judgment by the management.
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosures of the related party transactions.

**b) Composition**

The Company has complied with the requirements of Regulation 18 of the SEBI (Listing Obligation and disclosure requirements) Regulation 2015 as regards to the composition of the audit committee. The audit committee constituted as follows;

Name of the Member	Chairman/Member	Category
Mr. Ashish Dubey	Chairperson	Non-Executive / Independent Director
Mr. Rishi Sharma	Member	Non-Executive / Independent Director
Mr. Nishant Mahimtura	Member	Executive Promoter Director & CFO

The Company Secretary acts as the Secretary to the Committee. All the members of the Committee are financially literate and have accounting and financial management expertise.

**c) Meeting and Attendance during the year**

During the financial year 2022-23, six (6) meetings of the Audit Committee were held, the details of which are as follows:

Sr. No.	Date of Meeting	Committee Strength	No. of members present
1.	30.05.2022	3	3
2.	12.08.2022	3	3
3.	12.09.2022	3	3
4.	14.11.2022	3	3
5.	15.11.2022	3	3
6.	14.02.2023	3	3

**4. NOMINATION AND REMUNERATION COMMITTEE**

**a) Terms of reference**

- Make recommendations regarding the composition of the Board, identify independent Directors to be inducted to the Board from time to time.
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and carry out evaluation of every Director's performance.
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- Formulate criteria for evaluation of Independent Directors and the Board.
- Devise a policy on Board Diversity.
- Evaluate and approve the appointment and remuneration of senior executives, including the Key Managerial Personnel, the Company's remuneration plan, annual salary increase principles and budgets, annual and long term incentive plans of the Company, policies and programmes such as succession planning, employment agreements, severance agreements and any other benefits
- Establish key performance metrics to measure the performance of the Managing Director, Key Managerial Personnel and the executive team.
- Review and recommend to the Board the remuneration and commission to the Managing and Executive Directors and define the principles, guidelines and process for determining the payment of commission to Non-Executive Directors of the Company

**b) Composition**

The Nomination and Remuneration Committee comprised of the following members as on March 31, 2023:

<b>Name of the Member</b>	<b>Chairman/Member</b>	<b>Category</b>
Mr. Ashish Dubey	Chairperson	Non-Executive / Independent Director
Mr. Rishi Sharma	Member	Non-Executive / Independent Director
Mrs. Pooja Hindia	Member	Non-Executive / Independent Director

The Company Secretary acts as the Secretary to the Committee.

**c) Meeting and Attendance during the year**

There were three (3) Meeting held during the financial year, the details of which are as follows:

Sr. No.	Date of Meeting	Committee Strength	No. of members present
1.	12.08.2022	3	3
2.	14.11.2022	3	3
3.	28.12.2022	3	3

**d) Performance evaluation criteria for independent Directors**

The Nomination and Remuneration Committee of the Board has laid down the criteria for performance evaluation of Independent Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concern being evaluated.

The criteria for performance evaluation are as follows:

Factor	Attributes
Role and Accountability	Application of knowledge for rendering advice to Management for resolution of business issues Offer constructive challenge to Management strategies and proposals Active engagement with the Management and attentiveness to progress of decisions taken
Objectivity	Non-partisan appraisal of issues Own recommendations given professionally without tending to majority or popular views
Leadership and initiative	Heading Board sub- committees Supporting any function or identified initiative based on domain knowledge and experience
Participation in and contribution to effective Board meetings	Commitment to role and fiduciary responsibilities as a Board Member Attendance and active participation in Board and Committee meetings Proactive, strategic and lateral thinking

**5. REMUNERATION OF DIRECTORS**

The Non-executive Directors are not paid sitting fee for meetings of the board and committees of directors and commission, also there is no pecuniary relationship or transaction with the Non-executive directors of the company.

The Company pays remuneration to its CFO and Managing Director, executive director by way of Salary and Perquisites and allowances.

No stock options were issued to Non-Executive Directors of the Company.

Criteria for making payments to Non-Executive Directors: The Company is not making payment to any Non-Executive Directors and hence, the criteria of making payment do not arise.

Following are the payments made to the Directors of the Company:

Name of the Director	Designation	Salary and perquisites	Commissions	Sitting fees	No of equity shares held
Riyaz Ganji	Whole time director	1,200,000	NIL	NIL	4,079,188
Reshma Ganji	Managing Director	1,200,000	NIL	NIL	4,001,725
Nishant Mahimtura	Director	NIL	NIL	NIL	NIL
Rishi Sharma	Independent Director	NIL	NIL	NIL	NIL
Vivek Kamath	Independent Director	NIL	NIL	NIL	NIL
Ashish Dubey	Independent Director	NIL	NIL	NIL	NIL

## 6. STAKEHOLDER RELATIONSHIP COMMITTEE

### a) Term of Reference

The scope and functions of the SRC are in accordance with the provisions of Section 178 of the Act, Regulation 20 of the SEBI Listing Regulations and Clause 49 of erstwhile Listing Agreement. The scope and functions of the SRC is as follows:

- To consider and resolve Redressal of shareholders and investors of the Company in respect of matters relating to transfer and transmission of shares, Non-receipt of Dividend/ Annual Report, delays in transfer of shares and Dematerialization/ re-materialization of shares etc.;
- To evaluate the performance of the Registrar and Transfer Agent of the Company;
- To review and approve the allotment of shares, approval of transfer or transmission of equity shares, debentures or any other securities;
- To allot securities of the Company from time to time;
- To issue duplicate certificates and new certificates on split/ consolidation/ renewal, etc.;
- To provide guidance and recommendations for providing Shareholder friendly services.
- To carry out any other function as may be required as per the provisions of the Act, applicable SEBI Regulations and Listing Agreement(s), as amended from time to time.

### b) Composition

The Stakeholders Relationship Committee as on March 31, 2021 comprised of three (3) members:

Name of the Member	Chairman/Member	Category
Mr. Ashish Dubey	Chairperson	Non-Executive / Independent Director
Mr. Rishi Sharma	Member	Non-Executive / Independent

		Director
Mr. Nishant Mahimtura	Member	Promoter Executive Director

Company Secretary acts as a compliance officer to the Committee.

**c) Stakeholders' / Investors' Complaints:**

The total number of complaints received and resolved during the year ended March 31, 2023 was NIL. There were no complaints outstanding as on March 31, 2023. Summary of Shareholder complaints received during the year under review is as follows:

No of complaints pending as on April 1, 2022	NIL
No of complaints received during the year	NIL
No of complaints resolved during the year	NIL
No of complaints pending as on March 31, 2023	NIL

**d) Meeting and Attendance during the year:**

There was four (4) meeting held during the financial year.

Sr. No.	Date of Meeting	Committee Strength	No. of members present
1.	30.05.2022	3	3
2.	12.08.2022	3	2
3.	14.11.2022	3	3
4.	14.02.2023	3	3

**7. GENERAL BODY MEETINGS**

**a. Location and time of the last three Annual General Meetings:**

Year	AGM	Location	Day & Date	Time	No. of Special Resolution
2021-22	18 <sup>th</sup> AGM	VC/OAVM	Friday, September 23, 2022	12:30 p.m.	1
2020-21	17 <sup>th</sup> AGM	401, 4 <sup>th</sup> Floor, Crescent Royale, Off New Link Road,	Tuesday, September 14, 2021	12:30 p.m.	6

		Lokhandwala Complex, Andheri (West), Mumbai MH 400053			
2019-20	16 <sup>th</sup> AGM	VC/OAVM	Monday, September 30, 2019	03:30 p.m.	4

**b. Details of Postal Ballot(s) conducted during the Financial Year 2022-23:**

- 1) Following are details of the Ordinary/Special Resolution passed through e-voting postal ballot:

Sr. No.	Particulars of Resolutions	Date of Passing the Resolution	No. of Valid Votes Polled	No. of Votes -in Favour	No. of Votes -Against
1.	Special Resolution: Appointment of Mrs. Kalpana Kumari as an Independent Director	March 15, 2023	4,349,213	4,277,286	71,527
2	Special Resolution: Appointment of Mrs. Pooja Hindia as an Independent Director	March 15, 2023	4,347,211	4,277,577	69,634
3	*Special Resolution: Appointment of Mr. Aman Ganji as Director	March 15, 2023	268,023	198,183	69,840

*\*Appointment of Mr. Aman Ganji was not approved as Special Resolution, hence lateron he stepped down from the post of Director.*

2) **Person who conducted the postal ballot exercise:**

The Company had appointed M/s SARK & Associates, Company Secretaries in practice, Mumbai as the scrutinizer (“scrutinizer”) for conducting postal ballot in a fair and transparent manner.

- 3) **Procedure for Postal Ballot e-voting:** The procedure for Postal Ballot e-voting is as per the provisions contained in this behalf in the Companies Act, 2013 and rules made thereunder.

**8. MEANS OF COMMUNICATION**

- a. For easy reference of the Shareholders, the half yearly results/ annual results, along with the Limited Review thereon, are made available on the website of the Company i.e. [www.libasdesignsltd.com](http://www.libasdesignsltd.com).

- b. Aforesaid results are also filed with the concerned Stock Exchanges simultaneously so as to enable them to display the results on their notice board/ website.
- c. During the year no press releases or presentations were made to the institutional investors or to the analysts.
- d. The company has published Newspaper advertisement as per clause 47 of the SEBI LODR, 2015.

## 9. GENERAL SHAREHOLDER INFORMATION

### a. Annual General Meeting to be held

#### Day, Date, Time and Venue:

Day	Saturday
Date	September 30, 2023
Time	12:30 P.M.
Deemed Venue	401, 4 <sup>th</sup> Floor, Crecent Royale, Off New Link Road, Lokhandwala Complex, Andheri (West), Mumbai-400053, Maharashtra

- b. **Financial year:** April 1, 2022 – March 31, 2023
- c. **Dates of Book Closure:** From Sunday, September 24, 2023 to Saturday, September 30, 2023 (both days inclusive).
- d. **Dividend Payment Date:** Not Applicable
- e. **Stock Exchange related information:**

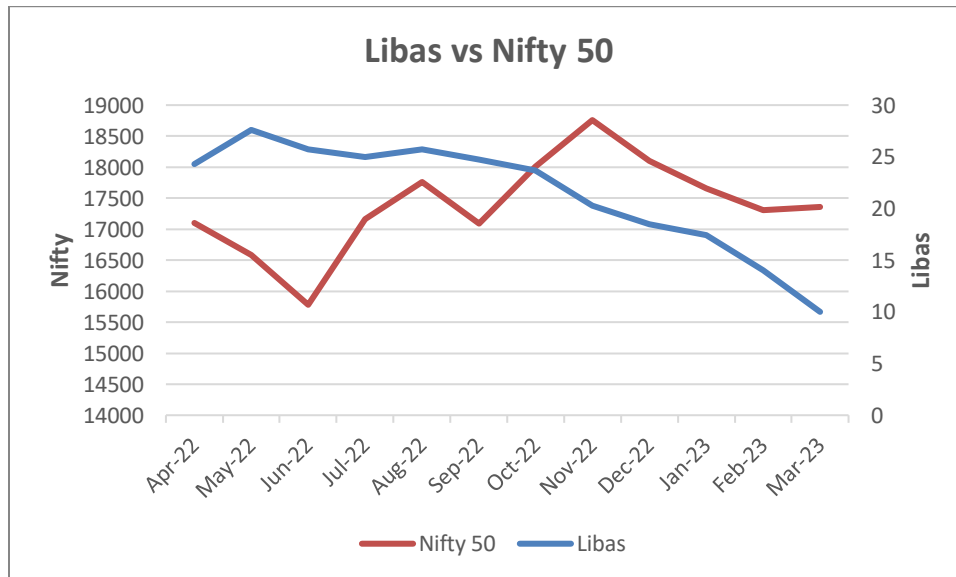
<b>Listing on Stock Exchanges</b>	National Stock Exchange of India Limited. "Exchange Plaza", Bandra-Kurla Complex, Bandra (East), Mumbai - 400051
<b>Stock Code</b>	LIBAS
<b>ISIN No. for the Company's Listed Securities</b>	INE908V01012
<b>Listing fees</b>	The Company has paid the required Annual Listing Fees for the financial year 2020-21

f.

i. Market price Data:

Month & Year	NSE	
	High	Low
April 2022	27.80	23.80
May 2022	29.15	21.15
June 2022	28.00	21.05
July 2022	29.20	24.35
August 2022	30.25	22.55
September 2022	27.60	22.60
October 2022	26.70	21.20
November 2022	23.95	18.60
December 2022	21.40	16.60
January 2023	20.85	16.60
February 2023	17.95	12.80
March 2023	14.50	9.85

ii. Performance in comparison to broad based indices:



g. Suspension from trading:

No Security of the Company has been suspended from trading on the stock exchange where they are listed.

h. Registrar to the issue and Share Transfer Agents:

The Company has appointed Bigshare Services Private Limited as its Share Transfer Agent for both physical and demat segments of Equity Shares. Below mentioned are the contact details of the RTA:

Bigshare Services Private Limited

**(UNIT: Libas Consumer Products Limited)**

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,

Makwana Road, Marol, Andheri (E), Mumbai - 400 059;

Tel: +91 - 22 - 62638200; Fax: +91 - 22 - 62638299;

Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com);

Website: [www.bigshareonline.com](http://www.bigshareonline.com);

SEBI Registration No.: MB / INR000001385;

Contact Person: Mr. Ashok Shetty.

**i. Share Transfer system:**

Share Transfer, Transmission and Duplicate issue of Shares in physical form are normally affected within a period of 15 days if receipt of documents complete in all respects. The Company has Bigshare Services Pvt. Ltd as Registrar and Share Transfer Agent which handles the Transfer, Transmission and Issue of Duplicate Share certificate within the aforesaid period from the lodgment of the documents.

**j. Distribution of Shareholding/Category-wise Shareholding pattern of the Company as on March 31, 2023.**

**Distribution of Shareholding**

Shareholding of Nominal	Shareholders		Number of Shares	
	Number	% of Total	Shares	% of Total
1-500	14,676	78.13	1,749,804	6.64
501-1000	1,754	9.34	1,367,449	5.19
1001-2000	1,075	5.72	1,600,556	6.08
2001-3000	418	2.23	1,060,495	4.03
3001-4000	198	1.05	704,115	2.67
4001-5000	158	0.84	736,514	2.80
5001-10000	288	1.53	2,087,712	7.92
10001-999999999	218	1.16	17,037,935	64.67
<b>Total</b>	<b>18,785</b>	<b>100.00</b>	<b>26,344,580</b>	<b>100.00</b>

**Category-wise Shareholding**

Category	No. of Shareholders	No. of Shares	% of Total Share as on March 31, 2022
Promoter & Promoter Group	3	8,088,413	30.70
Public	18,431	18,256,167	69.30
Non Promoter-Non Public	0	0	0
Shares underlying DRs	0	0	0

Shares held by Employee/ Trusts	0	0	0
<b>Total</b>	<b>18,434</b>	<b>26,344,580</b>	<b>100.00</b>

**k. Dematerialization of shares and liquidity:**

As on March 31, 2023; 26,344,440 Equity Shares (99.9995% of the total number of shares) are in demat form.

**l. Outstanding GDRs/ADRs/Warrants or any convertible instruments**

The Company has not issued any GDR's/ADR's, Warrants or any convertible instruments during the financial year 2022-23. Further, none of the Non- Executive Director holds any convertible instruments.

**m. Hedging of risk**

The Company has a robust frame work in place to protect its interest from risks arising out of market volatility. Based on market intelligence and continuous monitoring, the procurement team is advised on appropriate strategy to deal with such market volatility. The Company does not have any exposure hedged during the financial year 2022-23.

**n. Plant Locations**

<b>Location of the manufacturing units of the Company:</b>
Gala no :- 55 Sidhapura Industrial Estate, Masrani lane Near Halav Pool Kurla ( w ) Mumbai 400070
Gala no :- 62 Sidhapura Industrial Estate, Masrani lane Near Halav Pool Kurla ( w ) Mumbai 400070
A4 Gala no 103, Harihar Corporation, Survey No 106 Hissa No 5 PaikiDapode, Bhiwandi Maharashtra 421302

**o. Address for correspondence:**

<b>Name for investor related matter</b>	<b>Address</b>	<b>Telephone No.</b>	<b>Email id&amp; Website</b>
Mr. Riyaz Ganji/ Ms. Nita Mshra	Libas Consumer Products Limited, 401, 4th Floor, Crescent Royale, Off New Link Road, Lokhandwala Complex, Andheri (West) Mumbai MH 400053 IN	022-49767404 022-49767396	<a href="mailto:accounts@libas.co.in">accounts@libas.co.in</a> <a href="mailto:cs@libas.co.in">cs@libas.co.in</a> <a href="http://www.libasdesignsltd.com">www.libasdesignsltd.com</a>

10. Further, the Company has no debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds (whether in India or abroad), during the relevant financial year. Thus, there are no credit ratings obtained the same.

## 11. OTHER DISCLOSURES

- a. During the financial year 2022-23 there were no materially significant transactions entered into between the Company and its promoters, Directors or the management or relatives etc. that may have potential conflict with the interests of the Company at large. The Register of Contracts detailing the transactions as required under the Act is placed before the Board. Transactions with related parties are disclosed by way of Notes to the Accounts, which forms part of this Annual Report.
- b. **Details of the Penalties imposed by SEBI**  
No penalties imposed during the period.
- c. **Establishment of Vigil Mechanism/Whistle Blower Policy**  
The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.
- d. The Policy for determining 'material' subsidiaries is disclosed on website of the Company [www.libasdesignsltd.com](http://www.libasdesignsltd.com).
- e. The Policy on dealing with related party transactions is disclosed on website of the Company [www.libasdesignsltd.com](http://www.libasdesignsltd.com).
- f. **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):**Not Applicable
- g. **Details of the Recommendation of any committee of the board which is mandatorily required and not accepted by the Board:** The Board has adopted all the recommendation made by the committee.
- h. **Certificate from Practicing Company Secretary**  
The Company has obtained a certificate from SARK & Associates, Company Secretaries, that none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.
- i. **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part**

Total fees for all services paid by the Company to the statutory auditor has been given in Notes to the financial statements.

**j. Disclosure in relation of sexual harassment of women at workplace**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. The details of complaints are as under:

No. of complaints filed during the financial year	Nil
No. of complaints disposed off during the financial year	Nil
No. of complaint pending as on end of the financial year	Nil

**k. Non-compliance of Corporate Governance report above, with the reasons thereof**

The Company has generally complied with the Compliance Governance Report.

**l. Compliance Status of the requirements of Corporate Governance as specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation 2 of Regulation 46 of Listing Regulations is mentioned below**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<i>Item</i>	<i>Compliance status</i> (Yes/No/NA) refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	

Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their Associates	NA	
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
New name and the old name of the listed entity	Yes	
Advertisements as per regulation 47 (1)	Yes	
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of "independence" and/or "eligibility"</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Quorum of Board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	No fees paid to Independent Directors and Non-Executive Directors
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of Board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes

<i>Composition of nomination &amp; remuneration Committee</i>	19(1) & (2)**	Yes
<i>Quorum of nomination &amp; remuneration Committee</i>	19(2A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management Committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable
<i>Maximum Tenure</i>	25 (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Directors</i>	25(8) & (9)	Yes
<i>D &amp; O Insurance for Independent Directors</i>	25(10)	Not Applicable
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	NA
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

- 12. Declaration by CFO stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management:** Attached separately
- 13. Certificate from the Auditor regarding compliance of conditions of corporate governance:** Attached separately
- 14. Disclosure with respect to demat suspense account/unclaimed suspense account:**

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;	Not Applicable
number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	Not Applicable
number of shareholders to whom shares were transferred from suspense account during the year;	Not Applicable
aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	Not Applicable
that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.	Not Applicable

## ANNEXURE

### Statement of Disclosure of Remuneration

Information as required under the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

**A. Remuneration Disclosure for Executive Directors and Key Managerial Personnel (KMP) for the financial year ended March 31, 2023**

Sl. No.	Name of the Directors and KMP	Remuneration of Directors/KMP for the financial year 2022-23	% increase/decrease in Remuneration in the Financial Year 2022-23	Ratio of remuneration of each Director/ to median remuneration of employees
1.	Riyaz Ganji- Wholetime Director	1,200,000.00	0.00	3.55
2.	Reshma Ganji- Managing Director	1,200,000.00	0.00	3.55
3.	Nita Mishra- Company Secretary	248,200	0.00	1.58

- B.** Percentage increase in the median remuneration of employees in the financial year is 2.75%
- C.** The number of permanent employees on the rolls of the Company as on March 31, 2023 is 13.
- D.** Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year viz. FY23 was 4.12%.
- E.** It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**ANNEXURE III**  
**FORM NO MR-3**  
**SECRETARIAL AUDIT REPORT**

For The Financial Year Ended March 31, 2023

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

To,  
The Members,  
**LIBAS CONSUMER PRODUCTS LIMITED**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to Good Corporate Practices by **LIBAS CONSUMER PRODUCTS 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. Our Report is to be read along with the attached Note in **Annexure I** and other Annexure to this Report, which form an integral part of this Report.

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 the Secretarial Audit, We hereby report that in our opinion, the company has during the Audit period covering the Financial Year ended on **March 31, 2023** complied with the Statutory provisions listed hereunder and to the extent stated in this Report and also that the Company has the proper Board-Processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the Books, Papers, Minute books, Forms and Returns filed, Reports issued by various fellow Professionals and other applicable Records and Registers maintained by the Company on a test check basis for the financial year ended on **March 31, 2023** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the Rules made there under
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
6. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
7. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time;
8. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit period)**

9. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the Audit period)**
10. 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;
11. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit period)**
12. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit period)**

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure Compliance with applicable Laws, Rules, Regulations and Guidelines.

1. Employees Provident Fund and Miscellaneous Provisions Act, 1952
2. Employees State Insurance Act, 1948
3. Equal Remuneration Act, 1948
4. Acts as prescribed under the Direct Taxes and Indirect Taxes
5. Payment of Gratuity Act, 1972
6. The Bombay Shops & Establishments Act, 1948
7. Contract Labour (Regulation and Abolition) Act, 1979
8. Employees Superannuation Scheme.
9. Registration Act, 1908
10. Indian Stamp Act, 1899
11. The Micro, Small and Medium Enterprises Development Act, 2006
12. Trademarks Act, 1999 (TM Act)
13. Copyrights Act, 1957 (Copyright)
15. Patents Act, 1970 (Patent Act)

We have examined the applicable provisions of

- (a) Secretarial Standards I and II as issued by the Institute of Companies Secretaries of India and notified by the Ministry of Corporate Affairs and applicable with effect from July 1, 2015.
- (b) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the declarations given and the information provided, during the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above except that:

1. *Mr. Seetharam Shetty, Promoter of the Company purchased shares during the closure of trading window and has violated Insider Trading Regulation.*
2. *The company was required to publish quarterly and half yearly result for September 30, 2022 within 45 days i.e. on or before November 14, 2022. However, the company published results on November 15, 2022.*
3. *There is a dispute between Mrs. Reshma Ganji, Managing Director and Mr. Nishant Mahimtura, Director/CFO and Mrs. Reshma Ganji, Managing Director and Mr. Riyaz Ganji, Wholetime Director of the Company. They are also promoters of the Company.*

**We further report that:**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the Year under review were carried out in Compliance with the provisions of the Act.
2. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except in case of meetings called at a short notice for urgency of business 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.

**For & on behalf of**  
**SARK & Associates LLP**  
**(Company Secretaries)**  
**(Peer Review Certificate No.: 1898/2022)**

**Raju Ananthanarayanan**  
**(Partner)**  
**(FCS: 4175, COP: 8744)**  
**UDIN: F004175E000325749**

**May 17, 2023**  
**Mumbai**

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

**To,  
The Members,  
Libas Consumer Products Limited**

**'Annexure'**

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

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit;
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Wherever required, we have obtained the Management representation about the compliance of applicable laws, rules and regulations etc.;
5. The compliance of the provisions of Companies Act, 2013 and other applicable laws, Rules, Regulations, Secretarial Standards issued by ICSI is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis;
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company;
7. We further report that, based on the information provided by the Company, its officers, authorized representatives during the conduct of the audit and also on the review of quarterly compliance report by the respective departmental heads/ Company Secretary/ Managing Director taken on record by the Board of the Company, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like labour laws & Environment laws and Data protection policy;
8. We further report that the compliance by the Company of applicable fiscal laws like Direct & Indirect tax laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

**For & on behalf of  
SARK & Associates LLP  
(Company Secretaries)  
(Peer Review Certificate No.: 1898/2022)**

**Raju Ananthanarayanan  
(Partner)  
(FCS: 4175, COP: 8744)  
UDIN: F004175E000325749**

**May 17, 2023  
Mumbai**

**CFO Certificate**  
**(As per Schedule II of the Listing Regulations)**

- a) We have reviewed financial statements and the cash flow statement of Libas Consumer Products Limited for the year ended March 31, 2023 and to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- d) We have indicated to the Auditors and the Audit Committee:
- (i) significant changes in internal control during the year.
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

**For Libas Consumer Products Limited**

**Riyas Ganji**  
**Wholetime Director**

**Nishant Mahimtura**  
**CFO**

**Mumbai**  
**August 14, 2023**

**CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT**

In accordance with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct and Business Ethics of the Company for the Financial Year ended March 31, 2022.

**For Libas Consumer Products Limited**

**Riyas Ganji**  
**Wholetime Director**

**Mumbai**  
**August 14, 2023**

## COMPLIANCE CERTIFICATE FOR CORPORATE GOVERNANCE

[Under Regulation 34(3) read with Schedule V(E) of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

**To**  
**The Members**  
**Libas Consumer Products Limited**

I have examined compliance by Libas Consumer Products Limited (the Company) with the requirements under the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Listing Regulations) relating to corporate governance requirements for the year ended on March 31, 2023.

In my opinion and to the best of my information and according to the explanations given to me and the representation by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, except mentioned below:

Comments:

- Mrs. Reshma Ganji, Managing Director has dispute with other Directors. She is also not involving in business affairs of the company.*

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance under the Listing Regulations. The examination is neither an audit nor an expression of opinion on the financial statements of the Company or the Corporate Governance Report of the Company.

I state that no investor's grievance is pending unresolved by the Company for a period exceeding one month against the Company as per the records maintained by the Stakeholders Relationship Committee.

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

**Raju Ananthanarayanan**  
**(Practicing Company Secretary)**  
**(FCS: 4175, COP: 8744)**  
**UDIN:F004175E000510439**

**June 27, 2023**  
**Mumbai**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

**To,  
The Members  
Libas Consumer Products Limited**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Libas Consumer Products Limited** having CIN L18101MH2004PLC149489 and having registered office at 401, 4<sup>th</sup> Floor, Crescent Royale, Off New Link Road, Lokhandwala Complex, Andheri (West), Mumbai- 400053, Maharashtra (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such Statutory Authority:

Sr. No.	Name of the Director	DIN	Designation	Date of Appointment in the Company
1	Reshma Ganji	07576582	Managing Director	July 26, 2016
2	Riyaz Ganji	02236203	Wholetime Director	November 10, 2004
3	Nishant Mahimtura	02000572	Executive Director	November 10, 2004
5	Ashish Dubey	08766592	Non-Executive Independent Director	June 18, 2020
6	Rishi Sharma	09453515	Non-Executive Independent Director	December 31, 2021
7	Pooja Hindia	09840237	Non-Executive Independent Director	December 28, 2022
8	Kalpana Kumari	08659377	Non-Executive Independent Director	December 28, 2022

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

**Raju Ananthanarayanan**  
**(Practicing Company Secretary)**  
**(FCS: 4175, COP: 8744)**  
**UDIN: F004175E000510406**

**June 27, 2023**  
**Mumbai**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report has been prepared in accordance with the provisions of Regulation 34(2)(e) of Listing Regulations, read with Schedule V(B) thereto, with a view to provide an analysis of the business and Financial Statements of the Company for FY 2022-23 and should be read in conjunction with the respective Financial Statements and notes thereon.

### 1. ECONOMIC OVERVIEW

#### Global Economy

Global economic activity is experiencing a broad-based and sharper-than-expected slowdown, with inflation higher than seen in several decades. The cost-of-living crisis, tightening financial conditions in most regions, Russia - Ukraine conflict, and the after effect of COVID-19 pandemic all weigh heavily on the outlook. Global growth is forecast to slow from 6.0 per cent in 2021 to 3.2 per cent in 2022 and 2.7 per cent in 2023. This is the weakest growth profile since 2001 except for the global financial crisis and the acute phase of the COVID-19 pandemic.

The frailties of the Chinese economy due to resurgence of pandemic further contributed to weakening the growth forecasts. Slowing global growth apart from monetary tightening may also lead to a financial contagion emanating from the advanced economies where the debt of the non-financial sector has risen the most since the global financial crisis. With inflation persisting in the advanced economies and the central banks hinting at further rate hikes, downside risks to the global economic outlook appear elevated.

The rate hike by the US Fed drove capital into the US markets causing the US Dollar to appreciate against most currencies. This led to the widening of the Current Account Deficits (CAD) and increased inflationary pressures in net importing economies. Iran and North Korea have also defied the international community by pursuing atomic programs that in case of North Korea has culminated in the production of nuclear weapons. It is believed that North Korea played a major role in Iran's development of ballistic missiles that are perceived as a serious threat by regional counties.

#### Outlook

Russia-Ukraine conflict continues to overshadow the world economy. Despite recent signs of improvement, recovery over the next two years is expected to be moderate. The outlook remains fragile and downside risks predominate. High uncertainty generated by the war could take a heavy toll on activity. Trade tensions are high and could worsen. Concerns about financial vulnerabilities have risen, including in financial institutions, housing markets and low-income countries. While headline inflation has started declining, it remains elevated and could persist longer. (Source - OECD)

In the developed economies, inflation is slowly easing but it is still high enough to push consumption levels lower and keep interest rates elevated. In emerging economies, disinflation is proceeding more rapidly, especially for producer prices. (Source - Mckinsey Global Economics Intelligence executive summary, Feb 2023)

## Indian Economy and Outlook

### Economy

Credit growth to the micro, small, and medium enterprises (MSME) sector has been remarkably high, over 30.5 per cent, on average during Jan-Nov 2022. Capital expenditure (capex) of the central government, which increased by 63.4 per cent in the first eight months of FY 2022-23, was another growth driver of the Indian economy in the current year. Private consumption as a percentage of GDP stood at 58.4 per cent in Q2 of FY 2022-23, the highest among the second quarters of all the years since 2013-14, supported by a rebound in contact-intensive services such as trade, hotel and transport. Return of migrant workers to construction activities helped housing market witnessing a significant decline in inventory overhang to 33 months in Q3 of FY 2022-23 from 42 months last year. Surge in growth of exports in FY 2021-22 and the first half of FY 2022-23 induced a shift in the gears of the production processes from mild acceleration to cruise mode.

GST revenues clocked 13% growth Year-on-Year. Total gross collection for 2022-23 stands at `18.10 lakh crore. Direct Tax collections up to 10th March, 2023 show that gross collections are at ` 16.68 lakh crore which is 22.58% higher than the gross collections for the corresponding period of last year. The growth rate for Corporate Income Tax is 18.08% while that for Personal Income (including STT) is 27.57%.

### Outlook

The Economic Survey by the Ministry of Finance projects a baseline GDP growth of 6.5 per cent in real terms in FY 2023-24.

India's recovery from the pandemic was relatively quick, and growth in the upcoming year will be supported by solid domestic demand and a pickup in capital investment. Aided by healthy financials, incipient signs of a new private sector capital formation cycle are visible and more importantly, compensating for the private sector's caution in capital expenditure, the government raised capital expenditure substantially.

Budgeted capital expenditure rose 2.7 times in the last seven years, from FY16 to FY23, re-invigorating the Capex cycle. Structural reforms such as the introduction of the Goods and Services Tax and the Insolvency and Bankruptcy Code enhanced the efficiency and transparency of the economy and ensured financial discipline and better compliance.

Growth is expected to be brisk in FY 2023-24 as a vigorous credit disbursement, and capital investment cycle is expected to unfold in India with the strengthening of the balance sheets of the corporate and banking sectors. Further support to economic growth will come from the expansion of public digital platforms and path-breaking measures such as PM GatiShakti, the National Logistics Policy, and the Production-Linked Incentive schemes to boost manufacturing output.

Despite the three shocks of COVID-19, Russian-Ukraine conflict and the Central Banks across economies led by Federal Reserve responding with synchronised policy rate hikes to curb inflation, leading to appreciation of US Dollar and the widening of the Current Account Deficits (CAD) in net importing economies, agencies worldwide continue to project India as the fastest growing major economy.

Global growth is forecasted to slow from 3.2 per cent in 2022 to 2.7 per cent in 2023 as per IMF's World Economic Outlook, October 2022. A slower growth in economic output coupled with increased uncertainty will dampen trade growth. This is seen in the lower forecast for growth in global trade by the World Trade Organisation, from 3.5 per cent in 2022 to 1.0 per cent in 2023.

On the external front, risks to the current account balance stem from multiple sources. While commodity prices have retreated from record highs, they are still above pre-conflict levels. Strong domestic demand amidst high commodity prices will raise India's total import bill and contribute to unfavourable developments in the current account balance. These may be exacerbated by plateauing export growth on account of slackening global demand. Should the current account deficit widen further, the currency may come under depreciation pressure.

Entrenched inflation may prolong the tightening cycle, and therefore, borrowing costs may stay 'higher for longer'. In such a scenario, global economy may be characterised by low growth in FY24. However, the scenario of subdued global growth presents two silver linings - oil prices will stay low, and India's CAD will be better than currently projected. The overall external situation will remain manageable.

Further, the world is trying to de-dollarize the international market amid a global economic slowdown and Indian Rupee is now going global as 18 countries have agreed to trade in Rupee, which will reduce the trade related transaction costs, boost trade and reduce India's trade deficit.

## **2. INDUSTRY STRUCTURE AND DEVELOPMENTS**

### **Overview of apparel retail market in India**

The Indian Apparel industry is one of the most distinctive in the world because of its ancient techniques and cultural traditions. In the vastness of India, it is but natural that its different parts, in addition to having their own unique cultures and languages, also have a variety in clothing. With the rise of urbanization and the country adopting traditional values at an increasing pace, the fashion and apparel industries are on the wheel of adaptation.

Revenue in the Apparel market amounts to US\$ 96.47bn in 2023. (Source: <https://www.statista.com/outlook/cmo/apparel/india>)

The domestic market is expected to continue to grow strongly until Financial Year 2025, clocking up to INR 8.1 trillion to INR 8.2 trillion, registering a CAGR of about 18% to 20% between Financial Years 2022 and 2025.

### **Indian wedding and celebration wear market in India**

(Source: CRISIL Research)

Ethnic wear in India accounted for about 32% of the overall apparel retail market in India as of Financial Year 2020. Women's ethnic wear is the largest segment of the overall market as it has found acceptance in both daily wear and office-wear categories, apart from the Indian wedding and celebration wear category. It includes lehengas, kurtis, sarees and salwar kameez. Men's ethnic wear is the second-largest category and has a share of approximately 10% of the overall ethnic

market. It is dominated by the Indian wedding and celebration wear market which accounted for approximately 80% of men's ethnic wear sales and includes sherwanis, kurta jacket sets, kurta pajama, Indowestern apparel, etc. Acceptance of ethnic wear during festivals and wedding functions is leading to overall growth of the men's ethnic wear market. Kids' ethnic wear accounts for the remaining 9% of the ethnic apparel market.

### **Salt business**

Salt market forecast projected to reach \$19.4 billion by 2030, with global industrial salt market forecast expected at a CAGR of 3.2% from 2021 to 2030.

Globalisation and influence of western culture in developing economies are boosting the demand for sea salt as well as the sea salt market's future trends. The growing interest of consumers in foreign cuisine, such as Italian and French food that require flavors and seasonings, is likely to drive sales of sea salt and also the sea salt market opportunities.

## **3. Opportunities and Threats:**

### **Opportunities**

- A shift towards the market of branded ready-made garment is being observed.
- Increased Disposable Income and Purchasing Power of Indian Customer opens New Market Development.
- More number of emerging malls and retail industries are providing opportunities to industry's segments like handicrafts and apparels.
- There is a provision of more FDI and investment opportunities.
- Subsidy from the central government to give boost to the home textiles Industry.

### **Threats**

- Continuous Quality Improvement is the need of hour as there are different demand pattern all over the world.
- Striking a balance between the quality and price of products.

## **4. RISKS AND CONCERNS**

- Changes in market trends, fashion and consumer preferences and increase in Competition that are largely beyond our control could adversely affect our business, financial condition, results of operations and prospects.
- Our cost of fabrication is exposed to fluctuations in the prices of material.
- Natural calamities and force majeure events may have an adverse impact on our business.
- Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.
- Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.
- We may suffer loss of income, if our products/designs are duplicated by our competitors.

- We face competition in our business from both domestic and international brands. Such competition would have an adverse impact on our business and financial performance.
- Our insurance coverage may not adequately protect us against future unforeseen liabilities and this may have a material adverse effect on our business.
- Other types of risks include Strategic Risk, Business Risk, Finance Risk, Environment Risk, Personnel Risk, Operational Risk, Reputation Risk, Regulatory Risk, Technology Risk, etc. Your company aims at enhancing and maximizing shareholders value by achieving appropriate trade-off between risk & returns.

## **5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has a well-established framework of internal controls in all areas of its operations, including suitable monitoring procedures and competent personnel. In addition to statutory audit, the financial controls of the Company at various locations are reviewed by the Internal Auditors, who report their findings to the Audit Committee of the Board. The Audit Committee is headed by an Independent Director and this ensures independence of functions and transparency of the process of supervision. The Committee meets on a regular basis to review the progress of the internal audit initiatives, significant audit observations and planning and implementation of the follow-up action required. The Company conducts its business with integrity and high standards of ethical behaviour and in compliance with the all applicable laws and regulations that govern its business.

## **6. FINANCIAL AND OPERATIONAL PERFORMANCE**

Please refer financial statement.

## **7. HUMAN RESOURCE DEVELOPMENT/INDUSTRIAL RELATIONS**

The man machine combination is balanced optimally as the Company believes that Human Resource is one of the most vital resources and a key pillar in providing the Organization a competitive edge in current business environment. A motivated and efficient workforce can help it attain its target in a realistic manner. Taking cognizance of that fact, the Company provides extensive training to its employees in order to develop their skill sets and keep them motivated. The Company appreciates the productive co-operation extended by its employees in the efforts of the management to carry the Company to greater heights.

The industrial relations in all units of the Company continue to be cordial.

## **8. CAUTIONARY STATEMENT**

The statements made above may be construed as Forward Looking Statements within the meaning of the applicable laws and regulations. Actual performance of the Company may vary substantially depending upon the business structure and model from time to time. Important external and internal factors may force a downtrend in the operations of the Company.

# FINANCIAL STATEMENT



## INDEPENDENT AUDITOR'S REPORT

**To the Members of Libas Consumer Products Limited (Formally known as Libas Designs Limited)**

**Report on the Audit of the Standalone Financial Statements**

### **Opinion**

We have audited the standalone financial statements of Libas Consumer Products Limited (Formally known as Libas Designs Limited) having CIN No L18101MH2004PLC149489, which comprises the balance sheet as at 31<sup>st</sup> March, 2023, and the statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year ended as on 31<sup>st</sup> March, 2023, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information in which are included the Returns for the period ended on that date audited by the branch auditors of the Company's branches.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph below, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2023, and Profits (changes in equity) and its cash flows for the year ended on 31<sup>st</sup> March, 2023.

### **Basis for Qualified Opinion**

- GST Annual Return 9 and 9 C not filed for FY 2019-20, FY2020-2021 and FY 2021-22 till date of this report.
- The process of inventory management and recording including periodic verification adopted by the company is not satisfactory and does not facilitate identification of old or obsolete stock.
- We draw attention to the standalone Financials wherein the undisputed income tax liability for FY 2017-18 of Rs.2.91 Lakhs is not provided in books of accounts and are unpaid as on date of this report.
- Attention is also invited to the standalone financials wherein the undisputed tax liability in relation to below items are unpaid as on date of this report and overdue for more than 6 months as on 31st March 2023.
  - f. Professional Tax for Rs 2.78 lakhs
  - g. TCS Collected from parties for Rs 1.50 lakhs
  - h. GST Liability for Rs 2.79 lakhs
  - i. TDS on sales for Rs 0.82 lakhs.
- We draw attention to the 2 pending litigations filed against the company which are still pending to be resolved till the date of this report.
- Loan agreements for Short Term Loans and Advances given to various parties for a total amount of Rs 1488.47 lakhs were not provided.



- Expenses incurred for right issue has not been completely written off in the current financial year amounting to Rs 27.25 lacs. Profit for the period is accordingly overstated to this extent.
- Inventory values and receivables as per Stock statement provided to bank for working capital facility differs from the values as per books of accounts as on 31<sup>st</sup> March 2023 –

(Amount in INR)

Particulars	As per Stock Statement submitted to bank	As per Books of accounts	Difference
Inventory Value	21,68,44,790	28,42,65,290	(6,74,20,500)
Total Debtors	16,97,56,780	17,72,83,056	(75,26,276)
Total Creditors	8,06,37,358	8,66,90,099	(60,52,741)

- Title deeds are the immovable properties in the books of company were not produced to us for verification.
- Internal Control Processes are not commensurate with the size of the business.

We conducted our audit of standalone financial statement 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 on the standalone financial statements.

### **Emphasis of Matter**

The company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, 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.



### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have not found any such matters related to the audit of this standalone financial statement which are to be reported here.

### **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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



- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013, We given in "Annexure A" a statement on the matters specified In paragraph 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The standalone financial statement dealt with by this report is in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has pending litigations which would impact its financial position and same has been disclosed in the Note No 33 of the standalone financial statement;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv. (a)The Management has represented that, to the best of its knowledge and belief, 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.

- h) The dividend declared or paid during the year by the company is in compliance with section 123 of the Act.
- i) With respect to the matter to be included in the Auditors’ Report under Section 197(16) of The Act, in our opinion and according to the information and explanations given to us, the Company has paid managerial remuneration within the limit prescribed by section 197 for maximum permissible managerial remuneration provided to the directors of the company.

**For Choudhary Choudhary & Co.**

Chartered Accountants

Firm Reg. No. 002910C



**CA Alok Kumar Mishra**

Partner

Membership Number: 124184

UDIN: 23124184BGWIGY7363

Place: Mumbai

Date: 5th June, 2023



**“Annexure A” to the Independent Auditors’ Report**

Report as required by the Companies (Auditor’s Report) Order, 2020 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 (Refer to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date).

With reference to the Annexure A referred to in the Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended March 31, 2023, we report the following:

1. In respect of the company’s Property, Plant and Equipment and Intangible Assets:

(a)

(A)The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(B)The company is not having any intangible asset. Therefore, the provisions of Clause (i)(a)(B) of paragraph 3 of the order are not applicable to the company.

(b) The Company has a program of verification to cover all the item of property, Plant and Equipment in a phased manner over a period of 3 years which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) Based on the examination of the registered sale deed/ transfer deed/ conveyance deed provided to us, we report that, the titles deeds, of all the immovable properties (other than immovable properties where the company is the lessee and the lease agreements are duly executed in favor of the company) disclosed in the Financial statements included in Property, Plant and Equipment are held in the name of the company as at the balance sheet date.

(d) According to information and explanations given to us, the company has not revalued any of its Property, Plant and Equipment during the half year.

(e) Based on the audit Procedure performed by us and according to the information, Explanations and representation given to us, no proceeding have been initiated or are pending against the company as at 31<sup>st</sup> March, 2023 for holding any Benami Property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

2. (a) As explained to us, the inventories were physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification.

b) The company has sanctioned working capital limits in excess of five crore rupees, the quarterly statement filed by the company with Bank are in agreement with the books of accounts.

3. (a) During the year, the company has not made any investments, provided guarantee or security, granted loans or advances in the nature of loans, secured or unsecured to subsidiaries, joint venture and associates. Therefore, the provisions of clause 3(iii) of the said Order are not applicable to the company.



4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. According to the information and explanations given to us, the maintenance of cost records under Section 148(l) of the Companies Act, 2013 is not applicable in view of rule 3 of the Companies (Cost Records and Audit) Amendment Rules, 2014 and therefore, the provision of clause 3(vi) of the Order is not applicable to the Company.
7. (a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income tax, Sales Tax, Wealth tax, Service tax, Duty of Customs, duty of Excise, Value Added Tax, GST, Cess and other statutory dues with the appropriate authorities to the extent applicable to it. There are no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, value added tax, duty of customs, duty of excise or cess which have remained outstanding as at March 31, 2022 for a period of more than 6 months from the date they became payable except mentioned below.:

Sr No	Name of the Statute	Nature of dues	Demand Raised By	Period to which amount relates	Amount (Rs In Lacs)
1	The Income Tax Act, 1961	Income Tax	CPC	AY 2018-19	2.91
2	The Income Tax Act, 1961	Income Tax	CPC	AY 2019-20	76.76
3	Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Profession Tax			2.78
4	Goods and Service Act, 2017	GST Payable			2.79
5	The Income Tax Act, 1961	TDS on purchase		AY 2023-24	0.82



(b) According to the information and explanations given to us, there are not any statutory dues referred in sub-clause (a) which have not been deposited on account of any dispute. Therefore, the provisions of Clause (vii)(b) of paragraph 3 of the order are not applicable to the Company.

8. According to information and explanation given to us, there are no transactions not recorded in the books of accounts which have been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961. Accordingly, reporting under Clause 3(viii) of the Order is not applicable to the Company.

9. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company

(e) Based on our audit procedures and on the basis of information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint venture and hence reporting under clause 3(ix)(e) of the Order is not applicable to the Company

(f) Based on our audit procedures and on the basis of information and explanations given to us, during the year the Company has not raised any funds on the pledge of securities held in its subsidiaries, joint venture and associates and hence reporting under clause 3(ix)(f) of the Order is not applicable to the Company.

10. (a) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

(b) However the company had come up with right issue of up to 8820000 fully paid equity shares of face value of Rs. 10 each for cash at a price of Rs. 21 per share (including premium of Rs. 11 per share) for an amount collectively not exceeding Rs. 1852.20 Lakhs on a right basis to the eligible equity shareholders of the company in the ratio of one right share for every two fully paid up equity shares held by the eligible Equity Shareholders on the record date i.e. 16<sup>th</sup> September, 2022. Right issue exercised for 8704580 equity shares.

11. (a) No fraud by the Company and no 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) As represented by the Management, no whistle blower complaints were received by the Company during the year, and hence, reporting under clause 3(xi)(c) of the Order is not applicable
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
  13. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
  14. The company is a listed entity and covered by section 138 of the Companies Act, 2013. The company has complied the provisions of Clause (xiv) (a) and (b) of paragraph 3 of the order. However, we did not received the reports of the internal auditors report for the period under audit.
  15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
  16. (a) According to information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 193. Accordingly, the reporting under Clause 3(xv)(a) of the order is not applicable to the Company  
  
(b) In our opinion and according to information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the order is not applicable.  
  
(c) In our opinion and according to information and explanation given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by reserve Bank of India. Accordingly, the reporting under Clause 3(xvi)(c) of the Order is not applicable to the Company. (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
  17. The Company has not incurred cash losses during the financial year covered by our auditors and the immediately preceding financial Year.
  18. Jain Jagawat Kamdar & Co, the statutory auditors of the company have resigned with effect from 08<sup>th</sup> October, 2022 as informed they have been no issued objections or concerns raised by the said outgoing auditors.
  19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is incapable 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.

20. The provisions of Section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the provision of clause 3(xx) of the Order is not applicable.
21. The reporting under clause 3(xxi) of the order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

**For Choudhary Choudhary & Co.**

Chartered Accountants

Firm Reg. No. 002910C



**CA Alok Kumar Mishra**

Partner

Membership Number: 124184

UDIN:- 23124184BGWIGY7363

Place: Mumbai

Date: 5th June, 2023



**“Annexure B” to the Independent Auditor’s Report**

(Referred to in paragraph 2(f) under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date)

We have audited the internal financial controls over financial reporting of **Libas Consumer Products Limited (Formally known as Libas Designs Limited)** having CIN No L18101MH2004PLC149489 (“the Company”) as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Opinion**

We have audited the internal financial controls with reference to standalone financial statements of Libas Consumer Products Limited (“the Company”) as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to standalone financial statements 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 (the “Guidance Note”).

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

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

Our audit involves performing procedures to obtain audit evidence 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 standalone financial statements, whether due to fraud or error.

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

**Meaning of Internal Financial Controls over Financial Reporting with reference to standalone financial statements**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**For Choudhary Choudhary & Co.**

Chartered Accountants  
Firm Reg. No. 002910C



**CA Alok Kumar Mishra**

Partner

Membership Number: 124184

UDIN:- 23124184BGWIGY7363

Place: Mumbai

Date: 5th June, 2023

(Amount in Lakhs.)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>A) Non-current assets</b>			
Property, Plant and Equipment	2	134.20	138.79
Right-of-use assets	3	0.00	9.86
Financial Assets			
Investments	4	71.43	61.74
Other Financial Assets	5	55.03	50.70
Other non - current assets	6	1500.67	733.17
Deferred Tax Assets (Net)	7	9.98	0.00
<b>Total Non Current assets</b>		<b>1771.31</b>	<b>994.27</b>
<b>B) Current assets</b>			
Inventories	8	2916.01	2907.79
Financial Assets			
Trade receivables	9	1799.42	1705.83
Cash and cash equivalents	10	705.70	72.14
Other current assets	11	89.83	124.76
<b>Total Current assets</b>		<b>5510.97</b>	<b>4810.52</b>
<b>Total Assets</b>		<b>7282.27</b>	<b>5804.78</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	12	2634.46	1764.00
Other Equity	13	2553.18	1492.38
<b>Total Equity</b>		<b>5187.64</b>	<b>3256.38</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial Liabilities			
Long term Borrowing	13	0.00	0.00
Other financial liabilities	14	127.75	133.84
Provisions	15	36.14	88.00
Deferred Tax Liabilities	16	0.00	18.17
<b>Total Non-current liabilities</b>		<b>163.90</b>	<b>240.01</b>
<b>Current liabilities</b>			
Financial Liabilities			
Borrowings	17	987.92	968.28
Trade payables	18	919.51	1260.99
Other financial liabilities	19	17.04	71.32
Provisions	20	6.27	7.80
<b>Total Current liabilities</b>		<b>1930.74</b>	<b>2308.40</b>
<b>Total Equity and Liabilities</b>		<b>7282.27</b>	<b>5804.78</b>

Significant Accounting Policies

1

The accompanying notes are an integral part of the financial statements.  
In terms of our report of even date

For Choudhary Choudhary & Co.  
Chartered Accountants  
Firm Regn No. 002910C

For and on behalf of the Board of Directors  
LIBAS CONSUMER PRODUCTS LIMITED

CA Alok Kumar Mishra  
Partner  
Mem. No. : 124184

Nishant M Mitrasen  
CFO  
DIN 02000572

Riyaz Ganji  
Whole Time Director  
DIN 02236203

Reshma Ganji  
Managing Director  
DIN 07576582

Neeta Mishra  
Company Secretary  
Mem.No.A39489

Place : Mumbai  
Date: June 05, 2023

Place : Mumbai  
Date: June 05, 2023

LIBAS CONSUMER PRODUCTS LIMITED  
CIN NO. L18101MH2004PLC149489  
Standalone Profit & Loss For the Year Ended March 31, 2023

(Amount in Lakhs.)

Particulars	Note No.	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>INCOME</b>			
Revenue From Operations	21	4333.73	4632.44
Other Income	22	71.13	39.65
<b>Total Income</b>		<b>4404.86</b>	<b>4672.09</b>
<b>EXPENDITURE</b>			
Cost of Material Consumed	23	1988.32	4270.12
Changes in inventories of finished goods, WIP and Stock-in-trade	24	1744.67	(484.69)
Employee benefits expenses	25	50.51	55.42
Finance costs	26	116.68	185.61
Depreciation and amortisation expenses	27	33.12	87.75
Other expenses	28	292.47	201.09
<b>Total expenses</b>		<b>4225.77</b>	<b>4315.29</b>
<b>Profit before Tax and Exceptional and Extra Ordinary Items</b>		<b>179.10</b>	<b>356.79</b>
<b>Exceptional and Extra Ordinary Items</b>			<b>0.00</b>
<b>Profit Before Tax</b>		<b>179.10</b>	<b>356.79</b>
Tax expense:	29		
(1) Current tax		45.08	89.80
(2) Deferred tax		(27.72)	11.25
<b>Total tax expenses</b>		<b>17.35</b>	<b>101.05</b>
<b>Profit/ (loss) for the year (A)</b>		<b>161.74</b>	<b>255.74</b>
<b>Other Comprehensive Income</b>			
<b>Items not to be reclassified subsequently to profit or loss</b>			
- Re-measurement gains / (Loss) on defined benefits plans		-	-
- income Tax effect on above		-	-
<b>Other Comprehensive Income for the Year (B)</b>		<b>-</b>	<b>-</b>
<b>Total Comprehensive Income for the year (A+B)</b>		<b>161.74</b>	<b>255.74</b>
<b>Earnings per equity share:</b>	30		
<b>Equity shares of Par value of Rs. 10 /-each</b>			
Basic		0.73	1.35
Diluted		0.73	1.35

In terms of our report of even date  
For Choudhary Choudhary & Co.  
Chartered Accountants  
Firm Regn No. 002910C

For and on behalf of the Board of Directors  
LIBAS CONSUMER PRODUCTS LIMITED

CA Alok Kumar Mishra  
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Company Secretary  
Mem.No.A39489

Place : Mumbai  
Date: June 05, 2023

Place : Mumbai  
Date: June 05, 2023

LIBAS CONSUMER PRODUCTS LIMITED  
CIN NO. L18101MH2004PLC149489  
Standalone Profit & Loss For the Year Ended March 31, 2023

Particulars	Year Ended	Year Ended
	31-Mar-23	31-Mar-22
<b>Operating activities</b>		
Profit Before Tax	179.10	356.79
<b>Adjustments to reconcile profit before tax to net cash i</b>		
Depreciation and amortisation expenses	23.25	87.41
Interest Income	(50.72)	(32.08)
Inventory written down	25.00	-
Fair value gain/(loss) on investment	0.31	-
Provision for ECL	-	-
Gratuity Provision	-	-
Interest Paid	116.68	185.61
	<b>293.62</b>	<b>597.73</b>
<b>Working capital adjustments :-</b>		
(Increase) / Decrease in Trade and Other Receivables	(93.59)	270.66
(Increase) / Decrease in Inventories	(33.23)	(807.82)
(Increase) / Decrease in Other Non-Current Assets	(767.92)	(8.60)
(Increase) / Decrease in Other Non-Current Financial Assets	-	12.13
(Increase) / Decrease in Other Current Assets	34.92	(124.76)
(Increase) / Decrease in Provision	(156.91)	(91.55)
(Increase) / Decrease in Other Current Financial Assets	(4.33)	-
Increase / (Decrease) in Trade and Other Payables	(341.48)	665.35
Increase / (Decrease) in Other Financial Liabilities	(46.93)	(29.82)
	<b>(1,115.85)</b>	<b>483.33</b>
Direct taxes paid (Net of Refunds)	-	-
<b>Net cash flow from operating activities</b>	<b>(1,115.85)</b>	<b>483.33</b>
<b>Investing activities</b>		
Dividend Received	-	-
Proceeds / (Purchase) of Investments	(10.00)	-
(Addition)/Deletion in Right of use Asset	9.86	111.25
Purchase of fixed assets	(18.66)	(0.65)
Interest received	50.72	32.08
<b>Net cash flow used in investing activities</b>	<b>31.92</b>	<b>142.67</b>
<b>Financing activities</b>		
Proceeds form issues of Borrowings (Net)	13.55	(822.56)
Proceeds / Payment of Lease Liability	(7.35)	(82.16)
Dividend Paid	-	(14.70)
Issue of shares	1,827.96	-
Interest paid	(116.68)	(185.61)
<b>Net cash flow from financing activities</b>	<b>1,717.49</b>	<b>(1,105.03)</b>
<b>Increase in cash and cash equivalents</b>	<b>633.56</b>	<b>(479.03)</b>
Cash and cash equivalents at the beginning of the year	72.14	551.17
Cash and cash equivalents at the end of the year	705.70	72.14

Components of Cash and Cash Equivalents at the end of year

Particulars	As at	As at
	31-03-2023	31-Mar-2022
Cash on hand	167.64	67.61
Balance with banks	538.06	4.54
Cash and Cash Equivalents (closing)	<b>705.70</b>	<b>72.14</b>

Note : The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.

In terms of our report of even date For Choudhary Choudhary & Co. Chartered Accountants Firm Regn No. 002910C	For and on behalf of the Board of Directors LIBAS CONSUMER PRODUCTS LIMITED	
CA Alok Kumar Mishra Partner Mem. No. : 124184	Nishant M Mitrasen CFO DIN 02000572	Riyaz Ganji Whole Time Director DIN 02236203
	Reshma Ganji Managing Director DIN 07576582	Neeta Mishra Company Secretary Mem.No.A39489
Place : Mumbai Date: June 05, 2023	Place : Mumbai Date: June 05, 2023	

LIBAS CONSUMER PRODUCTS LIMITED  
Statement of Changes in Equity for the Year ended March 31, 2023

(A) Equity share capital

Particulars	Number	Amount in Lakhs.
Equity shares of Rs. 10 each issued, subscribed and paid		
As at 31 March 2022	1,76,40,000	1764.00
Issue of equity shares	87,04,580	870.46
As at 31 March 2023	2,63,44,580	2634.46

B) Other equity

(Amount in Lakhs.)

Particulars	Reserves and surplus		Other comprehensive income	Total equity attributable to equity holders
	Securities premium reserve	Retained earnings	Re-measurement gains / (losses) on defined benefits plans	
As at 31 March 2022	1573.41	(84.09)	3.06	1492.38
Addition during the year	957.50	161.74		1119.25
Deletion during the year	-	(58.45)	-	(58.45)
Dividend	-	-	-	-
As at 31 March 2023	2530.91	19.21	3.06	2553.18

This is the Statement of Changes in Equity referred to in our audit report of even date

For Choudhary Choudhary & Co.  
Chartered Accountants  
Firm Regn No. 002910C

For and on behalf of the Board of Directors  
LIBAS CONSUMER PRODUCTS LIMITED

CA Alok Kumar Mishra  
Partner  
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Nishant M Mitrasen  
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Neeta Mishra  
Company Secretary  
Mem.No.A39489

Place : Mumbai  
Date: June 05, 2023

Place : Mumbai  
Date: June 05, 2023

**LIBAS CONSUMER PRODUCTS LIMITED**  
**Notes to standalone financial statements for the Year ended March 31, 2023**

**Note 1 : Significant Accounting Policies:**

**A Company Profile**

Libas Designs Limited (the 'Company') was incorporated on 10/11/2004 as Private Limited Company under the Companies Act 1956 and the same was converted in Public Limited Company on 20th September, 2016. In current Financial year company has changed its name to "LIBAS CONSUMER PRODUCTS LIMITED" The company is engaged mainly in the process of fabrication of fabric into garments and other products through customisation. The Company is listed on SME Emerge Platform of National Stock exchange of India Limited (NSE).

**B Basis of Accounting:**

The financial statements of the Company have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") notified under the Companies (Accounting Standards) Rules, 2015.

The financial statements for all periods upto and including year ended 31 March 2019 were prepared in accordance with the Companies (Accounting Standards) Rules, 2006 notified under Section 133 of the Companies Act ("the Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) ("previous GAAP"). The financial statements for the year ended 31 March 2020 are the first financial statements prepared by the Company in accordance with Ind AS.

The financial statements have been prepared under the historical cost convention with the exception of certain financial assets and liabilities which have been measured at fair value, on an accrual basis of accounting.

All the assets and liabilities have been classified as current and non-current as per normal operating cycle of the Company and other criteria set out in as per the guidance set out in Schedule III to the Act. Based on nature of services, the Company ascertained its operating cycle as 12 months for the purpose of current and non-current classification of asset and liabilities.

The Company's financial statements are reported in Indian Rupees, which is also the Company's functional currency.

**C Use of Estimates:**

The preparation of the financial statements, in conformity with the Ind AS, requires the management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

**i) Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

**ii) Defined benefit plans**

The cost and present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**D Property, Plant and Equipment**

**i) Tangible Assets**

Property, Plant and Equipment are stated at cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/ installation of the assets less accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditure relating to Property, Plant and Equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the Statement of Profit and Loss.

Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.

On transition to Ind AS, the Company has opted to continue with the carrying values measured under the previous GAAP as at 1 April 2018 of its Property, Plant and Equipment and use that carrying value as the deemed cost except for certain class of assets which are measured at fair value as deemed cost on the date of transition i.e. 1 April 2018.

## LIBAS CONSUMER PRODUCTS LIMITED

Notes to standalone financial statements for the Year ended March 31, 2023

### E Depreciation and Amortisation:

i) Depreciation on all fixed assets, except Leasehold Improvements and intangible assets, is provided on Written Down value method over the useful life of Asset and in the manner as prescribed by Schedule II of the Act.

### F Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### i) Financial Assets

##### Initial Recognition

In the case of financial assets, not recorded at fair value through profit or loss (FVPL), financial assets are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

##### Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

##### Financial Assets at Amortised Cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate ("EIR") method. Impairment gains or losses arising on these assets are recognised in the Statement of Profit and Loss.

##### Financial Assets Measured at Fair Value

Financial assets are measured at fair value through OCI if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss.

Financial asset not measured at amortised cost or at fair value through OCI is carried at FVPL.

On transition to Ind AS, the Company has opted to continue with the carrying values measured under the previous GAAP as at 1 April 2018 of its equity investments in subsidiaries, if any, and used that carrying value as the deemed cost of these investments on the date of transition i.e. 1 April 2018.

### G Impairment of Fixed Assets:

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the Statement of Profit and Loss.

#### H De-recognition of Financial Assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

#### b) Equity Instruments and Financial Liabilities

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

##### Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs. Equity instruments which are issued for consideration other than cash are recorded at fair value of the equity instrument.

#### I Financial Liabilities

##### i) Initial Recognition

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

##### ii) Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below

##### Financial liabilities at FVPL

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

##### Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the Statement of Profit and Loss.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

##### iii) De-recognition of Financial Liabilities

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

##### iv) Offsetting Financial Instruments

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

**LIBAS CONSUMER PRODUCTS LIMITED**  
**Notes to standalone financial statements for the Year ended March 31, 2023**

**J Impairment of Non-Financial Assets**

As at each Balance Sheet date, the Company assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

Recoverable amount is determined:

- In case of an individual asset, at the higher of the assets' fair value less cost to sell and value in use; and
- In case of cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of cash generating unit's fair value less cost to sell and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specified to the asset. In determining fair value less cost to sell, recent market transaction are taken into account. If no such transaction can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the Statement of Profit and Loss, except for properties previously revalued with the revaluation taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation.

When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the Statement of Profit and Loss.

**K Trade receivables**

A receivable is classified as a 'trade receivable' if it is in respect of the amount due on account of goods sold or services rendered in the normal course of business. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the EIR method, less provision for impairment.

**L Trade payables**

A payable is classified as a 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. These amounts are unsecured and are usually settled as per the payment terms stated in the contract. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the EIR method.

**M Earnings Per Share**

Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company and weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

**N Cash and Cash Equivalents**

Cash and cash equivalents in the Balance Sheet comprises of cash at banks and on hand and short-term deposits with an original maturity of three month or less, which are subject to an insignificant risk of changes in value.

**O Borrowing Costs**

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Also, the EIR amortisation is included in finance costs.

Borrowing costs relating to acquisition, construction or production of a qualifying asset which takes substantial period of time to get ready for its intended use are added to the cost of such asset to the extent they relate to the period till such assets are ready to be put to use. All other borrowing costs are expensed in the Statement of Profit and Loss in the period in which they occur.

**LIBAS CONSUMER PRODUCTS LIMITED**  
**Notes to standalone financial statements for the Year ended March 31, 2023**

**P Revenue Recognition:**

- i) Revenue is recognized when all significant risks and rewards of ownership of the goods are passed on to the buyer and no significant uncertainty exists as to its realization or collection.
- ii) Revenue from sale of products is recognised, in accordance with the sales contract, on delivery of goods to the customer.
- iii) Business facility income is recognised on accrual basis as per the terms of contract.
- iv) Interest is recognised on a time proportion basis taking in to account the amount outstanding and the rate applicable.

**Q Foreign Currency Transactions:**

**a Initial Recognition**

Foreign currency transactions are initially recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. However, for practical reasons, the Company uses a monthly average rate if the average rate approximate the actual rate at the date of the transactions.

**b Conversion**

Monetary assets and liabilities denominated in foreign currencies are reported using the closing rate at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

**c Treatment of Exchange Difference**

Exchange differences arising on settlement/ restatement of short-term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss except those arising from investment in Non Integral operations.

**R Inventories**

- i) Finished Goods are valued at lower of cost or net realisable value.
- ii) Cost is arrived on First in First out basis.

**S Provisions and Contingent Liabilities:**

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions (excluding gratuity and compensated absences) are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A contingent liability also arises, in rare cases, where a liability cannot be recognised because it cannot be measured reliably.

Contingent assets are disclosed in the financial statements.

**T Employee Benefits**

**i) Defined Contribution Plan**

Contributions to defined contribution schemes such as provident fund, employees' state insurance, labour welfare are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. The above benefits are classified as Defined Contribution Schemes as the Company has no further obligations beyond the monthly contributions.

**ii) Defined Benefit Plan**

The Company also provides for gratuity which is a defined benefit plan, the liabilities of which is determined based on valuations, as at the balance sheet date, made by an independent actuary using the projected unit credit method. Re-measurement, comprising of actuarial gains and losses, in respect of gratuity are recognised in the OCI, in the period in which they occur. Re-measurement recognised in OCI are not reclassified to the Statement of Profit and Loss in subsequent periods. Past service cost is recognised in the Statement of Profit and Loss in the year of plan amendment or curtailment. The classification of the Company's obligation into current and non-current is as per the actuarial valuation report.

**iii) Short-term Benefits**

Short-term employee benefits such as salaries, wages, performance incentives etc. are recognised as expenses at the undiscounted amounts in the Statement of Profit and Loss of the period in which the related service is rendered. Expenses on non-accumulating compensated absences is recognised in the period in which the absences occur.

**LIBAS CONSUMER PRODUCTS LIMITED**  
Notes to standalone financial statements for the Year ended March 31, 2023

**U Accounting for Taxes of Income:-**

**i) Current Taxes**

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

**ii) Deferred Taxes**

Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each Balance Sheet date to reassess realisation.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

**iii) Minimum Alternative Tax**

Minimum Alternative Tax (MAT) credit is recognised as an assets in accordance with the recommendation contained in the Guidance note issued by the Institute of Chartered Accountants of India. The said assets is created by way of credit to the Statement of Profit and Loss and shown as MAT credit entitlement . The Company review the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

**V Leases**

**Company as a lessee**

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

**Company as a lessor**

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

**LIBAS CONSUMER PRODUCTS LIMITED**  
Notes to standalone financial statements for the Year ended March 31, 2023

(Amount in Lakhs.)

**Note 2 : Property, Plant and Equipment**

Particulars	Office Premises	Furniture & Fixtures	Office Equipments	Computers	Plant & Machinery	Motor Vehicle	Total
<b>Gross Carrying Amount</b>							
As at March 31, 2022	136.74	130.99	12.60	13.43	6.18	18.75	318.69
Additions	0.00	18.46	0.00	0.21	0.00	0.00	18.66
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>As at March 31, 2023</b>	<b>136.74</b>	<b>149.45</b>	<b>12.60</b>	<b>13.64</b>	<b>6.18</b>	<b>18.75</b>	<b>337.35</b>
<b>Accumulated Depreciation</b>							
As at March 31, 2022	44.88	92.25	11.50	13.10	3.55	14.62	179.90
Depreciation for the year	7.67	11.29	0.40	0.22	0.48	3.20	23.25
Disposals							
<b>As at March 31, 2023</b>	<b>52.55</b>	<b>103.54</b>	<b>11.90</b>	<b>13.32</b>	<b>4.03</b>	<b>17.81</b>	<b>203.15</b>
<b>Net carrying value</b>							
Balance as at 31 March 2022	91.85	38.75	1.09	0.33	2.64	4.13	138.79
Balance as at 31 March 2023	84.19	45.91	0.69	0.32	2.16	0.94	134.20

**Note 3 : Right-of-use assets**

Particulars	Amount (in Lakhs.)
<b>Gross carrying value</b>	
Balance as at 31 March 2022	387.74
Additions	-
Disposals / Adjustments	-
<b>Balance as at 31 March 2023</b>	<b>387.74</b>
<b>Accumulated Amortization</b>	
Balance as at 31 March 2022	377.88
Amortisation charge for the year	9.86
Deletions / Adjustments	-
<b>Balance as at 31 March 2023</b>	<b>387.74</b>
<b>Net carrying value</b>	
Balance as at 31 March 2022	9.86
Balance as at 31 March 2023	-

**Note 4 : Investments**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Investment in Equity Instruments</b>		
Trade, Unquoted (At FVTPL, unless stated otherwise)		
Others		
Shares in Shamrao Bank	1.00	1.00
Investment in Union Bank mutual Fund	9.69	-
<b>Investment in Subsidiary</b>		
Trade, Unquoted		
LIBAS DESIGNS FZE LLC	18.89	18.89
100 Equity share of AED. 1,000 each fully paid up		
Loans & Advances to Subsidiary	41.85	41.85
	<b>71.43</b>	<b>61.74</b>

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Aggregate of non-current investments:</b>		
Book value of investments	71.43	61.74
Investments carried at deemed cost	18.89	18.89
Investments carried at fair value through profit and loss	10.69	1.00

**Note 5 : Other Financial Assets**

Particulars	As at March 31, 2023	As at March 31, 2022
Security Deposits	55.03	50.70
	<b>55.03</b>	<b>50.70</b>

**Note 6 : Other non - current assets**

Particulars	As at March 31, 2023	As at March 31, 2022
Advance to creditors	-	13.90
Other Advances	1488.47	718.85
Other deferred tax assets	-	0.42
Balance with Govt. Authorities	12.20	-
	<b>1500.67</b>	<b>733.17</b>

**Note 7 : Deferred Tax Assets (Net)**

Particulars	As at March 31, 2023	As at March 31, 2022
Fixed Assets : Impact of difference between tax depreciation and depreciation / amortisation charged for the	17.07	-
Fair Valuation of Right to use asset	-	-
Provision for Expected Credit Loss	(7.09)	-
	<b>9.98</b>	<b>-</b>

**Note 8 : Inventories**

Particulars	As at March 31, 2023	As at March 31, 2022
Raw Materials	2916.01	1163.11
Finished Goods	-	1744.67
	<b>2916.01</b>	<b>2907.79</b>

**Note 9 : Trade receivables**

(Unsecured, considered good)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Receivables		
(Unsecured and considered good, unless otherwise stated)		
Outstanding for more than six months	-	281.52
Other trade receivables	1827.58	1452.47
Less : Provision for Expected Credit Loss	(28.16)	(28.16)
<b>Total Receivables</b>	<b>1799.42</b>	<b>1705.83</b>
Current Portion	1799.42	1705.83
Non - Current Portion		

(Amount in Lakhs.)

As on 31 March 2023

Particular	Outstanding for Following Period from Due Date of Payment					Total
	Less than 6 month	6 Month to 1 year	1-2 Year	2-3 Year	More than 3 year	
<b>Unsiputed Trade Receivable</b>						
i) Considered Good	1181.34	398.28	51.20	56.27	140.49	1827.58
ii) Considered Doubtful	-	-	-	-	-	-
<b>Disputed Dues</b>						
i) Considered Good	-	-	-	-	-	-
ii) Considered Doubtful	-	-	-	-	-	-
<b>Gross Trade Receivable</b>	<b>1181.34</b>	<b>398.28</b>	<b>51.20</b>	<b>56.27</b>	<b>140.49</b>	<b>1827.58</b>
Less: Loss Allowances	-	-	-	-	-	-
<b>Net Trade Receivable</b>	<b>1181.34</b>	<b>398.28</b>	<b>51.20</b>	<b>56.27</b>	<b>140.49</b>	<b>1827.58</b>

As on 31 March 2022

Particular	Outstanding for Following Period from Due Date of Payment					Total
	Less than 6 month	6 Month to 1 year	1-2 Year	2-3 Year	More than 3 year	
<b>Unsiputed Trade Receivable</b>						
i) Considered Good	1452.47	52.00	66.02	89.74	73.76	1733.99
ii) Considered Doubtful	-	-	-	-	-	-
<b>Disputed Dues</b>						
i) Considered Good	-	-	-	-	-	-
ii) Considered Doubtful	-	-	-	-	-	-
<b>Gross Trade Receivable</b>	<b>1452.47</b>	<b>52.00</b>	<b>66.02</b>	<b>89.74</b>	<b>73.76</b>	<b>1733.99</b>
Less: Loss Allowances	-	-	-	-	-	-
<b>Net Trade Receivable</b>	<b>1452.47</b>	<b>52.00</b>	<b>66.02</b>	<b>89.74</b>	<b>73.76</b>	<b>1733.99</b>

Note 10 : Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Balance with Banks		
- Current Accounts	502.31	4.54
- Deposits with Bank	35.75	0.00
Cash on Hand	167.64	67.61
	<b>705.70</b>	<b>72.14</b>

Note 11 : Other current assets

Particulars	As at March 31, 2023	As at March 31, 2022
Prepaid Expenses	89.83	124.76
	<b>89.83</b>	<b>124.76</b>

Note 12 : Equity Share Capital

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Authorised</b>		
2,80,00,000 (P.Y. 2,80,00,000) equity shares of Rs. 10 each	2800.00	2800.00
<b>Total</b>	<b>2800.00</b>	<b>2800.00</b>
<b>Issued, Subscribed and Fully Paid Up</b>		
2,63,44,580 (P.Y. 1,76,40,000) Equity shares of Rs. 10 each fully paid-up	2634.46	1764.00
<b>Total</b>	<b>2634.46</b>	<b>1764.00</b>

a) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(Amount in Lakhs.)

b) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period :

Particulars	Equity Shares			
	As at March 31, 2023		As at March 31, 2022	
	Number	Rs	Number	Rs
Shares outstanding at the beginning of the year	1,76,40,000	1764.00	1,22,50,000	1225.00
Shares Issued during the year	87,04,580	870.46	53,90,000	539.00
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	2,63,44,580	2634.46	1,76,40,000	1764.00

c) Details of Shareholders holding more than 5% shares in the company:

Name of the Shareholder	Equity Shares			
	As at March 31, 2023		As at March 31, 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Riyaz Ganji	40,79,188	15.48%	27,19,459	15.42%
Reshma Ganji	40,01,725	15.19%	26,67,817	15.12%

d) Details of Promoters Shareholding in the company:

Name of the Shareholder	Equity Shares			
	As at March 31, 2023		As at March 31, 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Seetharam K Shetty	7,500	0.03%	-	0.00%
Riyaz Ganji	40,79,188	15.48%	27,19,459	15.42%
Reshma Ganji	40,01,725	15.19%	26,67,817	15.12%

The Company has made a Right issue of Equity shares during FY 2022-23 & allotted 87,04,580 Shares at Rs. 21 each.

Note 13 : Other Equity

Particulars	Reserves and surplus		Other comprehensive income	Total equity attributable to equity holders
	Securities premium reserve	Retained earnings	Re-measurement gains / (losses) on defined benefits plans	
As at 31 March 2022	1573.41	(84.09)	3.06	1492.38
Addition during the year	957.50	161.74	-	1119.25
Deletion during the year	-	(58.45)	-	(58.45)
Bonus Issue	-	-	-	-
As at 31 March 2023	2530.91	19.21	3.06	2553.18

Nature and Purpose of Reserves :

Securities Premium Reserve

Securities Premium Reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Retained Earnings

Retained Earnings represents surplus/accumulated earnings of the Company and are available for distribution to shareholders

Note 13 : Long term Borrowing  
(Non Current)

Particulars	As at March 31, 2023	As at March 31, 2022
Secured Loans	-	-
	-	-

Note 14 : Other financial liabilities  
(Non Current)

Particulars	As at March 31, 2023	As at March 31, 2022
Franchise security deposit		-
Rent Deposit		-
Loan	127.75	133.84
Lease Liability		-
	127.75	133.84

(Amount in Lakhs.)

**Note 15 : Provisions  
(Long term Provisions)**

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Tax (net of Advance tax & TDS)	10.96	62.82
Provision for Gratuity	25.18	25.18
	<b>36.14</b>	<b>88.00</b>

**Note 16 : Deferred Tax Liabilities**

Particulars	As at March 31, 2023	As at March 31, 2022
Fixed Assets : Impact of difference between tax depreciation and depreciation / amortisation charged for the	-	18.17
Fair Valuation of Right to use asset	-	-
Employee Benefits (Expenses allowable for tax purposes when paid)	-	-
Provision for Expected Credit Loss	-	-
	<b>-</b>	<b>18.17</b>

**Note 17 : Borrowings**

Particulars	As at March 31, 2023	As at March 31, 2022
Working Capital Loan from Union Bank of India		
Cash Credit Hypothecation Accounts *	987.92	968.28
Loan	-	-
Loan Against Fixed Deposits	-	-
	<b>987.92</b>	<b>968.28</b>

\*(a) Working Capital Loan from Union Bank of India are secured against hypothecation of stock & book debts and co-terrestrial security by way of Hypothecation of land & building situated at Gala no.55,62-Siddhapura Industrial Estate, Masrani Lane, Near Halav pool, Kurla West owned by Director Mr. Riyaz Ganji & Chairman cum CFO Mr. Nishant Mahimtura respectively & Property situated at 1103,1203 duplex height CHS, Yamuna Nagar Andheri (W), owned by Mr. Riyaz Ganji & Mrs. Reshma Ganji and also personal Guarantee of Directors.

(b) Cash credit is repayable on demand and carries variable interest.

**Note 18 : Trade payables**

Particulars	As at March 31, 2023	As at March 31, 2022
Due to Micro, Small & Medium enterprises (refer note below)*	-	-
Others	919.51	1260.99
	<b>919.51</b>	<b>1260.99</b>

**Trade Payable Ageing as on 31 March 2023**

Particular	Outstanding for Following Period from Due Date of Payment				Total
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	
<b>Unsubstantiated</b>					
i) MSME					-
ii) Other	548.94	296.77	20.98	52.81	919.51
<b>Disputed</b>					
i) MSME	-	-	-	-	-
ii) Other	-	-	-	-	-

**Trade Payable Ageing as on 31 March 2022**

Particular	Outstanding for Following Period from Due Date of Payment				Total
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	
<b>Unsubstantiated</b>					
i) MSME					-
ii) Other	1149.46	41.76	38.55	31.23	1260.99
<b>Disputed</b>					
i) MSME	-	-	-	-	-
ii) Other	-	-	-	-	-

\*Note : Details of Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act,2006 ("MSMED Act").

Under Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act,2006 ("MSMED Act") , certain disclosure are required to be made relating to Micro, Small and Medium Enterprises. The Company is in process of compiling relevant information from its suppliers about their coverage under the said Act. Since the relevant information to the extent available are recorded in the books of accounts . However in view of the management, the impact of interest, if any , that may be payable in accordance with the provision of this Act is not expected to be material.

## LIBAS CONSUMER PRODUCTS LIMITED

Notes to standalone financial statements for the Year ended March 31, 2023

(Amount in Lakhs.)

Particulars	As at March 31, 2023	As at March 31, 2022
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of accounting year: * *	-	-
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the due date during each accounting year:	-	
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid):	-	
The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	

\* The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose

## Note 19 : Other financial liabilities

(Current)

Particulars	As at March 31, 2023	As at March 31, 2022
Expenses Payable	-	-
Statutory Dues Payable	17.04	63.98
Lease Liability	(0.00)	7.35
Book Overdraft	-	-
	17.04	71.32

## Note 20 : Provisions

(Current)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Gratuity	0.66	0.66
Other Provisions	5.61	7.13
	6.27	7.80

Note 21 : Revenue From Operations

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Sale of products	4333.73	4632.44
Other Operating Income : Franchise Fee	-	-
	<b>4333.73</b>	<b>4632.44</b>

Note 22 : Other Income

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Consultancy Charges	-	-
Discount Received	0.76	1.49
Dividend Received - SVC Bank	-	-
Subsidy Received	-	-
Insurance claim	19.57	-
Interest Income	50.72	32.08
Reversal of Lease liability	-	5.76
Interest Income on unwinding of deposits	0.08	0.33
	<b>71.13</b>	<b>39.65</b>

Note 23 : Cost of Material Consumed

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Raw material consumed:</b>		
Opening Stock - Raw Material	1163.11	839.99
Add : Purchases	3697.19	4569.96
Add : Direct Exps	69.03	23.29
	4929.33	5433.23
Less: Decrease in the value of Stock	(25.00)	0.00
Less : Closing Stock - Raw Material	(2916.01)	(1163.11)
	<b>1988.32</b>	<b>4270.12</b>

Note 24 : Changes in inventories of finished goods, WIP and Stock-in-trade

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Opening stock</b>		
Finished goods	1744.67	1259.98
<b>Total (A)</b>	<b>1744.67</b>	<b>1259.98</b>
<b>Closing stock</b>		
Finished goods	-	1744.67
<b>Total (B)</b>	<b>-</b>	<b>1744.67</b>
<b>Changes in inventories (A-B)</b>	<b>1744.67</b>	<b>(484.69)</b>

Note 25 : Employee benefits expenses

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Salaries, Wages and Bonus	25.67	30.74
Director Remuneration	24.54	24.55
Gratuity Expense	-	-
Welfare and other benefits	0.30	0.13
	<b>50.51</b>	<b>55.42</b>

Note 26 : Finance costs

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Interest on Term, Working Capital Loans	104.12	169.95
Processing fees	12.41	5.72
Bank Charges	-	2.25
Interest Expenses on Lease Liability	0.15	7.69
	<b>116.68</b>	<b>185.61</b>

Note 27 : Depreciation and amortisation expenses

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Depreciation on Property, Plant and Equipment	23.25	29.67
Amortisation on Right of Use assets	9.86	58.08
	<b>33.12</b>	<b>87.75</b>

Note 28 : Other expenses

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Sales &amp; Distribution expenses</b>		
Sales Promotion	127.47	148.63
Freight	1.05	0.29
Commission & Discount	14.83	14.26
	(A) 143.35	163.18
<b>Administration &amp; Other Expenses</b>		
Insurance Expense	-	-
Sundry Expenses	8.28	14.48
Audit Fees	6.00	6.21
Books & Magazines	-	-
Provision for Expected Credit Loss	-	12.66
Conveyance charges	3.30	6.69
Donation	-	-
Dividend Paid	-	-
Electricity charges	8.57	6.77
Hire charges paid	3.39	1.00
Interest On Statutory Liabilities	5.07	-
Penalty on GST	-	-
Legal & Professional Exps	55.69	-
Maintenance charges	-	-
Written Off	-	-
ROC & Listing fee	-	-
Office Exps	-	-
Petrol & Diesel Exps	-	-
Inventory written down	25.00	-
Fair value gain/(loss) on investment	0.31	-
Profession Fees	-	18.76
Registration Exps	-	-
Rent Expenses	30.33	(30.68)
Repair & Maintenance	3.11	1.72
Security charges paid	-	-
Professional Tax	-	0.18
Software Exps	-	-
Telephone & Internet Charges Paid	0.06	0.12
Tours & Travel	-	-
	(B) 149.12	37.91
<b>Total (A+B)</b>	<b>292.47</b>	<b>201.09</b>

In case of Rent Expenses, figures has been turns out to be negative, as during the year company has ceased to make payment of Delhi Shop Rent and same is under dispute with shop owner, however effect of Ind AS 116 is continue to be given in the financial statement. As per Ind AS 116, rent expenses as per the agreement needs to be reverse and expenses is to be accounted in the form of Amortisation of Right to Use Assets (ROU Assets), and in the books company has not accounted whole actual rent as per the agreement since dispute with owner.

Details of Payment to Auditors

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
For Audit Fees	6.00	6.21
For Other Matters	6.00	6.21

**LIBAS CONSUMER PRODUCTS LIMITED**  
Notes to standalone financial statements for the Year ended March 31, 2023

**Note 29 : Tax expense:**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Current tax expense (A)</b>		
Current tax	45.08	89.80
	<b>45.08</b>	<b>89.80</b>
<b>Deferred tax expense (B)</b>		
Origination and reversal of temporary differences	(27.72)	11.25
	<b>(27.72)</b>	<b>11.25</b>
<b>Tax expense recognised in the income statement (A+B)</b>	<b>17.35</b>	<b>101.05</b>

**(b) Amounts recognised in other comprehensive income**

Particulars	2022-23			2021-22		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
<b>Items that will not be reclassified to profit or loss</b>						
Remeasurements of the defined benefit plans	-	-	-	-	-	-
	-	-	-	-	-	-

**Note 30 : Earnings per equity share:**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Weighted average number of shares outstanding during the period	2,20,12,760	1,89,18,602
Weighted average number of Potential Equity shares outstanding during the year	2,20,12,760	1,89,18,602
Total number of Potential Equity Share for calculating Diluted Earning Per share	2,20,12,760	1,89,18,602
<b>Net Profit \ (Loss) after tax available for equity shareholders</b>	161.74	255.74
<b>Basic Earning per share (in Rs.)</b>	0.73	1.35
<b>Diluted Earning per share (in Rs.)</b>	0.73	1.35

## LIBAS CONSUMER PRODUCTS LIMITED

Notes to standalone financial statements for the Year ended March 31, 2023

(Amount in Lakhs.)

Note 31: Related party disclosures as required under Indian Accounting Standard 24, "Related party disclosures" are given below:

i) Names of related parties and nature of relationship (to the extent of transactions entered into during the year except for control relationships where all parties are disclosed)

## a) Subsidiary Company

Libas Design LLC (Ajman, U.A.E)

## b) Directors, Key Management Personnel &amp; Relatives of KMP

Name	Relationship
Nishant Mitrasen Mahimtura	Founder & CEO
Riyaz Eqbal Ganji	Whole Time Director
Reshma Riyaz Ganji	Managing Director
Basant Agarwal	CFO
Nita Prabhat Kumar Mishra	Company Secretary

## c) Enterprises owned or significantly influenced by Key Managerial Personnel and or their relatives

Smriti Industries (Proprietary Concern of Director -Nishant Mahimtura)

Suchitra Mahimtura (Admin Head - Spouse of Nishant Mahimtura)

Pawan Mahimtura (Hire Charges - Son of Nishant Mahitura)

Golden Bricks Infrastructure Private Limited (Director Interested)

Reserve Wines Private Limited (Director Interested)

See My Brand Private Limited.

## ii) Transactions with Related Parties during the year

Name of Party	Nature of Transaction	Year ended March 31, 2023	Year ended March 31, 2022
Riyaz Eqbal Ganji	Remuneration Paid	12.00	12.00
Reshma Riyaz Ganji	Remuneration Paid	12.00	12.00
Nita Prabhat Kumar Mishra (CS)	Remuneration Paid	2.98	2.48
Suchitra Mahimtura	Salary Paid	-	0.50
Smriti Industries	Commission Expense	13.80	13.80
Pawan Mahimtura	Hire Charges	3.39	1.00
See My Brand Private Limited	Purchase	-	-
See My Brand Private Limited	Loan Taken	-	526.35
See My Brand Private Limited	Loan Repaid	-	500.00
Golden Bricks Infrastructure Private Limited	Purchase	-	-
Golden Bricks Infrastructure Private Limited	Sales	390.86	195.46
Riyaz Gangji	Advance for Expenses	17.41	2.92
Riyaz Gangji	Advance Adjusted	10.80	25.80
Reshma Gangji	Advance for Expenses	11.48	0.00
Reshma Gangji	Advance Adjusted	10.80	12.78

## iii) Balance Outstanding of Related Parties :

Name of Party	Receivable / (Payable)	As At March 31, 2023	As At March 31, 2022
RIYAZ EQBAL GANJI	Receivable	6.86	0.25
RESHMA RIYAZ GANJI	Receivable	38.55	37.86
Golden Bricks Infrastructure Pvt. Ltd.	Receivable	391.23	31.79
Smriti Industries	Payable	12.30	9.06
LIBAS DESIGN LLC (Ajman, U.A.E)	Receivable	6.00	6.00
See My Brand Private Limited.	Payable	26.35	26.35

Note : Related Parties as disclosed by Management and relied upon by auditors.

**LIBAS CONSUMER PRODUCTS LIMITED**

Notes to standalone financial statements for the Year ended March 31, 2023

(Amount in Lakhs.)

**Note 32 : Segment Reporting**

The Company's operating segments are established on the basis of those components that are evaluated regularly by the 'Chief Operating Decision Maker' as defined in Ind AS 108 - 'Operating Segments', in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

**a) Primary (Business) Segment:**

The Company is primarily engaged in the manufacturing and dealing in textiles As such, the Company operates in a single segment and there are no separate reportable segments as defined in Ind AS 108 - "Operating Segments". The same is consistent with the information reviewed by the Chief Operating Decision Maker (CODM).

**b) Geographical Information:**

The operation of the Company comprises of local sales and export sales. The Management views the Indian market and Export market as distinct geographical areas. The following is the distribution of the Company's Revenues by geographical markets :

Revenues	Year Ended March 31,2023	Year Ended March 31,2022
India	4333.73	4632.44
Export	-	-

The following is the carrying amount of segment assets by geographical area in which the assets are located

Non-Current Assets (other than financial instruments and deferred tax assets)	Year Ended March 31,2023	Year Ended March 31,2022
India	1634.87	871.96
Outside India	-	-

**Note 33 : Contingent liabilities disclosures as required under Indian Accounting Standard 37, "Provisions,Contingent Liabilities and Contingent Assets" are given below:**

The Company has following ongoing litigation as at 31.03.2023

**1. Employees State Insurance Corporation has filed Application ESI No. 28 of 2013 in the Hon'ble Employees Insurance Court.**

-Case No. ESI No. 28 of 2013 filed in the Hon'ble Employees Insurance Court, Mumbai by ESIC for recovery of Rs. 7,84,838/-. Company got the recovery stayed through Hon'ble Employees Insurance Court. Employees State Insurance Corporation filed the case alleging that the stay orders are obtained by suppressing or misrepresenting the material facts to obtain orders and hence to award punishment in accordance with law. Application is at the stage of Evidence.

**2. ESI Cases filed against Company.**

-Case No. 267/SW/2012 filed for non-payment of contribution for the period February 2007 to December 2011 of Rs. 11,59,373/-.

-Case No. 2512447/2012 filed for non-submission of Return of contribution from April 2006 to September 2011 in due dates i.e. within 42 days from the expiry of contribution period.

Both the cases were filed on October 10, 2012 in Sewree Court, Company has attending the case. The said cases are also pending in E.I. Court Bandra, Mumbai at final stage.

**3. Tax Proceeding against the Company**

-Details of outstanding demand in respect of TDS: Amounting to Rs. 22,52,924/- since 2007 to March 2018

4. The Company has filed Revision Appeal U/s 34 before Bombay Highcourt against the Arbitration order. The arbitration order dated 09/08/2021 received by the Company. The arbitrator has given order to pay INR 1,48,48,593/- to respondent. The company has not recorded the said liability in the books of account, the Revision Appeal is pending for hearing.

**LIBAS CONSUMER PRODUCTS LIMITED**  
Notes to standalone financial statements for the Year ended March 31, 2023

**Note 33 : Disclosure relating to employee benefits as per Ind AS 19 'Employee Benefits'**

**A Defined benefit obligations - Gratuity**

The gratuity plan is governed by the Payment of Gratuity Act, 1972 under which an employee who has completed five years of service is entitled to specific benefits. The level of benefits provided depends on the member's length of service and salary at retirement age.

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as gratuity.

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
<b>a) Changes in defined benefit obligations</b>		
Present value of obligation as at the beginning of the year		
Defined Benefit Obligation ("PBO") at the beginning of the year	25.84	18.70
Service cost		7.15
Interest cost	-	-
Actuarial loss / (gain)	-	-
Benefits paid	-	-
<b>Present value of obligation as at the end of the year</b>	<b>25.84</b>	<b>25.84</b>
<b>b) Changes in Plan Assets</b>		
Opening value of plan assets	-	-
Closing value of plan assets	-	-
<b>c) The amounts recognised in the Balance Sheet are as follows:</b>		
Present value of obligation as at the end of the year	25.84	25.84
Fair Value of plan assets as at the end of the year	-	-
<b>Net (assets) / liability recognised in balance sheet</b>	<b>25.84</b>	<b>25.84</b>
<b>d) Expenses recognised in the Statement of Profit and Loss</b>		
Service cost	-	-
Net Interest Cost	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>e) Remeasurement (gains)/ losses recognised in OCI</b>		
Actuarial changes arising from changes in financial assumptions	-	-
Actuarial changes arising from changes in demographic assumptions	-	-
Due to experience adjustments	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
<b>f) Actuarial assumptions</b>		
Discount rate	7.69% p.a	7.69% p.a
Normal retirement age (in years)	60 Years	60 Years
Salary escalation rate (% p.a.) *	10.00% p.a	10.00% p.a
Attrition rate	13.00%	13.00%
Mortality rate	100% of IALM 2006-08	100% of IALM 2006-08

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

**Note:-** The Company has not taken Actuarial valuation during the year and has not provided for the Gratuity Liability in its books of accounts for the year, as required under Ind AS-19.

**Note 34 : Capital Management**

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders. Management monitors the return on capital as well as the debt equity ratio and make necessary adjustments in the capital structure for the development of the business. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day - to - day needs. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

Particulars	As at March 31, 2023	As at March 31, 2022
Borrowings	987.92	968.28
Cash and cash equivalents	(705.70)	(72.14)
<b>Net Debt</b>	<b>282.22</b>	<b>896.14</b>
Equity	5187.64	3256.38
<b>Total Capital</b>	<b>5187.64</b>	<b>3256.38</b>
Capital and Net Debt	5469.85	4152.52
Gearing ratio (Net Debt/Capital and Net Debt)	5%	22%

**Note 35 : Summary of Significant Ratios**

Particulars	As on 31/03/2023	As on 31/03/2022	Variance	Reasons if Variance > 25%
1. Current Ratio	2.85	2.08	36.97%	Increase in level of Current Assets
2. Debt Equity Ratio	0.19	0.30	-35.96%	Increase in level of Equity
3. Debt Service Coverage Ratio	2.82	3.27	-13.69%	Not applicable
4. Return on Equity Ratio	0.04	0.12	-64.49%	Increase in level of Equity
5. Inventory Turnover Ratio	1.28	1.51	-15.20%	Not applicable
6. Trade Receivables Turnover Ratio	2.47	2.52	-1.72%	Not applicable
7. Trade Payables Turnover Ratio	3.39	4.92	-31.11%	Increase in level of Trade Payables
8. Net Capital Turnover Ratio	1.21	1.85	-34.62%	Increase in level of Capital, with reduction in turnover
9. Net Profit Ratio	3.73%	5.52%	-32.40%	Increase in Expenses
10. Return on Capital employed	0.05	0.13	-62.54%	Increase in level of Capital, with reduction in turnover

**Note 36:**

**i. Title deeds of Immovable Property not held in name of the Company**

The Company does not hold any immovable property which is not held in the name of company as on 31 March 2023.

**ii. Revaluation of Property, Plant and Equipment**

There is no revaluation of Property, Plant and Equipment during as on 31 March 2023.

**iii. Loans or Advances in the nature of loans**

The Company has granted Loans or Advances in the nature of loans to its related parties (as defined under CA 2013).

**iv. Details of Benami Property held**

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 the rules made thereunder.

**v. Borrowings from banks or financial institutions on the basis of security of current assets**

The Company has borrowings from banks or financial institutions on the basis of security of current assets as on 31 March 2023 & periodical stock statements submitted to the lenders are in line with the books of accounts.

**vi. Wilful Defaulter**

The Company does not have any borrowings from banks or financial institutions as on 31 March 2023.

**vii. Relationship with Struck off Companies**

The Company does not have any transactions with companies struck off under section 248 of the CA 2013 or section 560 of Companies Act, 1956.

**viii. Registration of charges or satisfaction with Registrar of Companies**

As on 31 March 2023. There are no charges that are pending to be created/satisfied against the asset of the Company.

**ix. Compliance with number of layers of companies**

The Company has not made any kind of investment in any other Companies

**x. Compliance with approved Scheme(s) of Arrangements**

The Company has not approved any scheme of arrangement in accordance with sections 230 to 237 of the CA 2013

**xi. Utilisation of Borrowed funds and share premium**

A. The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- (1) 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
- (2) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

B. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

**xii. Undisclosed Income**

The Company has not recorded any transactions in the books of accounts that has been surrendered or disclosed as income during the period ended March 31, 2023 in the tax assessments under the

Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**xiii. Corporate Social Responsibility (CSR)**

The provision of Section 135 of the Companies Act 2013 is not applicable to the Company.

**xiv. Details of Crypto Currency or Virtual Currency**

The Company has not traded or invested in Crypto currency or Virtual Currency during the year ended 31 March 2023.

**xv. Contingent Liabilities and commitments:**

The Company does not have any contingent liabilities and capital commitments as at 31 March 2023.

**xvi. Impact of COVID-19 Pandemic:**

The Company does not have any effect of Covid -19 pandemic.

**xvii. Previous Year's Comparatives**

Previous year figures have been regrouped/reclassified wherever necessary to conform to the current year's presentation

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In terms of our report of even date

*For Choudhary Choudhary & Co.*  
*Chartered Accountants*  
*Firm Regn No. 002910C*

For and on behalf of the Board of Directors  
LIBAS CONSUMER PRODUCTS LIMITED

*CA Alok Kumar Mishra*  
*Partner*  
*Mem. No. : 124184*

Nishant M Mitrasen  
CFO  
DIN 02000572

Riyaz Ganji  
Whole Time Director  
DIN 02236203

Reshma Ganji  
Managing Director  
DIN 07576582

Neeta Mishra  
Company Secretary  
Mem.No.A39489

Place : Mumbai  
Date: June 05, 2023

Place : Mumbai  
Date: June 05, 2023



**INDEPENDENT AUDITOR'S REPORT**

**To the members of  
LIBAS CONSUMER PRODUCTS LIMITED**

**Report on the Audit of the Consolidated Financial Statement**

**Opinion**

We have audited the accompanying consolidated financial statement of **LIBAS CONSUMER PRODUCTS LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including other Comprehensive Income), the Statement of Changes in Equity and the statement of Cash Flows ended on that date, and a summary of significant accounting policies and other explanatory information. The Consolidated Financials statement includes financial statements of Libas Consumer Products Limited and its subsidiary Libas Consumer Products Limited FZE LLC. The financials statements of subsidiary were audited by another auditor of **M/s Husain Al Hashmi**. We have relied on the audit conducted by the auditor of subsidiary company in accordance with Standard on Auditing 600- Using the work of Another auditor.

In our opinion and to the best of our information and according to the explanations given to us, **except for the matters stated or mentioned in the "Basis for Qualified Opinion"**, the aforesaid consolidated financial statement 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 Indian Accounting Standard prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015 as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its *profit*, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Qualified Opinion**

- GST Annual Return 9 and 9 C not filed for FY 2019-20, FY2020-2021 and FY 2021-22 till date of this report.
- The process of inventory management and recording including periodic verification adopted by the company is not satisfactory and does not facilitate identification of old or obsolete stock.
- We draw attention to the standalone Financials wherein the undisputed income tax liability for FY 2017-18 of Rs.2.91 Lakhs is not provided in books of accounts and are unpaid as on date of this report.
- Attention is also invited to the standalone financials wherein the undisputed tax liability in relation to below items are unpaid as on date of this report and overdue for more than 6 months as on 31st March 2023.
  - f. Professional Tax for Rs 2.78 lakhs



- g. TCS Collected from parties for Rs 1.50 lakhs
- h. GST Liability for Rs 2.79 lakhs
- i. TDS on sales for Rs 0.82 lakhs.
- We draw attention to the 2 pending litigations filed against the company which are still pending to be resolved till the date of this report.
- Loan agreements for Short Term Loans and Advances given to various parties for a total amount of Rs 1488.47 lakhs were not provided.
- Expenses incurred for right issue has not been completely written off in the current financial year amounting to Rs 27.25 lacs. Profit for the period is accordingly overstated to this extent.
- Inventory values and receivables as per Stock statement provided to bank for working capital facility differs from the values as per books of accounts as on 31st March 2023 –

(Amount in INR)

Particulars	As per Stock Statement submitted to bank	As per Books of accounts	Difference
Inventory Value	21,68,44,790	28,42,65,290	(6,74,20,500)
Total Debtors	16,97,56,780	17,72,83,056	(75,26,276)
Total Creditors	8,06,37,358	8,66,90,099	(60,52,741)

- Title deeds are the immovable properties in the books of company were not produced to us for verification.
- Internal Control Processes are not commensurate with the size of the business.

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

### **Emphasis of Matter**

The company’s management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company’s annual report, but does not include the Consolidated financial statements and our auditors report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained in the audit, or



otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, 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.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report. We have not found any such matters related to the audit of this standalone financial statement which are to be reported here.

#### **Information Other than the consolidated financial statement and Auditor's Report Thereon**

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

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

In connection with our audit of the consolidated financial statement, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statement 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.

#### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Ind AS 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 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



consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 consolidated 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 consolidated financial statements that,



individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated 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 them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters:**

We did not audit the financial statements of subsidiary included in the consolidated Financial Results, whose financial statements reflect total Assets of Rs.2000.03 Lakhs as at March 31, 2023 and total Revenues of Rs.955.92 Lakhs and Profit of Rs.389.81 Lakhs for the year ended March 31, 2023 respectively. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, are based solely on the reports of the other auditors.

Further, of these subsidiaries, one subsidiary is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries, located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversions adjustments made by the Holding Company's management. Our opinion on the consolidated financial statements in so far as it relates to the balances and affairs of such subsidiaries, located outside India, are based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.



**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We /the other auditors whose report we have relied upon 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 of the aforesaid Consolidated Financial Statements;
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements;
- d) In our opinion, the aforesaid consolidated financial statement comply with the Indian Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has the pending litigations which would impact its financial position and same has been disclosed in the Note No. 33 of the consolidated financial statement;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
  - iv.
    - The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary



shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- We have not received relevant documents of subsidiary which we have asked during the course of audit, therefore we do not express our opinion of the financials of Subsidiary.

v. Dividend declared and paid during the financial year is in compliance with section 123 of the Companies Act, 2013.

h) With respect to the matter to be included in the Auditors’ Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the company has paid managerial remuneration within the limit prescribed by section 197 for maximum permissible managerial remuneration provided to the directors of the company.

**For Choudhary Choudhary & Co.**

Chartered Accountants

Firm Reg. No. 002910C



**CA Alok Kumar Mishra**

Membership Number: 124184

Firm Registration No: 002910C

UDIN:- 23124184BGWIGZ1264

Place: Mumbai

Date: 5<sup>th</sup> June, 2023

Head Office: 338, 3rd Floor, V Spaces, V- Mall, Thakur Complex, Kandivali East, Mumbai – 400101  
Telephone 91-9594189162, 9137585799, 9137585764; Email : [firmccco@gmail.com](mailto:firmccco@gmail.com) Website: [www.ccco.co.in](http://www.ccco.co.in)



**“Annexure A” to the Independent Auditors’ Report on the consolidated financial statements of Libas Consumer Products Limited**

**Report on the internal financial controls with reference to the aforesaid Consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (Referred to in paragraph 1(A)(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)**

**Opinion**

We have audited the internal financial controls with reference to Consolidated Financial Statements of **Libas Consumer Products Limited** (“the Company”) as of **31 March 2023** in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to Consolidated financial statements and such internal financial controls were operating effectively as at **31 March 2023**, based on the internal financial controls with reference to Consolidated financial statements 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 (the “Guidance Note”).

**Management’s Responsibility for Internal Financial Controls**

The Company’s management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to consolidated financial statements criteria established by the Company considering the essential Components of internal control stated in the Guidance Note. 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 the 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 Companies Act, 2013 (hereinafter referred to as “the Act”).

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements



were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of such internal financial controls, 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 consolidated financial statements, whether due to fraud or error.

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

### **Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements**

A company's internal financial controls with reference to Consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated financial statements.

### **Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to Consolidated financial statements, 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

- We have not received relevant documents of subsidiary which we have asked during the course of audit, therefore we do not express our opinion of the financials of Subsidiary.



**CHOUDHARY CHOUDHARY & CO.  
CHARTERED ACCOUNTANTS**

**For Choudhary Choudhary & Co.**  
Chartered Accountants  
Firm Reg. No. 002910C



**CA Alok Kumar Mishra**

Membership Number: 124184

Firm Registration No: 002910C

UDIN:- 23124184BGWIGZ1264

Place: Mumbai

Date: 5<sup>th</sup> June, 2023

(Amount in Lakhs.)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>A) Non-current assets</b>			
Property, Plant and Equipment	2	134.20	138.79
Right-of-use assets	3	-	9.86
Financial Assets			
Investments	4	44.22	34.53
Other Financial Assets	5	55.03	50.70
Other non-current assets	6	1500.67	733.17
Deferred Tax Assets (Net)	7	9.98	0.00
<b>Total Non Current assets</b>		<b>1744.09</b>	<b>967.05</b>
<b>B) Current assets</b>			
Inventories	8	3468.54	3124.07
Financial Assets			
Trade receivables	9	2913.10	2345.39
Cash and cash equivalents	10	758.61	324.22
Other financials Assets	11	439.90	333.33
Other current assets	12	89.83	124.76
<b>Total Current assets</b>		<b>7669.98</b>	<b>6251.77</b>
<b>Total Assets</b>		<b>9414.07</b>	<b>7218.82</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	13	2634.46	1764.00
Other Equity	14	4654.67	2876.42
<b>Total Equity</b>		<b>7289.13</b>	<b>4640.42</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial Liabilities			
Long term Borrowing	13	-	-
Other financial liabilities	14	127.75	133.84
Provisions	15	36.14	88.00
Deferred Tax Liabilities	16	-	18.17
<b>Total Non-current liabilities</b>		<b>163.90</b>	<b>240.01</b>
<b>Current liabilities</b>			
Financial Liabilities			
Borrowings	17	987.92	968.28
Trade payables	18	949.17	1290.51
Other financial liabilities	19	17.69	71.81
Provisions	20	6.27	7.80
<b>Total Current liabilities</b>		<b>1961.05</b>	<b>2338.40</b>
<b>Total Equity and Liabilities</b>		<b>9414.07</b>	<b>7218.82</b>

Significant Accounting Policies

1

The accompanying notes are an integral part of the financial statements.  
In terms of our report of even date

For Choudhary Choudhary & Co.  
Chartered Accountants  
Firm Regn No. 002910C

For and on behalf of the Board of Directors  
LIBAS CONSUMER PRODUCTS LIMITED

CA Alok Kumar Mishra  
Partner  
Mem. No. : 124184

Nishant M Mitrasen  
CFO  
DIN 02000572

Riyaz Ganji  
Whole Time Director  
DIN 02236203

Reshma Ganji  
Managing Director  
DIN 07576582

Neeta Mishra  
Company Secretary  
Mem.No.A39489

Place : Mumbai  
Date: June 05, 2023

Place : Mumbai  
Date: June 05, 2023

LIBAS CONSUMER PRODUCTS LIMITED  
Consolidated Profit & Loss For the Year Ended March 31, 2023

(Amount in Lakhs.)

Particulars	Note No.	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>INCOME</b>			
Revenue From Operations	21	8135.33	8518.96
Other Income	22	71.13	39.65
<b>Total Income</b>		<b>8206.47</b>	<b>8558.61</b>
<b>EXPENDITURE</b>			
Cost of Material Consumed	23	4607.63	7240.51
Changes in inventories of finished goods, WIP and Stock-in-trade	24	1744.67	(484.69)
Employee benefits expenses	25	204.58	175.52
Finance costs	26	121.89	247.24
Depreciation and amortisation expenses	27	33.12	87.75
Other expenses	28	718.05	316.91
<b>Total expenses</b>		<b>7429.94</b>	<b>7583.24</b>
<b>Profit before Tax and Exceptional and Extra Ordinary Items</b>		<b>776.53</b>	<b>975.37</b>
<b>Exceptional and Extra Ordinary Items</b>			<b>0.00</b>
<b>Profit Before Tax</b>		<b>776.53</b>	<b>975.37</b>
Tax expense:	29		
(1) Current tax		45.08	89.80
(2) Deferred tax		(27.72)	11.25
<b>Total tax expenses</b>		<b>17.35</b>	<b>101.05</b>
<b>Profit/ (loss) for the year (A)</b>		<b>759.17</b>	<b>874.32</b>
<b>Other Comprehensive Income</b>			
<b>Items not to be reclassified subsequently to profit or loss</b>			
- Re-measurement gains / (Loss) on defined benefits plans		-	-
- income Tax effect on above		-	-
- Foreign Currency exchange translation reserve		120.02	39.83
<b>Other Comprehensive Income for the Year (B)</b>		<b>120.02</b>	<b>39.83</b>
<b>Total Comprehensive Income for the year (A+B)</b>		<b>879.20</b>	<b>914.15</b>
<b>Earnings per equity share:</b>	30		
<b>Equity shares of Par value of Rs. 10 /-each</b>			
Basic		3.99	4.83
Diluted		3.99	4.83

In terms of our report of even date  
For Choudhary Choudhary & Co.  
Chartered Accountants  
Firm Regn No. 002910C

For and on behalf of the Board of Directors  
LIBAS CONSUMER PRODUCTS LIMITED

CA Alok Kumar Mishra  
Partner  
Mem. No. : 124184

Nishant M Mitrasen  
CFO  
DIN 02000572

Riyaz Ganji  
Whole Time Director  
DIN 02236203

Reshma Ganji  
Managing Director  
DIN 07576582

Neeta Mishra  
Company Secretary  
Mem.No.A39489

Place : Mumbai  
Date: June 05, 2023

Place : Mumbai  
Date: June 05, 2023

LIBAS CONSUMER PRODUCTS LIMITED  
Consolidated Cash Flow Statement for the Period Ended 31st March, 2023

(Amount in Lakhs.)

Particulars	Year Ended	Year Ended
	31-Mar-2023	31-Mar-2022
<b>Operating activities</b>		
Profit Before Tax	776.53	975.37
<b>Adjustments to reconcile profit before tax to net cash inflow</b>		
Depreciation and amortisation expenses	23.25	87.41
Exchange difference in translating the financial statement of foreign operation	120.02	39.83
Interest Income	(50.72)	(32.08)
Inventory writte down	25.00	-
Fair value gain/(loss) on investment	0.31	-
Provision for ECL	-	-
Gratuity Provision	-	-
Interest Paid	121.89	247.24
	<b>1,016.29</b>	<b>1,317.77</b>
<b>Working capital adjustments :-</b>		
(Increase) / Decrease in Trade and Other Receivables	(567.71)	27.52
(Increase) / Decrease in Inventories	(369.47)	(863.40)
(Increase) / Decrease in Other Non-Current Assets	(767.92)	(8.60)
(Increase) / Decrease in Other Non-Current Financial Assets		12.13
(Increase) / Decrease in Other Current Financial Assets	(106.56)	(209.37)
(Increase) / Decrease in Other Current Assets	34.92	(124.76)
(Increase) / Decrease in Provision	(156.91)	(91.55)
(Increase) / Decrease in Other Current Financial Assets	(4.33)	-
Increase / (Decrease) in Non-current financials liabilities	-	(82.16)
Increase / (Decrease) in Trade and Other Payables	(341.34)	687.53
Increase / (Decrease) in Other Financial Liabilities	(46.78)	(29.83)
	<b>(1,309.80)</b>	<b>635.29</b>
Direct taxes paid (Net of Refunds)		-
<b>Net cash flow from operating activities</b>	<b>(1,309.80)</b>	<b>635.29</b>
<b>Investing activities</b>		
Dividend Received		-
Proceeds / (Purchase) of Investments	(10.00)	-
Depreciation and amortisation expenses		-
(Addition)/Deletion in Right of use Asset	9.86	111.25
Purchase of fixed assets	(18.66)	(0.65)
Interest received	50.72	32.08
<b>Net cash flow used in investing activities</b>	<b>31.92</b>	<b>142.67</b>
<b>Financing activities</b>		
Proceeds form issues of Borrowings (Net)	13.55	(822.56)
Proceeds / Payment of Lease Liability	(7.35)	-
Dividend Paid	-	(14.70)
Issue of shares	1,827.96	-
Interest paid	(121.89)	(247.24)
<b>Net cash flow from financing activities</b>	<b>1,712.27</b>	<b>(1,084.49)</b>
<b>Increase in cash and cash equivalents</b>	<b>434.39</b>	<b>(306.53)</b>
Cash and cash equivalents at the beginning of the year	324.22	630.75
Cash and cash equivalents at the end of the year	<b>758.61</b>	<b>324.22</b>

Components of Cash and Cash Equivalents at the end of year

Particulars	As at	As at
	31-Mar-2023	31-Mar-2022
Cash on hand	167.64	67.61
Balance with banks	590.97	256.61
Cash and Cash Equivalents (closing)	<b>758.61</b>	<b>324.22</b>

Note : The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.

In terms of our report of even date For Choudhary Choudhary & Co. Chartered Accountants Firm Regn No. 002910C	For and on behalf of the Board of Directors LIBAS CONSUMER PRODUCTS LIMITED	
CA Alok Kumar Mishra Partner Mem. No. : 124184	Nishant M Mitrasen CFO DIN 02000572	Riyaz Ganji Whole Time Director DIN 02236203
	Reshma Ganji Managing Director DIN 07576582	Neeta Mishra Company Secretary Mem.No.A39489
Place : Mumbai Date : June 05, 2023	Place : Mumbai Date : June 05, 2023	

**LIBAS CONSUMER PRODUCTS LIMITED**  
Statement of Changes in Equity for the Year ended March 31, 2023

**(A) Equity share capital**

Particulars	Number	Amount in Rs.
Equity shares of Rs. 10 each issued, subscribed and paid		
<b>As at 31 March 2022</b>	<b>1,76,40,000</b>	<b>1764.00</b>
Issue of equity shares	87,04,580	870.46
<b>As at 31 March 2023</b>	<b>2,63,44,580</b>	<b>2634.46</b>

**B) Other equity**

(Amount in Lakhs.)

Particulars	Reserves and surplus		Other comprehensive income		Total equity attributable to equity holders
	Securities premium reserve	Retained earnings	Re-measurement gains / (losses)	Foregin currency translation reserve	
<b>As at 31 March 2022</b>	<b>1573.41</b>	<b>1260.12</b>	<b>3.06</b>	<b>39.83</b>	<b>2876.42</b>
Addition during the year	957.50	759.17	-	120.02	1836.70
Deletion during the year		(58.45)		-	(58.45)
Bonus Issue				-	-
<b>As at 31 March 2023</b>	<b>2530.91</b>	<b>1960.85</b>	<b>3.06</b>		<b>4654.67</b>

This is the Statement of Changes in Equity referred to in our audit report of even date

In terms of our report of even date  
For Choudhary Choudhary & Co.  
Chartered Accountants  
Firm Regn No. 002910C

For and on behalf of the Board of Directors  
LIBAS CONSUMER PRODUCTS LIMITED

CA Alok Kumar Mishra  
Partner  
Mem. No. : 124184

Nishant M Mitrasen  
CFO  
DIN 02000572

Riyaz Ganji  
Whole Time Director  
DIN 02236203

Reshma Ganji  
Managing Director  
DIN 07576582

Neeta Mishra  
Company Secretary  
Mem.No.A39489

Place : Mumbai  
Date: June 05, 2023

Place : Mumbai  
Date: June 05, 2023

**LIBAS CONSUMER PRODUCTS LIMITED**  
**Notes to Consolidated financial statements for the Year ended March 31, 2023**

**Note 1 : Significant Accounting Policies:**

**A Company Profile**

Libas Designs Limited (the 'Company') was incorporated on 10/11/2004 as Private Limited Company under the Companies Act 1956 and the same was converted in Public Limited Company on 20th September, 2016. In current Financial year company has changed its name to "LIBAS CONSUMER PRODUCTS LIMITED" The company is engaged mainly in the process of fabrication of fabric into garments and other products through customisation. The Company is listed on SME Emerge Platform of National Stock exchange of India Limited (NSE).

**B Basis of Accounting:**

The financial statements of the Company have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") notified under the Companies (Accounting Standards) Rules, 2015.

The financial statements for all periods upto and including year ended 31 March 2019 were prepared in accordance with the Companies (Accounting Standards) Rules, 2006 notified under Section 133 of the Companies Act ("the Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) ("previous GAAP"). The financial statements for the year ended 31 March 2020 are the first financial statements prepared by the Company in accordance with Ind AS.

The financial statements have been prepared under the historical cost convention with the exception of certain financial assets and liabilities which have been measured at fair value, on an accrual basis of accounting.

All the assets and liabilities have been classified as current and non-current as per normal operating cycle of the Company and other criteria set out in as per the guidance set out in Schedule III to the Act. Based on nature of services, the Company ascertained its operating cycle as 12 months for the purpose of current and non-current classification of asset and liabilities.

The Company's financial statements are reported in Indian Rupees, which is also the Company's functional currency.

**C Use of Estimates:**

The preparation of the financial statements, in conformity with the Ind AS, requires the management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

**i) Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

**ii) Defined benefit plans**

The cost and present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

## LIBAS CONSUMER PRODUCTS LIMITED

### Notes to Consolidated financial statements for the Year ended March 31, 2023

#### D Property, Plant and Equipment

##### i) Tangible Assets

Property, Plant and Equipment are stated at cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/ installation of the assets less accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditure relating to Property, Plant and Equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the Statement of Profit and Loss.

Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.

On transition to Ind AS, the Company has opted to continue with the carrying values measured under the previous GAAP as at 1 April 2018 of its Property, Plant and Equipment and use that carrying value as the deemed cost except for certain class of assets which are measured at fair value as deemed cost on the date of transition i.e. 1 April 2018.

#### E Depreciation and Amortisation:

i) Depreciation on all fixed assets, except Leasehold Improvements and intangible assets, is provided on Written Down value method over the useful life of Asset and in the manner as prescribed by Schedule II of the Act.

#### F Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

##### i) Financial Assets

###### Initial Recognition

In the case of financial assets, not recorded at fair value through profit or loss (FVPL), financial assets are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

###### Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

###### Financial Assets at Amortised Cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate ("EIR") method. Impairment gains or losses arising on these assets are recognised in the Statement of Profit and Loss.

###### Financial Assets Measured at Fair Value

Financial assets are measured at fair value through OCI if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss.

Financial asset not measured at amortised cost or at fair value through OCI is carried at FVPL.

On transition to Ind AS, the Company has opted to continue with the carrying values measured under the previous GAAP as at 1 April 2018 of its equity investments in subsidiaries, if any, and used that carrying value as the deemed cost of these investments on the date of transition i.e. 1 April 2018.

**LIBAS CONSUMER PRODUCTS LIMITED**  
**Notes to Consolidated financial statements for the Year ended March 31, 2023**

**G Impairment of Fixed Assets:**

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the Statement of Profit and Loss.

**H De-recognition of Financial Assets**

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

**b) Equity Instruments and Financial Liabilities**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

**Equity Instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs. Equity instruments which are issued for consideration other than cash are recorded at fair value of the equity instrument.

**LIBAS CONSUMER PRODUCTS LIMITED**  
**Notes to Consolidated financial statements for the Year ended March 31, 2023**

**I Financial Liabilities**

**i) Initial Recognition**

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

**ii) Subsequent Measurement**

The measurement of financial liabilities depends on their classification, as described below

**Financial liabilities at FVPL**

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

**Financial liabilities at amortised cost**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the Statement of Profit and Loss.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

**iii) De-recognition of Financial Liabilities**

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

**iv) Offsetting Financial Instruments**

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

**J Impairment of Non-Financial Assets**

As at each Balance Sheet date, the Company assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

Recoverable amount is determined:

- In case of an individual asset, at the higher of the assets' fair value less cost to sell and value in use; and
- In case of cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of cash generating unit's fair value less cost to sell and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specified to the asset. In determining fair value less cost to sell, recent market transaction are taken into account. If no such transaction can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the Statement of Profit and Loss, except for properties previously revalued with the revaluation taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation.

When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the Statement of Profit and Loss.

## LIBAS CONSUMER PRODUCTS LIMITED

### Notes to Consolidated financial statements for the Year ended March 31, 2023

#### **K Trade receivables**

A receivable is classified as a 'trade receivable' if it is in respect of the amount due on account of goods sold or services rendered in the normal course of business. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the EIR method, less provision for impairment.

#### **L Trade payables**

A payable is classified as a 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. These amounts are unsecured and are usually settled as per the payment terms stated in the contract. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the EIR method.

#### **M Earnings Per Share**

Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company and weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

#### **N Cash and Cash Equivalents**

Cash and cash equivalents in the Balance Sheet comprises of cash at banks and on hand and short-term deposits with an original maturity of three month or less, which are subject to an insignificant risk of changes in value.

#### **O Borrowing Costs**

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Also, the EIR amortisation is included in finance costs.

Borrowing costs relating to acquisition, construction or production of a qualifying asset which takes substantial period of time to get ready for its intended use are added to the cost of such asset to the extent they relate to the period till such assets are ready to be put to use. All other borrowing costs are expensed in the Statement of Profit and Loss in the period in which they occur.

**LIBAS CONSUMER PRODUCTS LIMITED**  
**Notes to Consolidated financial statements for the Year ended March 31, 2023**

**P Revenue Recognition:**

- i) Revenue is recognized when all significant risks and rewards of ownership of the goods are passed on to the buyer and no significant uncertainty exists as to its realization or collection.
- ii) Revenue from sale of products is recognised, in accordance with the sales contract, on delivery of goods to the customer.
- iii) Business facility income is recognised on accrual basis as per the terms of contract.
- iv) Interest is recognised on a time proportion basis taking in to account the amount outstanding and the rate applicable.

**Q Foreign Currency Transactions:**

**a Initial Recognition**

Foreign currency transactions are initially recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. However, for practical reasons, the Company uses a monthly average rate if the average rate approximate the actual rate at the date of the transactions.

**b Conversion**

Monetary assets and liabilities denominated in foreign currencies are reported using the closing rate at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

**c Treatment of Exchange Difference**

Exchange differences arising on settlement/ restatement of short-term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss except those arising from investment in Non Integral operations.

**R Inventories**

- i) Finished Goods are valued at lower of cost or net realisable value.
- ii) Cost is arrived on First in First out basis.

**S Provisions and Contingent Liabilities:**

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions (excluding gratuity and compensated absences) are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A contingent liability also arises, in rare cases, where a liability cannot be recognised because it cannot be measured reliably.

Contingent assets are disclosed in the financial statements.

**T Employee Benefits**

**i) Defined Contribution Plan**

Contributions to defined contribution schemes such as provident fund, employees' state insurance, labour welfare are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. The above benefits are classified as Defined Contribution Schemes as the Company has no further obligations beyond the monthly contributions.

**LIBAS CONSUMER PRODUCTS LIMITED**  
**Notes to Consolidated financial statements for the Year ended March 31, 2023**

**ii) Defined Benefit Plan**

The Company also provides for gratuity which is a defined benefit plan, the liabilities of which is determined based on valuations, as at the balance sheet date, made by an independent actuary using the projected unit credit method. Re-measurement, comprising of actuarial gains and losses, in respect of gratuity are recognised in the OCI, in the period in which they occur. Re-measurement recognised in OCI are not reclassified to the Statement of Profit and Loss in subsequent periods. Past service cost is recognised in the Statement of Profit and Loss in the year of plan amendment or curtailment. The classification of the Company's obligation into current and non-current is as per the actuarial valuation report.

**iii) Short-term Benefits**

Short-term employee benefits such as salaries, wages, performance incentives etc. are recognised as expenses at the undiscounted amounts in the Statement of Profit and Loss of the period in which the related service is rendered. Expenses on non-accumulating compensated absences is recognised in the period in which the absences occur.

**U Accounting for Taxes of Income:-**

**i) Current Taxes**

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

**ii) Deferred Taxes**

Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each Balance Sheet date to reassess realisation.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

**iii) Minimum Alternative Tax**

Minimum Alternative Tax (MAT) credit is recognised as an assets in accordance with the recommendation contained in the Guidance note issued by the Institute of Chartered Accountants of India. The said assets is created by way of credit to the Statement of Profit and Loss and shown as MAT credit entitlement . The Company review the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

**LIBAS CONSUMER PRODUCTS LIMITED**  
**Notes to Consolidated financial statements for the Year ended March 31, 2023**

**V Leases**

**Company as a lessee**

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

**Company as a lessor**

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

**LIBAS CONSUMER PRODUCTS LIMITED**  
Notes to Consolidated financial statements for the Year ended March 31, 2023

(Amount in Lakhs.)

**Note 2 : Property, Plant and Equipment**

Particulars	Office Premises	Furniture & Fixtures	Office Equipments	Computers	Plant & Machinery	Motor Vehicle	Total
<b>Gross Carrying Amount</b>							
As at March 31, 2022	136.74	130.99	12.60	13.43	6.18	18.75	318.69
Additions	0.00	18.46	0.00	0.21	0.00	0.00	18.66
Disposals	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>As at March 31, 2023</b>	<b>136.74</b>	<b>149.45</b>	<b>12.60</b>	<b>13.64</b>	<b>6.18</b>	<b>18.75</b>	<b>337.35</b>
<b>Accumulated Depreciation</b>							
As at March 31, 2022	44.88	92.25	11.50	13.10	3.55	14.62	179.90
Depreciation for the year	7.67	11.29	0.40	0.22	0.48	3.20	23.25
Disposals							
<b>As at March 31, 2023</b>	<b>52.55</b>	<b>103.54</b>	<b>11.90</b>	<b>13.32</b>	<b>4.03</b>	<b>17.81</b>	<b>203.15</b>
<b>Net carrying value</b>							
Balance as at 31 March 2022	91.85	38.75	1.09	0.33	2.64	4.13	138.79
Balance as at 31 March 2023	84.19	45.91	0.69	0.32	2.16	0.94	134.20

**Note 3 : Right-of-use assets**

Particulars	Amount (in Rs.)
<b>Gross carrying value</b>	
Balance as at 31 March 2022	387.74
Additions	-
Disposals / Adjustments	-
Balance as at 31 March 2023	387.74
<b>Accumulated Amortization</b>	
Balance as at 31 March 2022	377.88
Amortisation charge for the year	9.86
Deletions / Adjustments	-
Balance as at 31 March 2023	387.74
<b>Net carrying value</b>	
Balance as at 31 March 2022	9.86
Balance as at 31 March 2023	-

**Note 4 : Investments**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Investment in Equity Instruments</b>		
Trade, Unquoted (At FVTPL, unless stated otherwise)		
<b>Others</b>		
Shares in Shamrao Bank	1.00	1.00
Investment in Union Bank mutual Fund	9.69	0.00
<b>Investment in Subsidiary</b>		
Trade, Unquoted		
LIBAS DESIGNS FZE LLC	18.89	18.89
100 Equity share of AED. 1,000 each fully paid up		
Loans & Advances to Subsidiary	41.85	41.85
Less: Intercompany adjustment	(27.22)	(27.22)
	<b>44.22</b>	<b>34.53</b>

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Aggregate of non-current investments:</b>		
Book value of investments	44.22	34.53
Investments carried at deemed cost	18.89	18.89
Investments carried at fair value through profit and loss	10.69	1.00

**Note 5 : Other Financial Assets**

Particulars	As at March 31, 2023	As at March 31, 2022
Security Deposits	55.03	50.70
	<b>55.03</b>	<b>50.70</b>

**Note 6 : Other non - current assets**

Particulars	As at March 31, 2023	As at March 31, 2022
Advance to creditors	-	13.90
Other Advances	1488.47	718.85
Other deferred tax assets	-	0.42
Advance tax & TDS (Net of provision)	-	-
Balance with Govt. Authorities	12.20	-
	<b>1500.67</b>	<b>733.17</b>

**Note 7 : Deferred Tax Assets (Net)**

Particulars	As at March 31, 2023	As at March 31, 2022
Fixed Assets : Impact of difference between tax depreciation and depreciation / amortisation	17.07	-
Fair Valuation of Right to use asset	-	-
Provision for Expected Credit Loss	(7.09)	-
	<b>9.98</b>	<b>-</b>

**Note 8 : Inventories**

Particulars	As at March 31, 2023	As at March 31, 2022
Raw Materials	3468.54	1379.40
Finished Goods	-	1744.67
	<b>3468.54</b>	<b>3124.07</b>

**Note 9 : Trade receivables**  
(Unsecured, considered good)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Receivables (Unsecured and considered good, unless otherwise stated)		
Outstanding for more than six months	-	-
Other trade receivables	2941.26	2373.55
Less : Provision for Expected Credit Loss	(28.16)	(28.16)
<b>Total Receivables</b>	<b>2913.10</b>	<b>2345.39</b>
Current Portion	2913.10	2345.39
Non - Current Portion	-	-

As on 31 March 2023

Particular	Outstanding for Following Period from Due Date of Payment					
	Less than 6 month	6 Month to 1 year	1-2 Year	2-3 Year	More than 3 year	Total
<b>Unsiputed Trade Receivable</b>						
i) Considered Good	1905.23	788.06	51.20	56.27	140.49	2941.26
ii) Considered Doubtful						-
<b>Disputed Dues</b>						
i) Considered Good						-
ii) Considered Doubtful						-
<b>Gross Trade Receivable</b>	<b>1905.23</b>	<b>788.06</b>	<b>51.20</b>	<b>56.27</b>	<b>140.49</b>	<b>2941.26</b>
Less: Loss Allowances	-	-	-	-	-	-
<b>Net Trade Receivable</b>	<b>1905.23</b>	<b>788.06</b>	<b>51.20</b>	<b>56.27</b>	<b>140.49</b>	<b>2941.26</b>

As on 31 March 2022

Particular	Outstanding for Following Period from Due Date of Payment					
	Less than 6 month	6 Month to 1 year	1-2 Year	2-3 Year	More than 3 year	Total
<b>Unsiputed Trade Receivable</b>						
i) Considered Good	1868.18	275.85	66.02	89.74	73.76	2373.55
ii) Considered Doubtful						-
<b>Disputed Dues</b>						
i) Considered Good						-
ii) Considered Doubtful						-
<b>Gross Trade Receivable</b>	<b>1868.18</b>	<b>275.85</b>	<b>66.02</b>	<b>89.74</b>	<b>73.76</b>	<b>2373.55</b>
Less: Loss Allowances	-	-	-	-	-	-
<b>Net Trade Receivable</b>	<b>1868.18</b>	<b>275.85</b>	<b>66.02</b>	<b>89.74</b>	<b>73.76</b>	<b>2373.55</b>

Note 10 : Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Balance with Banks		
- Current Accounts	555.22	256.61
- Deposits with Bank	35.75	-
Cash on Hand	167.64	67.61
	<b>758.61</b>	<b>324.22</b>

Note 11 : Other financials Assets

Particulars	As at March 31, 2023	As at March 31, 2022
Other Receivable	439.90	333.33
	<b>439.90</b>	<b>333.33</b>

Note 12 : Other current assets

Particulars	As at March 31, 2023	As at March 31, 2022
Prepaid Expenses	89.83	124.76
	<b>89.83</b>	<b>124.76</b>

(Amount in Lakhs.)

Note 13 : Equity Share Capital

Particulars	As at	As at
	March 31, 2023	March 31, 2022
<b>Authorised</b>		
2,80,00,000 (P.Y. 2,80,00,000) equity shares of Rs. 10 each	2800.00	2800.00
<b>Total</b>	<b>2800.00</b>	<b>2800.00</b>
<b>Issued, Subscribed and Fully Paid Up</b>		
2,63,44,580 (P.Y. 1,76,40,000) Equity shares of Rs. 10 each fully paid-up	2634.46	1764.00
<b>Total</b>	<b>2634.46</b>	<b>1764.00</b>

a) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period :

Particulars	Equity Shares			
	As at March 31, 2023		As at March 31, 2022	
	Number	Rs	Number	Rs
Shares outstanding at the beginning of the year	1,76,40,000	1764.00	1,22,50,000	1225.00
Shares Issued during the year	87,04,580	870.46	53,90,000	539.00
Shares bought back during the year	-	0.00	-	0.00
Shares outstanding at the end of the year	2,63,44,580	2634.46	1,76,40,000	1764.00

c) Details of Shareholders holding more than 5% shares in the company:

Name of the Shareholder	Equity Shares			
	As at March 31, 2023		As at March 31, 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Riyaz Ganji	40,79,188	15.48%	27,19,459	15.42%
Reshma Ganji	40,01,725	15.19%	26,67,817	15.12%

d) Details of Promoters Shareholding in the company:

Name of the Shareholder	Equity Shares			
	Equity Shares		-	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Seetharam K Shetty	7,500	0.03%	-	0.00%
Riyaz Ganji	40,79,188	15.48%	27,19,459	15.42%
Reshma Ganji	40,01,725	15.19%	26,67,817	15.12%

The Company has made a Right issue of Equity shares during FY 2022-23 & allotted 87,04,580 Shares at Rs. 21 each.

Note 14 : Other Equity

Particulars	Reserves and surplus		Other comprehensive income		Total equity attributable to equity holders
	Securities premium reserve	Retained earnings	Re-measurement gains / (losses) on defined benefits plans	Foreign currency translation reserve	
As at 31 March 2022	1573.41	1260.12	3.06	39.83	2876.42
Addition during the year	957.50	759.17	0.00	120.02	1836.70
Deletion during the year	0.00	(58.45)	0.00	0.00	(58.45)
Bonus Issue	0.00	0.00	0.00	0.00	0.00
As at 31 March 2023	2530.91	1960.85	3.06	159.85	4654.67

**Nature and Purpose of Reserves :**

**Securities Premium Reserve**

Securities Premium Reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

**Retained Earnings**

Retained Earnings represents surplus/accumulated earnings of the Company and are available for distribution to shareholders

**Note 13 : Long term Borrowing  
(Non Current)**

Particulars	As at March 31, 2023	As at March 31, 2022
Secured Loans	-	-
	-	-

**Note 14 : Other financial liabilities  
(Non Current)**

Particulars	As at March 31, 2023	As at March 31, 2022
Franchise security deposit	-	-
Rent Deposit	-	-
Loan	127.75	133.84
Lease Liability	-	-
	127.75	133.84

**Note 15 : Provisions  
(Long term Provisions)**

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Tax (net of Advance tax & TDS)	10.96	62.82
Provision for Gratuity	25.18	25.18
	36.14	88.00

**Note 16 : Deferred Tax Liabilities**

Particulars	As at March 31, 2023	As at March 31, 2022
Fixed Assets : Impact of difference between tax depreciation and depreciation / amortisation	-	18.17
Fair Valuation of Right to use asset	-	-
Employee Benefits (Expenses allowable for tax purposes when paid)	-	-
Provision for Expected Credit Loss	-	-
	-	18.17

**Note 17 : Borrowings**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Working Capital Loan from Union Bank of India</b>		
Cash Credit Hypothecation Accounts *	987.92	968.28
Loan	-	-
Loan Against Fixed Deposits	-	-
	987.92	968.28

\*(a) Working Capital Loan from Union Bank of India are secured against hypothecation of stock & book debts and co-leteral security by way of Hypothecation of land & building situated at Gala no.55,62- Siddhapura Industrial Estate, Masrani Lane, Near Halav pool, Kurla West owned by Director Mr. Riyaz Ganji & Chaiman cum CFO Mr. Nishant Mahimtura respectively & Property situated at 1103,1203 duplex height CHS, Yamuna Nagar Andheri (W), owned by Mr. Riyaz Ganji & Mrs. Reshma Ganji and also personal Gurantee of Directors.

(b) Cash credit is repayable on demand and carries variable interest.

**Note 18 : Trade payables**

Particulars	As at March 31, 2023	As at March 31, 2022
Due to Micro, Small & Medium enterprises (refer note below)*	-	-
Others	949.17	1290.51
	949.17	1290.51

Trade Payable Ageing as on 31 March 2023

Particular	Outstanding for Following Period from Due Date of Payment				
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	Total
<b>Unsiputed</b>					
i) MSME					-
ii) Other	548.94	296.77	20.98	52.81	919.51
<b>Disputed</b>					
i) MSME	-	-	-	-	-
ii) Other	-	-	-	-	-

Trade Payable Ageing as on 31 March 2023

Particular	Outstanding for Following Period from Due Date of Payment				
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	Total
<b>Unsiputed</b>					
i) MSME					-
ii) Other	1149.46	41.76	38.55	31.23	1260.99
<b>Disputed</b>					
i) MSME	-	-	-	-	-
ii) Other	-	-	-	-	-

\*Note : Details of Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act,2006 ("MSMED Act"). Under Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act,2006 ("MSMED Act"), certain disclosure are required to be made relating to Micro, Small and Medium Enterprises. The Company is in process of compiling relevant information from its suppliers about their coverage under the said Act. Since the relevant information to the extent available are recorded in the books of accounts . However in view of the management, the impact of interest, if any , that may be payable in accordance with the provision of this Act is not expected to be material.

Particulars	As at	As at
	March 31, 2023	March 31, 2022
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of accounting year; * *	-	
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the due date during each accounting year;	-	
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	-	
The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	

\* The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the

Note 19 : Other financial liabilities  
(Current)

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Expenses Payable	-	-
Statutory Dues Payable	17.04	63.98
Lease Liability	(0.00)	7.35
Other Payable	0.64	0.49
	<b>17.69</b>	<b>71.81</b>

Note 20 : Provisions  
(Current)

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Provision for Gratuity	0.66	0.66
Other Provisions	5.61	7.13
	<b>6.27</b>	<b>7.80</b>

**Note 21 : Revenue From Operations**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Sale of products	8135.33	8518.96
Other Operating Income : Franchise Fee		-
	<b>8135.33</b>	<b>8518.96</b>

**Note 22 : Other Income**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Consultancy Charges		-
Discount Received	0.76	1.49
Dividend Received - SVC Bank		-
Subsidy Received		-
Insurance claim	19.57	-
Interest Income	50.72	32.08
Reversal of Lease liability		5.76
Interest Income on unwinding of deposits	0.08	0.33
	<b>71.13</b>	<b>39.65</b>

**Note 23 : Cost of Material Consumed**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Raw material consumed:</b>		
Opening Stock - Raw Material	1379.40	839.99
Add : Purchases	6652.74	7756.64
Add : Direct Exps	69.03	23.29
	8101.17	8619.91
Less: Decrease in the value of Stock	(25.00)	0.00
Less : Closing Stock - Raw Material	(3468.54)	(1379.40)
	<b>4607.63</b>	<b>7240.51</b>

**Note 24 : Changes in inventories of finished goods, WIP and Stock-in-trade**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Opening stock</b>		
Finished goods	1744.67	1259.98
<b>Total (A)</b>	<b>1744.67</b>	<b>1259.98</b>
<b>Closing stock</b>		
Finished goods	-	1744.67
<b>Total (B)</b>	<b>-</b>	<b>1744.67</b>
<b>Changes in inventories (A-B)</b>	<b>1744.67</b>	<b>(484.69)</b>

**Note 25 : Employee benefits expenses**

Particulars	March 31, 2023	Year Ended March 31, 2022
Salaries, Wages and Bonus	179.74	150.85
Director Remuneration	24.54	24.55
Gratuity Expense		-
Welfare and other benefits	0.30	0.13
	<b>204.58</b>	<b>175.52</b>

LIBAS CONSUMER PRODUCTS LIMITED  
Notes to Consolidated financial statements for the Year ended March 31, 2023

Note 26 : Finance costs

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Interest on Term, Working Capital Loans	104.12	169.95
Processing fees	12.41	5.72
Bank Charges	5.21	63.88
Interest Expenses on Lease Liability	0.15	7.69
	<b>121.89</b>	<b>247.24</b>

Note 27 : Depreciation and amortisation expenses

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Depreciation on Property, Plant and Equipment	23.25	29.67
Amortisation on Right of Use assets	9.86	58.08
	<b>33.12</b>	<b>87.75</b>

Note 28 : Other expenses

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Sales &amp; Distribution expenses</b>		
Sales Promotion	153.73	148.63
Freight	1.05	0.29
Commission & Discount	14.83	14.26
	<b>(A) 169.61</b>	<b>163.18</b>
<b>Administration &amp; Other Expenses</b>		
Insurance Expense	-	-
Sundry Expenses	192.61	16.53
Audit Fees	6.00	6.21
Books & Magazines	-	-
Provision for Expected Credit Loss	-	12.66
Conveyance charges	3.30	6.69
Donation	-	-
Dividend Paid	-	-
Electricity charges	8.57	6.77
Hire charges paid	3.39	1.00
Interest On Statutory Liabilities	5.07	-
Penalty on GST	-	-
Legal & Professional Exps	-	-
Maintenance charges	-	-
Written Off	-	4.84
ROC & Listing fee	-	-
Fair value gain/(loss) on investment	0.31	-
Inventory Written down	25.00	-
Printing & Stationery Exps	4.17	19.25
Profession Fees	169.96	63.57
Registration Exps	-	-
Rent Expenses	87.96	(0.75)
Repair & Maintenance	26.22	1.72
Security charges paid	-	-
Professional Tax	-	0.18
Software Exps	-	-
Telephone & Internet Charges Paid	15.87	15.07
Tours & Travel	-	-
	<b>(B) 548.43</b>	<b>153.73</b>
<b>Total (A+B)</b>	<b>718.05</b>	<b>316.91</b>

In case of Rent Expenses, figures has been turns out to be negative, as during the year company has ceased to make payment of Delhi Shop Rent and same is under dispute with shop owner, however effect of Ind AS 116 is continue to be given in the financial statement. As per Ind AS 116, rent expenses as per the agreement needs to be reverse and expenses is to be accounted in the form of Amortisation of Right to Use Assets (ROU Assets), and in the books company has not accounted whole actual rent as per the agreement since dispute with owner.

Details of Payment to Auditors

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
For Audit Fees	6.00	6.21
For Other Matters	-	-
	<b>6.00</b>	<b>6.21</b>

**LIBAS CONSUMER PRODUCTS LIMITED**  
Notes to Consolidated financial statements for the Year ended March 31, 2023

**Note 29 : Tax expense:**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Current tax expense (A)</b>		
Current tax	45.08	89.80
	<b>45.08</b>	<b>89.80</b>
<b>Deferred tax expense (B)</b>		
Origination and reversal of temporary differences	(27.72)	11.25
	<b>(27.72)</b>	<b>11.25</b>
<b>Tax expense recognised in the income statement (A+B)</b>	<b>17.35</b>	<b>101.05</b>

**(b) Amounts recognised in other comprehensive income**

Particulars	2022-23			2021-22		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
<b>Items that will not be reclassified to profit or loss</b>						
Remeasurements of the defined benefit plans	-	-	-	-	-	-
	-	-	-	-	-	-

**Note 30 : Earnings per equity share:**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Weighted average number of shares outstanding during the period	2,20,12,760	1,89,18,602
Weighted average number of Potential Equity shares outstanding during the year	2,20,12,760	1,89,18,602
Total number of Potential Equity Share for calculating Diluted Earning Per share	2,20,12,760	1,89,18,602
<b>Net Profit \ (Loss) after tax available for equity shareholders</b>	879.20	914.15
<b>Basic Earning per share (in Rs.)</b>	3.99	4.83
<b>Diluted Earning per share (in Rs.)</b>	3.99	4.83

Note 31: Related party disclosures as required under Indian Accounting Standard 24, "Related party disclosures" are given below:

i) Names of related parties and nature of relationship (to the extent of transactions entered into during the year except for control relationships where all parties are disclosed)

a) Subsidiary Company

Libas Design LLC (Ajman, U.A.E)

b) Directors, Key Management Personnel & Relatives of KMP

Name	Relationship
Nishant Mitrasen Mahimtura	Founder & CEO
Riyaz Eqbal Ganji	Whole Time Director
Reshma Riyaz Ganji	Managing Director
Basant Agarwal	CFO
Nita Prabhat Kumar Mishra	Company Secretary

c) Enterprises owned or significantly influenced by Key Managerial Personnel and or their relatives

Smriti Industries (Proprietary Concern of Director -Nishant Mahimtura)

Suchitra Mahimtura (Admin Head - Spouse of Nishant Mahimtura)

Pawan Mahimtura (Hire Charges - Son of Nishant Mahimtura)

Golden Bricks Infrastructure Private Limited (Director Interested)

Reserve Wines Private Limited (Director Interested)

See My Brand Private Limited.

ii) Transactions with Related Parties during the year

Name of Party	Nature of Transaction	Year ended March 31, 2023	Year ended March 31, 2022
Riyaz Eqbal Ganji	Remuneration Paid	12.00	12.00
Reshma Riyaz Ganji	Remuneration Paid	12.00	12.00
Nita Prabhat Kumar Mishra (CS)	Remuneration Paid	2.98	2.48
Suchitra Mahimtura	Salary Paid	-	0.50
Smriti Industries	Commision Expense	13.80	13.80
Pawan Mahimtura	Hire Charges	3.39	1.00
See My Brand Private Limited	Purchase	-	-
See My Brand Private Limited	Loan Taken	-	526.35
See My Brand Private Limited	Loan Repaid	-	500.00
Golden Bricks Infrastructure Private Limited	Purchase	-	-
Golden Bricks Infrastructure Private Limited	Sales	390.86	195.46
Riyaz Gangji	Advance for Expenses	17.41	2.92
Riyaz Gangji	Advance Adjusted	10.80	25.80
Reshma Gangji	Advance for Expenses	11.48	-
Reshma Gangji	Advance Adjusted	10.80	12.78

iii) Balance Outstanding of Related Parties :

Name of Party	Receivable / (Payable)	As At March 31, 2023	As At March 31, 2022
RIYAZ EQBAL GANJI	Receivable	6.86	0.25
RESHMA RIYAZ GANJI	Receivable	38.55	37.86
Golden Bricks Infrastructure Pvt. Ltd.	Receivable	391.23	31.79
Smriti Industries	Payable	12.30	9.06
LIBAS DESIGN LLC (Ajman, U.A.E)	Receivable	6.00	6.00
See My Brand Private Limited.	Payable	26.35	26.35

Note : Related Parties as disclosed by Management and relied upon by auditors.

**LIBAS CONSUMER PRODUCTS LIMITED**

Notes to Consolidated financial statements for the Year ended March 31, 2023

(Amount in Lakhs.)

**Note 32 : Segment Reporting**

The Company's operating segments are established on the basis of those components that are evaluated regularly by the 'Chief Operating Decision Maker' as defined in Ind AS 108 - 'Operating Segments', in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

**a) Primary (Business) Segment:**

The Company is primarily engaged in the manufacturing and dealing in textiles As such, the Company operates in a single segment and there are no separate reportable segments as defined in Ind AS 108 - "Operating Segments". The same is consistent with the information reviewed by the Chief Operating Decision Maker (CODM).

**b) Geographical Information:**

The operation of the Company comprises of local sales and export sales. The Management views the Indian market and Export market as distinct geographical areas. The following is the distribution of the Company's Revenues by geographical markets :

Revenues	Year Ended March 31,2023	Year Ended March 31,2022
India	8135.33	8518.96
Export		-

The following is the carrying amount of segment assets by geographical area in which the assets are located

Non-Current Assets (other than financial instruments and deferred tax assets)	Year Ended March 31,2023	Year Ended March 31,2022
India	1634.87	871.96
Outside India	-	-

**Note 33 : Contingent liabilities disclosures as required under Indian Accounting Standard 37, "Provisions,Contingent Liabilities and Contingent Assets" are given below:**

The Company has following ongoing litigation as at 31.03.2023

**1. Employees State Insurance Corporation has filed Application ESI No. 28 of 2013 in the Hon'ble Employees Insurance Court.**

-Case No. ESI No. 28 of 2013 filed in the Hon'ble Employees Insurance Court, Mumbai by ESIC for recovery of Rs. 7,84,838/-. Company got the recovery stayed through Hon'ble Employees Insurance Court. Employees State Insurance Corporation filed the case alleging that the stay orders are obtained by suppressing or misrepresenting the material facts to obtain orders and hence to award punishment in accordance with law. Application is at the stage of Evidence.

**2. ESI Cases filed against Company.**

-Case No. 267/SW/2012 filed for non-payment of contribution for the period February 2007 to December 2011 of Rs. 11,59,373/-.

-Case No. 2512447/2012 filed for non-submission of Return of contribution from April 2006 to September 2011 in due dates i.e. within 42 days from the expiry of contribution period.

Both the cases were filed on October 10, 2012 in Sewree Court, Company has attending the case. The said cases are also pending in E.I. Court Bandra, Mumbai at final stage.

**3. Tax Proceeding against the Company**

-Details of outstanding demand in respect of TDS: Amounting to Rs. 22,52,924/- since 2007 to March 2018

**4. The Company has filed Revision Appeal U/s 34 before Bombay Highcourt against the Arbitration order. The arbitration order dated 09/08/2021 received by the Company. The arbitrator has given order to pay INR 1,48,48,593/- to respondent. The company has not recorded the said liability in the books of account, the Revision Appeal is pending for hearing.**

**LIBAS CONSUMER PRODUCTS LIMITED**  
Notes to Consolidated financial statements for the Year ended March 31, 2023

**Note 33 : Disclosure relating to employee benefits as per Ind AS 19 'Employee Benefits'**

**A Defined benefit obligations - Gratuity**

The gratuity plan is governed by the Payment of Gratuity Act, 1972 under which an employee who has completed five years of service is entitled to specific benefits. The level of benefits provided depends on the member's length of service and salary at retirement age.

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as gratuity.

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
<b>a) Changes in defined benefit obligations</b>		
Present value of obligation as at the beginning of the year		
Defined Benefit Obligation ("PBO") at the beginning of the year	25.84	18.70
Service cost		7.15
Interest cost	-	-
Actuarial loss / (gain)	-	-
Benefits paid	-	-
<b>Present value of obligation as at the end of the year</b>	<b>25.84</b>	<b>25.84</b>
<b>b) Changes in Plan Assets</b>		
Opening value of plan assets	-	-
Closing value of plan assets	-	-
<b>c) The amounts recognised in the Balance Sheet are as follows:</b>		
Present value of obligation as at the end of the year	25.84	25.84
Fair Value of plan assets as at the end of the year	-	-
<b>Net (assets) / liability recognised in balance sheet</b>	<b>25.84</b>	<b>25.84</b>
<b>d) Expenses recognised in the Statement of Profit and Loss</b>		
Service cost	-	-
Net Interest Cost	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>e) Remeasurement (gains)/ losses recognised in OCI</b>		
Actuarial changes arising from changes in financial assumptions	-	-
Actuarial changes arising from changes in demographic assumptions	-	-
Due to experience adjustments	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
<b>f) Actuarial assumptions</b>		
Discount rate	7.69% p.a	7.69% p.a
Normal retirement age (in years)	60 Years	60 Years
Salary escalation rate (% p.a.) *	10.00% p.a	10.00% p.a
Attrition rate	13.00%	13.00%
Mortality rate	100% of IALM 2006-08	100% of IALM 2006-08

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

**Note:-** The Company has not taken Acturial valuation during the year and has not provided for the Gratuity Liability in its books of accounts for the year, as required under Ind AS-19.

## LIBAS CONSUMER PRODUCTS LIMITED

## Notes to Consolidated financial statements for the Year ended March 31, 2023

## Note 34 : Capital Management

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders. Management monitors the return on capital as well as the debt equity ratio and make necessary adjustments in the capital structure for the development of the business. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day - to - day needs. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

Particulars	As at March 31, 2023	As at March 31, 2022
Borrowings	987.92	968.28
Cash and cash equivalents	(758.61)	(324.22)
<b>Net Debt</b>	<b>229.30</b>	<b>644.06</b>
Equity	7289.13	4640.42
<b>Total Capital</b>	<b>7289.13</b>	<b>4640.42</b>
Capital and Net Debt	7518.44	5284.48
Gearing ratio (Net Debt/Capital and Net Debt)	3%	12%

## Note 35 : Summary of Significant Ratios

Particulars	As on 31/03/2023	As on 31/03/2022	Variance	Reasons if Variance > 25%
1. Current Ratio	3.91	2.67	46%	Increase in level of Current Assets
2. Debt Equity Ratio	0.14	0.21	-35%	Increase in level of Equity
3. Debt Service Coverage Ratio	7.64	5.15	48%	Increase in Profit availability for Debt service
4. Return on Equity Ratio	0.13	0.22	-42%	Increase in level of Equity
5. Inventory Turnover Ratio	1.93	2.59	-25%	Not applicable
6. Trade Receivables Turnover Ratio	3.09	3.94	-22%	Not applicable
7. Trade Payables Turnover Ratio	5.94	8.22	-28%	Increase in level of Trade Payables
8. Net Capital Turnover Ratio	1.43	2.18	-35%	Increase in level of Capital, with reduction in turnover
9. Net Profit Ratio	9.33%	10.26%	-9%	Increase in Expenses
10. Return on Capital employed	0.11	0.22	-50%	Increase in level of Capital, with reduction in turnover

## Note 36:

## i. Title deeds of Immovable Property not held in name of the Company

The Company does not hold any immovable property which is not held in the name of company as on 31 March 2023.

## ii. Revaluation of Property, Plant and Equipment

There is no revaluation of Property, Plant and Equipment during as on 31 March 2023.

## iii. Loans or Advances in the nature of loans

The Company has granted Loans or Advances in the nature of loans to its related parties (as defined under CA 2013).

## iv. Details of Benami Property held

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 the rules made thereunder.

## v. Borrowings from banks or financial institutions on the basis of security of current assets

The Company has borrowings from banks or financial institutions on the basis of security of current assets as on 31 March 2023 & periodical stock statements submitted to the lenders are in line with the books of accounts.

## vi. Wilful Defaulter

The Company does not have any borrowings from banks or financial institutions as on 31 March 2023.

## vii. Relationship with Struck off Companies

The Company does not have any transactions with companies struck off under section 248 of the CA 2013 or section 560 of Companies Act, 1956.

## viii. Registration of charges or satisfaction with Registrar of Companies

As on 31 March 2023. There are no charges that are pending to be created/satisfied against the asset of the Company.

**ix. Compliance with number of layers of companies**

The Company has not made any kind of investment in any other Companies

**x. Compliance with approved Scheme(s) of Arrangements**

The Company has not approved any scheme of arrangement in accordance with sections 230 to 237 of the CA 2013

**xi. Utilisation of Borrowed funds and share premium**

A. The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- (1) 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
- (2) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

B. The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

**xii. Undisclosed Income**

The Company has not recorded any transactions in the books of accounts that has been surrendered or disclosed as income during the period ended March 31, 2023 in the tax assessments under the

Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**xiii. Corporate Social Responsibility (CSR)**

The provision of Section 135 of the Companies Act 2013 is not applicable to the Company.

**xiv. Details of Crypto Currency or Virtual Currency**

The Company has not traded or invested in Crypto currency or Virtual Currency during the year ended 31 March 2023.

**xv. Contingent Liabilities and commitments:**

The Company does not have any contingent liabilities and capital commitments as at 31 March 2023.

**xvi. Impact of COVID-19 Pandemic:**

The Company does not have any effect of Covid -19 pandemic.

**xvii. Previous Year's Comparatives**

Previous year figures have been regrouped/reclassified wherever necessary to conform to the current year's presentation

In terms of our report of even date

For Choudhary Choudhary & Co.

Chartered Accountants

Firm Regn No. 002910C

For and on behalf of the Board of Directors

LIBAS CONSUMER PRODUCTS LIMITED

CA Alok Kumar Mishra

Partner

Mem. No. : 124184

Nishant M Mitrasen

CFO

DIN 02000572

Riyaz Ganji

Whole Time Director

DIN 02236203

Reshma Ganji

Managing Director

DIN 07576582

Neeta Mishra

Company Secretary

Mem.No.A39489

Place : Mumbai

Date: June 05, 2023

Place : Mumbai

Date: June 05, 2023