

**Janki Corp Limited**  
**(CIN - U17118RJ1993PLC023549)**  
**Registered Office:** Mandpiya Chouraha, Chittor Road, Bhilwara, Rajasthan – 311001  
**Website:** <https://www.jankicorp.com/>  
**Email Id:** [jankicorp@yahoo.co.in](mailto:jankicorp@yahoo.co.in)  
**Telephone No.:** 01482-249010

**NOTICE TO UNSECURED CREDITORS**

**NOTICE FOR CONVENING MEETING OF THE UNSECURED CREDITORS OF  
JANKI CORP LIMITED**  
*(Being convened pursuant to an order dated 1<sup>st</sup> June 2023, read with Rectification  
Order dated 16<sup>th</sup> June 2023 passed by Hon'ble National Company Law Tribunal, Jaipur  
Bench)*

**DETAILS OF MEETING OF THE UNSECURED CREDITORS:**

<b>Day</b>	:	<b>Friday</b>
<b>Date</b>	:	<b>28<sup>th</sup> July 2023</b>
<b>Time</b>	:	<b>2:00 PM (IST)</b>
<b>Venue</b>	:	The deemed venue for the aforesaid Meeting shall be the Registered Office of Janki Corp Limited (“Company”), i.e., <b>Mandpiya Chouraha, Chittor Road, Bhilwara, Rajasthan – 311001.</b>
<b>Mode</b>	:	As per the directions of the Hon'ble National Company Law Tribunal, Jaipur Bench, and as per the discretion exercised by the Chairperson appointed for the meeting, the meeting shall be conducted through Video Conferencing (“VC”) with the facility of remote e-voting.

**REMOTE E-VOTING**

<b>Start Date and Time</b>	:	<b>Monday, 24<sup>th</sup> July 2023 (10:00 AM – IST)</b>
<b>End Date and Time</b>	:	<b>Thursday, 27<sup>th</sup> July 2023 (5:00 PM – IST)</b>

**INDEX OF DOCUMENTS ENCLOSED**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page No.</b>
1.	Notice of the meeting of the unsecured creditors of Janki Corp Limited convened pursuant to the order dated 1 <sup>st</sup> June 2023 read with rectification order dated 16 <sup>th</sup> June 2023 of the Hon'ble National Company Law Tribunal, Jaipur Bench (“NCLT”).	3 – 7
2.	Explanatory Statement under Section 102 read with Section 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016	8 – 35
3.	<b>ANNEXURE 1</b> Copy of Scheme of Arrangement between Janki Corp Limited (“Demerged Company”) and Janki Textiles India Private Limited (“Resulting Company”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”), as filed before the Tribunal.	36 – 59
4.	<b>ANNEXURE 2</b>	60 – 69

	Copy of Report confirming the proposed Share Entitlement Ratio of Equity Shares provided by Mr. Niranjn Kumar, a Registered Valuer (IBBI Registration No.-IBBI/RV/06/2018/10137)	
5.	<b>ANNEXURE 3</b> Copy of Report adopted by the Board of Directors of Janki Corp Limited explaining the effect of the Scheme of Arrangement on shareholders, key managerial personnel, promoters, and non-promoter shareholders, pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013	70 – 71
6.	<b>ANNEXURE 4</b> Copy of Report adopted by the Board of Directors of Janki Textiles India Private Limited explaining the effect of the Scheme of Arrangement on shareholders, key managerial personnel, promoters, and non-promoter shareholders, pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013	72 – 74
7.	<b>ANNEXURE 5</b> Copy of Annual report of Janki Corp Limited, for FY 2021-22	75 – 162
8.	<b>ANNEXURE 6</b> Copy of the provisional unaudited financial statements of Janki Corp Limited for the period ended on 30 <sup>th</sup> November 2022	163 – 172
9.	<b>Annexure 7</b> Copy of provisional unaudited financial statements of Janki Textiles India Private Limited for the period ended on 15 <sup>th</sup> January 2023	173 – 175
10.	<b>ANNEXURE 8</b> Copy of the Order of the Hon’ble National Company Law Tribunal, Jaipur Bench dated 1 <sup>st</sup> June 2023	176 – 194
11.	<b>ANNEXURE 9</b> Copy of the Rectification Order of the Hon’ble National Company Law Tribunal, Jaipur Bench dated 16 <sup>th</sup> June 2023	195 – 196
12.	<b>Annexure A</b> Instructions for remote e-voting, attending the meeting through Video Conferencing and voting during the meeting through e-voting	197 - 198

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL**  
**JAIPUR BENCH**  
**CA (CAA) No. 01/230-232/JPR/2023**  
**IN THE MATTER OF THE COMPANIES ACT, 2013;**  
**AND**  
**IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE**  
**PROVISIONS OF THE COMPANIES ACT, 2013;**  
**AND**  
**IN THE MATTER OF SCHEME OF ARRANGEMENT**  
**BETWEEN**  
**JANKI CORP LIMITED**  
**AND**  
**JANKI TEXTILES INDIA PRIVATE LIMITED**  
**AND**  
**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

**NOTICE FOR CONVENING MEETING OF THE UNSECURED CREDITORS OF JANKI CORP LIMITED (APPLICANT COMPANY 1 / DEMERGED COMPANY)**

(Being Convened Pursuant To Order Dated 1<sup>st</sup> June 2023, Read With Rectification Order Dated 16<sup>th</sup> June 2023, Passed By Hon'ble National Company Law Tribunal, Jaipur Bench)

**To,**  
**The Unsecured Creditors of Janki Corp Limited**  
**(“Applicant Company 1” or “Demerged Company” or “Company”)**

Notice is hereby given that by an order dated 1<sup>st</sup> June 2023 (**“Order”**), read with Rectification Order dated 16<sup>th</sup> June 2023 (**“Rectification Order”**) (collectively referred to as **“Orders”**), the Jaipur Bench of the National Company Law Tribunal (**“NCLT”**) has directed a meeting to be convened for the unsecured creditors of the Company for the purpose of considering, and if thought fit, approving with or without modification(s), proposed Scheme of Arrangement (**“Scheme”**) between Janki Corp Limited (**‘Demerged Company’** or **‘Company’**) and Janki Textiles India Private Limited (**‘Resulting Company’**) and their respective shareholders & creditors under Sections 230 to 232 read with Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 and other applicable provisions of the Companies Act, 2013 (**“Act”**).

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of the unsecured creditors of the Demerged Company will be held on **Friday, 28<sup>th</sup> July 2023 at 2:00 PM (IST)** (**“Meeting”**) through Video Conferencing (**“VC”**) with facility of remote e-voting and voting during the meeting through e-voting system as per the details provided herein in **“Annexure A”** to this Notice. Accordingly, you are requested to attend the Meeting *via* VC.

Copy of the Scheme and of the Explanatory Statement, under Sections 230(3), 232(1) and 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises,

Arrangements and Amalgamations) Rules, 2016 along with the enclosures as indicated in the Index, can be obtained free of charge at the registered office of the Company at Mandpiya Chouraha, Chittor Road, Bhilwara, Rajasthan – 311001 during business hours.

**Facility of remote e-voting will be available during the prescribed time period before the meeting and facility to vote through e-voting system will be available during the meeting. Accordingly, unsecured creditors can vote through remote electronic means or e-voting system during the meeting. The facility of appointment of proxies by unsecured creditors will not be available for such meeting. A body corporate which is a unsecured creditor is entitled to appoint a representative for the purposes of participating and / or vote through remote e-voting or e-voting during the meeting.**

The Tribunal has appointed Mr. Brij Bhushan Sharma as the Chairperson and Mr. Sandeep Kumar Jain as the Scrutinizer for the meeting of unsecured creditors including any adjournment or adjournments thereof. The Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of the Hon'ble NCLT and other applicable regulatory authorities.

**TAKE NOTICE** that the following resolution is proposed under Sections 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the provisions of the Memorandum of Association and Articles of Association of Demerged Company for the purpose of considering, and if thought fit, approving, Scheme of Arrangement between JANKI CORP LIMITED (“Demerged Company”) and JANKI TEXTILES INDIA PRIVATE LIMITED (“Resulting Company”):

*“**RESOLVED THAT** pursuant to the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench at Jaipur (“NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), approval of the unsecured creditors of the Company, be and is hereby accorded to the Scheme of Arrangement between Janki Corp Limited and Janki Textiles India Private Limited and their respective shareholders & creditors (“**Scheme**”).”*

*“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, (including withdrawal of the Scheme), which may be required and/or imposed by the NCLT while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”*

The above mentioned Scheme, if approved at the Meeting, will be subject to the subsequent approval of the Hon'ble NCLT, Jaipur Bench. A copy of the Explanatory Statement, under Sections 230(3), 232(1) and 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies

(Compromises, Arrangements and Amalgamations) Rules, 2016, the Scheme and the other enclosures as indicated in the Index are enclosed.

**Date: 23<sup>rd</sup> June 2023**  
**Place: Jaipur**  
**Registered Office: JANKI CORP LIMITED**  
**Mandpiya Chouraha,**  
**Chittor Road,**  
**Bhilwara, Rajasthan - 311001**  
**CIN - U17118RJ1993PLC023549**

**For Janki Corp Limited**  
**Sd/-**  
**Brij Bhushan Sharma**  
**Chairperson**

**Notes:**

- (1) In terms of the order dated 1<sup>st</sup> June 2023 of the NCLT, Jaipur Bench, read with Rectification Order dated 16<sup>th</sup> June 2023, the Demerged Company is convening the meeting of unsecured creditors of Demerged Company through Video Conferencing in compliance of the order passed by the Hon'ble National Company Law Tribunal, the Guidelines issued by the Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 2013 and Rules made thereunder. Facility of remote e-voting will be available during the prescribed time-period before the meeting and e-voting will also be available during the meeting. The proceedings of the meeting shall however be deemed to be conducted at the registered office of the Demerged Company which shall be the deemed venue of the meeting.
- (2) Only unsecured creditors of the Demerged Company existing as on cut-off date i.e., 31<sup>st</sup> March 2023 may attend the Meeting to be held through VC and vote using remote e-voting system before the meeting or e-voting system during the meeting.
- (3) Where in case a unsecured creditor is a Corporate/ Body Corporate/ Institution, then pursuant to Section 113 of the Act, they are entitled to participate in the Meeting through their Authorised Representatives. Such Corporate Creditor is required to send either through email to jankicorp@yahoo.co.in or deposit at the Registered Office of the Company, a duly certified copy of the Board Resolution/ Power of Attorney authorizing such Authorized Representative along with the ID of Authorized Representative, to attend and vote at the Meeting on its behalf pursuant to Section 113 of the Act not later than 48 hours before the time fixed for the aforesaid Meeting. The said resolution/authorization may be sent to the scrutinizer at: sandeepjaincs@gmail.com.
- (4) The Explanatory Statement pursuant to Section 230(3) and 102 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 setting out the material facts concerning the Special Business are annexed hereto.
- (5) The remote e-voting for the unsecured creditors shall commence on **Monday, 24<sup>th</sup> July 2023, (10:00 AM - IST) and shall end on Thursday, 27<sup>th</sup> July 2023 (5:00 PM - IST).**
- (6) **Link Intime India Private Limited ('Linkintime')** has been appointed to provide platform for convening the meeting through video conferencing, remote e-voting and voting during the meeting in a secured and transparent manner. Detailed instructions and operational manual for participation and remote e-voting during the prescribed time-period before the

meeting and e-voting during the meeting is enclosed as **Annexure A** to the Notice. The unsecured creditors desiring to vote through remote e-voting, attend the meeting through VC and vote during the meeting, are requested to carefully follow the instructions set out in **Annexure A** to this Notice. **The EVENT number for this meeting is 230183.**

- (7) **Please take note that as per the directions of the Tribunal, the meeting is proposed to be held through VC with facility of remote e-voting, accordingly, option of attending the meeting physically at venue or through proxy is not available.**
- (8) Unsecured creditors who have voted through remote e-voting during the available window as aforementioned in point (4) above will be eligible to attend/participate in the meeting through the Linkintime platform. However, they will not be entitled to vote again during the meeting. Only those unsecured creditors who have not participated in remote e-voting system, may cast their e-vote during the meeting through Linkintime platform.
- (9) In terms of the directions contained in the Order, *“The quorum of the meeting of the unsecured creditors of the Demerged Company shall be 33% in value of the total unsecured creditors of the Demerged Company as on 31<sup>st</sup> March 2023.”* It is also directed that if the required Quorum is not present at the commencement of meeting, then the meeting will be adjourned for 30 minutes, and thereafter the persons present, and voting shall be deemed to constitute the quorum.
- (10) The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the unsecured creditors at the registered office of the Demerged Company between 10.00 A.M. and 12.00 Noon on all days (except Saturdays, Sundays, and public holidays) up to the date of the meeting. However, the same shall be open for inspection during the aforesaid meeting.
- (11) The Notice calling the meeting together with the documents accompanying the same, is being sent to all the unsecured creditors of the Demerged Company as on 31<sup>st</sup> March 2023 having the value of individual debt at INR 50,000/- and above, either *via* email or by registered post or courier at their registered address available with the company. The notice, copies of Scheme of Arrangement, Explanatory Statement and annexures to the aforementioned documents may also be accessed on the website of the Demerged Company viz. <https://www.jankicorp.com/>.
- (12) The notice convening the meeting will be published through advertisement in (i) **“Indian Express”** (English, Rajasthan edition) (ii) **“Pratahkal”** (Hindi, Rajasthan edition).
- (13) In accordance with the provisions of Sections 230-232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three fourth in value of the unsecured creditors, of the Demerged Company, voting through remote e-voting or by e-voting system agree to the Scheme.
- (14) The voting rights as well as the value of the unsecured creditors shall be in proportion to the outstanding amount due to them by the Demerged Company as on cut-off date i.e., 31<sup>st</sup> March 2023.
- (15) It is clarified that cast of votes by remote e-voting (prior to the meeting) does not disentitle a unsecured creditor from attending the meeting. However, a unsecured creditor who has voted through remote e-voting prior to the meeting cannot vote through e-voting during the Meeting.

- (16) As directed by the Tribunal, Mr. Sandeep Kumar Jain, has been appointed as Scrutinizer for the said meeting of the unsecured creditors of the Demerged Company to scrutinize the voting during the meeting in a fair and transparent manner. Post the meeting, the Scrutinizer will submit the report to the Chairperson after completion of scrutiny of the Voting Process. As per Order of the Tribunal, the Chairperson shall report the result of the said NCLT convened meeting to the Tribunal within 7 days from the date of the conclusion of the meeting with regard to the proposed Scheme.

**Encl.: As above**

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL**  
**JAIPUR BENCH**  
**CA (CAA) No. 01/230-232/JPR/2023**  
**IN THE MATTER OF THE COMPANIES ACT, 2013;**  
**AND**  
**IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE**  
**PROVISIONS OF THE COMPANIES ACT, 2013;**  
**AND**  
**IN THE MATTER OF SCHEME OF ARRANGEMENT**  
**BETWEEN**  
**JANKI CORP LIMITED**  
**AND**  
**JANKI TEXTILES INDIA PRIVATE LIMITED**  
**AND**  
**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

**EXPLANATORY STATEMENT UNDER SECTIONS 230(3), 232(1), 232(2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE NOTICE OF THE TRIBUNAL CONVENED MEETING OF THE UNSECURED CREDITORS OF JANKI CORP LIMITED**

1. Pursuant to the Order dated 1<sup>st</sup> June 2023, read with Rectification Order dated 16<sup>th</sup> June 2023 (collectively referred to as "**Orders**"), passed by the Hon'ble National Company Law Tribunal, Jaipur Bench ("**NCLT**"), in the Company Application Number CA (CAA) No. 01/230-232/JPR/2023, a meeting of the unsecured creditors of Janki Corp Limited (*hereinafter referred to as the "Applicant Company-1" or "Demerged Company" or "Company" as the context may admit*) is being convened and held through Video Conferencing ("**VC**") with facility of remote e-voting and voting during the meeting through e-voting system on **Friday, 28<sup>th</sup> July 2023 at 11:00 AM (IST) ("Meeting")**, for the purpose of considering, and if thought fit, approving, with or without modification(s), Scheme of Arrangement between Janki Corp Limited and Janki Textiles India Private Limited and their respective shareholders & creditors under Sections 230 to 232 and other applicable provisions of the Act ("**Scheme**"). The Scheme as filed before the Hon'ble Tribunal is enclosed as Annexure 1.
2. Capitalized terms which are used in this Explanatory Statement, but which are not defined herein shall have the meaning assigned to them in the Scheme, unless otherwise stated.
3. In terms of the said Order, "*the quorum for the said meeting shall be 33% in value of the total unsecured creditors of the Demerged Company as on 31<sup>st</sup> March 2023.*" It is also directed that if the required Quorum is not present at the commencement of meeting, then the meeting will be adjourned for 30 minutes, and thereafter the persons present and voting, shall be deemed to constitute the quorum.

4. The attendance of the Unsecured Creditors attending the meeting through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In terms of the said Order, NCLT, has appointed Mr. Brij Bhushan Sharma as the Chairperson and Mr. Sandeep Kumar Jain as the Scrutinizer for the Meeting of unsecured creditors of the Demerged Company including for any adjournment or adjournments thereof.
6. This statement is being furnished as required under Sections 230(3), 232(1) and 232(2) and 102 of the Companies Act, 2013 (“Act”) read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“Rules”).
7. In accordance with the provisions of Sections 230-232 of the Act, the Scheme shall be acted upon only if a majority in persons representing three-fourths in value of the unsecured creditors, of the Demerged Company, voting through remote e-voting or by e-voting system agree to the Scheme.

**8. Particulars of JANKI CORP LIMITED (“Applicant Company 1” or “Demerged Company”):**

- A. Janki Corp Limited (“Applicant Company 1” or “Demerged Company”) is a public limited company incorporated under the Companies Act, 1956 on 16<sup>th</sup> September 1993 and its registered office is situated at Mandpiya Chouraha, Chittor Road, Bhilwara, Rajasthan – 311001. Its Corporate Identity Number (“CIN”) is U17118RJ1993PLC023549, and Permanent Account Number (“PAN”) is AAACJ3638A, and E-Mail is jankicorp@yahoo.co.in.
- B. The main objects of Demerged Company as set out in its Memorandum of Association are as follows:
  1. *To carry on the business of spinners, weavers, manufacturers, producers, ginner, pressers, packers, balers, liners, cleaners, processors, doubters, combers, wool combers, worsted spinners, woollen spinners, knitters, printers, dyers, bleachers, calenderers, sellers, buyers, traders, brokers, stockists, importers, exporters, merchandise, distributors, barterers, shippers and dealers in all kinds of threads, fabric/cloth, yarn, fibres, jeans, suitings, shirtings, sarees, dress materials, ready-made garments of all fabrics including waste cotton, linen, hemp, jute, wool, polysters, acrylics, silk, artificial silk, rayon, manmade synthetic fibre, fibers, staple synthetic yarn and any other fibrous material, allied products, by-products and to treat and utilise any waste arising from any such manufacturing, production or process.*
  2. *To carry on the business of manufacturers, processors, producers, jobbers including doing the job work for others and getting the job work done from others, designers, distributors, stockists, importers and exporters, buyers, sellers and dealers of all or any of the products of fabrics and textiles, industrial fabrics, non-woven fabrics, sheets, tapes, ropes, cords, twines, canvas, territowels, durries, newar, parachutes, carpets, rugs, blankets, namdas, tarpaulins, linens, worsted stuff and other products as are prepared or manufactured from nylon, polyestors, acrylics, rayon, silk, artificial silk, linen, cotton, wool, and any other synthetic, artificial and natural fibres and intermediates of all types, grades and formulations and including specifically plastics, polyester fibres, polyacrylonitrile, polyvinylacetate, polypropylene, nylon and rayon.*
  3. *To carry on the business of manufacturers, producers, processors, importers, exporters, buyers, sellers and dealers in and as brokers, agents, stockists, distributors and suppliers of all kinds of waterproof fabrics, pavliners, floorclothes, carpets, tent clothes, tweed, patto, pashminas blazer, gaberdine, drill, tapestry, georgetta, linen, velvet, tarpaulin,*

- khaddar, lace and Linning, surgical cotton, surgical bandages, lints, gauge, sanitary goods necessary for medical aid, hospital needs, as are made from or with cotton, nylon, silk, polyester acrylics, jute, wool and other kinds of fibre, by whatever name called or made under any process, whether natural or artificial and by mechanical or other means.*
4. *To carry on the business of manufacturing; trading, producing, crushing, acquiring, importing, exporting, buying, selling, treating, processing, developing, retreating, storing, distributing, transporting and otherwise dealing in all kinds and classes of pig iron, sponge iron and steels of all kinds, ferrous and non-ferrous metals and alloys, iron and metal scrap, ferro-alloys, cast iron and steel and metal goods, tools and implements of all kinds, billets, pre-reduced billets, ingots etc.*
  5. *To set up any mineral based industry to manufacture or process minerals, purchase, take on lease or otherwise acquire any mines, mining rights and metalliferous land anywhere and any interest therein and to explore, work, exercise, develop and turn to the account the same.*
  6. *To act as a consultant, construction advisor to any plant whether in India or abroad for manufacturing producing, treating, processing, developing in all kinds of ferrous and non-ferrous metals, pig iron, sponge iron, steel and metal goods. To cogenerate, generate electricity through conventional and non conventional means from raw material or waste heat or from any other material for selling to the outside buyers or for its own consumption to continuously invest in research activities for diversifying or improving production, maintenance and growth of the company.*
  7. *To search for, get, work, raise, make merchantable, sell and deal in iron, coal, iron-stone, brickearth, fireclay, limestone, dolomite, quartz quartzite, manganese asbestos and other metals, minerals and substances and to manufacture and sell fuel and other products.*
  8. *To arrange, deal in all aspects of the business, contracting, generation, transmission, sale, purchase, captive consumption, supply and distribution of power / electricity in India and abroad by establishing Wind Power Plant or any other type of Power generation plant using conventional and/or non-conventional energy sources as may be in use or which may be developed or invented in future.*
  9. *To deal in immovable properties such as land and buildings and to purchase, acquire, take or given on lease or in exchange or in any other lawful manner in India or abroad land including agriculture land, plot, building, structures, factories, farm houses and estates, real estate or interest therein and any rights over or connected with them and to develop the same for sale or on installments or for any other purpose by preparing building sites and by constructing, altering improving, developing, promoting, decorating, furnishing, maintaining of heritage spots, hotels, resorts, malls, plazas, apartments, shopping malls, farm houses, complexes, commercial and residential buildings, colonization, multi storey offices, multiplex, amusement park, flats, gardens, houses, shops, showrooms and townships and to equip them or any part thereof with all or any amenities or conveniences thereon and by consolidating or connecting or subdividing properties and leasing or disposing of the same and to manage such land and building.*
- C. **The core business activity of Demerged Company** includes the business of processing of synthetic fabrics and manufacturing of textiles and processing and production of steel, sponge iron and iron ore pellets.

**D. Details of change of name, registered office and objects of the Demerged Company during the last five years:**

**Change of Name:** There has been no change of name of the Demerged Company during the last five years.

**Change of Registered Office:** There has been no change in the registered office of the Demerged Company during the last five years from one state to another state.

**Change of Objects:** There has been no change in the object clause of the Demerged Company during the last five years.

**E. The authorized, issued, subscribed and paid-up share capital of the Demerged Company as on 23<sup>rd</sup> June 2023 is as under:**

Particulars	Amount in INR
<b>Authorised Share Capital</b>	
5,00,00,000 Equity Shares of Rs.10/- each	50,00,00,000
<b>Total</b>	<b>50,00,00,000</b>
<b>Issued, Subscribed and Paid-Up Share Capital</b>	
3,13,53,600 Equity Shares of Rs.10/- each	31,35,36,000
<b>Total</b>	<b>31,35,36,000</b>

**F. Names of the Promoter and Promoter Group entities of the Demerged Company along with their addresses:**

Sr. No.	Name of the Promoter and/or Promoter Group Entity	Type	Address
1	Mr. Raghunath Mittal	Promoter	Laxmi Kunj 229/2, Mohan Lal, Sukhadia Nagar, Ajmer Road, Bhilwara, Rajasthan-31 1001.
2	Mr. Rahul Mittal	Promoter	Laxmi Kunj 229/2, Mohan Lal, Sukhadia Nagar, Ajmer Road, Bhilwara, Rajasthan-31 1001.

**G. The securities of the Demerged Company are not listed on any stock exchange.**

**H. The details of the Directors of the Demerged Company as on 23<sup>rd</sup> June 2023, along with their addresses are as follows:**

Sr. No.	Name	Designation	Address	No of shares	Shareholding (%)
1.	Mr. Raghunath Mittal	Director	Laxmi Kunj 229/2, Mohan Lal, Sukhadia Nagar, Ajmer Road, Bhilwara, Rajasthan-31 1001.	4,84,22,500	15.444%

2.	Mr. Rahul Mittal	Director	Laxmi Kunj 229/2, Mohan Lal, Sukhadia Nagar, Ajmer Road, Bhilwara, Rajasthan-31 1001.	8,15,44,400	26.008%
3.	Mrs. Ranu Porwal	Director	154, Kashipuri Bhilwara, Rajasthan - 311001	0	0%
4.	Mr. Harish Sharma	Director	10-P-34, R C Vyas Colony, Bhilwara, Rajasthan - 311001	0	0%
5.	Mrs. Aditi Kakhani	Director	10-M-30, R C Vyas Colony, Bhilwara, Rajasthan - 311001	0	0%
<b>Total</b>				<b>12,99,66,900</b>	<b>41.452%</b>

9. **Particulars of Janki Textiles India Private Limited (“Applicant Company 2” or “Resulting Company”):**

A. Janki Textiles India Private Limited (“Applicant Company 2” or “Resulting Company”) is a private limited company incorporated under the Companies Act, 2013 on 21<sup>st</sup> December 2022, and its registered office is situated at Mandpiya Chouraha, Chittor Road, Bhilwara, Rajasthan – 311001. Its Corporate Identity Number (“CIN”) is U17299RJ2022PTC085354, and Permanent Account Number (“PAN”) is AAFCJ8589H and E-Mail is [info@jankitextiles.com](mailto:info@jankitextiles.com).

B. The main objects of Resulting Company as set out in its Memorandum of Association are as follows:

1. *To carry on the business of manufacturing, trading, buying, selling, dealing, producing, importing, exporting, whole selling, retailing in textile goods.*
2. *To carry on the business of manufacturers, producers, processors, printing on jobwork and importers, exporters, buyers, sellers and dealers in all kinds of label, textiles, yarn, fabrics, leather clothes whether synthetic or natural prepared or manufactured from nylon cellulose, viscose, polyester, acrylics, rayon, silk, artificial silk, linen narrow fabrics, cotton, wool, jute, lamp, flex, leather hession and any other fibre or fibre as materials, textile, substances, allied products, by products and substitute for all or any of them and to treat and utilize any waste arising from any such manufacture, production or process and converters of synthetic, artificial and natural and fibre glass into materials like cloth, tapes, ropes, yarns, twines and such other articles as may be conveniently produced or manufactured.*
3. *To carry on in India or elsewhere the business of manufacturing, processing, Producing, washing, ginning, pressing, spinning, weaving, crimping, dyeing, texturing, carding, bleaching, combing, doubling, finishing, colouring, mercerizing, twisting, improving, buying, selling, reselling, importing, exporters, storing, fabricating, developing, marketing, or supplying and to act a broker, trader, agent, C & F agent, distributor, representative, consultant, collaborator, adatia stockists, liasioner, jobworker or otherwise to deal in all types of natural and synthetic yarns and fabrics made of materials such as cotton, flax, hemp, linen, wool, nylon, viscose, ramie, polyester, silk, artsilk, tureen, jute, staple, fibres, cashmilon, filaments, terecotton, comofilaments, acrylics, polynosic, polypropylene, polymide, polymethane, cellulose, dropping, spun or other fibrous substances or any combination thereof.*

- C. The core business activity of Resulting Company includes the business of processing of synthetic fabrics and manufacturing of textiles. It is yet to start its commercial operations which are envisaged upon scheme being effective.
- D. Details of change of name, registered office and objects of the Resulting Company during the last five years:

**Change of Name: The Resulting Company was incorporated on 21<sup>st</sup> December 2022. Subsequently, there has been no change of name of the Resulting Company.**

**Change of Registered Office: The Resulting Company was incorporated on 21<sup>st</sup> December 2022. Subsequently, there has been no change in the registered office of the Resulting Company.**

**Change of Objects: The Resulting Company was incorporated on 21<sup>st</sup> December 2022. Subsequently, there has been no change in the object clause of the Resulting Company.**

- E. The authorized, issued, subscribed and paid-up share capital of the Resulting Company as on 23<sup>rd</sup> June 2023 is as under:

Particulars	Amount in INR
<b>Authorised Share Capital</b>	
1,50,000 Equity Shares of Rs.10/- each	15,00,000
<b>Total</b>	<b>15,00,000</b>
<b>Issued, Subscribed and Paid-Up Share Capital</b>	
62,708 Equity Shares of Rs.10/- each	6,27,080
<b>Total</b>	<b>6,27,080</b>

- F. Names of the Promoter and Promoter Group entities of the Resulting Company along with their addresses:

Sr. No.	Name of the Promoter and/or Promoter Group Entity	Type	Address
1	Mr. Raghunath Mittal	Promoter	Laxmi Kunj 229/2, Mohan Lal, Sukhadia Nagar, Ajmer Road, Bhilwara, Rajasthan-31 1001.
2	Mr. Rahul Mittal	Promoter	Laxmi Kunj 229/2, Mohan Lal, Sukhadia Nagar, Ajmer Road, Bhilwara, Rajasthan-31 1001.

**G. The securities of the Resulting Company are not listed on any stock exchange.**

**H. The details of the Directors of the Resulting Company as on 23<sup>rd</sup> June 2023, along with their addresses are as follows:**

<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Address</b>	<b>No of shares</b>	<b>Shareholding (%)</b>
1.	Mr. Raghunath Mittal	Director	Laxmi Kunj 229/2, Mohan Lal, Sukhadia Nagar, Ajmer Road, Bhilwara, Rajasthan-31 1001.	96,850	15.444%
2.	Mr. Rahul Mittal	Director	Laxmi Kunj 229/2, Mohan Lal, Sukhadia Nagar, Ajmer Road, Bhilwara, Rajasthan-31 1001.	1,63,090	26.008%
<b>Total</b>				<b>2,59,940</b>	<b>41.452%</b>

**10. Board Meeting approving the Scheme of Arrangement.**

The Board of Directors of the Applicant Companies have unanimously approved the proposed Scheme of Arrangement, vide their respective Board Resolutions dated 31<sup>st</sup> January 2023 in case of Demerged Company and Resulting Company, after taking on record the Share Entitlement Ratio report dated 31<sup>st</sup> January 2023, issued by registered valuer, Mr. Niranjana Kumar. (IBBI Registration No.-IBBI/RV/06/2018/10137).

Names of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolutions:

**A. JANKI CORP LIMITED:**

<b>S. No.</b>	<b>Name of the Directors</b>	<b>Voted in Favour/ Against/ Abstain from voting</b>
1.	Mr. Raghunath Mittal	Favour
2.	Mr. Rahul Mittal	Favour
3.	Mrs. Ranu Porwal	Favour
4.	Mr. Harish Sharma	Favour
5.	Mrs. Aditi Kakhani	Favour

**B. JANKI TEXTILES INDIA PRIVATE LIMITED:**

<b>S. No.</b>	<b>Name of the Directors</b>	<b>Voted in Favour/ Against/ Abstain from voting</b>
1.	Mr. Raghunath Mittal	Favour

S. No.	Name of the Directors	Voted in Favour/ Against/ Abstain from voting
2.	Mr. Rahul Mittal	Favour

#### 11. Brief details of the Scheme

S. No.	Particulars	Particulars
i.	Parties involved in the Scheme	<ul style="list-style-type: none"> <li>Janki Corp Limited (“<b>Demerged Company</b>”)</li> <li>Janki Textiles India Private Limited (“<b>Resulting Company</b>”)</li> </ul> Hereinafter, collectively referred to as “Participating Companies” or “Applicant Companies”.
ii.	Relationship between the Companies	Forming part of the same Promoter group.
iii.	Scheme of Arrangement	The scheme provides for demerger of business undertaking of Demerged Company into the Resulting Company pursuant to and under the provisions of Sections 230 to 232 of the Companies Act, 2013 and the relevant provisions made thereunder and/or any other applicable provisions of the Companies Act, 2013, in the manner provided for in the Scheme.
iv.	Appointed Date	Opening of business hours on April 1, 2023, or such other date as may be fixed or approved by the National Company Law Tribunal or such other competent authority
v.	Effective Date	The date or last of the dates on which certified copies of the order of the NCLT sanctioning the scheme are filed by the Demerged Company and the Resulting Company with the registrar of companies. References in this scheme to the date of “coming into effect of this scheme” or “upon the scheme becoming effective” shall mean the effective date.
vi.	Summary of Share Entitlement Ratio Report	The report on recommendation of fair value dated 31 <sup>st</sup> January 2023 issued by Mr. Niranjana Kumar, Registered Valuer, in relation to the Scheme, has recommended following Share Entitlement Ratio – <ul style="list-style-type: none"> <li><i>“1 (One) 0.01% Non-Convertible Non-Cumulative Redeemable Preference Shares of JTIPL of face value of INR 1 each fully paid up shall be issued for every 1 (One) equity share held in JCL having face value of INR 10 each fully paid up”</i></li> </ul> <p><b>The Share Entitlement Ratio Report is available for inspection at the registered office of the Demerged Company and Resulting Company.</b></p>
vii.	Rationale of the Scheme or the benefits of the Scheme as perceived by the Board of Directors of	The Demerged Company is inter-alia engaged in varied business verticals namely Textile and Steel & Energy. The Steel & Energy business is highly capital driven with long gestation period and the Textile business, on the other hand, is dynamic, more volatile to domestic

	<p>the Company to the Company, Shareholders, Creditors and Others</p>	<p>and international market conditions, heavily dependent on product innovations and development, which require different skill sets and capabilities.</p> <p>Management believes that the risk and reward associated with each of the aforesaid business verticals are different and are at different maturity stage in their life cycles. Each business verticals have a distinct attractiveness to divergent set of investors. With a view to unlock the potential of each of the business verticals, the management intends to demerge the Textile Division, on a going concern basis, into the Resulting Company. It is intended for the Demerged Company to focus on the Steel &amp; Energy Business and the Resulting Company to focus on the Textile Business. The management believes that such concentrated efforts shall benefit all stakeholders of the Demerged Company and Resulting Company, respectively. The Scheme is expected to result in the following benefits:</p> <ol style="list-style-type: none"> <li>a. Facilitate focused growth, concentrated approach, business synergies and increased operational and customer focus for respective business verticals.</li> <li>b. Rationalization of operations with greater degree of operational efficiency and optimum utilization of various resources.</li> <li>c. Lead to clear strategic direction on account of segregation of the various businesses in which the Demerged Company is engaged, viz. Textile business and Steel &amp; Energy business.</li> <li>d. The Resulting Company, with clear identity of being in a Textile Business, will enable right customer attention resulting in deeper market penetration.</li> <li>e. Ability to leverage financial and operational resources in each business verticals will lead to possibilities of joint ventures and associations with other Industry participants, both in India and globally, and will facilitate attracting greater talent pool.</li> <li>f. Each business will be able to address independent business opportunities with efficient capital allocation and attract different set of investors, strategic partners, lenders and other stakeholders, thus leading to enhanced value creation for shareholders, which would be in the best interest of the Demerged Company and Resulting Company and their respective stakeholders connected therewith.</li> </ol> <p>The Scheme is not, in any manner, prejudicial or against public interest and would serve the interest of all shareholders, creditors or any other stakeholders.</p>
--	---	--

## 12. Key salient features of the Scheme

1. **The Scheme is presented under Sections 230-232 and other applicable provisions of the Companies Act, 2013, as may be applicable, for the Arrangement of the Demerged Company with the Resulting Company:**
2. **The Demerged Company and the Resulting Company shall make application(s) and/or petition(s) under Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 to the Hon'ble NCLT, Jaipur Bench for sanction of this Scheme and all matters ancillary or incidental thereto:**
3. **Definitions:**
  - 3.1 ***"Appointed Date"*** means the opening of business hours on April 1, 2023, or such other date as may be fixed or approved by the National Company Law Tribunal or such other competent authority;
  - 3.2 ***"Demerged Undertaking"*** or ***"Demerged Business"*** means Textile Division of Janki Corp Limited.
  - 3.3 ***"Effective Date"*** means the date or last of the dates on which certified copies of the order of the NCLT sanctioning the scheme are filed by the Demerged Company and the Resulting Company with the registrar of companies. References in this scheme to the date of "coming into effect of this scheme" or "upon the scheme becoming effective" shall mean the effective date.
  - 3.4 ***"Remaining Business"*** means all the undertakings, businesses, activities and operations of the Demerged Company other than the Textile Business.
  - 3.5 ***"Textile Division" or "Textile Business"*** means and includes the undertaking of the Demerged Company related to Textile Division consisting, inter-alia, all assets, including movable and immoveable properties and all liabilities relating thereto, whether or not recorded in the books of accounts. Assets and Liabilities of the Textile Division shall, inter-alia, mean and include:
    - a) The assets (whether real or personal, corporeal or incorporeal, present, future, contingent, tangible or intangible) pertaining to the Textile Division of the Demerged Company including but not limited to licenses (of any nature whatsoever), furniture, fixtures, appliances, accessories, vehicles, power plants, deposits, all stocks, assets, working capital, all customer/vendor contracts,

*contingent rights or benefits, entitlements, trademarks, logo, copyright, patent, brand/trade name, knowledge, innovations, goodwill, whether or not recorded or appearing in the books of accounts of the Demerged Company and/or the Resulting Company (pursuant to this Scheme) in terms of the applicable accounting standards, belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Textile Division;*

- b) *All deposits, advances, loans, receivables, funds, staff advances, advance payments to regulatory authorities, cash, bank balances, accounts and all earnest money and/or deposits including security deposits made / paid by the Demerged Company in connection with or relating to the Textile Division;*
- c) *The liabilities pertaining to / arising out of the activities or operations of the Textile Division, inter-alia, including the following:*
- *All liabilities which arise out of the activities or operations of the Textile Division;*
  - *Specific loans and borrowings raised, term loans from banks and financial institutions (if any), bank overdrafts, working capital loans & liabilities, incurred and utilized solely for the activities or operations of the Textile Division;*
  - *Liabilities other than those referred to above, being the amounts of general or multipurpose borrowings of the Demerged Company, if any, allocated to the Textile Division in the same proportion in which the value of the assets (ignoring the revalued amount) transferred under this Scheme bear to the total value of the assets of the Demerged Company immediately before giving effect to this Scheme;*
- Provided however that any question that may arise as to whether a specified asset or liability pertains or does not pertain to the Textile Division or whether it arises out of the activities or operations of the Textile Division shall be decided by mutual agreement between the Board of Directors of the Demerged Company and the Resulting Company;*
- d) *All employees of the Demerged Company employed in/ or relatable to the Textile Division as on the Effective Date, and as identified by the Board of Directors of the Demerged Company;*
- e) *All books, records, files, papers, computer software along with their licenses, manuals and backup copies, drawings, data catalogues, and other data and*

*records, whether in physical or electronic form, directly or indirectly in connection with or relating to the Textile Division.*

*Without prejudice to the generality of the foregoing, it is clarified that all rights, entitlements, consents, permissions, licenses, certificates, authorizations relating to the Textile Division shall stand transferred to the Resulting Company as if the same were originally given by, issued to or executed in favour of the Resulting Company, and the rights and benefits under the same shall be available to the Resulting Company. Further, all benefits or incentives including income tax, sales tax (including deferment of sales tax), goods and service tax, value added tax and any other direct or indirect tax(es) benefits in respect of the Textile Division for which the Demerged Company is entitled to in terms of the various statutes and/or schemes of Union and State Governments, shall be available to and vest in the Resulting Company.*

#### **4. VESTING OF UNDERTAKING**

*With effect from the Appointed Date, and subject to the provisions of the Scheme, the Textile Division of the Demerged Company, as defined in Clause 1.17 above, shall subject to the provisions of this Clause in relation to the mode of vesting and pursuant to Sections 230 to 232 of the Act and any other relevant provisions of the Act, and without any further act or deed, be transferred to and vested in and/or deemed to be transferred to and vested in the Resulting Company, as a going concern, in the following manner:*

- 4.1 With effect from the Appointed Date, the whole of the undertaking and properties comprising all tangible and intangible assets including but not limited to all kinds of contingent rights or benefits, entitlements, licenses (of any nature whatsoever), trademarks, logo, copyright, patent, brand/trade name, knowledge, innovations, goodwill, whether or not recorded or appearing in the books of accounts of the Demerged Company pertaining to the Textile Division, as aforesaid, shall, under the provisions of Sections 230 to 232 of the Act and any other relevant provisions of the Act, if any, without any further act or deed, be transferred to and be vested in and/or be deemed to be transferred to the Resulting Company so as to vest in the Resulting Company all the rights, title and interest pertaining to the Textile Division of the Demerged Company.*
- 4.2 With effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations of every kind, nature and description of the Demerged Company relating to the Textile Division, as defined in clause 1.17 above, shall, under the provisions of Sections 230 to*

*232 of the Act and any other relevant provisions of the Act, without any further act or deed, be transferred to and/or deemed to be transferred to the Resulting Company as the debts, liabilities, contingent liabilities, duties and obligations of the Resulting Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities and obligations have arisen in order to give effect to the provisions of this sub-clause.*

- 4.3 The vesting of the Textile Division as aforesaid, shall be subject to the existing securities, charges, hypothecation and mortgages, if any, subsisting in relation to any loans or borrowings of the Textile Division, provided however, any reference in any security documents or arrangements to which the Demerged Company is a party, wherein the assets of the Textile Division have been or are offered or agreed to be offered as securities for any financial assistance or obligations, shall be construed as a reference to only the assets pertaining to the Textile Division as are vested in the Resulting Company as per the Scheme, to the end and intent that any such security, charge, hypothecation and mortgage shall not extend or be deemed to extend to any of the other assets of the Demerged Company or any other assets of the Resulting Company. Provided further, that the securities, charges, hypothecation and mortgages (if any subsisting) over and in respect of the assets or any part thereof of the Resulting Company shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges, hypothecation and mortgages shall not extend or be deemed to extend to any of the other assets of Resulting Company.*
- 4.4 With effect from the Appointed Date and upon the Scheme becoming effective any statutory licenses, certificates, permissions, unique identification numbers, registrations or approval or consents held by the Demerged Company required to carry on operations in the Demerged Undertaking shall stand vested in or transferred and deem to be transferred to and vested to the Resulting Company without any further act or deed, and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Resulting Company. The Resulting Company and/or the Demerged Company shall file intimation with the relevant authorities, who shall take the same on record, or undertake necessary actions as may be required, for having the said licenses, certificates, permissions, registration, unique identification numbers, etc. vested or transferred to the Resulting Company.*
- 4.5 With effect from the Appointed Date, all documents of title, deeds, papers, contracts, licenses etc. pertaining to the Textile Division shall be handed over to the Resulting Company.*
- 4.6 With effect from the Appointed Date, the transfer and vesting of the assets of the Demerged Company relating to the Textile Division shall be affected as follows:*

- 4.6.1 *The immoveable properties including land, building and structures, if any, belonging to and/or vested in the Textile Division shall be transferred to and vested in or deemed to have been transferred to the Resulting Company. With effect from the Appointed Date, the Resulting Company shall be entitled to exercise all rights and privileges and be liable to pay ground rent, municipal taxes, if any, and fulfill all obligations in relation to or applicable to such immovable properties. The mutation of title to the immovable properties in the name of the Resulting Company shall be made and duly recorded by the appropriate authorities pursuant to the sanction of this Scheme by the NCLT and this Scheme becoming effective in accordance with the terms hereof.*
- 4.6.2 *Notwithstanding anything contained in this Scheme, the immovable properties of the Demerged Company pertaining to the Demerged Undertaking situated in different states, whether owned or leased, for the purpose of, inter alia, payment of stamp duty, and vesting into the Resulting Company and if the Resulting Company so decides, the concerned parties, upon the Scheme becoming Effective, shall execute or register or cause so to be done, separate deeds of conveyance or deeds of assignment of lease, as the case may be, in favour of the Resulting Company in respect of such immovable properties. Each of the immovable properties, only for the payment of stamp duty (if required under Applicable Law), shall be deemed to be conveyed at a value as determined by the relevant authorities in accordance with the applicable circle rates. The transfer of such immovable properties shall form an integral part of the Scheme.*
- 4.6.3 *All the movable assets of the Textile Division or assets otherwise capable of transfer by manual delivery or by endorsement and delivery, including cash in hand shall be physically handed over by manual delivery to the Resulting Company to the end and intent that the property therein passes to the Resulting Company on such delivery, without requiring any deed or instrument of conveyance for the same and shall become the property of the Resulting Company accordingly.*
- 4.6.4 *In respect of movable assets, other than those specified in sub-clause 5.6.3. above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or value to be received, bank balances and deposits, if any, pursuant to the order of the NCLT, the said debt, loan, advances, etc. would be paid or made good or held on account of the Resulting Company as the person entitled thereto, to the end and intent that the right of the Demerged Company to recover or realize the same stands extinguished, and that such rights to recover or realize the same shall vest in the Resulting Company. Pursuant to the order of the NCLT sanctioning*

*the Scheme, each person, debtor or depositor of the Textile Division of the Demerged Company would pay the debt, loan or advance or make good the same or hold the same to the account of the Resulting Company and that the right of the Resulting Company to recover or realize the same would be in substitution of the right of the Demerged Company.*

- 4.7 *Any loans or other obligations, if any, due between the Textile Division of the Demerged Company and the Resulting Company or any other transactions between the Textile Division of the Demerged Company and the Resulting Company as on the Appointed Date, shall stand automatically extinguished.*
- 4.8 *All taxes, duties, cess payable by the Demerged Company relating to the Textile Division and all or any refunds/credit (including cenvat credits)/claims relating thereto shall be treated as the liability or refunds/credit/claims, as the case may be, of the Resulting Company.*
- 4.9 *The experience, track record, knowledge, innovations and credentials of the Demerged Company in relation to the Demerged Undertaking in dealing with identified products and/or services in relation to various authorities, agencies and clients prior to its transfer to the Resulting Company shall be taken into account and treated and recognize as the experience, track record, knowledge, innovations and credentials in relation to such Demerged Undertaking even after its transfer to the Resulting Company.*
- 4.10 *On and from the Effective Date and till such time that the name of the bank accounts of the Demerged Company, in relation to or in connection with the Demerged Undertaking, have been replaced with that of the Resulting Company, the Resulting Company shall be entitled to maintain and operate the bank accounts of the Demerged Company pertaining to the Demerged Undertaking, in the name of the Demerged Company for such time as may be determined to be necessary by the Resulting Company. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Demerged Company, in relation to or in connection with the Demerged Undertaking, after the Effective Date shall be accepted by the bankers of the Resulting Company and credited to the account of the Resulting Company, if presented by the Resulting Company.*
- 4.11 *This Scheme has been drawn up to comply with the conditions relating to “Demerger” as specified under Section 2(19AA) of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the said provisions at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with conditions contained in Section 2(19AA) of the Income-tax Act, 1961. Such modification will however not affect other parts of the Scheme.*

## **5. CONSIDERATION**

5.1 *Upon the Scheme coming into effect and in consideration of the transfer and vesting of the Demerged Undertaking of Demerged Company with the Resulting Company pursuant to this Scheme and subject to the provisions of this Scheme, the Resulting Company shall, without any further application, act, deed, consent or instrument, issue and allot, on a proportionate basis, to each shareholder of the Demerged Company, whose name is recorded in the register of members as member of the Demerged Company as on the Record Date, as follows:*

***“1 (One) 0.01% Non-Convertible Non-Cumulative Redeemable Preference Shares of JTIPL of face value of INR 1 each fully paid up shall be issued for every 1 (One) equity share held in JCL having face value of INR 10 each fully paid up”***

5.2 *The aforesaid ratio for the issue of Redeemable Preference Shares by the Resulting Company against the equity shares held by the shareholders in the Demerged Company is based on the recommendations made in the Share Entitlement Report dated January 31, 2023 issued by Mr. Niranjana Kumar, Registered Valuer, having IBBI registration No – IBBI/RV/06/2018/10137.*

5.3 *Redeemable Preference shares to be issued and allotted in terms hereof will be subject to the Memorandum of Association and Articles of Association of the Resulting Company and shall be deemed to be in compliance with the provisions of the Act or any law for the time being in force.*

5.4 *The terms of issue of 0.01% Redeemable Preference Shares have been specified in Schedule 1.*

5.5 *If necessary, the Resulting Company shall before allotment of the Redeemable Preference Shares in terms of the Scheme, increase its authorized share capital by such amount as may be necessary to satisfy its obligation under the provisions of the Scheme in compliance with the applicable provisions of the Act and the Rules thereunder.*

5.6 *The Redeemable Preference Shares shall be issued in physical form to the shareholders of the Demerged Company, into the account in which shares of the Demerged Company are held or such other account as is intimated in writing by the shareholders to the Demerged Company and/or its Registrar.*

5.7 *The Redeemable Preference Shares to be issued by the Resulting Company in respect of any equity shares of the Demerged Company which are held in abeyance under the provision of section 126 of the Act or otherwise, shall also be kept in abeyance.*

- 5.8 *The approval of this Scheme by the requisite majority of shareholders of the Resulting Company shall be deemed to be in due compliance of the provisions of Section 55, 42, 62 of the Act, and other relevant and applicable provisions of the Act for the issue and allotment of Redeemable Preference Shares by the Resulting Company to the shareholders of the Demerged Company, as provided in this Scheme.*
- 5.9 *The issue and allotment of the shares by the Resulting Company as provided in this Scheme is an integral part hereof and shall be deemed to have been carried out without any further act or deed by the Resulting Company as if the procedure laid down under the relevant applicable provisions of the Act were duly complied with.*

## **6. ACCOUNTING TREATMENT**

### **6.1 In the books of the Demerged Company:**

*Upon the Scheme becoming effective and with effect from the Appointed Date, the demerger of the Demerged Undertaking from the Demerged Company to the Resulting Company shall be accounted in the books of the Demerged Company in accordance with applicable Indian Accounting Standards (Ind-AS) notified under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder, and generally accepted accounting principles in India as amended from time to time including as provided herein below:*

- 6.1.1. *Upon the Scheme becoming effective and with effect from the Appointed Date, all inter-company balances (if any) between the Demerged Company (in relation to the Demerged Undertaking) and Resulting Company, in the books of accounts of the Demerged Company shall stand reduced and adjusted in reserves;*
- 6.1.2. *Upon the Scheme becoming effective and with effect from the Appointed Date, the Demerged Company shall de-recognize the carrying values of all assets and liabilities (including Textile Business reserves) pertaining to the Textile Business;*
- 6.1.3. *The difference between the book value of assets and liabilities (including Textile Business reserves) pertaining to the Textile Business shall be adjusted against the Profit & Loss Accounts;*
- 6.1.4. *Any matter not dealt with in Clause hereinabove shall be dealt with in accordance with the accounting standards applicable to the Demerged Company.*

### **6.2 In the books of the Resulting Company**

*Upon the Scheme becoming effective and with effect from the Appointed Date, the demerger of the Demerged Undertaking from the Demerged Company to the Resulting Company shall*

*be accounted for in the books of Resulting Company in accordance with the accounting standards as applicable under section 133 of the Act and relevant rules issued thereunder as amended from time to time. It would inter alia include the following:*

- 6.2.1. Upon the Scheme becoming effective and with effect from the Appointed Date, all inter-company balances (if any) between the Demerged Company (in relation to the Demerged Undertaking) and Resulting Company, in the books of accounts of the Resulting Company shall stand reduced and adjusted in reserves;*
- 6.2.2. The Resulting Company shall record the assets and liabilities (including Textile Business reserves) pertaining to the Textile Business, transferred to and vested in it pursuant to this Scheme at their respective carrying values as appearing in the books of the Demerged Company as on the Appointed Date;*
- 6.2.3. The Resulting Company shall credit to its share capital in its books of account, the aggregate face value of the Redeemable Preference Shares issued by it to the members of the Demerged Company pursuant to Clause 6.1 of this Scheme;*
- 6.2.4. The identity of the reserves transferred by the Demerged Company to Resulting Company pertaining to the Textile Business of the Demerged Company ('Transferred Reserves') shall be preserved and vested in it and shall appear in the financial statements of Resulting Company in the same form and manner, in which they appeared in the financial statements of the Demerged Company prior to Scheme becoming effective;*
- 6.2.5. The difference between the Net Assets (i.e. the difference between the book value of assets and liabilities as on the Appointed Date) transferred from the Demerged Company pursuant to Clause 7.2.2, if any, and aggregate of the share capital issued pursuant to Clause 7.2.3 and the Transferred Reserves pursuant to Clause 7.2.4 and after giving effect to inter-company balances, if any, shall be adjusted against Capital Reserve. If the balance of capital reserve is negative (debit balance), the same shall be adjusted against the Profit & Loss Account in the books of the Resulting Company;*
- 6.2.6. In case of any differences in accounting policy between the Demerged Company and the Resulting Company, the accounting policies followed by the Resulting Company will prevail and the difference shall be adjusted appropriately;*
- 6.2.7. Any matter not dealt with in Clause hereinabove shall be dealt with in accordance with the accounting standards applicable to the Resulting Company.*

## **7. LEGAL PROCEEDINGS**

- 7.1 *If any legal, taxation or other proceedings of whatever nature, whether civil or criminal (including before any statutory or quasi judicial authority or tribunal) (the "Proceedings") by or against Demerged Company in relation to the Demerged Undertaking is pending/ arising at the Appointed Date, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the Demerged Undertaking or of anything contained in the Scheme, but the proceedings may be continued, prosecuted and enforced by or against Resulting Company, in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against JCL as if the Scheme had not been made. On and from the Effective Date, Resulting Company, as the case may be, shall and may initiate any legal proceedings for and on behalf of Demerged Undertaking.*
- 7.2 *It is clarified that after the Appointed Date, in case the Proceedings referred above with respect to the Demerged Undertaking of Demerged Company, cannot be transferred for any reason, Demerged Company shall prosecute or defend the same at the cost of and in consultation with Resulting Company, and Resulting Company shall reimburse, indemnify and hold harmless Demerged Company against all liabilities and obligations incurred by Demerged Company in respect thereof.*
- 7.3 *In the event that the Proceedings referred to above, require Demerged Company and Resulting Company to be jointly treated as parties thereto, Resulting Company shall be added as party to such proceedings and shall prosecute or defend such proceedings in co-operation with Demerged Company.*
- 7.4 *Pending the sanction of the Scheme, Demerged Company in relation to the Demerged Undertaking shall, in consultation with Resulting Company, continue to prosecute, enforce or defend, the proceedings, whether pending or initiated pending the sanction of the Scheme.*
- 7.5 *Subsequent to the Appointed Date, if any proceedings are initiated by any third party (including regulatory authorities) by or against the Textile Division of the Demerged Company under any statute, such proceedings shall be continued and enforced only against the Resulting Company and the Resulting Company shall bear the liabilities of such proceedings at its own cost. Demerged Company shall extend all its assistance to defend the liabilities of such proceedings at the cost of the Resulting Company.*

## **8. TREATMENT OF TAXES**

- 8.1. *Upon this Scheme becoming effective and with effect from the Appointed Date, all taxes and duties payable, if any, by the Demerged Company (including but not limited to the IT Act, Goods and Services Tax, Customs Act, Central Excise Act, State Sales Tax laws, Central Sales Tax Act, VAT/ Service tax and all other Applicable Laws), accruing and relating to the Textile*

*Division from the Appointed Date onwards, including all advance tax payments, TDS, minimum alternate tax, any refund and claims shall, for all purposes, be treated as advance tax payables or payments, TDS, minimum alternate tax or refunds and claims, as the case may be, of the Resulting Company.*

- 8.2. Upon this Scheme becoming effective, all existing and future incentives, unavailed credits and exemptions/deductions (including Section 80JJAA, wherein Demerged Company and the Resulting Company shall be eligible to claim deduction under aforesaid section post taking into account requisite changes (including but not limited to no. of additional employees) arising pursuant to this Scheme) otherwise admissible to the Demerged Company including deduction admissible on actual payment or on deduction of appropriate taxes or on payment of tax deducted at source (including, but not limited to, under Section 43B, Section 40, Section 40A, etc. of the IT Act), subsidies, grants, Taxes, and tax credit/ incentives (including but not limited to credits/incentives in respect of income tax, value added tax, sales tax, service tax, goods and services tax etc.), deferred tax benefits, advance tax, minimum alternate tax, benefit of carried forward losses, unabsorbed tax depreciation, tax holidays and other statutory benefits, including in respect of income tax (including TDS, tax collected at source, advance tax, minimum alternate tax credit etc.), cenvat, customs, value added tax, sales tax, service tax, goods and services tax etc. relating to the Textile Division to which the Demerged Company is entitled / obliged to shall be available to and vest in the Resulting Company, without any further act or deed.*
- 8.3. Upon this Scheme becoming effective, the Demerged Company and the Resulting Company are permitted to revise or modify, as the case may be, and file their respective income tax returns, withholding tax returns, including TDS certificates, goods and services tax, sales tax/value added tax returns, service tax returns and other tax returns, and to claim refunds/credits/exemptions/deductions, if any, as may be required for the purpose of /consequent to the implementation of the Scheme.*
- 8.4. The Board of Directors of the Demerged Company and the Resulting Company shall be empowered to determine if any specific tax liability or any tax proceeding relates to the Textile Division and whether the same would be transferred to the Resulting Company or decide on any other matters.*
- 8.5. Upon the Scheme becoming effective, any TDS deposited, TDS certificates issued or TDS returns filed by the Demerged Company, if any, relating to the Textile Division shall continue to hold good as if such TDS amounts were deposited, TDS certificates were issued and TDS returns were filed by the Resulting Company.*
- 8.6. All the expenses incurred by the Demerged Company and the Resulting Company in relation to the Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the*

*Demerged Company and the Resulting Company in accordance with the Section 35DD of the IT Act over a period of 5 (five) years beginning with the previous year in which the Scheme becomes effective.*

- 8.7. Any refund under the tax laws due to the Demerged Company pertaining to the Textile Division consequent to the assessments made on the Demerged Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall belong to and be received by the Resulting Company. The relevant authorities shall be bound to transfer to the account of and give credit for the same to the Resulting Company upon this Scheme becoming effective upon relevant proof and documents being provided to the said authorities.*
- 8.8. Any tax liabilities under the income tax laws, service tax laws, goods and services tax laws, excise duty laws, applicable state value added tax laws or other Applicable Laws /regulations dealing with taxes/ duties/ levies applicable to the Demerged Undertaking of the Demerged Company to the extent not provided for or covered by tax provisions in the accounts made as on the Appointed Date shall be transferred to the Resulting Company. Any surplus in the provision for taxation/ duties/ levies account including advance tax and tax deducted at source, relating to the Demerged Undertaking, as on the Appointed Date will also be transferred to the account of the Resulting Company.*
- 8.9. Without prejudice to the generality of the above, all benefits, incentives, tax losses, unabsorbed depreciation, credits (including, without limitation income tax, goods and services tax, service tax, excise duty, applicable state value added tax, etc.) to which the Demerged Undertaking of the Demerged Company is entitled to in terms of Applicable Laws, shall be available to and vest in the Resulting Company.*
- 8.10. Upon the Scheme becoming effective, any refunds, benefits, incentives, grants, subsidies in relation to or in connection with the Demerged Undertaking, the Demerged Company shall, if so required by the Resulting Company, issue notices in such form as the Resulting Company may deem fit and proper stating that pursuant to the Tribunal having sanctioned this Scheme, the relevant refund, benefit, incentive, grant, subsidies, be paid or made good or held on account of the Resulting Company, as the person entitled thereto, to the end and intent that the right of the Demerged Company to recover or realize the same, stands transferred to the Resulting Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.*
- 8.11. It is reiterated that the Demerger of the Textile Division of the Demerged Company into the Resulting Company pursuant to this scheme shall take place with effect from the Appointed Date and shall be in accordance with the provision of Section 2(19AA) and all other provisions of the of the Income Tax Act, 1961. Upon the Scheme coming into effect, for the*

*purpose of Income Tax Act, 1961, the Resulting Company shall account for the transaction relating to the Textile Division from the Appointed Date and shall draw its books of account to the extent required to give effect to the Scheme.*

## **9. COMPLIANCE WITH TAX LAWS**

*9.1. This Scheme, in so far as it relates to the demerger of the Textile Division of the Demerged Company into the Resulting Company, has been drawn up to comply with the conditions relating to "Demerger" as specified under Section 2(19AA) of the IT Act, which include the following:*

- a) all the assets and properties of the Demerged Undertaking, being transferred by the Demerged Company, immediately before the demerger shall become the properties of Resulting Company, respectively, by virtue of such Demerger;*
- b) all the liabilities relatable to the Demerged Undertaking, being transferred by the Demerged Company, immediately before the demerger, become the liabilities of the Resulting Company by virtue of the demerger;*
- c) the property and the liabilities of the Demerged Undertaking or Undertakings being transferred by the Demerged Company are transferred at values appearing in its books of account immediately before the demerger;*  
*This provision shall not apply where the Resulting Company records the value of the property and the liabilities of the Undertaking at a value different from the value appearing in the books of account of the Demerged Company, immediately before the demerger, in compliance to the Indian Accounting Standards specified in Annexure to the Companies (Indian Accounting Standards) Rules, 2015.*
- d) the Resulting Company issues, in consideration of the demerger, its shares to the shareholders of the Demerged Company on a proportionate basis, except where the Resulting Company itself is a shareholder of the Demerged Company;*
- e) the shareholders holding not less than three-fourths in value of the shares in the Demerged Company (other than shares already held therein immediately before the demerger by, or by a nominee for, the Resulting Company or, its subsidiary) become shareholders of the Resulting Company by virtue of the demerger, otherwise than as a result of the acquisition of the property or assets of the Demerged Company or any undertaking thereof by the Resulting Company; and*
- f) the transfer of the Demerged Undertaking shall be on a going concern basis; and other relevant sections (including Sections 47 and 72A) of the IT Act.*

9.2. *If any terms or provisions of this Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date whether as a result of a new enactment any amendment or coming into force of any provision of the IT Act or any other law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the tax laws shall prevail and this Scheme shall be modified accordingly with consent of each of the Companies (acting through their respective Board of Directors).*

**10. REMAINING BUSINESS AND OTHER LIABILITIES**

10.1. *The Demerged Company shall continue to carry on the Remaining Business. All the assets, liabilities and obligations pertaining to the Remaining Business arising prior to, on or after the Appointed Date including liabilities other than those transferred to the Resulting Company under Clause 1.17 of this Scheme shall continue to belong to, be vested in and be managed by the Demerged Company*

10.2. *Save and except the Demerged Undertaking of the Demerged Company and as expressly provided in the Scheme, nothing contained in this Scheme shall effect the Remaining Business of the Demerged Company, or any other Business, assets and liabilities of the Demerged Company, which shall continue to belong to and be vested in and be managed by the Demerged Company.*

**YOU ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME TO GET FULLY ACQUAINTED WITH THE PROVISIONS THEREOF. THE AFORESAID ARE ONLY SOME OF THE SALIENT EXTRACTS THEREOF.**

13. The accounting treatment as proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder. The certificates issued by the respective Statutory Auditors of the Applicant Companies are open for inspection at the registered office of the Demerged and Resulting Company.

14. **Details of the Directors and Key Managerial Personnel (KMP) and their respective relatives and their respective equity shareholding in each entity as on date of this notice are as follows:**

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the abovementioned resolution except to the extent of shareholding of the Directors/ KMP given below:

**A. Janki Corp Limited:**

S.N o.	Name of the Directors / KMP	Shares (%) held in Janki Corp Limited
1.	Mr. Raghunath Mittal	15.444%
2.	Mr. Rahul Mittal	26.008%
3.	Mr. Ranu Porwal	0%

S.No.	Name of the Directors / KMP	Shares (%) held in
		Janki Corp Limited
4.	Mrs. Harish Sharma	0%
5.	Miss. Aditi Kakhani	0%

**B. Janki Textiles India Private Limited:**

S.No.	Name of the Directors / KMP	Shares (%) held in
		Janki Textiles India Private Limited
1.	Mr. Raghunath Mittal	15.444%
2.	Mr. Rahul Mittal	26.008%

15. Statement disclosing details of Demerger as per sub-section 3 of Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016:

S.No.	Particulars	Janki Corp Limited	Janki Textiles India Private Limited
i.	Details of capital or debt restructuring, if any	Not applicable	
ii.	Benefits of the Demerger as perceived by the Board of directors to the company, members, creditors and others (as applicable)	Refer Para 11(vii) of the Explanatory Statement	
iii.	Amounts due to unsecured and secured creditors as on 31 <sup>st</sup> March 2023	<u>Secured Creditors</u> INR 20,69,10,884  <u>Unsecured Creditors</u> INR 33,16,41,484	<u>Secured Creditors</u> NIL  <u>Unsecured Creditors</u> NIL

iv.	If the Scheme of Arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such Scheme of Arrangement, including holding, subsidiary or associate companies	Forming part of the same Promoter group.
v.	<b>Disclosure about effect of the Demerger on:</b>	
a.	Key Managerial Personnel	There will be no impact of the Scheme on the KMPs of the Applicant Companies. Further, none of the KMPs have any interest in the Scheme except to the extent of shares held by them, if any, in the Applicant Companies.
b.	Directors	The proposed Scheme of Arrangement would not affect any Director of the Applicant Companies.
c.	Promoters/ Non-Promoters members	<ul style="list-style-type: none"> <li>• The Applicant Companies have only one class of shareholders, i.e., equity shareholders.</li> <li>• The Scheme does not affect rights and interest of the Promoter and Non-Promoter Shareholders of the Applicant Companies prejudicially.</li> </ul>
d.	Creditors	All the liabilities and dues payable pertaining to the Demerged Undertaking of Demerged Company shall become the liabilities and dues payable of/ by Resulting Company.
e.	Depositors	As on date, the Applicant Companies do not have any outstanding public deposits or outstanding debentures and therefore, the effect of the Scheme on any such public deposit holders or deposit trustee(s) or debenture holders does not arise.
f.	Debenture Holders	
g.	Deposit trustee and	

	debenture trustee	
h.	Employees of the Company	All the staff, workmen and other employees pertaining the Demerged Undertaking of the Demerged Company immediately before the Scheme of Arrangement shall become the staff, workmen and employees of the Resulting Company as per the details mentioned in the Scheme of Arrangement.
vi.	<b>Disclosure about effect of Arrangement on material interest of Directors, Key Managerial Personnel and Debenture Trustee</b>	
a.	Directors	The proposed Scheme of Arrangement would not affect any Director of the Applicant Companies.
b.	Key Managerial Personnel	No material effect of Scheme of Arrangement.
c.	Debenture Trustee	Not applicable
vii.	Details of approvals, sanctions, or no-objection(s), if any, from regulatory or any other governmental authorities required, received, or pending for the proposed Scheme of Arrangement	The Scheme is subject to approval from jurisdictional NCLT. Further, notice under Section 230(5) of Companies Act, 2013 is being submitted with the Central Government through Regional Director (North-Western Region), Ministry of Corporate Affairs, Registrar of Companies (NCT of Jaipur), Ministry of Corporate Affairs, Official Liquidator, attached to the Jaipur High Court, Jurisdictional Income Tax Authorities, in respect of the Applicant Companies.
viii.	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or	As per the directions of the Tribunal, and as per the discretion exercised by the Chairperson appointed for the meeting, the meeting of unsecured creditors of Demerged Company, is proposed to be held through VC with facility of remote e-voting, accordingly, option of attending the meeting physically at venue or through proxy is not available.  Unsecured Creditors of the Demerged Company to whom the Notice is sent may either vote using remote e-voting system or vote during the meeting <i>via</i> VC through e-voting system.

	by proxies, or where applicable, by voting through electronic means.	
--	--	--

**General:**

16. The copy of draft scheme has been filed with the Registrar of Companies.
17. The National Company Law Tribunal, Jaipur Bench by its Order dated 1<sup>st</sup> June 2023, read with Rectification Order dated 16<sup>th</sup> June 2023, has dispensed with the requirement of convening the meeting(s) of the Equity Shareholders of the Applicant Companies.
18. The National Company Law Tribunal, Jaipur Bench by its Order dated 1<sup>st</sup> June 2023, read with Rectification Order dated 16<sup>th</sup> June 2023, has directed for convening of the meeting of the secured and unsecured creditors of the Demerged Company. Further, as per the discretion exercised by the Chairperson appointed for the meeting, the meeting of unsecured creditors of Demerged Company shall be conducted *via* Video Conferencing with facility of remote e-voting. Also, the National Company Law Tribunal, Jaipur Bench by its Order dated 1<sup>st</sup> June 2023, read with Rectification Order dated 16<sup>th</sup> June 2023 has directed for publication of notice of the said meeting in newspaper(s).
19. No investigation or proceedings have been instituted or are pending under applicable provisions of Companies Act, 2013 or erstwhile provisions of Companies Act, 1956 against the Applicant Companies.
20. No winding up petition has been admitted against any of the Applicant Companies.
21. Copy of the notice(s) issued to the unsecured creditors of Demerged Company, the Scheme of Arrangement and Explanatory Statement under Section 230 of the Companies Act, 2013 have been placed on the website of the Demerged Company at <https://www.jankicorp.com/>
22. The detailed procedure for participation in the meeting through VC, remote e-voting and voting during the meeting through e-voting system is enclosed with this notice as **Annexure A**. The unsecured creditors desiring to attend the meeting convened through VC and to vote during the meeting or before the meeting, using remote e-voting system, are requested to carefully follow the instructions set out in **Annexure A** to this Notice.
23. The following documents will be open for obtaining extracts from or for making or obtaining copies or inspection by the unsecured creditors of Demerged Company at Mandpiya Chouraha, Chittor Road, Bhilwara, Rajasthan – 311001 between 10:00 AM to 12:00 Noon on all working days, except Saturdays, Sundays and Public Holidays:
  - a) Copy of the Order dated 1<sup>st</sup> June 2023 of the NCLT to be read with Rectification Order dated 16<sup>th</sup> June 2023 passed in Company Application No. CA (CAA) No. 01/230-232/JPR/2023 directing the convening of meeting of the unsecured creditors of Demerged Company;
  - b) Copy of the Company Application No. C.A. (CAA) CA (CAA) No. 01/230-232/JPR/2023 ;

- c) Copy of Scheme of Arrangement;
- d) Memorandum and Articles of Association of all Applicant Companies;
- e) Standalone Audited financial statements of Janki Corp Limited for the year ended 31<sup>st</sup> March 2022;
- f) Unaudited provisional financial statements of Janki Corp Limited for the period ended 30<sup>th</sup> November 2022;
- g) Unaudited provisional financial statements of Janki Corp Limited for the period ended 15<sup>th</sup> January 2023;
- h) Copies of the fair Share Entitlement Ratio Report dated 31<sup>st</sup> January 2023 issued by Mr. Niranjan Kumar (Registered Valuer) (IBBI Registration No.-IBBI/RV/06/2018/10137);
- i) Certificates issued by Statutory Auditors of the Applicant Companies in relation to the accounting treatment prescribed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of Companies Act, 2013 read with relevant rules issued thereunder;
- j) List of unsecured creditors of the Demerged Company as on 31<sup>st</sup> March 2023;
- k) Any other information, contracts or agreements material to the Demerger.

24. A copy of the Scheme and Explanatory Statement shall be furnished to the unsecured creditors, free of charge, within 1 (one) day (except Saturdays, Sundays and public holidays) on a requisition being so made for the same by the unsecured creditors.

**Date: 23<sup>rd</sup> June 2023**  
**Place: Jaipur**  
**Registered Office:**  
**JANKI CORP LIMITED**  
**Mandpiya Chouraha, Chittor Road,**  
**Bhilwara, Rajasthan - 311001**  
**CIN - U17118RJ1993PLC023549**

**For Janki Corp Limited**  
**Sd/-**  
**Brij Bhushan Sharma**  
**Chairperson**

**SCHEME OF ARRANGEMENT**

**BETWEEN**

**JANKI CORP LIMITED**  
**(DEMERGED COMPANY)**

**AND**

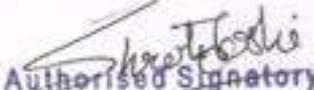
**JANKI TEXTILES INDIA PRIVATE LIMITED**  
**(RESULTING COMPANY)**

**AND**

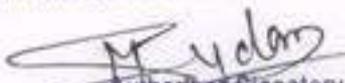
**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

[Under Sections 230 To 232 read with Section 66 of the Companies Act, 2013 read with Rules made thereunder]

For: Janki Corp Limited

  
Authorized Signatory

For Janki Textiles India Private Limited

  
Authorized Signatory

## PREAMBLE TO THE SCHEME OF ARRANGEMENT

### Background and Rationale for the Scheme of Arrangement:

1. Janki Corp Limited ('**Demerged Company**' or '**JCL**') is a public limited company incorporated under the Companies Act, 1956, and having its registered office at Mandpiya Chouraha, Chittor Road, Bhilwara, Rajasthan - 311001. Its Corporate Identity Number ('**CIN**') is U17118RJ1993PLC023549, and Permanent Account Number ('**PAN**') is AAACJ3638A. The Demerged Company was originally incorporated (and commenced business) on September 16, 1993 under the name Janki Processors Private Limited. The Demerged Company was converted to a public limited company on June 27, 2000 and subsequently, the name of the Demerged Company was changed to Janki Processors Limited on December 31, 2003.

The Demerged Company is engaged in the business of (i) processing of synthetic fabrics and manufacturing of textiles ('**Textile Business**') (ii) processing and production of steel, sponge iron and iron ore pellets. The steel production is supported by its captive energy unit providing in-house access to flying ash, charcoal, etc ('**Steel & Energy Business**') collectively referred to as '**Business**'.

2. Janki Textiles India Private Limited ('**Resulting Company**' or '**JTIPL**') is a private limited company incorporated under Companies Act, 2013 having its registered office at Mandpiya Chouraha, Chittor Road, Bhilwara, Rajasthan - 311001. Its Corporate Identity Number ('**CIN**') is U17299RJ2022PTC085354 and Permanent Account Number ('**PAN**') is AAFCJ8589H. The Company is authorized to engage in the business of textiles.

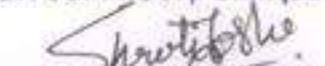
### 3. Rationale of the Scheme:

The Demerged Company is *inter-alia* engaged in varied business verticals namely Textile and Steel & Energy. The Steel & Energy business is highly capital driven with long gestation period and the Textile business, on the other hand, is dynamic, more volatile to domestic and international market conditions, heavily dependent on product innovations and development, which require different skill sets and capabilities.

Management believes that the risk and reward associated with each of the aforesaid business verticals are different and are at different maturity stage in their life cycles. Each business verticals have a distinct attractiveness to divergent set of investors. With a view to unlock the potential of each of the business verticals, the management intends to demerge the Textile Division, on a going concern basis, into the Resulting Company. It is intended for the Demerged Company to focus on the Steel & Energy Business and the Resulting Company to focus on the Textile Business. The management believes that such concentrated efforts shall benefit all stakeholders of the Demerged Company and Resulting Company, respectively. The Scheme is expected to result in the following benefits:

- a. Facilitate focused growth, concentrated approach, business synergies and increased operational and customer focus for respective business verticals:

For: Janki Corp Limited

  
Authorised Signatory

For Janki Textiles India Private Limited

  
Authorised Signatory

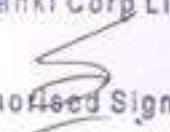
- b. Rationalization of operations with greater degree of operational efficiency and optimum utilization of various resources.
- c. Lead to clear strategic direction on account of segregation of the various businesses in which the Demerged Company is engaged, viz. Textile business and Steel & Energy business.
- d. The Resulting Company, with clear identity of being in a Textile Business, will enable right customer attention resulting in deeper market penetration.
- e. Ability to leverage financial and operational resources in each business verticals will lead to possibilities of joint ventures and associations with other Industry participants, both in India and globally, and will facilitate attracting greater talent pool.
- f. Each business will be able to address independent business opportunities with efficient capital allocation and attract different set of investors, strategic partners, lenders and other stakeholders, thus leading to enhanced value creation for shareholders, which would be in the best interest of the Demerged Company and Resulting Company and their respective stakeholders connected therewith.

The Scheme is not, in any manner, prejudicial or against public interest and would serve the interest of all shareholders, creditors or any other stakeholders.

This Scheme of Arrangement is divided into following parts:

- (i) **Part A** – dealing with definitions and share capital;
- (ii) **Part B** – dealing with demerger of Textile Division of the Demerged Company into the Resulting Company; and
- (iii) **Part C**–General / residuary terms and conditions that are applicable to this scheme.

For: Janki Corp Limited

  
Authorized Signatory

For Janki Textiles India Private Limited

  
Authorized Signatory

## PART A

### **I. DEFINITIONS**

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meaning:

- 1.1. **"Act"** means the Companies Act, 2013 and any statutory modification or re-enactment thereof for the time being in force.
- 1.2. **"Applicable Law(s)"** means any statute, notification, by-laws, rules, regulations, guidelines, rule or common law, policy, code, directives, ordinance, schemes, directives, notices, orders or instructions enacted or issued or sanctioned by any appropriate authority, including any modification or re-enactment thereof for the time being in force.
- 1.3. **"Appointed Date"** means the opening of business hours on April 1, 2023, or such other date as may be fixed or approved by the National Company Law Tribunal or such other competent authority;
- 1.4. **"Board of Directors"** in relation to the Demerged Company and/or the Resulting Company, as the case may be, means their respective Board of Directors and shall, unless repugnant to the context or otherwise, include a committee of directors or any person authorized by the Board of Directors or such committee of directors.
- 1.5. **"Demerged Company"** means Janki Corp Limited, a company incorporated under the Indian Companies Act, 1956 and having its registered office at Mandpiya Chouraha, Chittor Road, Bhilwara, Rajasthan-311001. Its Corporate Identity Number is U17118RJ1993PLC023549 and Permanent Account Number is AAACJ3638A.
- 1.6. **"Demerged Undertaking" or "Demerged Business"** means Textile Division of Janki Corp Limited.
- 1.7. **"Effective Date"** means the date or last of the dates on which certified copies of the order of the NCLT sanctioning the scheme are filed by the Demerged Company and the Resulting Company with the registrar of companies. References in this scheme to the date of "coming into effect of this scheme" or "upon the scheme becoming effective" shall mean the effective date.
- 1.8. **"IT Act"** means the Indian Income-tax Act, 1961 and shall include any statutory modifications, re-enactments or amendments thereof for the time being in force.
- 1.9. **"NCLT"** means the Jaipur Bench or any other jurisdictional Bench of National Company Law Tribunal as constituted and authorized as per the provisions of the Companies Act, 2013 for approving any scheme of arrangement, compromise or reconstruction of companies under Sections 230 to 232 of the Companies Act, 2013.
- 1.10. **"Redeemable Preference Shares"** means the non-convertible non-cumulative 0.01% redeemable preference shares issued by Janki Textiles India Private Limited, the Resulting Company as a consideration pursuant to the Scheme of Arrangement, on such terms as mentioned in Clause 6.4.

For: Janki Corp Limited

Authorised Signatory

For Janki Textiles India Private Limited

Authorised Signatory

- 1.11. **"Record Date"** means the date to be fixed by the Board of Directors of the Demerged Company, for the purpose of determining the members of the Demerged Company to whom shares in the Resulting Company will be allotted under the scheme.
- 1.12. **"Remaining Business"** means all the undertakings, businesses, activities and operations of the Demerged Company other than the Textile Business.
- 1.13. **"The Resulting Company"** means Janki Textiles India Private Limited, a company incorporated under the Companies Act, 2013 and having its registered office at Mandpiya Chouraha, Chittor Road, Bhilwara, Rajasthan - 311001. Its Corporate Identity Number is U17299RJ2022PTC085354 and its Permanent Account Number is AAFCJ8589H.
- 1.14. **"Scheme" or "the Scheme" or "this Scheme"** means this Scheme of Arrangement in its present form or with any modification(s) made under Clause 17 of this Scheme or as approved or directed by the NCLT.
- 1.15. **"Share Entitlement Ratio Report(s)"** means and refers to the certificate issued by Mr. Niranjan Kumar, Registered Valuer, dated January 31, 2023.
- 1.16. **"Tax" or "Taxes"** shall mean all outgoing or dues or liabilities, crystallized or contingent, on account of taxes on net income, gross income, gross receipts, sales, use, services, ad valorem, value-added, capital gains, corporate income tax, minimum alternate tax, buyback distribution tax, dividend distribution tax, transfer, franchise and profits; withholding tax; property tax; water tax; any tax payable in a representative capacity, goods and service tax; service tax, value-added tax, duties of custom and excise, octroi duty, entry tax, stamp duty, other governmental charges or duties or other taxes or statutory payments in relation to contract labour and/ or other contractors and/ or sub-contractors, statutory pension or other employment benefit plan contributions, fees, assessments or charges of any kind whatsoever, including any surcharge or cess thereon, together with any interest and any penalties, additions to tax or additional amount with respect thereto; and Taxation will be construed accordingly.
- 1.17. **"Textile Division" or "Textile Business"** means and includes the undertaking of the Demerged Company related to Textile Division consisting, inter-alia, all assets, including movable and immovable properties and all liabilities relating thereto, whether or not recorded in the books of accounts. Assets and Liabilities of the Textile Division shall, inter-alia, mean and include:
- a) The assets (whether real or personal, corporeal or incorporeal, present, future, contingent, tangible or intangible) pertaining to the Textile Division of the Demerged Company including but not limited to licenses (of any nature whatsoever), furniture, fixtures, appliances, accessories, vehicles, power plants, deposits, all stocks, assets, working capital, all customer/vendor contracts, contingent rights or benefits, entitlements, trademarks, logo, copyright, patent, brand/trade name, knowledge, innovations, goodwill, whether or not recorded or appearing in the books of accounts of the Demerged Company and/or the Resulting Company (pursuant to this Scheme) in terms of the applicable accounting

For: Janki Corp Limited

Authorised Signatory

For Janki Textiles India Private Limited

Authorised Signatory

standards, belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Textile Division;

- b) All deposits, advances, loans, receivables, funds, staff advances, advance payments to regulatory authorities, cash, bank balances, accounts and all earnest money and/or deposits including security deposits made / paid by the Demerged Company in connection with or relating to the Textile Division;
- c) The liabilities pertaining to / arising out of the activities or operations of the Textile Division, inter-alia, including the following:
- All liabilities which arise out of the activities or operations of the Textile Division,
  - Specific loans and borrowings raised, term loans from banks and financial institutions (if any), bank overdrafts, working capital loans & liabilities, incurred and utilized solely for the activities or operations of the Textile Division;
  - Liabilities other than those referred to above, being the amounts of general or multipurpose borrowings of the Demerged Company, if any, allocated to the Textile Division in the same proportion in which the value of the assets (ignoring the revalued amount) transferred under this Scheme bear to the total value of the assets of the Demerged Company immediately before giving effect to this Scheme;
- Provided however that any question that may arise as to whether a specified asset or liability pertains or does not pertain to the Textile Division or whether it arises out of the activities or operations of the Textile Division shall be decided by mutual agreement between the Board of Directors of the Demerged Company and the Resulting Company;
- d) All employees of the Demerged Company employed in/ or relating to the Textile Division as on the Effective Date, and as identified by the Board of Directors of the Demerged Company;
- e) All books, records, files, papers, computer software along with their licenses, manuals and backup copies, drawings, data catalogues, and other data and records, whether in physical or electronic form, directly or indirectly in connection with or relating to the Textile Division

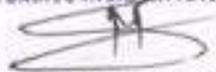
Without prejudice to the generality of the foregoing, it is clarified that all rights, entitlements, consents, permissions, licenses, certificates, authorizations relating to the Textile Division shall stand transferred to the Resulting Company as if the same were originally given by, issued to or executed in favour of the Resulting Company, and the rights and benefits under the same shall be available to the Resulting Company. Further, all benefits or incentives including income tax, sales tax (including deferment of sales tax), goods and service tax, value added tax and any other direct or indirect tax(es) benefits in respect of the Textile Division for which the Demerged Company is entitled to in terms of the various statutes and/or schemes of Union and State Governments, shall be available to and vest in the Resulting Company.

Page 6 of 24

For: Janki Corp Limited

Authorised Signatory

For Janki Textiles India Private Limited



Authorised Signatory

1.18. "TDS" means Tax Deducted at Source;

The expressions which are used in this Scheme and not defined in this Scheme, shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the Act and other Applicable Laws, rules, regulations, bye-laws, as the case may be, or any statutory modification or re-enactment thereof from time to time.

2. In this Scheme, unless the context otherwise requires:

- a) words denoting the singular shall include the plural and vice versa;
- b) headings and bold typefaces are only for convenience and shall be ignored for the purpose of interpretation;
- c) references to the word "include" or "including" shall be construed without limitation;
- d) a reference to a clause, section or part is, unless indicated to the contrary, a reference to a clause, section, or part of this Scheme;
- e) unless otherwise defined, the reference to the word "days" shall mean calendar days;
- f) reference to a document includes an amendment or supplement to, or replacement or novation of that document;
- g) word(s) and expression(s) elsewhere defined in the Scheme shall have the meaning(s) respectively ascribed to them; and
- h) All terms and words used but not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other Applicable Laws, rules, regulations, byelaws, as the case may be, or any statutory modification or re-enactment thereof for the time being in force.

3. **DATE OF TAKING EFFECT AND OPERATIVE DATE**

- 3.1. The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the NCLT, shall take effect from the Appointed Date but shall be operative from the Effective Date.

4. **SHARE CAPITAL**

- 4.1. The share capital of the Demerged Company as on 30<sup>th</sup> November 2022 was as under:

Particulars	(Amount in INR)
<b>Authorized Capital</b>	
5,00,00,000 Equity shares of INR 10 each	50,00,00,000
<b>Total</b>	<b>50,00,00,000</b>
<b>Issued, Subscribed and Paid-up</b>	

For: Janki Corp Limited

Authorised Signatory

For Janki Textiles India Private Limited

Authorised Signatory

3,13,53,600 Equity shares of INR 10 each	31,35,36,000
<b>Total</b>	<b>31,35,36,000</b>

Subsequent to the above date and till the date of the Scheme being approved by the Board of Directors of the Demerged Company, there has been no change in the authorized, issued, subscribed and paid-up equity share capital of the Demerged Company.

- 4.2. The share capital of the Resulting Company as per latest provisional accounts as on 15<sup>th</sup> January 2023 was as under:

Particulars	(Amount in INR)
<b>Authorized Capital</b>	
1,50,000 Equity shares of INR 10 each	15,00,000
<b>Total</b>	<b>15,00,000</b>
<b>Issued, Subscribed and Paid-up</b>	
62,708 Equity shares of INR 10 each	6,27,080
<b>Total</b>	<b>6,27,080</b>

Subsequent to the above date and till the date of the Scheme being approved by the Board of Directors of the Resulting Company, there has been no change in the authorized, issued, subscribed and paid-up equity share capital of the Resulting Company.

For: Janki Corp Limited

Authorised Signatory

For Janki Textiles India Private Limited

Authorised Signatory

**DEMERGER OF THE TEXTILE DIVISION OF THE DEMERGED COMPANY INTO THE  
RESULTING COMPANY**

**5. VESTING OF UNDERTAKING**

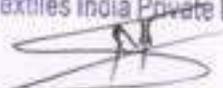
With effect from the Appointed Date, and subject to the provisions of the Scheme, the Textile Division of the Demerged Company, as defined in Clause 1.17 above, shall subject to the provisions of this Clause in relation to the mode of vesting and pursuant to Sections 230 to 232 of the Act and any other relevant provisions of the Act, and without any further act or deed, be transferred to and vested in and/or deemed to be transferred to and vested in the Resulting Company, as a going concern, in the following manner:

- 5.1. With effect from the Appointed Date, the whole of the undertaking and properties comprising all tangible and intangible assets including but not limited to all kinds of contingent rights or benefits, entitlements, licenses (of any nature whatsoever), trademarks, logo, copyright, patent, brand/trade name, knowledge, innovations, goodwill, whether or not recorded or appearing in the books of accounts of the Demerged Company pertaining to the Textile Division, as aforesaid, shall, under the provisions of Sections 230 to 232 of the Act and any other relevant provisions of the Act, if any, without any further act or deed, be transferred to and be vested in and/or be deemed to be transferred to the Resulting Company so as to vest in the Resulting Company all the rights, title and interest pertaining to the Textile Division of the Demerged Company.
- 5.2. With effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations of every kind, nature and description of the Demerged Company relating to the Textile Division, as defined in Clause 1.17 above, shall, under the provisions of Sections 230 to 232 of the Act and any other relevant provisions of the Act, without any further act or deed, be transferred to and/or deemed to be transferred to the Resulting Company as the debts, liabilities, contingent liabilities, duties and obligations of the Resulting Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities and obligations have arisen in order to give effect to the provisions of this sub-clause.
- 5.3. The vesting of the Textile Division as aforesaid, shall be subject to the existing securities, charges, hypothecation and mortgages, if any, subsisting in relation to any loans or borrowings of the Textile Division, provided however, any reference in any security documents or arrangements to which the Demerged Company is a party, wherein the assets of the Textile Division have been or are offered or agreed to be offered as securities for any financial assistance or obligations, shall be construed as a reference to only the assets pertaining to the Textile Division as are vested in the Resulting Company as per the Scheme, to the end and intent that any such security, charge, hypothecation and mortgage shall not extend or be deemed to extend to any of the other assets of the Demerged Company or any other assets of the Resulting Company. Provided further, that the securities, charges, hypothecation and mortgages (if any subsisting) over and in respect of the assets or any

For: Janki Corp Limited

  
Authorised Signatory

For Janki Textiles India Private Limited

  
Authorised Signatory

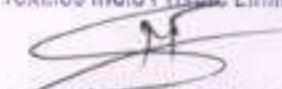
part thereof of the Resulting Company shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges, hypothecation and mortgages shall not extend or be deemed to extend to any of the other assets of Resulting Company.

- 5.4. With effect from the Appointed Date and upon the Scheme becoming effective any statutory licenses, certificates, permissions, unique identification numbers, registrations or approval or consents held by the Demerged Company required to carry on operations in the Demerged Undertaking shall stand vested in or transferred and deemed to be transferred to and vested to the Resulting Company without any further act or deed, and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Resulting Company. The Resulting Company and/or the Demerged Company shall file intimation with the relevant authorities, who shall take the same on record, or undertake necessary actions as may be required, for having the said licenses, certificates, permissions, registration, unique identification numbers, etc. vested or transferred to the Resulting Company.
- 5.5. With effect from the Appointed Date, all documents of title, deeds, papers, contracts, licenses etc. pertaining to the Textile Division shall be handed over to the Resulting Company.
- 5.6. With effect from the Appointed Date, the transfer and vesting of the assets of the Demerged Company relating to the Textile Division shall be affected as follows:
- 5.6.1. The immoveable properties including land, building and structures, if any, belonging to and/or vested in the Textile Division shall be transferred to and vested in or deemed to have been transferred to the Resulting Company. With effect from the Appointed Date, the Resulting Company shall be entitled to exercise all rights and privileges and be liable to pay ground rent, municipal taxes, if any, and fulfill all obligations in relation to or applicable to such immoveable properties. The mutation of title to the immoveable properties in the name of the Resulting Company shall be made and duly recorded by the appropriate authorities pursuant to the sanction of this Scheme by the NCLT and this Scheme becoming effective in accordance with the terms hereof.
- 5.6.2. Notwithstanding anything contained in this Scheme, the immoveable properties of the Demerged Company pertaining to the Demerged Undertaking situated in different states, whether owned or leased, for the purpose of, inter alia, payment of stamp duty, and vesting into the Resulting Company and if the Resulting Company so decides, the concerned parties, upon the Scheme becoming Effective, shall execute or register or cause so to be done, separate deeds of conveyance or deeds of assignment of lease, as the case may be, in favour of the Resulting Company in respect of such immoveable properties. Each of the immoveable properties, only for the payment of stamp duty (if required under Applicable Law), shall be deemed to be conveyed at a value as determined by the relevant authorities in accordance with the applicable circle rates. The transfer of such immoveable properties shall form an integral part of the Scheme.
- 5.6.3. All the movable assets of the Textile Division or assets otherwise capable of transfer by manual delivery or by endorsement and delivery, including cash in hand shall be

For: Janki Corp Limited

  
Authorized Signatory

For Janki Textiles India Private Limited

  
Authorized Signatory

physically handed over by manual delivery to the Resulting Company to the end and intent that the property therein passes to the Resulting Company on such delivery, without requiring any deed or instrument of conveyance for the same and shall become the property of the Resulting Company accordingly.

- 5.6.4. In respect of movable assets, other than those specified in sub-clause 5.6.3. above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or value to be received, bank balances and deposits, if any, pursuant to the order of the NCLT, the said debt, loan, advances, etc. would be paid or made good or held on account of the Resulting Company as the person entitled thereto, to the end and intent that the right of the Demerged Company to recover or realize the same stands extinguished, and that such rights to recover or realize the same shall vest in the Resulting Company. Pursuant to the order of the NCLT sanctioning the Scheme, each person, debtor or depositor of the Textile Division of the Demerged Company would pay the debt, loan or advance or make good the same or hold the same to the account of the Resulting Company and that the right of the Resulting Company to recover or realize the same would be in substitution of the right of the Demerged Company.
- 5.7. Any loans or other obligations, if any, due between the Textile Division of the Demerged Company and the Resulting Company or any other transactions between the Textile Division of the Demerged Company and the Resulting Company as on the Appointed Date, shall stand automatically extinguished.
- 5.8. All taxes, duties, cess payable by the Demerged Company relating to the Textile Division and all or any refunds/credit (including cenvat credits)/claims relating thereto shall be treated as the liability or refunds/credit/claims, as the case may be, of the Resulting Company.
- 5.9. The experience, track record, knowledge, innovations and credentials of the Demerged Company in relation to the Demerged Undertaking in dealing with identified products and/or services in relation to various authorities, agencies and clients prior to its transfer to the Resulting Company shall be taken into account and treated and recognize as the experience, track record, knowledge, innovations and credentials in relation to such Demerged Undertaking even after its transfer to the Resulting Company.
- 5.10. On and from the Effective Date and till such time that the name of the bank accounts of the Demerged Company, in relation to or in connection with the Demerged Undertaking, have been replaced with that of the Resulting Company, the Resulting Company shall be entitled to maintain and operate the bank accounts of the Demerged Company pertaining to the Demerged Undertaking, in the name of the Demerged Company for such time as may be determined to be necessary by the Resulting Company. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Demerged Company, in relation to or in connection with the Demerged Undertaking, after the Effective Date shall be accepted by the bankers of the Resulting Company and credited to the account of the Resulting Company, if presented by the Resulting Company.

For: Janki Corp Limited

Authorised Signatory

For Janki Textiles India Private Limited

Authorised Signatory

- 5.11. This Scheme has been drawn up to comply with the conditions relating to "Demerger" as specified under Section 2(19AA) of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the said provisions at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with conditions contained in Section 2(19AA) of the Income-tax Act, 1961. Such modification will however not affect other parts of the Scheme.

## 6. CONSIDERATION

- 6.1. Upon the Scheme coming into effect and in consideration of the transfer and vesting of the Demerged Undertaking of Demerged Company with the Resulting Company pursuant to this Scheme and subject to the provisions of this Scheme, the Resulting Company shall, without any further application, act, deed, consent or instrument, issue and allot, on a proportionate basis, to each shareholder of the Demerged Company, whose name is recorded in the register of members as member of the Demerged Company as on the Record Date, as follows:

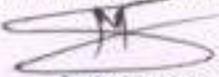
*"1 (One) 0.01% Non-Convertible Non-Cumulative Redeemable Preference Shares of JTIL of face value of INR 1 each fully paid up shall be issued for every 1 (One) equity share held in JCL having face value of INR 10 each fully paid up"*

- 6.2. The aforesaid ratio for the issue of Redeemable Preference Shares by the Resulting Company against the equity shares held by the shareholders in the Demerged Company is based on the recommendations made in the Share Entitlement Report dated January 31, 2023 issued by Mr. Niranjan Kumar, Registered Valuer, having IBBI registration No - IBBI/RV/06/2018/10137.
- 6.3. Redeemable Preference Shares to be issued and allotted in terms hereof will be subject to the Memorandum of Association and Articles of Association of the Resulting Company and shall be deemed to be in compliance with the provisions of the Act or any law for the time being in force.
- 6.4. The terms of issue of 0.01% Redeemable Preference Shares have been specified in Schedule 1.
- 6.5. If necessary, the Resulting Company shall before allotment of the Redeemable Preference Shares in terms of the Scheme, increase its authorized share capital by such amount as may be necessary to satisfy its obligation under the provisions of the Scheme in compliance with the applicable provisions of the Act and the Rules thereunder.
- 6.6. The Redeemable Preference Shares shall be issued in physical form to the shareholders of the Demerged Company, into the account in which shares of the Demerged Company are held or such other account as is intimated in writing by the shareholders to the Demerged Company and/or its Registrar.
- 6.7. The Redeemable Preference Shares to be issued by the Resulting Company in respect of any equity shares of the Demerged Company which are held in abeyance under the provision of section 126 of the Act or otherwise, shall also be kept in abeyance.

For: Janki Corp Limited

  
Authorized Signatory

For Janki Textiles India Private Limited

  
Authorized Signatory

- 6.8. The approval of this Scheme by the requisite majority of shareholders of the Resulting Company shall be deemed to be in due compliance of the provisions of Section 55, 42, 62 of the Act, and other relevant and applicable provisions of the Act for the issue and allotment of Redeemable Preference Shares by the Resulting Company to the shareholders of the Demerged Company, as provided in this Scheme.
- 6.9. The issue and allotment of the shares by the Resulting Company as provided in this Scheme is an integral part hereof and shall be deemed to have been carried out without any further act or deed by the Resulting Company as if the procedure laid down under the relevant applicable provisions of the Act were duly complied with.

## 7. ACCOUNTING TREATMENT

### 7.1. In the books of the Demerged Company:

Upon the Scheme becoming effective and with effect from the Appointed Date, the demerger of the Demerged Undertaking from the Demerged Company to the Resulting Company shall be accounted for, in the books of the Demerged Company in accordance with applicable Indian Accounting Standards (Ind-AS) notified under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder, and generally accepted accounting principles in India as amended from time to time including as provided herein below:

- 7.1.1. Upon the Scheme becoming effective and with effect from the Appointed Date, all inter-company balances (if any) between the Demerged Company (in relation to the Demerged Undertaking) and Resulting Company, in the books of accounts of the Demerged Company shall stand reduced and adjusted in reserves;
- 7.1.2. Upon the Scheme becoming effective and with effect from the Appointed Date, the Demerged Company shall de-recognize the carrying values of all assets and liabilities (including Textile Business reserves) pertaining to the Textile Business;
- 7.1.3. The difference between the book value of assets and liabilities (including Textile Business reserves) pertaining to the Textile Business shall be adjusted against the Profit & Loss Accounts;
- 7.1.4. Any matter not dealt with in Clause hereinabove shall be dealt with in accordance with the accounting standards applicable to the Demerged Company.

### 7.2. In the books of the Resulting Company

Upon the Scheme becoming effective and with effect from the Appointed Date, the demerger of the Demerged Undertaking from the Demerged Company to the Resulting Company shall be accounted for, in the books of Resulting Company, in accordance with the accounting standards as applicable under section 133 of the Act and relevant rules issued thereunder as amended from time to time. It would inter alia include the following:

For: Janki Corp Limited

Authorised Signatory

For Janki Textiles India Private Limited

Authorised Signatory

- 7.2.1. Upon the Scheme becoming effective and with effect from the Appointed Date, all inter-company balances (if any) between the Demerged Company (in relation to the Demerged Undertaking) and Resulting Company, in the books of accounts of the Resulting Company shall stand reduced and adjusted in reserves;
- 7.2.2. The Resulting Company shall record the assets and liabilities (including Textile Business reserves) pertaining to the Textile Business, transferred to and vested in it pursuant to this Scheme at their respective carrying values as appearing in the books of the Demerged Company as on the Appointed Date;
- 7.2.3. The Resulting Company shall credit to its share capital in its books of account, the aggregate face value of the Redeemable Preference Shares issued by it to the members of the Demerged Company pursuant to Clause 6.1 of this Scheme;
- 7.2.4. The identity of the reserves transferred by the Demerged Company to Resulting Company pertaining to the Textile Business of the Demerged Company ('**Transferred Reserves**') shall be preserved and vested in it and shall appear in the financial statements of Resulting Company in the same form and manner, in which they appeared in the financial statements of the Demerged Company prior to Scheme becoming effective.
- 7.2.5. The difference between the Net Assets (i.e. the difference between the book value of assets and liabilities as on the Appointed Date) transferred from the Demerged Company pursuant to Clause 7.2.2, if any, and aggregate of the share capital issued pursuant to Clause 7.2.3 and the Transferred Reserves pursuant to Clause 7.2.4 and after giving effect to inter-company balances, if any, shall be adjusted against Capital Reserve. If the balance of capital reserve is negative (debit balance), the same shall be adjusted against the Profit & Loss Account in the books of the Resulting Company.
- 7.2.6. In case of any differences in accounting policy between the Demerged Company and the Resulting Company, the accounting policies followed by the Resulting Company will prevail and the difference shall be adjusted appropriately.
- 7.2.7. Any matter not dealt with in Clause hereinabove shall be dealt with in accordance with the accounting standards applicable to the Resulting Company.

## 8. CONDUCT OF BUSINESS

- 8.1. Subject to Clause 5 of the Scheme, as and from the date of approval of this Scheme by the Board of Directors of the Demerged Company and the Resulting Company and till the Effective Date, the Demerged Company:
- 8.1.1. Shall carry on the business activities of the Textile Division with reasonable care and diligence and in the same manner as it had been doing hitherto;
- 8.1.2. Shall not vary or alter, except in the ordinary course of its business and as may be required for reorganization, the terms and conditions of employment of any of its employees in relation to the Textile Division.

For: Jankt Corp Limited

  
Authorised Signatory

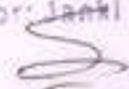
For Janki Textiles India Private Limited

  
Authorised Signatory

- 8.2. With effect from the Effective Date, the Resulting Company shall continue and carry on and shall be authorized to carry on the businesses carried on by the Textile Division of the Demerged Company.

#### 9. EMPLOYEES OF DEMERGED UNDERTAKING

- 9.1. Upon the Scheme becoming effective, all employees of the Demerged Undertaking ('**Transferred Employee**') in service as on the Effective Date shall be deemed to have become the employees of the Resulting Company with effect from the Appointed Date without any interruption in their service as a result of the transfer of the Demerged Undertaking to the Resulting Company on the same terms and conditions of employment as were with the Demerged Company. On the basis of continuity of service, the terms and conditions of their employment with the Resulting Company shall not be less favorable than those applicable to them with reference to the Demerged Undertaking of the Demerged Companies on the Effective Date.
- 9.2. The existing provident fund trust and pension fund trust, gratuity fund, superannuation fund, NPS fund or any other fund, as applicable, for the transferred employees of the Demerged Undertaking shall be continued for the benefit of such employees including employees who may hereafter join the Resulting Company on the same terms and conditions and with effect from such date, the Resulting Company shall make the necessary contribution for such employees taken over by the Resulting Company until the Resulting Company constitutes its own provident fund, gratuity fund, superannuation fund or any other special fund and obtains necessary approval for the same. Upon the Scheme being effective, the Resulting Company shall stand substituted for the Demerged Company for all purposes whatsoever related to the administration or operation of such trust or fund or in relation to the obligations to make a contribution to the said funds in accordance with the provisions of the trust or funds or according to the terms provided in the respective trust deeds or other documents. The Resulting Company undertakes to discharge all the duties and obligations and assumes all the rights and powers of the Demerged Company, upon the Scheme being effective, in relation to aforesaid trusts or funds of the Demerged Company in relation to the Demerged Undertaking. The services of the staff, workmen and other employees of the Demerged Undertaking will be treated as having been continuous for the purposes of the aforesaid trusts/ funds or provisions of any trust/ funds for employees. The amount of liability in respect of gratuity and leave (determined as the sum payable on the Appointed Date as if the same were due) relating to the employees of the Demerged Undertaking shall be appropriately adjusted by the Demerged Company and transferred to the Resulting Company.
- 9.3. The Resulting Company undertakes to continue to abide by any agreement(s)/settlement(s) entered into with any labour unions/ employees by the Demerged Company in relation to the Demerged Undertaking. The Resulting Company agrees that for the purpose of payment of any retrenchment compensation, gratuity and other terminal benefits, the past services of such employees with the Demerged Company shall also be taken into account, and agrees and undertakes to pay the same as and when payable.

For Janki Corp Limited  
  
Authorized Signatory

For Janki Textiles India Private Limited

  
Authorized Signatory

## 10. LEGAL PROCEEDINGS

- 10.1. If any legal, taxation or other proceedings of whatever nature, whether civil or criminal (including before any statutory or quasi judicial authority or tribunal) (the "Proceedings") by or against Demerged Company in relation to the Demerged Undertaking is pending/ arising at the Appointed Date, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the Demerged Undertaking or of anything contained in the Scheme, but the proceedings may be continued, prosecuted and enforced by or against Resulting Company, in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against JCL as if the Scheme had not been made. On and from the Effective Date, Resulting Company, as the case may be, shall and may initiate any legal proceedings for and on behalf of Demerged Undertaking.
- 10.2. It is clarified that after the Appointed Date, in case the Proceedings referred above with respect to the Demerged Undertaking of Demerged Company, cannot be transferred for any reason, Demerged Company shall prosecute or defend the same at the cost of and in consultation with Resulting Company, and Resulting Company shall reimburse, indemnify and hold harmless Demerged Company against all liabilities and obligations incurred by Demerged Company in respect thereof.
- 10.3. In the event that the Proceedings referred to above, require Demerged Company and Resulting Company to be jointly treated as parties thereto, Resulting Company shall be added as party to such proceedings and shall prosecute or defend such proceedings in co-operation with Demerged Company.
- 10.4. Pending the sanction of the Scheme, Demerged Company in relation to the Demerged Undertaking shall, in consultation with Resulting Company, continue to prosecute, enforce or defend, the proceedings, whether pending or initiated pending the sanction of the Scheme.
- 10.5. Subsequent to the Appointed Date, if any proceedings are initiated by any third party (including regulatory authorities) by or against the Textile Division of the Demerged Company under any statute, such proceedings shall be continued and enforced only against the Resulting Company and the Resulting Company shall bear the liabilities of such proceedings at its own cost. Demerged Company shall extend all its assistance to defend the liabilities of such proceedings at the cost of the Resulting Company.

## 11. TREATMENT OF TAXES

- 11.1. Upon this Scheme becoming effective and with effect from the Appointed Date, all taxes and duties payable, if any, by the Demerged Company (including but not limited to the IT Act, Goods and Services Tax, Customs Act, Central Excise Act, State Sales Tax laws, Central Sales Tax Act, VAT/ Service tax and all other Applicable Laws), accruing and relating to the Textile Division from the Appointed Date onwards, including all advance tax payments, TDS, minimum alternate tax, any refund and claims shall, for all purposes, be treated as advance tax payables or payments, TDS, minimum alternate tax or refunds and claims, as the case may be, of the Resulting Company.

For: Janki Corp Limited

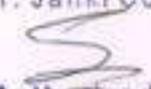
Authorised Signatory

For Janki Textiles India Private Limited

Authorised Signatory

- 11.2. Upon this Scheme becoming effective, all existing and future incentives, unavailed credits and exemptions/deductions (including Section 80JAA, wherein Demerged Company and the Resulting Company shall be eligible to claim deduction under aforesaid section post taking into account requisite changes (including but not limited to no. of additional employees) arising pursuant to this Scheme) otherwise admissible to the Demerged Company including deduction admissible on actual payment or on deduction of appropriate taxes or on payment of tax deducted at source (including, but not limited to, under Section 43B, Section 40, Section 40A, etc. of the IT Act), subsidies, grants, Taxes, and tax credit/ incentives (including but not limited to credits/incentives in respect of income tax, value added tax, sales tax, service tax, goods and services tax etc.), deferred tax benefits, advance tax, minimum alternate tax, benefit of carried forward losses, unabsorbed tax depreciation, tax holidays and other statutory benefits, including in respect of income tax (including TDS, tax collected at source, advance tax, minimum alternate tax credit etc.), cenvat, customs, value added tax, sales tax, service tax, goods and services tax etc. relating to the Textile Division to which the Demerged Company is entitled / obliged to shall be available to and vest in the Resulting Company, without any further act or deed.
- 11.3. Upon this Scheme becoming effective, the Demerged Company and the Resulting Company are permitted to revise or modify, as the case may be, and file their respective income tax returns, withholding tax returns, including TDS certificates, goods and services tax, sales tax/value added tax returns, service tax returns and other tax returns, and to claim refunds/credits/exemptions/deductions, if any, as may be required for the purpose of /consequent to the implementation of the Scheme.
- 11.4. The Board of Directors of the Demerged Company and the Resulting Company shall be empowered to determine if any specific tax liability or any tax proceeding relates to the Textile Division and whether the same would be transferred to the Resulting Company or decide on any other matters.
- 11.5. Upon the Scheme becoming effective, any TDS deposited, TDS certificates issued or TDS returns filed by the Demerged Company, if any, relating to the Textile Division shall continue to hold good as if such TDS amounts were deposited, TDS certificates were issued and TDS returns were filed by the Resulting Company.
- 11.6. All the expenses incurred by the Demerged Company and the Resulting Company in relation to the Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Demerged Company and the Resulting Company in accordance with the Section 35DD of the IT Act over a period of 5 (five) years beginning with the previous year in which the Scheme becomes effective.
- 11.7. Any refund under the tax laws due to the Demerged Company pertaining to the Textile Division consequent to the assessments made on the Demerged Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall belong to and be received by the Resulting Company. The relevant authorities shall be bound to transfer to the account of and give credit for the same to the Resulting Company upon this Scheme becoming effective upon relevant proof and documents being provided to the said authorities.

For: Janki Corp Limited

  
Authorized Signatory

For Janki Textiles India Private Limited

  
Authorized Signatory

- 11.8. Any tax liabilities under the income tax laws, service tax laws, goods and services tax laws, excise duty laws, applicable state value added tax laws or other Applicable Laws/regulations dealing with taxes/ duties/ levies applicable to the Demerged Undertaking of the Demerged Company to the extent not provided for or covered by tax provisions in the accounts made as on the Appointed Date shall be transferred to the Resulting Company. Any surplus in the provision for taxation/ duties/ levies account including advance tax and tax deducted at source, relating to the Demerged Undertaking, as on the Appointed Date will also be transferred to the account of the Resulting Company.
- 11.9. Without prejudice to the generality of the above, all benefits, incentives, tax losses, unabsorbed depreciation, credits (including, without limitation income tax, goods and services tax, service tax, excise duty, applicable state value added tax, etc.) to which the Demerged Undertaking of the Demerged Company is entitled to in terms of Applicable Laws, shall be available to and vest in the Resulting Company.
- 11.10. Upon the Scheme becoming effective, any refunds, benefits, incentives, grants, subsidies in relation to or in connection with the Demerged Undertaking, the Demerged Company shall, if so required by the Resulting Company, issue notices in such form as the Resulting Company may deem fit and proper stating that pursuant to the Tribunal having sanctioned this Scheme, the relevant refund, benefit, incentive, grant, subsidies, be paid or made good or held on account of the Resulting Company, as the person entitled thereto, to the end and intent that the right of the Demerged Company to recover or realize the same, stands transferred to the Resulting Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.
- 11.11. It is reiterated that the Demerger of the Textile Division of the Demerged Company into the Resulting Company pursuant to this scheme shall take place with effect from the Appointed Date and shall be in accordance with the provision of Section 2(19AA) and all other provisions of the of the Income Tax Act, 1961. Upon the Scheme coming into effect, for the purpose of Income Tax Act, 1961, the Resulting Company shall account for the transaction relating to the Textile Division from the Appointed Date and shall draw its books of account to the extent required to give effect to the Scheme.

## 12. CONTRACTS, DEEDS, ETC.

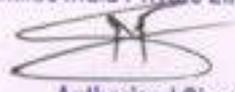
- 12.1. Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments including any contract for exploitation of intellectual property rights and all other rights, title, interest, labels and brand registrations, copyrights, patents, trademarks, trade names, licenses, entitlements and other industrial or intellectual property rights of any nature whatsoever, pertaining to the Textile Division to which the Demerged Company is party and which are subsisting or having effect on the Effective Date, shall be in full force and effect against or in favor of the Resulting Company, as the case may be, and may be enforced by or against the Resulting Company as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party thereto. Further, all contracts with third parties relating to the Textile Division to which the

For: Janki Corp Limited



Authorised Signatory

For Janki Textiles India Private Limited



Authorised Signatory

Demerged Company is party, shall be in full force and effect against or in favor of the Resulting Company. The Resulting Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Demerged Company will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required or becomes necessary. The Resulting Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Demerged Company and to implement or carry out all formalities required on the part of the Demerged Company to give effect to the provisions of this Scheme.

### 13. SAVING OF CONCLUDED TRANSACTIONS

- 13.1. The transfer of properties and liabilities under Clause 5 above and the continuance of proceedings by or against the Demerged Company under Clause 10 above shall not affect any transaction or proceedings already concluded, if any, by the Demerged Company till the Effective Date, to the end and intent that the Resulting Company accepts and adopts all acts, deeds and things done and executed by the Demerged Company in respect thereto.

For: Janki Corp Limited  
  
Authorised Signatory

For Janki Textiles India Private Limited  
  
Authorised Signatory

**PART C**

**GENERAL CONDITIONS**

**14. COMPLIANCE WITH TAX LAWS**

14.1. This Scheme, in so far as it relates to the demerger of the Textile Division of the Demerged Company into the Resulting Company, has been drawn up to comply with the conditions relating to "Demerger" as specified under Section 2(19AA) of the IT Act, which include the following:

- a) all the assets and properties of the Demerged Undertaking, being transferred by the Demerged Company, immediately before the demerger shall become the properties of Resulting Company, respectively, by virtue of such Demerger;
- b) all the liabilities relating to the Demerged Undertaking, being transferred by the Demerged Company, immediately before the demerger, become the liabilities of the Resulting Company by virtue of the demerger;
- c) the property and the liabilities of the Demerged Undertaking or Undertakings being transferred by the Demerged Company are transferred at values appearing in its books of account immediately before the demerger;

This provision shall not apply where the Resulting Company records the value of the property and the liabilities of the Undertaking at a value different from the value appearing in the books of account of the Demerged Company, immediately before the demerger, in compliance to the Indian Accounting Standards specified in Annexure to the Companies (Indian Accounting Standards) Rules, 2015.

- d) the Resulting Company issues, in consideration of the demerger, its shares to the shareholders of the Demerged Company on a proportionate basis, except where the Resulting Company itself is a shareholder of the Demerged Company;
- e) the shareholders holding not less than three-fourths in value of the shares in the Demerged Company (other than shares already held therein immediately before the demerger by, or by a nominee for, the Resulting Company or, its subsidiary) become shareholders of the Resulting Company by virtue of the demerger, otherwise than as a result of the acquisition of the property or assets of the Demerged Company or any undertaking thereof by the Resulting Company; and
- f) the transfer of the Demerged Undertaking shall be on a going concern basis; and other relevant sections (including Sections 47 and 72A) of the IT Act.

14.2. If any terms or provisions of this Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date whether as a result of a new enactment any amendment or coming into force of any provision of the IT Act or any other law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the tax laws shall prevail and this Scheme shall be modified accordingly with consent of each of the Companies (acting through their respective Board of Directors).

**15. REMAINING BUSINESS AND OTHER LIABILITIES**

For: Janki Corp Limited



Authorised Signatory

For Janki Textiles India Private Limited



Authorised Signatory

- 15.1. The Demerged Company shall continue to carry on the Remaining Business. All the assets, liabilities and obligations pertaining to the Remaining Business arising prior to, on or after the Appointed Date including liabilities other than those transferred to the Resulting Company under Clause 1.17 of this Scheme shall continue to belong to, be vested in and be managed by the Demerged Company
- 15.2. Save and except the Demerged Undertaking of the Demerged Company and as expressly provided in the Scheme, nothing contained in this Scheme shall effect the Remaining Business of the Demerged Company, or any other Business, assets and liabilities of the Demerged Company, which shall continue to belong to and be vested in and be managed by the Demerged Company.

#### 16. APPLICATION TO THE NCLT

- 16.1. The Demerged Company and the Resulting Company shall make all necessary applications under Sections 230 to 232 read with section 66 and other applicable provisions of the Act to the NCLT for seeking approval of the Scheme.

#### 17. MODIFICATION OR AMENDMENT TO THE SCHEME

- 17.1. The Demerged Company and the Resulting Company (through their respective Board of Directors) are empowered and authorized:
- a) To assent from time to time to any modifications or amendments or substitutions of the Scheme or of any conditions or limitations which the NCLT and/or any authorities under law or their respective Boards may deem fit to approve or direct or which may be considered necessary due to any change in law or as may be otherwise be deemed expedient or necessary; and
  - b) To settle all doubts or difficulties that may arise in carrying out the scheme and to do and execute all acts, deeds matters and things on behalf of the companies, necessary, desirable or proper for putting the Scheme into effect, including entering into the transitional arrangements, arrangements for carrying out or performing all such formalities or compliances as may be deemed proper and necessary for effecting transfer and vesting of the properties of the Demerged Undertaking and deciding any question that may arise as to whether whole or part of specific asset or liabilities pertain or does not pertain or arises out of the activities or operations of any such undertaking or whether a specific employee is or is not substantially engaged in relation to the Demerged Undertaking.
- 17.2. The Demerged Company and the Resulting Company by their respective Board are authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whatsoever for carrying the Scheme into effect, or if considered necessary, for withdrawal of the Scheme, whether by reason of any directive or order of any other authorities or due to any business/ commercial reason as may be decided by the Board or otherwise howsoever, arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.

For: Janki Corp Limited



Authorised Signatory

For Janki Textiles India Private Limited



Authorised Signatory

17.3. For matters not specifically addressed in the Scheme relating to accounting, the Board of Directors of the Demerged Company/Resulting Company is authorized to account for the balances in their respective books of accounts in the manner, as may be deemed fit, in accordance with the prescribed Accounting Standards issued by the Central Government as may be amended from time to time and the Generally Accepted Accounting Principles in India in consultation with the Auditors.

#### 18. SCHEME CONDITIONAL ON APPROVAL / SANCTIONS

18.1. This Scheme is and shall be conditional upon and subject to:

- a) The Scheme being approved by the requisite majority in number and value of the various class of shareholders and/or creditors (where applicable) of the Demerged Company and the Resulting Company respectively, as required under the Act and as may be directed by the NCLT.
- b) The Scheme being sanctioned by the NCLT or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme;
- c) Certified copies of the order of the NCLT sanctioning the Scheme being filed with the concerned Registrar of Companies, by the Demerged Company and the Resulting Company respectively.

#### 19. EFFECT OF NON RECEIPT OF APPROVALS

19.1. In the event that the scheme is not sanctioned by the NCLT or in the event any of the other requisite consents, approvals, permissions, sanctions or conditions are not obtained or complied with or for any other reason, the scheme cannot be implemented, the scheme shall not take effect and shall be withdrawn and in that event no rights or liabilities, whatsoever, shall accrue to or be incurred inter se by the parties or their shareholders or creditors or employees or any other person.

#### 20. DIVIDENDS

20.1. The Demerged Company and the Resulting Company shall be entitled to declare and make a distribution/pay dividend, whether interim or final, and/or issue bonus shares, to their respective members/shareholders prior to the Effective Date in accordance with Applicable Laws.

20.2. It is clarified that the aforesaid provisions in respect of making distributions, declaring dividends or issuing bonus shares are enabling provisions only and shall not be deemed to confer any right on any members of the Companies to demand or claim any distributions, dividends or bonus shares which, subject to the provisions of the said Act, shall be entirely at the discretion of the Board of Directors of the Companies, subject to the approval of the shareholders, as may be required.

#### 21. COMPLIANCE WITH APPLICABLE LAWS

For: Janki Corp Limited

  
Authorised Signatory

For Janki Textiles India Private Limited

  
Authorised Signatory

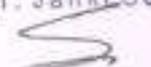
21.1. The Companies undertake to comply with all Applicable Laws including making the requisite intimations and disclosures to any statutory or regulatory authority and obtaining the requisite consent, approval or permission of the Central Government (if required) or any other statutory or regulatory authority, which by law may be required for the implementation of this Scheme or which by law may be required in relation to any matters connected with this Scheme.

**22. COSTS :**

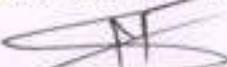
22.1. All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) of the Demerged Company and the Resulting Company arising out of or incurred in connection with and implementing this Scheme and matters incidental thereto shall be borne by the Demerged Company.

—x—

For: Janki Corp Limited

  
Authorized Signatory

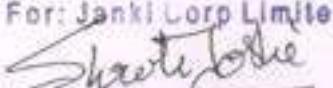
For Janki Textiles India Private Limited

  
Authorized Signatory

SCHEDULE 1

I. TERMS OF ISSUE OF 0.01% NON-CONVERTIBLE NON-CUMULATIVE REDEEMABLE PREFERENCE SHARES

- a. Face value, Issue price and other terms  
Redeemable Preference Shares issued by the Resulting Company shall have a face value of INR 1/- each and be issued at INR 1/- per share.
- b. Coupon  
Redeemable Preference Shares shall subject to the provisions of the Articles of Association of Janki Textiles India Private Limited and the Act confer the holders thereof a right to fixed preferential dividend of 0.01% per annum on issue price of INR 1/- each in priority to the equity shares.
- c. Voting Rights  
The holder of Redeemable Preference Shares of Janki Textiles India Private Limited shall have the right to vote in general meeting in accordance with Section 47(2) of the Companies Act 2013.
- d. Redemption  
Redeemable Preference Shares shall be redeemable at par, i.e., INR 1/- per share, redeemed in one or more tranches anytime on or before the expiry of 20 years from the date of allotment.
- e. Winding-up  
In the event of winding up of Janki Textiles India Private Limited, the holders of Janki Textiles India Private Limited's Redeemable Preference Shares shall have a right to receive the issue price, i.e., INR 1/- per share and arrears of dividend, whether declared or not, up to the commencement of winding up, in priority to any paid-up capital on the equity shares out of the surplus but shall not have any further rights to participate in the profits of the assets of Janki Textiles India Private Limited.

For: Janki Corp Limited  
  
Authorised Signatory

For Janki Textiles India Private Limited

  
Authorised Signatory

Date: 31<sup>st</sup> January 2023

To,  
The Board of Directors  
**Janki Corp Limited**  
Mandpiya Chouraha,  
Chittor Road, Bhilwara,  
Rajasthan – 311001  
Rajasthan

To,  
The Board of Directors  
**Janki Textiles India Private Limited**  
Mandpiya Chouraha,  
Chittor Road, Bhilwara,  
Rajasthan – 311001  
Rajasthan

**Subject: Recommendation of fair share entitlement ratio for the proposed demerger of the “Textile Business” of Janki Corp Limited into Janki Textiles India Private Limited.**

Dear Sir,

We refer to the engagement letter dated 2<sup>nd</sup> January 2023 and discussions held with the Management of Janki Corp Limited (hereinafter referred to as ‘JCL’ or ‘Demerged Company’) and Janki Textiles India Private Limited (hereinafter referred to as ‘JTIPL’ or ‘Resulting Company’), wherein the Management of JCL and JTIPL (together referred to as ‘the Management’) has requested Niranjan Kumar, Registered Valuer- Securities or Financial Assets (‘NK’, ‘we’ or ‘us’) to recommend a fair share entitlement ratio for the proposed demerger of the “Textile Business” of JCL into JTIPL.

Please find enclosed the report (comprising 10 pages) detailing our recommendation of fair share entitlement ratio for the proposed demerger and the assumptions used in our analysis.

This report sets out our scope of work, background, procedures performed by us, sources of information and our recommendation on the share entitlement ratio.

## **BACKGROUND, SCOPE AND PURPOSE OF THIS REPORT**

**Janki Corp Limited (‘JCL’ or ‘Demerged Company’)**, erstwhile known as Janki Processors Limited was incorporated on 16 September 1993. JCL is primarily engaged in the business of

- (i) processing of synthetic fabrics and manufacturing of textiles (‘**Textile Business**’); and
- (ii) processing and production of steel, sponge iron and iron ore pellets (‘**Steel and Energy Business**’). The steel production is supported by its captive energy unit providing inhouse access to flying ash, charcoal, etc.

**Janki Textiles India Private Limited (‘JTIPL’ or ‘the Resulting Company’)** is a private limited company incorporated under Companies Act, 2013 having its registered office at Bhilwara, Rajasthan. Its Corporate Identity Number (‘CIN’) is U17299RJ2022PTC085354 and Permanent Account Number (‘PAN’) is AAFCJ8589H. The Company is authorized to engage in the business of processing of synthetic fabrics and manufacturing of textiles.



The Management of JCL (hereinafter referred to as 'the Management') is contemplating a proposal to demerge the 'Textile Business' of JCL ('the Demerged Company') into Janki Textiles India Private Limited ('the Resulting Company') (hereinafter referred to as 'proposed demerger') pursuant to the Scheme of Arrangement (hereinafter referred to as 'the Scheme') under section 230 to 232 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('the Rules'), as amended from time to time.

As per the Scheme, as a consideration for the proposed demerger, the equity shareholders of JCL shall receive 0.01% Non-convertible Non-Cumulative Redeemable Preference Shares ('RPS') of the Resulting Company in the share entitlement ratio as determined by the Board of Directors on the basis of share entitlement ratio report prepared by the Registered Valuer as required under the applicable provisions of the Companies Act, 2013.

In connection with the above-mentioned proposed demerger, the Management has appointed NK to submit a report recommending a fair share entitlement ratio for the proposed demerger.

We understand that the appointed date for the proposed demerger is the opening business hours on 01 April 2023 or such other date as may be fixed or approved by the National Company Law Tribunal or such other competent authority. We have carried out our analysis and discussion with the Management to determine the fair share entitlement ratio as at the report date ('Valuation Date').

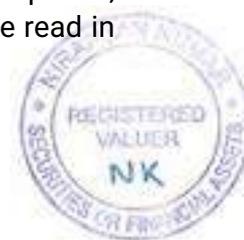
We would like to emphasize that certain terms of the proposed demerger are stated in our report, however the detailed terms of the proposed demerger shall be more fully described and explained in the Scheme document to be submitted with relevant authorities in relation to the proposed demerger. Accordingly, the description of the terms and certain other information contained herein is qualified in its entirety by reference to the underlying Scheme.

The scope of our service is to determine the fair share entitlement ratio as at Valuation Date after considering the facts of the case and report on the same in accordance with generally accepted professional standards including ICAI Valuation Standards, 2018 issued by the Institute of Chartered Accountants of India (ICAI).

The Management has informed us that:

- a) There would not be any capital variation in the Demerged Company and Resulting Company till the proposed demerger becomes effective without approval of the shareholders and other relevant authorities.
- b) Till the proposed demerger becomes effective, neither the Demerged Company nor the Resulting Company would declare any dividend which is materially different from those declared in the past few years.
- c) There would be no significant variation between the draft scheme of arrangement and the final scheme approved and submitted with the relevant authorities.

This report is our deliverable for the said engagement and is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the report is to be read in totality and in conjunction with the relevant documents referred to therein.



## **FINANCIAL BACKGROUND**

### **Janki Corp Limited ('JCL' or 'the Demerged Company')**

JCL is inter-alia engaged in varied business verticals namely Textile and Steel & Energy. The Steel & Energy business is highly capital driven with long gestation period and the Textile business, on the other hand, is dynamic, more volatile to domestic and international market conditions, heavily dependent on product innovations and development, which require different skill sets and capabilities.

The equity shareholding pattern of JCL as at the report date is set out below:

<b>Name of Shareholder</b>	<b>Number of Shares</b>	<b>Percentage (%)</b>
Promoters/Promoters Group	1,29,96,690	41.45%
Corporate Bodies	78,37,500	25.00%
Individuals/Hufs	1,05,19,410	33.55%
<b>Total (Face Value of INR 10 each)</b>	<b>3,13,53,600</b>	<b>100.0%</b>

The snapshot of the unaudited provisional divisional statement of assets and liabilities and Profit and Loss statement of JCL as at 30 November 2022 is set out below:

#### **Statement of Asset and Liabilities as at 30 November 2022**

	<b>INR million</b>		
<b>Particulars</b>	<b>Textile</b>	<b>Remaining Business</b>	<b>Total</b>
<b>Equity and Liabilities</b>			
Share Capital	-	313.5	313.5
Reserves and Surplus	586.1	3,777.2	4,363.3
<b>Non-Current Liabilities</b>			
Long Term Borrowings	2.0	50.4	52.4
Deferred Tax Liabilities (Net)	6.3	187.5	193.8
Long Term Provision	9.4	17.0	26.4
<b>Current Liabilities</b>			
Short Term Borrowings	1.9	16.8	18.7
Trade Payable	182.2	334.0	516.1
Other Current Liabilities	2.0	177.8	179.8
Short Term Provisions	29.8	31.9	61.6
<b>Total</b>	<b>819.6</b>	<b>4,906.1</b>	<b>5,725.7</b>
<b>Assets</b>			
<b>Non-Current Assets</b>			
Property Plant and Equipment	383.0	2,112.4	2,495.4
Intangible Asset	-	1.0	1.0
Capital Work in Progress	1.8	38.6	40.4
Other Non-Current Assets	-	3.2	3.2
<b>Current Assets</b>			
Inventories	141.2	1,326.3	1,467.6
Trade Receivable	190.2	631.3	821.5
Cash and Cash Equivalent	3.9	13.5	17.4
Short Term Loans and Advances	99.1	763.7	862.8
Other Current Asset	0.3	16.1	16.4
<b>Total</b>	<b>819.6</b>	<b>4,906.1</b>	<b>5,725.7</b>



**Statement of Profit and Loss for period ended 30 November 2022**

INR million

Particulars	Textile	Remaining Business	Total
<b>Revenue from operations</b>	864.4	6,281.0	7,145.4
<b>Expenses</b>			
Cost of goods sold	(482.2)	(4,648.9)	(5,131.1)
Employee Benefit Expenses	(153.4)	(290.5)	(443.9)
Other Expenses	(42.0)	(202.6)	(244.6)
<b>Total Expenses</b>	<b>(677.6)</b>	<b>(5,142.1)</b>	<b>(5,819.6)</b>
<b>EBITDA</b>	<b>186.8</b>	<b>1,138.9</b>	<b>1,325.8</b>
EBITDA (%)	22%	18%	19%
Depreciation and Amortisation	(30.5)	(191.7)	(222.1)
<b>EBIT</b>	<b>156.4</b>	<b>947.3</b>	<b>1,103.6</b>
Finance Cost	(0.2)	(5.7)	(5.9)
Other Income	2.8	3.3	6.1
<b>PBT</b>	<b>158.9</b>	<b>944.8</b>	<b>1,103.8</b>
Tax Expense	(29.0)	(257.7)	(286.7)
<b>PAT</b>	<b>129.9</b>	<b>687.2</b>	<b>817.1</b>

**Janki Textiles India Private Limited ('JTIPL' or 'the Resulting Company')**

JTIPL is engaged in the business of processing of synthetic fabrics and manufacturing of textiles. The company was incorporated on 21<sup>st</sup> December 2022 having registered office at Bhilwara, Rajasthan

The equity shareholding pattern of JTIPL as at the report date is set out below:

Name of Shareholder	Number of Shares	Percentage (%)
Promoters/Promoters Group	25,994	41.45%
Corporate Bodies	15,675	25.00%
Individuals/Hufs	21,039	33.55%
<b>Total (Face Value of INR 10 each)</b>	<b>62,708</b>	<b>100.0%</b>

The snapshot of the provisional balance sheet of JTIPL as at 15 January 2023 is set out below :-

**Provisional balance sheet**

INR million

Particulars as at 15th Jan 2023	Total
<b>Equity and Liabilities</b>	
<b>Shareholder's Fund</b>	
Share Capital	0.6
<b>Total Equity and Liabilities</b>	<b>0.6</b>
<b>Assets</b>	
<b>Current Assets</b>	
Cash and Cash Equivalent	0.6
<b>Total Assets</b>	<b>0.6</b>



## **SOURCES OF INFORMATION**

In connection with the valuation exercise, we have used and relied on the following sources of information:

### **A. Company specific information:**

Information provided by the Management which includes:

- Audited financial statements of JCL for the financial year ended 31 March 2022;
- Provisional divisional statement of assets and liabilities of JCL as at 30 November 2022
- Provisional financial statement of JTIPL as at 15<sup>th</sup> January 2023.
- Latest shareholding pattern of JCL and JTIPL as at report date;
- Discussion with the Management to understand the rationale and basis for arriving at the recommended share entitlement ratio;
- Copy of the draft scheme of arrangement; and
- Discussions and correspondence with the Management in connection with business operations, past trends, proposed future business plans and prospects of the Demerged Company and the Resulting Company etc.;

### **B. Industry and economy information:**

- Such other information and documents as provided by the Management for the purpose of this engagement.

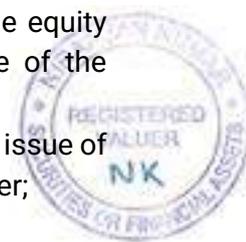
Besides the above listing, there may be other information provided by the Management which may not have been perused by us in detail, if not considered relevant for our defined scope.

We have also considered/ obtained such other analysis, review, explanations and information considered reasonably necessary for our exercise, from the Management.

## **PROCEDURES ADOPTED**

Procedures used in our analysis included such substantive steps as we considered necessary under the circumstances, including, but not necessarily limited to the following:

- Reviewed the draft scheme of arrangement;
- Considered the audited financial statements of JCL for the financial year ended 31 March 2022;
- Considered the Provisional divisional statement of asset and liabilities of JCL as at 30 November 2022;
- Reviewed the Provisional financial statements of JTIPL as at 15th January 2023;
- Reviewed the latest shareholding pattern of JCL and JTIPL as at the report date;
- Confirmation from the Management regarding no change is being proposed in the equity shareholding pattern between the report date and scheme implementation date of the Demerged Company and the Resulting Company;
- Determined the fair share entitlement ratio in discussions with the Management, for issue of RPS of JTIPL to the shareholders of JCL as consideration for the proposed demerger;



- Discussions with the Management to obtain requisite explanation and clarification of data provided;
- Analysis of other facts and data as considered necessary; and
- Arrived at the final share entitlement ratio for the proposed demerger.



<<<<< This space has been left blank intentionally>>>>>

## **SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS**

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting/ tax due diligence, consulting or tax related services that may otherwise be provided by us.

This report, its contents and the results herein are specific and subject to:

- the purpose of valuation agreed as per the terms of this engagement;
- the date of this report;
- equity shareholding pattern of JCL and JTIPL as at the report date and no change in the same prior to the implementation of the proposed demerger;
- proposed share entitlement ratio recommended by the Management;
- draft scheme of arrangement; and
- data detailed in the section – Sources of Information

A value analysis of this nature is based on information made available to us as of the date of this report, events occurring after that date hereof may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this report.

The recommendation(s) rendered in this report only represent our recommendation(s) based upon information furnished by the Management till the date of this report and other sources, and the said recommendation(s) shall be considered to be in the nature of non-binding advice (our recommendation should not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors).

In the course of our analysis, we were provided with both written and verbal information, by the Management as detailed in the section- Sources of Information.

In accordance with the terms of our engagement, we have assumed and relied upon, without independent verification of,

- the accuracy of information made available to us by the Management, which formed a substantial basis for this report; and
- the accuracy of information that was publicly available;

We have not carried out a due diligence or audit or review of the Companies for the purpose of this engagement, nor have we independently investigated or otherwise verified the data provided.

We are not legal or regulatory advisors with respect to legal and regulatory matters for the proposed demerger. We do not express any form of assurance that the financial information or other information as prepared and provided by the Management is accurate. Also, with respect to explanations and information sought from the Management, we have been given to understand by the Management that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Accordingly, we do not express any opinion or offer any form of assurance regarding its accuracy and completeness.

Our conclusions are based on these assumptions and information given by/ on behalf of the Management. The Management of the Company has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our recommendation. Accordingly, we assume no responsibility for any errors in the information furnished by the Management and their impact on the report. Also, we assume no responsibility for technical information (if any) furnished by the Management. However, nothing has come to our attention



to indicate that the information provided was materially misstated/ incorrect or would not afford reasonable grounds upon which to base the report. We do not imply and it should not be construed that we have verified any of the information provided to us, or that our inquiries could have verified any matter, which a more extensive examination might disclose.

We would like to emphasize that the current shareholding pattern of the demerged and the Resulting Company is identical and it would continue to remain identical till the scheme is implemented. Therefore, any share exchange ratio would ensure that the identical shareholding pattern in both the companies shall continue. The Management has recommended a share entitlement ratio of "1 (One) 0.01% Non-Convertible Non-Cumulative Redeemable Preference Shares of JTIPL of face value of INR 1 each fully paid up shall be issued for every 1 (One) equity share held in JCL having face value of INR 10 each fully paid up", keeping in mind the future capital requirements of the Resulting Company, which in our opinion is reasonable given that the shareholding pattern and the beneficial interest pre and post demerger shall remain same and not vary and we have therefore not carried out any independent valuation of the subject business.

The report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations and that the Company will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this report has given no consideration on to matters of a legal nature, including issues of legal title and compliance with local laws and litigation and other contingent liabilities that are not recorded in the financial statements of the Company.

This report does not look into the business/ commercial reasons behind the proposed demerger nor the likely benefits arising out of the same. Similarly, the report does not address the relative merits of the proposed demerger as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available. This report is restricted to recommendation of share entitlement ratio for the proposed demerger only.

Certain terms of the proposed demerger are stated in our report, however the detailed terms of the proposed demerger shall be more fully described and explained in the scheme document to be submitted with relevant authorities in relation to the proposed demerger. Accordingly, the description of the terms and certain other information contained herein is qualified in its entirety by reference to the Scheme document.

The fee for the Engagement is not contingent upon the results reported.

We owe responsibility only to the Board of Directors of JCL and JTIPL, who have appointed us, and nobody else. We do not accept any liability to any third party in relation to the issue of this report. It is understood that this analysis does not represent a fairness opinion. In no circumstance shall the liability of NK exceed the amount as agreed in our Engagement Letter.

This share entitlement ratio report is subject to the laws of India.

Neither the report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the purpose of recommending the share entitlement ratio for the proposed demerger and relevant filings with the statutory authorities with respect to the proposed demerger, without our prior written consent.



## **RATIONALE FOR SHARE ENTITLEMENT RATIO**

As mentioned earlier, as a part of the scheme, the Textile Business JCL is proposed to be demerged into JTIPL. JCL has identified all the assets and liabilities of the Textile Business, which are to be taken over by and transferred to JTIPL.

We would like to emphasize that as at the report date, the shareholding pattern of both the Demerged Company and Resulting Company is same. Based on our discussion with the Management, we understand that they do not propose any change to the shareholding pattern prior to the scheme implementation. Accordingly, the shareholders of JCL would continue to enjoy entire economic interest, rights and obligation in both the demerged as well as the Resulting Company till the proposed demerger is implemented.

Taking into account the above facts and circumstance, any share entitlement ratio can be considered appropriate and fair for the proposed demerger as the shareholding pattern of JCL pre-demerger and post-demerger would remain same and not vary and we have therefore not carried out any independent valuation of JCL and JTIPL. Accordingly, the management has proposed a share entitlement ratio of *"1 (One) 0.01% of Non-Convertible Non-Cumulative Redeemable Preference Shares of JTIPL of face value of INR 1 each fully paid up shall be issued for every 1 (One) equity share held in JCL having face value of INR 10 each fully paid up"*.

The Share Entitlement Ratio has been recommended keeping in mind the current business activities of the Resulting Company, shareholders of the Demerged Company and Resulting Company and their economic interest in the Demerged Company.

No shareholder is, under the scheme, required to dispose off any part of his shareholding either to any of the other shareholders or in the market or otherwise. The scheme does not envisage the dilution of the holding of any one or more shareholders as a result of the operation of the scheme. Post demerger, the percentage holding of the shareholders in both JCL and JTIPL would remain same and not vary.

Therefore, in our view, the above Share Entitlement Ratio is fair and equitable, considering that the shareholders of JCL will, upon the proposed demerger, have its inter-se economic interests, rights, obligations in JTIPL post-demerger in the same proportion as its economic interests, rights and obligations in JCL pre-demerger.

### **Key terms**

<b>Particulars</b>	
<b>Nature of Instrument</b>	Non Convertible Non-Cumulative Redeemable Preference Shares
<b>Tenure</b>	20 years from the date of allotment of preference shares
<b>Face Value</b>	INR 1 (Rupee One Only)
<b>Dividend</b>	0.01% per annum
<b>Redemption</b>	The company shall have the option to redeem preference shares at par in one or more tranche anytime on or before the expiry of 20 years from the date of allotment



## **CONCLUSION**

In the light of the above and on a consideration of all the relevant factors and circumstances and subject to our scope, limitations as mentioned above, we recommend the following share entitlement ratio of:

**1 (One)** 0.01% Non-Convertible Non-Cumulative Redeemable Preference Shares of JTIPL of face value of INR 1 each fully paid up shall be issued for every **1 (One)** equity share held in JCL having face value of INR 10 each fully paid up.



Respectfully submitted,

A handwritten signature in blue ink, appearing to read 'Niranjn'.

Niranjn Kumar  
Registered Valuer- Securities or Financial Assets  
IBBI Registration Number: IBBI/RV/06/2018/10137  
ICAIRVO/06/RV-P000021/2018-19  
UDIN: 23121635BGUWNR4556

Date: 31<sup>st</sup> January 2023  
Place: Pune

**Report of the Board of Directors of Janki Corp Limited pursuant to Section 232(2)(c) of the Companies Act, 2013 explaining the effect of the Scheme of Arrangement between Janki Corp Limited and Janki Textiles India Private Limited.**

---

## **1.0 Background**

The Board of Directors of Janki Corp Limited ("JCL" or "the Company") approved the Scheme of Arrangement between Janki Corp Limited ("Demerged Company") and Janki Textiles India Private Limited ("Resulting Company") and their respective shareholders and creditors ("Scheme") providing for the demerger of the Textile business ("the Demerged Undertaking") of the Demerged Company into the Resulting Company.

As per Section 232(2)(c) of the Companies Act, 2013, a report adopted by the Directors explaining the effect of the Scheme of Arrangement on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders is required to be circulated to the shareholders, along with the notice convening the meeting.

Accordingly, this report has been prepared in compliance with the provisions of Section 232(2)(c) of the Companies Act, 2013.

## **2.0 Share Entitlement Ratio and Consideration**

The Scheme envisages that shares shall be issued by the Resulting Company to the equity shareholders of Demerged Company pursuant to the Scheme in the ratio given below:

*"1 (One) 0.01% Non-Convertible Non-Cumulative Redeemable Preference Shares of the Resulting Company of face value of INR 1 each fully paid up shall be issued for every 1 (One) equity share of INR 10 each fully paid up held in the Demerged Company (i.e. JCL)"*

The Valuation Report dated January 31, 2023 was issued by Mr. Niranjana Kumar, Registered Valuer – Securities or Financial Assets.

**3.0 Effect of the Scheme of Arrangement on each class of shareholders, promoters and non-promoter shareholders of JCL**

- 1) There is only one class of Shareholders viz., Equity Shareholders.
- 2) On demerger of the Demerged Undertaking of the Demerged Company into the Resulting Company, the shareholders of JCL (viz. Promoter and Non-Promoter shareholders) would receive redeemable preference shares in Janki Textiles India Private Limited basis the share entitlement ratio as per the Valuation Report dated January 31, 2023 issued by Mr. Niranjana Kumar, Registered Valuer – Securities or Financial Assets.
- 3) The Scheme does not affect rights and interest of the Promoter and Non-Promoter Shareholders of JCL prejudicially.

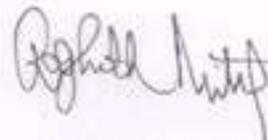
**4.0 Effect of the Scheme of Arrangement on Key Managerial Personnel of JCL**

Under Clause 9.1 of the Scheme, and with effect from the Effective Date, the Janki Textiles India Private Limited undertakes to engage all the staff and employees of JCL pertaining to the Demerged Undertaking on the same terms and conditions (and which are not less favourable than those) on which they are currently engaged by JCL, without any interruption or break in service. In the circumstances, the rights of the employees of JCL would in no way be affected by the Scheme.

Further, none of the Key Managerial Personnel of JCL have any material interest in the Scheme (except to the extent of equity shares held by them in both the Companies).

Approved and adopted by the Board of Directors vide Resolution passed on [date].

**By order of the Board  
For Janki Corp Limited**



**Raghu Nath Mittal  
Chairman**

**Date: January 31, 2023**

**Place: Bhilwara**

## Report of the Board of Directors of Janki Textiles India Private Limited pursuant to Section 232(2)(c) of the Companies Act, 2013 explaining the effect of the Scheme of Arrangement between Janki Corp Limited and Janki Textiles India Private Limited.

### 1.0 Background

The Board of Directors of Janki Textiles India Private Limited ('New Co' or 'the Company') approved the draft Scheme of Arrangement between Janki Corp Limited ('Demerged Company') and Janki Textiles India Private Limited ('Resulting Company') and their respective shareholders and creditors ('Scheme') providing for the demerger of the Textile business ('the Demerged Undertaking') of the Demerged Company into the Resulting Company.

As per Section 232(2)(c) of the Companies Act, 2013, a report adopted by the Directors explaining the effect of the Scheme of Arrangement on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders is required to be circulated to the shareholders, along with the notice convening the meeting.

Accordingly, this report has been prepared in compliance with the provisions of Section 232(2)(c) of the Companies 2013.

## 2.0 Share Entitlement Ratio and Consideration

The Scheme envisages that shares shall be issued by the Resulting Company to the equity shareholders of Demerged Company pursuant to the Scheme in the ratio given below:

*"1 (One) 0.01% Non-Convertible Non-Cumulative Redeemable Preference Shares of the Resulting Company of face value of INR 1 each fully paid up shall be issued for every 1 (One) equity share of INR 10 each fully paid up held in the Demerged Company (i.e. JCL)"*

The Valuation Report dated January 31, 2023 was issued by Mr. Niranjana Kumar, Registered Valuer – Securities or Financial Assets.

## 3.0 Effect of the Scheme of Arrangement on each class of shareholders, promoters and non-promoter shareholders of Janki Textiles India Private Limited

- 1) There is only one class of Shareholders viz., Equity Shareholders.
- 2) On demerger of the Demerged Undertaking of the Demerged Company into the Resulting Company, the shareholders of JCL (viz. Promoter and Non-Promoter shareholders) would receive redeemable preference shares in Janki Textiles India Private Limited basis the share entitlement ratio as per the Valuation Report dated January 31, 2023 issued by Mr. Niranjana Kumar, Registered Valuer – Securities or Financial Assets.
- 3) The Scheme does not affect rights and interest of the shareholders of the Resulting Company prejudicially.

JANKI TEXTILES INDIA PRIVATE LIMITED

Regd. Office & Works: Mandpiya Chouraha, Chittor Road, Bhilwara- 311001, Rajasthan

Correspondence: 01482-249010 | E-mail : info@jankitextiles.com

CIN No. U17299RJ2022PTC085354 | GSTIN- 08A.AFCJ8589H1ZW

**4.0 Effect of the Scheme of Arrangement on Key Managerial Personnel of Janki Textiles India Private Limited**

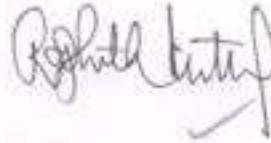
The Scheme of Arrangement does not affect the Key Managerial Personnel of Janki Textiles India Private Limited in any manner.

Approved and adopted by the Board of Directors vide Resolution passed on January 31, 2023.

**By order of the Board  
For Janki Textiles India Private Limited**

**Date: January 31, 2023**

**Place: Bhilwara**



**Raghu Nath Mittal  
Director**

**JANKI CORP LIMITED**

**29<sup>th</sup> ANNUAL REPORT**

**2021-2022**

S. No.	Contents
1	Notice
2	Directors' Report
3	Secretarial Audit Report
4	Auditors' Report
5	Balance Sheet
6	Statement of Profit & Loss Account
7	Cash Flow Statement
8	Significant Accounting Policies & Notes to Accounts
9	Notes
10	Attendance Slip & Proxy Form

For: Janki Corp Limited  
*Shreeboshi*  
Authorised Signatory.

## CORPORATE INFORMATION

### **BOARD OF DIRECTORS:**

Shri Raghunath Mittal  
Shri Rahul Mittal  
Smt. Ranu Porwal  
Shri Aditi Kakhan  
Shri Harish Sharma

Chairman  
Managing Director  
Independent Director  
Independent Director  
Independent Director

### **MANAGEMENT TEAM:**

#### **STEEL & POWER DIVISION:**

Shri G. Narahari Reddy  
Shri Prakash Musaddi

General Manager  
Chief Financial Officer

#### **TEXTILE DIVISION:**

Shri Ugnesh Prasad Kunwer  
Shri A.K. Sinha  
Shri Mahesh Mishra  
Shri Madhusudan Sharma

G.M. (Technical)  
G.M. (Engineering)  
G.M. (Finance)  
G.M. (Accounts)

#### **COMPANY SECRETARY**

Ms. Shruti Joshi

#### **REGISTRAR & TRANSFER AGENT**

Bigshare Services Pvt. Ltd.  
E-2/3, Ansa Industrial Estate,  
Sakivihar Road, Saki Naka  
Andheri (E), Mumbai - 400072  
Tel.:+91 22 28470652  
Email : info@bigshareonline.com

#### **BANKERS & FINANCER:**

Kotak Mahindra Bank  
State bank of India

### **AUDITORS :**

#### **Statutory Auditors**

M/s RHDA & Associates  
Chartered Accountants  
Bhilwara (Rajasthan) 311001

#### **M/s Ravi Sharma & Co.**

Chartered Accountants  
Jaipur (Rajasthan) 302001

### **WORKS :**

#### **Textile Division:**

Mandpiya Chouraha, Chittor Road  
Bhilwara (Rajasthan) 311001

#### **Steel & Power Division:**

Village- Sidiginamola  
P.O. Bellary (Karnataka) 583138

#### **REGISTERED OFFICE**

Mandpiya Chouraha, Chittor Road  
Bhilwara (Rajasthan) 311001

For: Janki Corp Limited  
*Shruti Joshi*  
Authorised Signatory

## NOTICE

NOTICE is hereby given that the **Twenty Ninth Annual General Meeting** of the Members of Janki Corp Limited will be held on Thursday, the 29<sup>th</sup> day of September, 2022 at 11:00 A.M. at the Registered Office of the Company at Mandpiya Chouraha, Chittor Road, Bhilwara (Rajasthan) - 311001 to transact the following business:

### **ORDINARY BUSINESS:**

#### **Item no. 1 – Adoption of Financial Statements:**

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2022 and the Profit and Loss Account for the year ended on March 31, 2022, Cash flow statement as at March 31, 2022 and the Reports of the Board of Directors, and Auditors thereon, as presented to the members, be and are hereby, considered and adopted.

#### **Item no. 2 – Appointment of Director:**

To appoint a director in place of Mr. Raghunath Mittal (DIN 0175295), Chairman & Whole time Director, who retires by rotation and, being eligible, seeks re-appointment.

#### **Item no. 3 – Appointment of Auditors:**

To appointment statutory auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“Resolved that, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the audit committee M/s O.P. Dad & Co., Chartered Accountants (Firm Registration No. 002330C), and M/s A. Bafna & Co., Chartered Accountants, (Firm Registration No. 003660C), be appointed as the joint statutory auditors of the Company, in place of M/s RHDA & Associates, Chartered Accountants (Firm Registration No. 014438C), and M/s Ravi Sharma & Co., Chartered Accountants, (Firm Registration No. 015143C), to hold office from the conclusion of this 29<sup>th</sup> AGM until the conclusion of AGM, to be held in the calendar year 2027, subject to ratification by members every year, as applicable, at such remuneration as may be determined by the audit committee in consultation with the auditors, and as may be agreed upon between the auditors and the Board of Directors.

### **SPECIAL BUSINESS:**

#### **Item No. 4– Ratification of Remuneration paid to Cost auditor for the Financial Year 2022-23:**

To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2023 and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:



For: Janki Corp Limited  
*Shubh*  
Authorised Signatory

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors)

Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. M. Goyal & Co, Cost Accountants (Firm Registration No. 000242), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2023, amounting to ₹ 60,000/- (Rupees Sixty Thousand only) as also the payment of GST as applicable and re-imbusement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."

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

**Item No. 5- Re-appointment of Mr. Rahul Mittal as Managing Director:**

To consider, and if thought fit, to pass the following resolution as a special resolution:

RESOLVED THAT pursuant to the provisions of Sections 149(1) , 196, 197, 198 & 203 read with Schedule V of The Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 and other applicable provisions, if any other law and subject to such consent, approval and permission as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent, permission & approval and as are agreed to by the board of Directors (hereinafter referred to as the Board which term shall unless repugnant to the context or meaning thereof be deemed to include any committee thereof and any person authorized by the Board in this behalf) consent of the Board be and is hereby accorded for re-appointment of Mr. Rahul Mittal (DIN: 00808409) S/o Shri Raghunath Mittal, as a Managing Director of the Company for a period of 5 (Five) Years with effect from 01.04.2022 to 31.03.2027 at remuneration, benefits and amenities as recommended by the Remuneration Committee and mentioned below:

**1. Remuneration:**

- (a) Salary – Rs 16,00,000/- per month with such annual increment as Board may approve.
- (b) Bonus – As per rules of the Company
- (c) Perquisites –
  - (i) Medical reimbursement: Reimbursement of medical expenses incurred for self and family in accordance with the rules of the Company.
  - (ii) Leave travel concession: Leave travel concession for self and family once in a year incurred in accordance with the rules of the Company.
  - (iii) Club fees: Fees of clubs subject to a maximum of two clubs. No admission and life membership fee will be paid.

**2. Provident Fund:**

Company's contribution towards Provident Fund shall be as per the rules of the Company.



For: Janki Corp Limited  
Authorized Signatory

3. **Gratuity:**  
Gratuity as per rules of the Company, but shall not exceed one half month's salary for each completed year of service.
4. **Earned Leave:**  
Earned leave on full pay and allowances as per rules of the Company, but not exceeding one month's leave for every eleven months of service and leave accumulated shall be encashable at the end of the tenure.
5. **Car and Telephone facility:**  
Provision of car for use for Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company to the Managing Director.
6. **Ex-gratia:**  
Ex-gratia will be allowed according to performance and as Board may approve.
7. **Others:**  
Reimbursement will be allowed of entertainment, travelling and all other expenses incurred for the business of the Company.

**Resolved further that** the aggregate of the salary and all perquisites as mentioned above shall at no time exceed the limits as may be prescribed from time to time under the provisions of the Companies Act, 2013, Schedule V thereto and rules there under, as well as any other statutory provisions, amendment and relaxation as may be applicable by the central Government from time to time.

**Resolved further that** where in any financial year, the Company has no profits or its profits are inadequate, Shri Rahul Mittal may be paid remuneration by way of salary, perquisite and any other allowance as referred to above, not exceeding the limits specified in Para 1A of section II, Part II of Schedule V to the Act as may be amended from time to time or any equivalent statutory enactment(s) thereof.

**Resolved further that** Any Director of the Company be and is hereby authorized to take all necessary steps for execution of agreement, file return with the Registrar of Companies and other statutory authorities concerned after the shareholders accord their approval to the above proposal and to take all actions necessary or incidental for the purpose.

**Item No. 6- Re-appointment of Mr. Raghunath Mittal as Whole Time Director for a period of five year with effect from 23.09.2022:**

To consider, and if thought fit, to pass the following resolution as a special resolution:

**RESOLVED THAT** subject to the provisions of Sections 149(1), 196, 197, 198 & 203 read with Schedule V of The Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 and other applicable provisions, if any other law and subject to such consent, approval and permission as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent, permission & approval and as are agreed to by the board of Directors [hereinafter referred to as the Board which term shall unless repugnant to the context or meaning thereof be deemed to include any



For: Janki Corp Limited

committee thereof and any person authorized by the Board in this behalf) consent of the Board be and is hereby accorded for re-appointment of Mr. Raghunath Mittal (DIN: 00175295) S/o Shri Jai Lal Agarwal, as a Whole Time Director of the Company for a period of 5 ( Five ) Years with effect from 23.09.2022 to 22.09.2027 at remuneration, benefits and amenities as recommended by the Remuneration Committee and mentioned below:

**1. Remuneration:**

- (a) Salary – Rs 16,00,000/- per month with such annual increment as Board may approve.
- (b) Bonus – As per rules of the Company
- (c) Perquisites –

(i) Medical reimbursement: Reimbursement of medical expenses incurred for self and family in accordance with the rules of the Company.

(ii) Leave travel concession: Leave travel concession for self and family once in a year incurred in accordance with the rules of the Company.

(iii) Club fees: Fees of clubs subject to a maximum of two clubs. No admission and life membership fee will be paid.

**2. Provident Fund:**

Company's contribution towards Provident Fund shall be as per the rules of the Company.

**3. Gratuity:**

Gratuity as per rules of the Company, but shall not exceed one half month's salary for each completed year of service.

**4. Earned Leave:**

Earned leave on full pay and allowances as per rules of the Company, but not exceeding one month's leave for every eleven months of service and leave accumulated shall be encashable at the end of the tenure.

**5. Car and Telephone facility:**

Provision of car for use for Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company to the Whole Time Director.

**6. Ex-gratia:**

Ex-gratia will be allowed according to performance and as Board may approve.

**7. Others:**

Reimbursement will be allowed of entertainment, travelling and all other expenses incurred for the business of the Company.

Resolved further that the aggregate of the salary and all perquisites as mentioned above shall at no time exceed the limits as may be prescribed from time to time under the provisions of the Companies Act, 2013, Schedule V thereto and rules there under, as well as any other statutory provisions, amendment and relaxation as may be applicable by the central Government from time to time.



For: Janki Corp Limited

*(Handwritten signature)*

Resolved further that where in any financial year, the Company has no profits or its profits are inadequate, Shri Raghunath Mittal may be paid remuneration by way of salary, perquisite and any other allowance as referred to above, not exceeding the limits specified in Para 1A of section 11, Part II of Schedule V to the Act as may be amended from time to time or any equivalent statutory enactment(s) thereof.

Resolved further that Any Director of the Company be and is hereby authorized to take all necessary steps for execution of agreement, file return with the Registrar of Companies and other statutory authorities concerned after the shareholders accord their approval to the above proposal and to take all actions necessary or incidental for the purpose."

By Order of the Board

Place: Bhilwara  
Dated: 27<sup>th</sup> May, 2022



For JANKI CORP LIMITED

(Shrutika Joshi)  
Company Secretary

Registered Office:  
Mandpiya Choraha, Chittor Road, Bhilwara (Rajasthan) – 311001

For Janki Corp Limited  
  
Authorised Signatory

**NOTES:**

**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

- a) The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
- b) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
- c) Members desiring any information as regards to accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
- d) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of this Notice.
- e) Members are requested to immediately inform their change in address quoting folio number(s) to the Company.
- f) Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting of the Company.



**For: Janki Corp Limited**

  
**Authorised Signatory**

**Explanatory Statement**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

---

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4, Item No. 5, Item 6 of the accompanying Notice:

**Item No. 3:**

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

RHDA & Associates, Chartered Accountants (Firm Registration No. 014438C), and M/s Ravi Sharma & Co., Chartered Accountants, (Firm Registration No.015143C) were appointed as joint statutory auditors of the Company for a period of five years. In terms of their appointment made at made at AGM held on September 29, 2017, they are holding office of the auditors up to conclusion of 29<sup>th</sup> AGM and hence, would retire at the conclusion of the forthcoming 29<sup>th</sup> AGM.

As per provisions of Section 139(2) of the Companies Act 2013, to appoint a new auditor of when the existing auditor's firm has completed two consecutive years. Accordingly, as per the said requirements of the Act, M/s O.P. Dad & Co., Chartered Accountants (Firm Registration No. 002330C), and M/s A.Bafna & Co., Chartered Accountants, (Firm Registration No. 003660C), is proposed to be appointed as joint statutory auditors of the Company for a period of five years from conclusion of 29<sup>th</sup> AGM till the conclusion of 34<sup>th</sup> AGM, subjected to ratification by members every years, as may be applicable.

RHDA & Associates, Chartered Accountants (Firm Registration No. 014438C), and M/s Ravi Sharma & Co., Chartered Accountants, (Firm Registration No.015143C), have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of provisions of Section 139(1), Section 141(2) and Section 141(3) the Act and the provisions of the Companies (Audit and Auditors) Rule, 2014.

The Board commends the Resolution at Item No. 3 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

**Item No.4:**

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual/ firm of cost accountant(s) in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of the Audit Committee, the Board has considered and approved appointment of M/s M. Goyal and Co., Cost Accountants, as Cost Auditors of the Company to audit the accounts relating to its activity of Steel division & Textile division for the



For: Janki Corp Limited

Signature  
Authorized Signatory

financial year ending March 31, 2023 at a remuneration of ₹60,000/- plus applicable taxes as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending on March 31, 2023.

The resolution of Item No.4 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

**Item No.5:**

In accordance with the provisions of Section 196,203 and other applicable provisions, if any, to the Act, designate as a Managing Director requires approval of members Mr. Rahul Mittal, he is actively involved in Steel Business and has an extensive knowledge and vast experience and is playing a prominent role in various activities relating to Business. Board feels his association with the Company as a Managing Director will be fruitful and rewarding. Accordingly, consent of members is sought for passing a Special Resolution as set out at item No. 5 of the Notice for designate of Managing Director.

Mr. Rahul Mittal as Managing Director himself, Mr. Raghunath Mittal as father of Mr. Rahul Mittal are interested in this resolution. None of other Key Managerial Personnel of the Company, in any way, are concerned or interested in the resolution.

**Item No.6:**

In accordance with the provisions of Section 196,203 and other applicable provisions, if any, to the Act, designate as a Whole-Time Director requires approval of members Mr. Raghunath Mittal, has an extensive knowledge and vast experience of in Textile Industry and been involved enthusiastically in the same occupation for many years, he then managed to establish the Brand Janki Corp Limited the birth of the Company couldn't have been possible without the hard work and dedication of Mr. Raghunath Mittal. Board feels his association with the Company as a Whole- Time Director will be fruitful and rewarding. Accordingly, consent of members is sought for passing a Special Resolution as set out at item No. 6 of the Notice for designate of Whole-Time Director.

Mr. Raghunath Mittal as Whole-Time Director himself, Mr. Rahul Mittal as son of Mr. Raghunath Mittal are interested in this resolution. None of other Key Managerial Personnel of the Company, in any way, are concerned or interested in the resolution.

Place: Bhiwara  
Dated: 27<sup>th</sup> May, 2022



By Order of the Board  
For JANKI CORP LIMITED

(Shruti Joshi)  
Company Secretary

Registered Office:  
Mandpiya Choraha, Chittor Road, Bhiwara (Rajasthan) - 311001

For: Janki Corp Limited  
  
Authorised Signatory

## DIRECTORS' REPORT

Dear Members,

The Board of Directors of your Company has the pleasure of presenting the Twenty-Ninth Annual Report of Janki Corp Limited (the Company) on the business and operations of your Company, together with the audited financial statements, for the Financial Year ended March 31, 2022.

### 1. FINANCIAL RESULTS AND STATE OF COMPANY'S AFFAIRS:

The financial results of your Company for the Financial Year 2021-22 under review are summarized in the following table:

Particulars	In Lacs	
	2021-22	2020-21
Gross Turnover	95500.96	62418.59
Profit before Depreciation & Tax	23586.40	12087.77
Depreciation	3662.66	3795.73
Profit before Extra-Ordinary item	19923.74	8292.04
Extra Ordinary Income	-	3160.48
Profit/ (Loss) Before Tax	19923.74	11452.52
Less- Provision - Current Tax & Earlier Year Tax	4407.77	-
Less - Deferred Tax Liability /(Assets)	699.29	2039.10
Profit /(Loss) after Tax	14816.68	9413.42
Balance brought forward from previous year	12735.61	3322.19
<b>Net Balance transferred to Balance Sheet</b>	<b>27552.29</b>	<b>12735.61</b>

### 2. COMPANY PERFORMANCE:

During the year under review, the Company's financial performance has been improved due to favorable market of sponge iron. Also, due to the ease in mining practices and in steel sector, this year initiated the profitability of the Company. The consolidated turnover of the Company stood at ₹ 95500.96 Lacs for the Financial Year 2021-22 showing increase of 53% as compared to ₹ 62418.59 Lacs for the previous year. The Company reported Operating Profit before Extra-Ordinary Income is ₹ 19923.74 Lacs for the F.Y. 2021-22 as against the profit of ₹ 8292.04 Lacs during the previous financial year.

### 3. FUTURE OUTLOOK:

The performance of Textile industry has outperformed as compared to previous years. The domestic textile industry, which had seen demand slump in fiscal 2021 owing to onset of the Covid-19 pandemic, is firmly on course to recover in fiscal 2022 on the back of reopening of businesses, educational institutions, and retail outlets. Sanctions on Chinese textiles have boosted Indian textile exports as well.



For: Janki Corp Limited  
Authorized Signatory

The debottlenecking exercise undertaken at Steel Division of the company has resulted in significant operational and cost efficiency. The company shall continue to identify such areas where improvements are required and carry out the necessary improvements. The company further plans to acquire an iron ore mines in Karnataka to make the company self-reliant with respect to its iron ore requirements and to attain greater flexibility for raw material blends and benefit backward integration. The company also plans to undertake Brownfield expansion at Steel Division to catalyse growth and achieve economies of scale.

#### 4. CORPORATE SOCIAL RESPONSIBILITY (CSR):

In terms of the provisions of Section 135 of the Companies Act, 2013 ("the Act") read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board has constituted a CSR committee and framed policy there under. CSR initiatives and activities are aligned to the requirements of Section 135 of the Act. The brief outline of the CSR-policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in Annexure IV of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014

The Corporate Social Responsibility Committee (CSR Committee) of the Company has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

#### 5. Covid-19 : Second Wave

India was hit hard by the second wave of the pandemic in April 2021. The state governments announced simultaneous lockdowns across the country. Major impact of Covid-19 has been felt in the first quarter with both revenue and profit being affected. With opening of domestic market post lockdown in June 2021 business prospects and performance is expected to improve gradually from the second quarter of FY22 onwards. Amid the pandemic, the Company provided Covid vaccination for its employees and their families to ensure the safety and well-being of the associates and their families covering over a many individuals in all.

The Company's focus on liquidity, supported by balance sheet and acceleration in cost optimization initiatives, would help in navigating any near-term challenges in the demand environment.



For: Janki Corp Limited  
Authorised Signatory

## 6. DIVIDEND :

After considering the Company's Profitability, Free Cash Flow and overall performance, Board of Director decided for utilizing the funds in continuation of various projects for the development, expansion and implementation stages surpluses generated are utilized for funding the projects. The Board of Directors has decided not to recommend any dividend for the period under review. Therefore, the Directors of your company express their inability to recommend any dividend for the financial year 2021-22.

## 7. DEPOSITS:

During the year under review, your Company did not accept any deposits within the meaning of provisions of Chapter V –Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount of principal or interest was outstanding as on March 31, 2022.

## 8. AMOUNTS TRANSFERRED TO RESERVES:

No amount has been carried to its reserves by the Company for the year under review.

## 9. PARTICULARS OF EMPLOYEES:

Section 197 of the Companies Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules 2014 as amended, furnished in Annexure V of this Report for the year ended 31st March, 2022.

## 10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Section 186 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014. The details of Investments made under the said Section are provided in Financial Statement.

## 11. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Shri Raghunath Mittal, Whole Time Director, retires by rotation at the forthcoming Annual General Meeting, and being eligible offers himself for re-appointment. Company has re-appointment Mr. Rahul Mittal (DIN: 00808409) as Managing Director w.e.f 1<sup>st</sup> April 2022.

The Independent Directors of the Company have declared that they meet the criteria of Independence in terms of Section 149(6) of the Companies Act, 2013 and that there is no change in their status of Independence.

There is no change in Key Managerial Personnel during the year. Pursuant to the provisions of section 203 of the Act, the key managerial personnel of the Company are - Shri Raghunath Mittal (Chairman), Shri Rahul Mittal (Managing Director), Shri Prakash Musaddi, (Chief Financial Officer) and Ms. Shruti Joshi, (Company Secretary)



For: Janki-Gesp Limited  
Authorised Signatory

## 12. AUDITORS & AUDITORS OBSERVATION:

Pursuant to the provisions of section 139 of the Act and the rules framed thereafter, RHDA & Associates, Chartered Accountants (Firm Registration No. 014438C), and M/s Ravi Sharma & Co., Chartered Accountants, (Firm Registration No.015143C) were appointed as joint statutory auditors of the Company for a period of five years. In terms of their appointment made at made at AGM held on September 29, 2017, they are holding office of the auditors up to conclusion of 29<sup>th</sup>AGM and hence, would retire at the conclusion of the forthcoming 29<sup>th</sup> AGM.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

## 13. COST AUDITOR:

The Board had appointed M/s. M. Goyal & Company, Cost Accountants, Jaipur as Cost Auditors to conduct the audit of the cost records of the Company relating to its activity of Steel division & Textile Division for the year 2022-23 in its meeting held on 27<sup>th</sup>May, 2022. Their remuneration is subject to ratification by shareholders at the ensuing Annual General Meeting.

## 14. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Janki Corp Limited has been adhering to Good Corporate Governance Principles and Practices to maintain a professional approach, transparency, accountability, all of which have enabled it to ensure equity in dealing with all the stakeholders, viz. Shareholders, Government institutions & departments, Regulatory bodies, Bankers, Employees, and others. As a good corporate citizen, Janki Corp Limited is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success.

We consider it our inherent responsibility to disclose timely and accurate information regarding our financials and performance, as well as leadership and governance of the company

### a) BOARD OF DIRECTORS :

The Company is fully compliant with the Corporate Governance norms in terms of constitution of the Board of Directors ("the Board"). The Board of the Company is composed of eminent individuals from diverse fields. The Board acts with autonomy and independence in exercising its strategic supervision, discharging its fiduciary responsibilities and ensuring that the management observes the highest standards of ethics, transparency and disclosure. Every member of the Board, including the Non-Executive Directors, has full access to any information related to the Company. The Board of the Company is composed of Executive and



For: Janki Corp Limited  
  
Authorised Signatory

Non-Executive Directors. As on March 31, 2022, the strength of the Board was five Directors: comprising of two Executive and three Non-Executive Directors. Sixty percent of the Board comprised of Independent Directors.

At present, the Board comprises with five Directors viz. Independent: Mr. Raghunath Mittal, Mr. Rahul Mittal, Mr. Harish Sharma, Mrs. Aditi Kakhani, Mrs. Ranu Porwal; Mr. Raghunath Mittal is the Chairman and Mr. Rahul Mittal is a Managing Director of the Company. The Directors Mr. Raghunath Mittal and Mr. Rahul are related to each other.

During FY 2021-22, Eight Board Meetings were held. The last AGM was held on 28<sup>th</sup> day of September 2021.

#### **b) AUDIT COMMITTEE :**

The Audit Committee which acts as a link between the management, external and internal auditors and the Board of Directors of the Company is responsible for overseeing the Company's financial reporting process by providing direction to audit function and monitoring the scope and quality of internal and statutory audits.

The Audit Committee comprises of Mrs. Ranu Porwal Independent Director as Chairman, Mr. Harish Sharma Independent Director and, Mrs. Aditi Kakhani Independent Director as Members.

All members of the Audit Committee are financially literate and two of the members have expertise in accounting/ financial management.

Ms. Shruti Joshi, Company Secretary is the Secretary to the Committee.

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and inter alia performs the following functions:

- overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- reviewing and examination with management the quarterly financial results before submission to the Board;
- reviewing and examination with management the annual financial statements before submission to the Board and the auditors' report thereon;
- reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
- approving the appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services;



For: Janki Corp Limited  
Authorised Signatory

- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- discussing with Statutory Auditors, before the audit commences, on the nature and scope of audit as well as having post-audit discussion to ascertain area of concern, if any;
- reviewing with management, Statutory Auditors and Internal Auditor, the adequacy of internal control systems;
- recommending appointment, remuneration and terms of appointment of Internal Auditor of the Company;
- reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;
- evaluating internal financial controls and risk management systems;
- valuating undertaking or assets of the Company, wherever it is necessary;
- reviewing the functioning of the Whistle Blowing mechanism;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee also looks into the matters as are specifically referred to it by the Board of Directors besides looking into the mandatory requirements of provisions of Section 177 of the Companies Act, 2013.

#### c) NOMINATION & REMUNERATION COMMITTEE:

In line with the Companies Act, 2013 requirements, the nomenclature of this Committee has been changed to Nomination and Remuneration Committee.

There is no change in Constitution of Nomination and Remuneration Committee. The committee met three times in the FY 2021-22.

Mrs. Ranu Porwal continues to be the chairman of the committee.

The role of Nomination and Remuneration Committee is as follows:

- Determine/ recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determine/ recommend the criteria for qualifications, positive attributes and independence of Director;
- Identify candidates who are qualified to become Directors and who may be appointed in the Management Committee and recommend to the Board their appointment and removal;
- Review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonuses etc.;



For: Janki Corp Limited  
 Authorised Signatory

- Determine policy on service contracts, notice period, severance fees for Directors and Senior Management;
- Formulate criteria and carryout evaluation of each Director's performance and performance of the Board as a whole;

#### **NOMINATION AND REMUNERATION POLICY:**

The objective of remuneration policy is to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives. The Nomination & Remuneration Committee (Committee) is responsible for formulating and making the necessary amendments to the Remuneration Policy for the Directors, Key Managerial Personnel (KMP) and Senior Executives from time to time.

Pursuant to Section 178 of the Act, the Nomination and Remuneration Committee has adopted a Nomination and Remuneration Policy which provides guidance on:

#### **SELECTION CRITERIA FOR DIRECTORS:**

The Company shall consider the following aspects while appointing a person as director on the Board of the Company:

**Skills and Experience:** The candidate shall have appropriate skills and experience in one or more fields of finance, law, management, sales, marketing, administration, public administrative services, research, corporate governance, technical operations or any other discipline related to the Company's business.

**Age Limit:** The candidate should have completed the age of twenty-one (21) years and should not have attained the age of seventy (70) years.

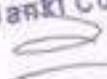
**Directorship:** The number of companies in which the candidate holds Directorship should not exceed the number prescribed under the Act

**Independence:** The candidate proposed to be appointed as Independent Director, should not have any direct or indirect material pecuniary relationship with the Company and must satisfy the requirements imposed under the Act

The policy provides that while appointing a Director to the Board, due consideration will be given to:

- i) approvals of the Board and/or shareholders of the Company in accordance with the Act ;  
and
- ii) the Articles of Association of the Company



For: Janki Corp Limited  
  
Authorised Signatory

**a) SELECTION CRITERIA FOR SENIOR MANAGEMENT:**

As per policy, Senior Management for the purpose of this policy shall mean employees hired at the level of Divisional Heads and Corporate Functional Heads or equivalent positions.

The policy provides that the candidate should have appropriate qualifications, skills and experience for discharging the role. The qualifications, skills and experience of each such position shall be defined in the job description, which will be maintained from time to time.

**Remuneration for Executive Director, Independent Directors, Key Managerial Personnel (KMP) and Senior Executives:**

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission (variable component) to its Chairman, managing director and the executive directors.

The appointment of Executive Directors, Key Managerial Personnel, Management Committee members and other employees is by virtue of their employment with the Company as management employees and therefore, their terms of employment vis-à-vis salary, variable pay, service contract, notice period and severance fee, if any, are governed by the applicable policies at the relevant point in time. The total reward for Executive Directors, Key Managerial Personnel and Management Committee members is reviewed and approved by the Nomination and Remuneration Committee annually; Annual increments are decided by the nomination and remuneration committee (NRC) within the salary scale approved by the members of the Company.

During the year 2021-22, No sitting fees was paid to Independent Directors for attending any meeting of the Board and or its Committee's.

**REMUNERATION FOR OTHER EMPLOYEES:**

Remuneration of middle and lower level employees of the Company consists mostly of fixed pay and a reasonable performance pay which is reviewed on an annual basis. Increase in the remuneration of employees is affected based on an annual review taking into account performance of the employee and the performance of the Company also.

**REMUNERATION FOR WORKMEN:**

Remuneration of workmen employed in the factories of the Company consists of fixed pay and performance incentives, which is negotiated and agreed upon on periodical basis. Increase in the remuneration of workmen is based on a review of performance of the Company and increase in the general price levels / cost of living index, etc.



For: Janki Corp Limited  
Authorized Signatory

**b) SHARE TRANSFER COMMITTEE / INVESTOR'S GRIEVANCE COMMITTEE:**

The Share Transfer Committee / Investor's Grievance Committee is comprised of Mr. Ranu Porwal Independent Director as the Chairman and Mr. Raghunath Mittal and Mr. Rahul Mittal, as members of the Committee. The Committee supervises the matters pertaining to investors of the Company, liaison for transfer of shares and recommend suitable measures to improve the quality of services to the investors of the Company. No investor complaint was received during the year and no investor complaint is pending with the Company. The share transfer requests are attended by the RTA. The Committee met once during the year under review.

**c) RISK MANAGEMENT COMMITTEE:**

The board of the Company has formed a risk management committee to assist the Board with regard to the identification, evaluation and mitigation of operational, strategic and external environment risks. The Committee comprises of Mr. Rahul Mittal Managing Director, Mr. Prakash Musaddi, CFO and Mr. Madhusudan Sharma G.M. (Accounts) of the Company. The Committee has overall responsibility for monitoring and approving the risk policies and associated practices of the Company. The risk management committee is also responsible for reviewing and approving risk disclosure statements in any public documents or disclosures.

**d) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

During the year under review, in terms of Section 135 of Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted a Board Committee viz. "Corporate Social Responsibility (CSR) Committee".

Brief terms of reference of CSR Committee include:

- Framing of CSR Policy, review & monitor it periodically and execution of activities mentioned under Schedule VII to the Companies Act, 2013 and as per CSR Policy of the Company.
- recommend the amount of expenditure to be incurred on the above mentioned activities;
- institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the company; and

Corporate Social Responsibility ("CSR") Committee is chaired by Mrs. Ranu Porwal, Independent Director. The other Members of the Committee are Shri Raghunath Mittal, Chairman & Shri Rahul Mittal, Managing Director.

During the year under review, the Corporate Social Responsibility Committee met twice during the year under review.

The Company Secretary acts as the Secretary to the Committee.



For: Janki Corp Limited  
.....  
.....end Signatory

**e) VIGIL MECHANISM:**

Your Company has established a Vigil Mechanism/ Whistleblower Policy to enable stakeholders (including Directors and employees) to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimization of Director(s)/employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman.

Your Company hereby affirms that no Director/ employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

**15. COMPLIANCE UNDER COMPANIES ACT, 2013:**

Pursuant to Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, your Company complied with the compliance requirements and the detail of compliances under Companies Act, 2013 are enumerated below:

**a) EXTRACT OF ANNUAL RETURN:**

An extract of Annual Return in Form MGT-9 as on March 31, 2022 is attached as Annexure-II to this Report.

**b) BOARD MEETINGS HELD DURING THE YEAR:**

During the year, eight meetings of the Board of Directors were held.

**c) DIRECTORS' RESPONSIBILITY STATEMENT:**

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

- A) In the preparation of the annual financial statements for the year ended March 31, 2022, the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
- B) for the financial year ended March 31, 2022, such accounting policies as mentioned in the Notes to the financial statements have been applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company and of the Profit and Loss of the Company for the year ended March 31, 2022.
- C) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.



For: Janki Corp Limited  
  
Authorised Signatory

safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

- D) The annual financial statements have been prepared on a going concern basis.
- E) That proper internal financial controls were followed by the Company and that such internal financial controls are adequate and were operating effectively.
- F) That proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

**d) REMUNERATION POLICY OF THE COMPANY:**

The Remuneration policy of the Company comprising the appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters has been already discussed above.

**e) SECRETARIAL AUDIT:**

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company engaged the services of Mr. Avinash Nolkha, from Avinash Nolkha & Associates, Company Secretary in Practice, Bhiwara to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2022.

The Secretarial Audit Report (in Form MR-3) is attached as Annexure-VI to this Report. The Secretarial Audit report does not contain any qualification, reservation or adverse remark.

**f) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

Section 186 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014. The details of investments made under the said Section are provided in Financial Statement.

**g) RELATED PARTY TRANSACTIONS:**

All transactions entered by the Company with Related Parties were in the Ordinary Course of Business and at Arm's Length pricing basis. The Audit Committee granted omnibus approval for the transactions (which are repetitive in nature) and the same was reviewed by the Audit Committee and the Board of Directors.

There were no materially significant transactions with Related Parties during the financial year 2021-22 which were in conflict with the interest of the Company. Suitable disclosures as required under AS-18 have been made in Note 35 of the Notes to the financial statements.

Details of the transaction are provided in Form AOC-2 which is attached as Annexure-III to this Report.



For: Janki Corp Limited  
Authorized Signatory

**h) Material changes and commitments affecting the financial position of the Company which have occurred between March 31, 2022 and till date of the Report:**

There has been a slowdown in usual selling, manufacturing and daily operations; which was due to COVID-19 pandemic outbreak. This was a threat in World economy and meanwhile our industry was also disturbed by the same. The Company has evaluated the impact of this pandemic on its business operations as well as on the financial position and based on its review of current indicators of future economic conditions there is slight significant impact on its financial results as at 31st March, 2022. However, the impact assessment of covid-19 is a continuing process given the uncertainties associated with its nature and duration. The Company will continue to monitor any material changes to future economic conditions. The recent havoc of pandemic, in the form of second wave of COVID-19, has reinforced the fact that a dedicated fleet of employees are the backbone of any organization so during this pandemic the Company has taken initiative medical camps and vaccinated with 1st dose of vaccine to all its employees and workers at free of cost.

**i) RISK MANAGEMENT POLICY:**

Your Company has a robust Risk Management policy. The Company through a Steering Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting.

**j) BOARD EVALUATION:**

The board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at



For: Janki Corp Limited

-----st01Y

which the performance of the Board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

**k) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company maintains appropriate systems of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances and are meant to ensure that all transactions are authorized, recorded and reported correctly.

The Company reviews the effectiveness and efficiency of these systems and procedures to ensure that all assets are protected against loss and that the financial and operational information is accurate and complete in all respects. The Audit Committee of the Board of Directors approves and reviews audit plans for the year based on internal risk assessment. Audits are conducted on an on-going basis and significant deviations are brought to the notice of the Audit Committee of the Board of Directors following which corrective action is recommended for implementation. All these measures facilitate timely detection of any irregularities and early remedial steps.

**l) Significant and Material Orders Passed by the Regulators or Courts or Tribunals impacting the Going Concern status of the Company:**

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company.

**16) PREVENTION OF SEXUAL HARASSMENT POLICY:**

The Company has in place a Prevention of Sexual Harassment policy in line with their requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year 2021-2022, no complaints were received by the Company related to sexual harassment.

**17) ENVIRONMENT MANAGEMENT:**

Your Company is totally committed to sustainable development and reduces its environmental impact. The Company focuses on environmental management not just to comply with the applicable regulatory regime, rather it has completed various environment program such as Ground water recharging, energy conservation measures, pollution control, plantation of trees, etc. Your company is having well designed and operated waste treatment facilities to



For: Janki Corp Limited

*[Handwritten signature]*

control pollution. Major thrust is on 3R concept (Reduce, Re-use and Re-cycle) of the effluents being generated. The Company has well developed and maintained green belt, gardens, lawns surrounding the plants. Your company always ensures to plant new trees and this year also more than thousands of new trees were planted.

**18) ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Information required under Section 134 of the Companies Act 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo are furnished in Annexure-I to this Report

**19) CAUTIONARY NOTE:**

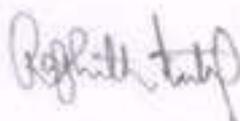
The statements forming part of the Directors' Report may contain certain forward looking remarks within the meaning of applicable securities laws and regulations. Many factors could cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward looking statements.

**20) ACKNOWLEDGEMENT:**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

The Directors regret the loss of lives due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked his life and safety to fight this pandemic.

For and on behalf of the Board

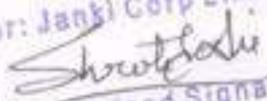


(Raghunath Mittal)  
Chairman  
DIN: 00175295



(Rahul Mittal)  
Managing Director  
DIN: 00808409

Place: Bhilwara  
Date: 27<sup>th</sup> May, 2022

For: Janki Corp Limited  
  
Authorised Signatory

# ANNEXURE TO THE DIRECTORS' REPORT

## Annexure I:

Statements Particulars required by the Section 134(3) (m) of the Companies Act, 2013 ("the Act") read with rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Director's Report for the year ended March 31, 2022.

### A. Conservation of Energy:

Workplace forms another pillar on implementation of best practices in ecological sustainability towards the conservation programs. Industry continuously working for improvement of quality, efficiency of machines, betterment of environment and safety. This year installed continuous bleaching Range machines and improve production quality. We have installed Biological based Effluent Treatment Plant and fourth stage RO plant to improve recycle of wastes which ultimately reduced the consumption of ground waters, saves resources. Industry also commissioned Boiler monitoring system, by which saved fuel consumption, this way reduces consumption of natural resources (coal) and enhance profitability of the Company.

### Form "A"

Form for disclosure of particulars with respect to conservation of energy:

#### I. Power & Fuel Consumption

S. NO.	Particulars	31 March 2022			31 March 2021		
		Textile	Steel	Energy	Textile	Steel	Energy
1.	<b>Electricity</b>						
	<b>(a) Purchased/Produced</b>						
	Units	8,246,540	293,800	-	6,047,910	687,700	-
	Amount	58,389,076	3,246,355.5	-	45,775,814	8,200,299	-
	Rate / Unit	7.08	11.05	-	7.57	11.92	-
	<b>(b) Own Generation through DG</b>						
	Units	22,630	-	-	28,282	-	-
	Amount	645,003	-	-	714,723	-	-
	Average Rate	28.50	-	-	25.27	-	-
	Unit / Liters	3.17	-	-	3.20	-	-
<b>(c) Own Generation through CPP/Solar</b>							
Units	1,575,362	54,111,910	-	1,499,609	4,43,20,533	-	
Amount	-	209,559,300.81	-	-	9,79,65,570.37	-	
Average Rate	-	3.87	-	-	2.21	-	
Unit / Liters	-	-	-	-	-	-	
2.	<b>Coal &amp; Lignite</b>						
	Quantity (MT)	38,088	233093.2	370	21,028.94	220,967	380
	Total Cost (Rs.)	170040,910	2613,022,104.55	3,636,486.08	91,612,168	1,331,411,466	2,417,440
Average Rate	4,464.46	11210.20	9,828.34	4,356.48	6,025.39	6,361.68	
3.	<b>Fire Wood</b>						
	Quantity (MT)	-	-	-	-	-	-
	Total Cost (Rs.)	-	-	-	-	-	-
Average Rate	-	-	-	-	-	-	



For: Janki Corp Limited  
  
 Authorised Signatory

## II. Consumption per unit of production

S.NO.	Particulars	31 March 2022			31 March 2021		
		Textile (Lac Mtrs)	Steel (MT)	Energy (Units)	Textile (Lac Mtrs)	Steel (MT)	Energy (Units)
1.	Production	482.92	737,039				
2.	Electricity Purchased (Units/Mtrs and MT)	0.17	0.40	112,450,100	420.20	6,18,930	10,45,58,710
3.	Electricity Generated (Units/Mtrs and MT)	0.033	71.42		0.14	1.11	-
4.	Coal & Lignite (MT / Mtrs and MT)	0.25	0.32		0.036	71.61	-
5.	Fire Wood (MT / Mtrs and MT)	-	-		0.50	0.36	0.000004

## B. Technology Absorption

### 1. Specific areas in which R&D carried out by the company:-

The Company is committed towards technology driven innovation and lays strong emphasis on inculcating an innovation driven culture within the organization. The Company is making all efforts on continuous basis for development of products as per customers' specifications for expanding its market share and optimizing the cost of production for facing the stiff competition in the market.

### 2. Benefits derived as a result of the above R&D:-

The company has been able to retain the existing customers as well as increased the base for achieving the volume growth of the company.

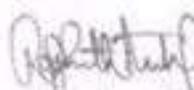
## C. Foreign Exchange Earnings & Outgo:-

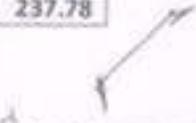
Particulars	[₹ In Lacs]	
	Current Year	Previous Year
(a) Earnings - Reimbursement of Expenses	-	-
(b) Outgo - Capital Expenditure	115.60	33.79
- Raw material	-	-
- Stores & Spares	502.9	199.87
- Interest	-	-
- Travelling Expenses Recurring	2.10	-
- Technical Fees	10.00	4.12
Total (b)	630.6	237.78
Net Outgo (b-a)	630.6	237.78

For and on behalf of the Board

Place: Bhilwara  
Date: 27<sup>th</sup> May, 2022



  
(Raghunath Mittal)  
Chairman  
DIN: 00175295

  
(Rahul Mittal)  
Managing Director  
DIN: 00808409

For: Janki Corp Limited

Authorised Signatory

## Annexure II

### Form No.MGT-9

#### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31<sup>st</sup> March, 2022

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

#### I. Registration and other details:

i)	CIN	U17118RJ1993PLC023549
ii)	Registration Date	16 <sup>th</sup> September, 1993
iii)	Name of the Company	Janki Corp Limited
iv)	Category / Sub-Category of the Company	Public Company/Company Limited by Shares
v)	Address of the Registered office and contact details	Mandpiya Choraha, Chittor Road, Bhilwara (Raj.)-311001 Tele - 01482-249010
vi)	Whether Listed Company Yes/No	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Big Share Services Private Limited, E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai - 400072 Tel. +91 22 28470652; Email : info@bigshareonline.com

#### II. Principal Business Activities of The Company:

All the business activities contributing to the total turnover of the Company shall be stated:

Sl. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Sponge Iron	24102	88.56%
2	Processing of Synthetics Fabrics	13134	9.30%
3	Energy	35106	2.14%

#### III. Particulars of Holding, Subsidiary and Associate Companies:

S.No	Name & Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate Company	% of Shares held	Applicable Section
	NIL	N.A.	N.A.	N.A.	N.A.



For: Janki Corp Limited

Authorized Signatory

iv) SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters:</b>									
(1) Indian									
a) Individual/ HUF	13781690	-	13781690	43.96	12281690	-	12281690	39.17	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A) (1):-	13781690	-	13781690	43.96	12281690	-	12281690	39.17	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other- Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A) (2):-	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter</b>									
(A) = (A)(1)+(A)(2)	13781690	-	13781690	43.96	12281690	-	12281690	39.17	-
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Others(specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1):-	-	-	-	-	-	-	-	-	-



For: Jaanki Corp Limited

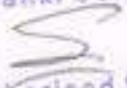
Authorized Signatory

<b>2. Non-Institutions:</b>									
<b>a) Bodies Corp.</b>									
i) Indian	7837500	-	7837500	25.00	7837500	-	7837500	25.00	-
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	136400	-	136400	0.44	136400	-	136400	0.44	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	9598010	-	9598010	30.60	11098010	-	11098010	35.40	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(2):-	17571910	-	17571910	56.05	19071910	-	19071910	60.84	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	17571910	-	17571910	56.05	19071910	-	19071910	60.84	-
C) Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>31353600</b>	<b>-</b>	<b>31353600</b>	<b>100</b>	<b>31353600</b>	<b>-</b>	<b>31353600</b>	<b>100</b>	<b>-</b>

**ii) Shareholding of Promoters**

S	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1	Sh. Raghunath Mittal	9,731,838	31.04	-	6,731,838	21.47	-	9.57
3	Sh. Rahul Mittal	4,049,852	12.92	-	55,49,852	17.70	-	4.78
	<b>Total</b>	<b>13781690</b>	<b>43.96</b>	<b>-</b>	<b>12281690</b>	<b>39.17</b>	<b>-</b>	<b>14.35</b>



For: Janki Corp Limited  
  
 Authorised Signatory

(iii) Shareholding of Individuals

S	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1	Smt. Madhu Mittal	795,750	2.54	-	795,750	2.54	-	-
2	Sh. Rohit Mittal	3,725,500	11.88	-	52,25,500	16.67	-	4.79
3	M/S Raghunath Mittal HUF	3,935,560	12.55	-	3,935,560	12.55	-	-
4	M/s Rahul Mittal HUF	882,700	2.82	-	882,700	2.82	-	-
5	M/s Rohit Mittal HUF	258,500	0.82	-	258,500	0.82	-	-
6	Smt. Juhi Mittal	64,600	0.21	-	64,600	0.21	-	-
7	Smt. Nikdhi Mittal	71,800	0.23	-	71,800	0.23	-	-
	Total	9734410	31.05	-	11234410	35.84	-	4.79

iv) Change in Promoter's Shareholding:

S. N.	Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative shareholding during the year (01-04-21 to 31-03-22)	
		No. of shares at the beginning (01-04-21)/ end of the year (31-03-22)	% of total shares of the Company				No. of shares	% of total shares of the company
1.	Sh. Raghunath Mittal	9,731,838	31.04	17.12.2021	3,000,000	Transfer	6,731,838	21.47
2.	Sh. Rahul Mittal	-	-	17.12.2021	1500,000	Transfer	55,49,852	17.70

There are no further changes in the Promoter's shareholding during the Financial Year 2021-22.



For: Janki Corp Limited  
Authorised Signatory

v) Change in individuals Shareholding:

S. N.	Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative shareholding during the year (01-04-21 to 31-03-22)	
		No. of shares at the beginning (01-04-21)/ end of the year (31-03-22)	% of total shares of the Company				No. of shares	% of total shares of the company
1.	Sh. Rohit Mittal	-	-	17.12.2021	1500,000	Transfer	52,25,500	16.67

There are no further changes in the individuals' shareholding during the Financial Year 2021-22.

vi) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S.No	Top Ten Shareholders	Shareholding at the beginning of the year ( 01-04-2021)		Cumulative shareholding at the end of the year ( 31-03-2022)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Sweety Vanijya Viniyog P Ltd.	3,500,000	11.16	3,500,000	11.16
2.	Dadha Engineering & Credit P Ltd.	2,468,000	7.87	2,468,000	7.87
3.	Om Prakash & Sons P. Ltd.	1,869,500	5.96	1,869,500	5.96

vii) Shareholding of Directors and Key Managerial Personnel (KMP):

S. No	For each of the Directors of the Company and KMP	Shareholding at the beginning of the year		Cumulative shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	<b>Directors:</b>				
1	<b>Sh. Raghunath Mittal, Chairman</b>				
	At the beginning of the year	9,731,838	31.04		
	Date wise Increase/Decrease in Shareholding during the year Transfer of Shares 17.12.2021	3,000,000	9.57	6,731,838	21.47
	At the End of the year	6,731,838	21.47	6,731,838	21.47



For: Janki Corp Limited  
  
 Authorised Signatory

2.	<b>Sh. Rahul Mittal</b> <b>Managing Director</b>				
	At the beginning of the year	4,049,852	12.92		
	Date wise Increase/Decrease in Shareholding during the year	1,500,000	4.78	55,49,852	
	Share Acquired by Transfer 17.12.2021				
	At the End of the year	55,49,852	17.70	55,49,852	17.70
	<b>Other KMP's</b>				
3.	<b>Sh. Prakash Musaddi</b> <b>Chief Financial Officer</b>				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Shareholding during the year:	-	-	-	-
	At the End of the year	-	-	-	-
4.	<b>Ms. Shruti Joshi</b> <b>Company Secretary</b>				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Shareholding during the year:	-	-	-	-
	At the End of the year	-	-	-	-

Apart from above mentioned Directors and KMP's, no other Director/Key Managerial Personnel hold any shares of the Company.

iii) **INDEBTNESS:**

Indebtedness of the Company including interest outstanding/accrued but not due for payment  
(₹ In Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year:</b>				
i) Principal Amount	951.69	3955	-	4906.69
ii) Interest due but not paid	-	579.18	-	579.18
iii) Interest accrued but not due	-	-	-	-
<b>Total(i + ii + iii)</b>	<b>951.69</b>	<b>4534.18</b>	<b>-</b>	<b>5485.87</b>
<b>Change in indebtedness during the financial year:</b>				
Addition	542.54	195.00	-	737.54
Reduction	(3,073.56)	(3723.50)	-	(4,797.06)
<b>Net Change</b>	<b>(581.02)</b>	<b>(3,528.50)</b>	<b>-</b>	<b>(4,059.52)</b>



For: Janki Corp Limited  
  
 Authorised Signatory

Indebtedness at the end of the financial year:				
i) Principal Amount				
ii) Interest due but not paid	420.67	426.50	-	847.17
iii) Interest accrued but not due	-	66.86	-	66.86
	(48.16)		-	-
<b>Total(i +ii + iii)</b>	<b>372.51</b>	<b>493.36</b>	<b>-</b>	<b>914.03</b>

(iv) **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**  
[₹ in Lacs]

S.No	Particulars of Remuneration	Name of Whole time Director & Managing Director		Total Amount
		Sh. Raghunath Mittal	Sh. Rahul Mittal	
1.	<b>Gross salary:</b>			
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	156	156	312
	b) Value of perquisites u/s17(2) Income-tax Act, 1961	-	-	-
	c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
5.	Others, please specify (Exgratia)	35	35	70
	<b>Total (A)</b>	<b>191</b>	<b>191</b>	<b>382</b>

**B. Remuneration to Independent Directors:**

Particulars of Remuneration	Smt. Ranu Porwal	Smt. Aditi Kakhani	Sh. Harish Sharma	Total Amount
Fee for attending Board/Committee meetings	-	-	-	-
Commission	-	-	-	-
Others	-	-	-	-
<b>Total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



For: Janki Corp Limited  
  
 Authorised Signatory

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

S.N o.	Particulars of Remuneration	Name of Key Managerial Personnel [₹ In Lacs]		
		Shri. Prakash Musaddi Chief Financial Officer	Ms. Shruti Joshi Company Secretary	Total Amount
1.	Gross salary:			
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	24.84	2.86	27.7
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
5.	Others, please specify	-	-	-
	<b>Total (C)</b>	<b>24.84</b>	<b>2.86</b>	<b>27.7</b>

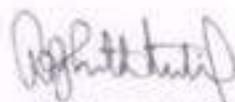
v) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2022.

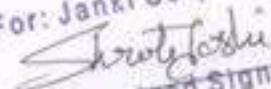
For and on behalf of the Board

Place: Bhilwara  
Date: 27<sup>th</sup> May, 2022



  
(Raghunath Mittal)  
Chairman  
DIN: 00175295

  
(Rahul Mittal)  
Managing Director  
DIN: 00808409

For: Janki Corp Limited  
  
Authorised Signatory

### Annexure III

## 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 transactions under third proviso thereto:

#### 1. Details of contracts or arrangements or transactions not at arm's length basis:

Janki Corp Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2021-22.

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

S. No.	Name(s) of the related party	Nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any
1.	Mr. Rahul Mittal	Director	Remuneration	N.A.	Rs. 191,00,000 Yearly	N.A.	-
2.	Mr. Raghunath Mittal	Director	Remuneration	N.A.	Rs. 191,00,000 Yearly	N.A.	-
3.	Mrs. Madhu Mittal	Relative of Director	Rent paid	N.A.	Rent of Rs. 9,00,000 paid	N.A.	-
4.	M/s Unico Minerals	Partnership of Relative of Director	OMR Purchase & Sale of Fixed Assets	N.A.	Purchase made of ₹1,89,14,671 on various dates.	N.A.	-



For: Janki Corp Limited  
  
Authorised Signatory

5.	M/s Transcoal Impex Pvt. Ltd.	Directorship of Relative of Director	Coal Purchase, Interest on delayed payment, Freight Charges and Rent Received	N.A.	Purchase Made of ₹1,87,90,78,669. 82, Handling & Demurrage Charges ₹8,21,38,610.99 paid. Freight Charges ₹ 29,62,57,413.52 paid on various dates & Plot Rent Charges ₹ 5,11,797	N.A.	-
6.	Mrs. Roshni Musaddi	Relative of CFO	Rent Paid	N.A.	Rent of ₹ 6,00,000 is paid	N.A.	-
7.	M/s Propus INC	Partnership of Relative of Director	Purchase of Medical Items	N.A.	Purchase made of ₹29,69,421 on various dates	N.A.	-

For and on behalf of the Board



Place: Bhilwara  
Date: 27<sup>th</sup> May, 2022

(Raghunath Mittal)  
Chairman  
DIN :00175295

(Rahul Mittal)  
Managing Director  
DIN: 00808409

For: Janki Corp Limited  
*Shweta Joshi*  
Authorised Signatory

## Annexure – IV

### Annual Report on Corporate Social Responsibility (CSR) activities for the Financial Year 2021-22

#### 1. Brief outline on CSR Policy of the Company

Janki Corp Limited believes in corporate excellence and social welfare. This corporate philosophy is the force behind integrating Corporate Social Responsibility (CSR) into values, culture, operation and business decisions at all levels of the organization. Being a responsible corporate citizen, Company has a value system of giving back to society and improving life of the people and the surrounding environment.

The Company's CSR initiatives are inspired by the opportunity to contribute to a more secure and sustainable future. Company believes that the corporate strategy which embraces social developments as an integral part of the business activities ensure long term sustainability of business enterprises. With this belief, the Company is committed to make substantial improvements in the social framework of the nearby community. Looking at the social problems which the country faces today, we believe that every such contribution shall bring a big change in our society.

In accordance with the primary CSR philosophy of the company and the specified activities under Schedule VII to the Companies, Act 2013, the CSR activities of the company cover certain thrust areas such as Hospitality, Education, Tree Plantation, Eradicating of Poverty, Hunger and Social welfare etc.

#### 2. Composition of CSR Committee:

S No	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	RAGHU NATH MITTAL	Member, Non-independent, Executive Director	2	2
2	RAHUL MITTAL	Member Non-independent, Executive Director	2	2
3	RANU PORWAL	Chairman Independent Director, Non-Executive Director	2	2



For: Janki Corp Limited  
  
Authorised Signatory

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

No

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:

Not Applicable

5. Details of the amount available for set-off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set-off for the financial year, if any:

S No	Financial Year	Amount available for set-off from preceding financial year	Amount required to be set-off for the financial year, if any
1		Nil	Nil

6. Average net profit of the company as per Section 135(5) - Rs. 10,705.26 Lacs as per below details:

Financial Year	Net Profit (Amount in Lacs)
2020-21	11,156.32
2019-20	22,706.13
2018-19	-1,746.68
Total	32,115.77
Average Profit of above said profit	10,705.26

7. (a) Two percent of average net profit of the company as per section 135(5): Rs. 214.11 Lacs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL

(C) Amount required to be set-off for the financial year, if any: NIL

(d) Total CSR obligation for the financial year (7a+7b-7c): Rs. 214.11 Lacs

8. (a) CSR amount spent or unspent for the financial year:

I. Total amount to be spent for the financial year 21-22 Rs. 214.11 Lacs

II. Amount unspent as on 31-03-2022: NIL

III. Amount spent on CSR activities for the F.Y. 2021-22: Rs. 214.11 Lacs

IV. Manner in which the amount spent during F.Y. 2021-22 is detailed below:

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



For: Janki Corp Limited  
Authorised Signatory

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
S. No	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project.		Amount spent for the project	Mode of implementation Direct (Yes/No)	Mode of Implementation – Through Implementing Ager	
				State	District			Name	CSR Registratio No.
Nil									

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

(Amount in Rs.)

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
S. No	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project		Amount spent for the project in Lacs	Mode of implementation Direct (Yes/No)	Mode of Implementation – Through Implementing Ager	
				State	District			Name	CSR Registration No.
1.	Training to Promote rural sports, nationally recognized sports, paralympic sports and Olympic sports.	(vi) activity in Schedule VII to the Act	No	Bellary, Karnataka		107.00	No	Inspire Institute Of Sport, JSW Centre, Bandra Kurla Complex, Bandra (East), Mumbai, MH18, MH, 400 051	CSR000123
2.	Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centers and such other facilities	(ii) activity in Schedule VII to the Act	Yes	Bellary, Karnataka		3.41	Yes	-	-



For: Janki Corp Limited

3.	Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water	(i) activity in Schedule VII to the Act	Yes	Bellary, Karnataka Bhilwara, Rajasthan	88.52	Yes	-	-
4.	Rural development projects.	(x) activity in Schedule VII to the Act	Yes	Bellary, Karnataka	15.18	Yes	-	-
-Total					214.11			

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable: NIL

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 214.11 Lacs

(g) Excess amount for set-off, if any:

S No	Particular	Amount (In Lacs)
i	Two percent of average net profit of the company as per section 135(5)	214.11
ii	Total amount spent for the Financial Year	214.11
iii	Excess amount spent for the financial year [(ii)-(i)]	-
iv	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	-
v	Amount available for set-off in succeeding financial years [(iii)-(iv)]	-

9.(a) Details of Unspent CSR amount for the preceding three financial years: (Amount in Rs.)

S No	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6)	Amount spent in the reporting Financial Year	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years
				Name of the Fund	Amount	Date of Transfer	
Nil							



For: Janki Corp Limited

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

S No	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project	Amount spent on the project in the reporting F.Y.	Cumulative amount spent at the end of reporting F.Y.	Status of the project - Completed /Ongoing
Nil								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: (asset wise details)

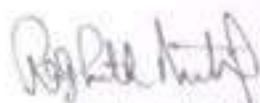
(a) Date of creation or acquisition of the capital asset(s): None

(b) Amount of CSR spent for creation or acquisition of capital asset: NIL

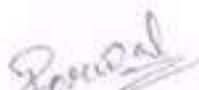
(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address, etc.: Not Applicable

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) :Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not applicable



Raghunath Mittal  
(Chairman & Whole Time Director)  
DIN: 00175295



Ranu Porwal  
(Director & Chairman CSR Committee)  
DIN: 07141407

For: Janki Corp Limited  
*Shruti Bhatia*  
Authorised Signatory

## Annexure – V

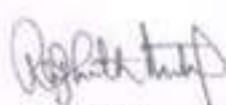
**Particulars of employees - Section 197 of the Companies Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules 2014**

Designation of the employee	Remuneration received	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	The age of such employee	The last employment held by such employee before joining the company	The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
Mr. Raghunath Mittal	191	Otherwise	B.com	16-09-1993	60 Year	-	21.47%	Director Mr. Rahul Mittal son of Mr. Raghunath Mittal
Mr. Rahul Mittal	191	Otherwise	MBA	01.04.2012	37 Year	-	17.70%	Director Mr. Raghunath mittal Father of Mr. Rahul Mittal

For and on behalf of the Board



Place: Bhilwara  
Date: 27<sup>th</sup> May, 2022

  
(Raghunath Mittal)  
Chairman  
DIN :00175295

  
(Rahul Mittal)  
Managing Director  
DIN: 00808409

For: Janki Corp Limited  
  
Authorised Signatory

# AVINASH NOLKHA & ASSOCIATES

COMPANY SECRETARIES

CS AVINASH NOLKHA  
M.Com, FCS, LLB, LLM, NISM (MF)  
Avi.nolkha90@gmail.com

+91-9529647145

FORM NO. MR-3  
SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31<sup>st</sup> March, 2022

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of  
The Companies (Appointment and Remuneration Personnel) Rules, 2014)

To,  
The Members,  
Janki Corp Limited.  
CIN: - U1171BRJ1993PLC023549  
Bhilwara, Rajasthan.

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

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

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



Registered Address: 208 Westwood Gallery, Bhilwara-311001, Ph. No. 8239611000, Email: info@avnolkha.com  
Office Address: Near UCO Bank, Nigori Circle, Panch Area, Bhilwara-311007, U.PIN-311007

For: Janki Corp Limited

# AVINASH NOLKHA & ASSOCIATES

COMPANY SECRETARIES

CS AVINASH NOLKHA  
M.Com, FCS, LLB, LLM, NISM (MF)  
Avi.nolkha90@gmail.com

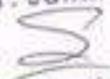
+91-9529647145

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts Regulation Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositors Act, 1996 and the regulations and Bye-laws framed there under;
- (iv) Foreign exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Applicable to the extent of Foreign Direct Investment and Overseas Direct Investment)
- (v) The following Regulation and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)
  - (a) The Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during the Audit Period)
  - (b) The securities and Exchange Board of India (Prohibition of Insider Trading) regulations, 2015; (Not applicable to the Company during the Audit period)
  - (c) The Securities and Exchange Board of India ( Issue of capital and Disclosure Requirements ) Regulations, 2009 ; (Not applicable to the company during the audit period)
  - (d) The securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 ; (Not applicable to the Company during the Audit Period )
  - (e) The securities and Exchange Board of India ( Issue and listing of Debt Securities) Regulations, 2008 ; (Not applicable to the Company during the Audit Period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client ; (Not applicable to the Company during the Audit Period)
  - (g) The Securities and Exchange Board of India (Delisting of Equity Share) Regulations 2009; (Not applicable to the Company during the Audit Period)



Registered Address: 808 Northside Gardens, Birla House, 811002, PO No. 8215661462, Gurgaon, Haryana  
Office Address: Near UCB Bank, Nigali Gardens, Puch Area, Birla House, 811002, 01462-22543109

For: Janki Corp Limited

  
Authorised Signatory

# AVINASH NOLKHA & ASSOCIATES

COMPANY SECRETARIES

CS AVINASH NOLKHA  
M.Com, FCS, LLB, LLM, NISM (MF)  
Avi.nolkha90@gmail.com

+91-9529647145

- (h) The securities and Exchange Board of India ( Buyback of securities) Regulations , 1998 ; **(Not applicable to the Company during the Audit Period )**
- (i) The securities and Exchange Board of India (Depositories and Participants) Regulations ,2018 ; **(Not applicable to the Company during the Audit Period )**
- (j) The securities and Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulations ,2015 ; **(Not applicable to the Company during the Audit Period )**
- (vi) Other laws applicable to the Company as per the representations made by the company.

I have also examined compliance with the applicable clauses of the following:

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the company with Stock Exchange. **(Not applicable to the Company during the Audit Period )**

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations and Guidelines Standards etc.

I further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis the Company has complied with the following laws applicable specifically to the company.

- The Factories Act, 1948 and allied State Laws.
- The Boilers Act, 1923
- The Payment of wages Act, 1936
- The Minimum Wages Act, 1948, and rules made there under.
- The Employees' State Insurance Act, 1948, and rules made there under.
- The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made there under.



Registered Address: 1008 Vardhman Colony, New Delhi - 110012, Ph No. 8221951401  
Office Address: Near ICG Bank, Bagpat Garden, Patna Area, Bihar - 821001, 011-882 22548207

For: Janki Corp Limited  
  
Authorised Signatory

# AVINASH NOLKHA & ASSOCIATES

COMPANY SECRETARIES

CS AVINASH NOLKHA  
M.Com, FCS, LLB, LLM, NISM (MF)  
Avi.nolkha90@gmail.com

+91-9529647145

- The Payment of Bonus Act, 1965, and rules made thereunder,
- The Air (Prevention and Control of Pollution) Act, 1981
- The Environment (Protection) Act, 1986
- Equal Remuneration Act, 1976
- The Payment of Gratuity Act, 1972, and rules made thereunder,
- Acts prescribed under Direct tax and Indirect Tax.
- Legal Metrology Act, 2009
- The Water (Prevention and Control of Pollution) Act, 1974
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board/Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting
3. The decisions at the Board and Committee meetings were carried out unanimously and related discussions were duly recorded in the minutes.

I further report that based on reviews of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at its meeting(s), in my opinion there are adequate system and processes in place in the Company which is commensurate with the size and operations of the Company to monitor and

Registered Address: 60B/3, Madhivan Colony, Bellur, Bangalore-561007, Ph No: 8233851668, 9845622222  
Office Address: Near LIC Bank, Nagarjuna Complex, Pochampally, Bellur, Bangalore-561007, 01482-233851668



For: Janki Corp Limited  
Authorised Signatory

# AVINASH NOLKHA & ASSOCIATES

COMPANY SECRETARIES

CS AVINASH NOLKHA  
M.Com, FCS, LLB, LL.M, NISM (MF)  
Avi.nolkha90@gmail.com

+91-9529647145

Ensure compliance with applicable laws, rules regulations and guidelines:-

- A) During the year under review, the Company's financial performance has been improved due to favorable market of sponge iron. Also, due to the ease in mining practices and in steel sector, this year initiated the profitability of the Company. The consolidated turnover of the Company stood at 95500.96 Lacs for the Financial Year 2021-22 showing increase of 53% as compared to 62418.59 Lacs for the previous year. The Company reported Operating Profit before Extra-Ordinary Income is 19923.74 Lacs for the F.Y.2021-22 as against the profit of 8292.04 Lacs during the previous financial year.
- B) Company has voluntary adopted Anti -COVID safeguards and also filed respective form with ministry.
- C) As informed, the Company has responded appropriately to notices received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

I further report that during the audit period there were no following specific events/actions having a major bearing on Company's affairs in pursuant of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: Bhilwara  
Date: 27.05.2022  
UDIN F010586D000434449

FOR AVINASH NOLKHA & ASSOCIATES  
Company Secretaries

(FCS AVINASH NOLKHA)  
Proprietor  
M. No.:- F10586  
COP No.:- 13885

(This report is to be read with my letter of even date which is annexed as Annexure-A which forms an integral part of this report.)

Registered Address:- 8788 Vardhman Colony, Bhilwara-211001, Ph.No. 014621056, 9529647145(M)  
Office Address:- Near ICG Bank, Nagori G. Der, Petim Area, Bhilwara-333001, 01462-232541 (O)

For: Janki Corp Limited

Authorised Signatory

# AVINASH NOLKHA & ASSOCIATES

COMPANY SECRETARIES

CS AVINASH NOLKHA  
M.Com, FCS, LLB, LLM, NISM (MF)  
Avi.nolkha90@gmail.com

+91-9529647145

## ANNEXURE TO SECRETARIAL REPORT

To,  
The Members,  
Janki Corp Limited  
CIN: - U17118RJ1993PLC023549  
Bhilwara, Rajasthan.

My Secretarial Audit Report of even date, for the financial year 2021-22 is to be read along with this letter-

### **Management Responsibility**

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper system to ensure compliance with provisions of all applicable laws and regulations and to ensure that systems are adequate and operate effectively.

### **Auditor's Responsibility**

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

### **Disclaimer**

5. 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.

Place: Bhilwara  
Date: 27.05.2022  
UDIN F0105860000434449

FOR AVINASH NOLKHA & ASSOCIATES  
Company Secretaries

(FCS AVINASH NOLKHA)

Proprietor  
M. No.:- F10586  
COP No.:- 13885

Registered Address: B-101, Vardaan Colony, Bhilwara-311001, Ph No: 9233562788, 9529647145 (M)  
Office Address: Near UCO Bank, Nagari Ghat, Paldi Area, Bhilwara-311002, 01482-287542 (R)

For: Janki Corp Limited  
  
Authorised Signatory



**Independent Auditor's Report**

To  
**The Members of  
Janki Corp Limited**

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

**Opinion**

We have audited the Standalone Financial Statements of **Janki Corp Limited** ("the Company"), which comprise the balance sheet as at 31st March 2022, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 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 March 31, 2022, and its profit and its cash flows for the year ended on that date.

**Basis for Opinion**

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

**Information other than the Financial Statements and Auditor's Report thereon**

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



1 of 14

For: Janki Corp Limited

Representative

M/s RHDA & Associates  
Chartered Accountants  
3-E-22 R.C. Vyas Colony,  
Bhilwara (Rajasthan) - 311001



M/s Ravi Sharma & Co.  
Chartered Accountants  
3580, MSB KA RASTA  
4<sup>th</sup> Crossing, Johari Bazar,  
Jaipur (Rajasthan) - 302003

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, 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 Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the 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:



24/14

For: Janki Corp Limited



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

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

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

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



3414

For: Janki Corp Limited



### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013; we give in the **Annexure I** statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to adequacy of Internal Financial Controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure II**. Our report expresses an Unmodified Opinion on the adequacy and operating effectiveness of the company internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note No. 33 to the financial statements.



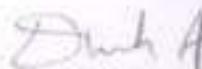
4 of 14

For: Janki Corp Limited



- 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 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.
- b) The management has represented, that, to the best of its knowledge and belief, 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.
- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e) as provided under (A) and (B) above contain any material misstatement.
- v. The company has not paid any dividend during the year hence the reporting under this clause is not applicable.

For RHDA & Associates  
Chartered Accountants  
FRN: 0014438C

  
[CA Dinesh Aggarwal]

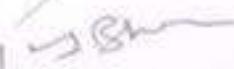
Partner

M.No: 417439

UDIN : 220105363200002222



For Ravi Sharma & Co.  
Chartered Accountants  
FRN: 0015143C

  
[CA Paras Bhatia]

Partner

M.No: 418196

UDIN 220105363200002222

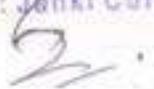


Place: Bhilwara

Dated: 27<sup>th</sup> May 2022

5 of 14

For: Jenki Corp Limited





### Annexure I to the Independent Auditors' Report of Janki Corp Limited

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2022, we report that:

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 Property, Plant and Equipment.  
(B) The Company has maintained proper records showing full particulars of Intangible assets.
  - b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets every year. Pursuant to the program, Property, Plant and Equipment were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c) Based on our examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that the title of all the immovable properties (Other than properties where the company is a lessee & the lease agreement is duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company as at the balance sheet date.
  - d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
  - e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
2. (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency together with coverage & procedure of verification are reasonable, further the management has not found discrepancies of more than 10% or more in the aggregate for each class of inventory.  
(b) There are no outstanding against working capital limit as at the end of any of the Quarter hence reporting under the said clause is not applicable to the company. Further the Company has applied for surrender of its working capital limits before the end of Quarter 1 and no quarterly returns / statements have not been submitted.



6 of 14

For: Janki Corp Limited  
  
Authorised Signatory



3. The Company has not made investment in any other company during the year but has provided loans to other entities, however it has not provided any guarantee or security for such loans, in this regard: -

(A) The Company has not Provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to subsidiaries, joint ventures and associates.

(B) (a) The company has not made investment in, provided any guarantee or security, secured or unsecured to companies, firms, LLP or any other parties, however it has provided loans, details of the same are given below:

S.No.	Nature	Aggregate Amount of Loan Given and received back during the Year	Aggregate Maximum O/s of loan during the Year	O/s balance as on 31.03.2022
1	Loan Given and received Back	₹532.00 Lacs	5050.00 Lacs	Nil.

(b) In our opinion, the investments made and the terms and conditions of the grant of loans, during the year, prima facie, not prejudicial to the Company's interest.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally being regular as per stipulation.

(d) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act.

(e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

4. The Company has not granted any loans / made investment or given any guarantees or provided any securities during the year as per the provision of Section 185 and 186. In respect of investment made, the company has complied with provisions of section 186 of the Companies Act, 2013
5. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
6. According to the information & explanation given to us the company has maintained cost accounts as prescribed by the Central Government under Section 148(1) of the Companies Act,



7 of 14

For: Janki Corp Limited



2013. However, we have not made a detailed examination of such accounts & records with a view to determine whether they are adequate or complete.

7. In respect of statutory dues:

- a) In our opinion, the Company has been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they become payable.
- b) There are no statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2022 on account of disputes except:-

(₹ in Lacs)

Name of the Statute	Nature of Dues	Forum where dispute is pending	Amount of unpaid Liability (Including Interest but excluding unlevied penalty)
Central Excise Act, 1944	Excise Duty	Various authorities of Central Excise department	791.66
Customs Act, 1962	Custom Duty	Custom department	2573.98
Karnataka Special Entry Tax on entry of certain Goods Act, 1979	Entry Tax & Surcharge	H'ble HC of Karnataka, Bangalore	110.14
KVAT Act, 2003	VAT	KCT (Appeal) & Tribunal	20.40
Karnataka Forest Act, 1963	Forest Development Tax	H'ble HC of Karnataka, Bangalore	286.50
THE Karnataka Electricity (Taxation on consumption or sale) Act, 1959	Tax on Consumption	Division Bench of H'ble HC of Karnataka, Bangalore	523.71
KERC (Procurement of Energy from Renewable Sources, 201	Renewable Energy Purchase Obligation*	Local Authority	39.62



8 of 14

For: Janki Corp Limited

Authorized Signatory



The Electricity Act, 2003	Sign Change Charges**	Local Authority	187.54
Textile Committee Act, 1963	TC Cess	Textile Cess Tribunal, Mumbai	48.53

8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
9. (a) According to the records of the company examined by us and as per the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any financial institution or banks or lender.
- (b) According to the records of the company examined by us and as per the information and explanations given to us, The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the records of the company examined by us and as per the information and explanations given to us, term loans availed by the company have been used for the purpose for which they were raised.
- (d) According to the records of the company examined by us and as per the information and explanations given to us, on an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the records of the company examined by us and as per the information and explanations given to us, on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associate companies.
- (f) According to the records of the company examined by us and as per the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies. Hence, the requirement to report on clause (ix) (f) of the Order is not applicable to the Company.
10. (a) The Company has not raised money(s) by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.



9 of 14

For: Janki Corp Limited



11. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
12. The Company is not a Nidhi Company and hence reporting under clause (xi) of the Order is not applicable.
13. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
15. In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors, and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
16. (a) According to information & explanation given to us, the Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934 and the company has not conducted any NBFC business during the year, hence, reporting under clause 3(xvi)(a), (b) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
17. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
18. There has been no resignation of the statutory auditors of the Company during the year.



10/4/14

For: Janki Corp Limited



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 and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither, give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. The According to the information and explanations given to us and based on our examination of the records of the company, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII to the companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act.
- In our opinion, there are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act.
21. The reporting under clause 3(xx1) is not applicable in respect of audit of financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.



M/s RHDA & Associates  
Chartered Accountants  
3-E-22 R.C. Vyas Colony,  
Bhilwara (Rajasthan) - 311001



M/s Ravi Sharma & Co.  
Chartered Accountants  
3580, MSB KA RASTA  
4<sup>th</sup> Crossing, Johari Bazar,  
Jaipur (Rajasthan) - 302003

For RHDA & Associates  
Chartered Accountants  
FRN: 0014438C

*Dinesh Agal*

[CA Dinesh Agal]  
Partner  
M.No: 417439



Place: Bhilwara  
Dated: 27<sup>th</sup> May 2022

For Ravi Sharma & Co.  
Chartered Accountants  
FRN: 0015143C

*Paras Bhatia*

[CA Paras Bhatia]  
Partner  
M.No: 418196



12 of 14

For: Janki Corp Limited  
*Shankar*  
Authorized Signatory



**ANNEXURE II TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE  
STANDALONE FINANCIAL STATEMENTS OF JANKI CORP LIMITED**

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

We have audited the internal financial controls over financial reporting of **JANKI CORP LIMITED** ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The 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 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.



13 of 14

For: Janki Corp Limited

Authorised Signatory



### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 financial statements.

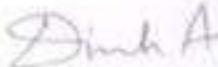
### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

### Opinion

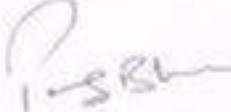
In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For RHDA & Associates  
Chartered Accountants  
FRN: 0014438C


[CA Dinesh Agal]  
Partner  
M.No: 417439  
UDIN 22412439A2WWE102/22  
Place: Bhilwara  
Dated: 27<sup>th</sup> May 2022

For Ravi Sharma & Co.  
Chartered Accountants  
FRN: 0015143C


[CA Paras Bhatia]  
Partner  
M.No: 418196  
UDIN 22412196A3WDD02110

**JANKI CORP LIMITED**

Regd office: Mandpiya chourha Chittor Road, Bhiwara

Balance Sheet as at 31-March-2022

CIN:U17118RJ1993PLC023549

	NOTES	31 March 2022	(₹ in lacs) 31 March 2021
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS' FUNDS</b>			
Share Capital	[1]	3,135.36	3,135.36
Reserves & Surplus	[2]	35,462.12	20,645.44
		<b>38,597.48</b>	<b>23,780.80</b>
<b>NON CURRENT LIABILITIES</b>			
Long-Term Borrowings	[3]	614.39	3,737.00
Deferred Tax Liabilities Net	[11]	1,937.99	1,238.70
Long Term Provision	[4]	271.38	240.06
<b>Total Non Current liabilities</b>		<b>2,823.76</b>	<b>5,215.76</b>
<b>CURRENT LIABILITIES</b>			
Short Term Borrowings	[5]	184.62	1,169.69
Trade Payable	[6]		
Micro & Small Enterprises		1,009.35	203.26
Others		6,838.58	11,152.98
Other Current Liabilities	[7]	1,466.46	2,898.51
Short Term Provision	[8]	366.61	300.10
<b>Total Current liabilities</b>		<b>9,865.62</b>	<b>15,724.54</b>
<b>Total current and Non Current liabilities</b>		<b>12,689.38</b>	<b>20,940.30</b>
<b>TOTAL</b>		<b>51,286.86</b>	<b>44,721.10</b>
<b>ASSETS</b>			
<b>NON CURRENT ASSETS</b>			
<b>Fixed Assets</b>			
Property, Plant & Equipment	[9.1]	24,419.77	25,156.32
Intangible Assets	[9.2]	10.41	14.98
Capital Work in Progress	[9.3]	472.44	566.22
Non-Current Investments	[10]	0.03	0.03
Deferred Tax Assets (Net)	[11]	-	-
Long-Term loans and advances		-	-
Other Non Current Assets	[12]	32.30	32.30
<b>Total Non Current assets</b>		<b>24,934.95</b>	<b>25,769.85</b>
<b>CURRENT ASSETS</b>			
Inventories	[13]	15,151.38	8,846.17
Trade Receivable	[14]	5,850.07	6,015.39
Cash and Cash Equivalents	[15]	363.69	18.36
Short-term loans & advances	[16]	4,774.40	3,964.10
Other current assets	[17]	212.37	107.23
<b>Total current assets</b>		<b>26,351.91</b>	<b>18,951.25</b>
<b>Total current and Non Current assets</b>		<b>51,286.86</b>	<b>44,721.10</b>
<b>TOTAL</b>		<b>51,286.86</b>	<b>44,721.10</b>

**Significant Accounting Policies**

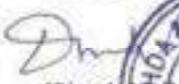
The accompanying notes are an integral part of the financial statements

**AS PER OUR AUDIT REPORT OF EVEN DATE**

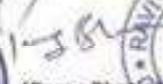
 For RHDA & Associates  
Chartered Accountants  
Firm Reg. No. 0014438C

 For Ravi Sharma & Co.  
Chartered Accountants  
Firm Reg. No. 0015143C

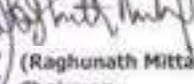
 For and on behalf of the Board  
Janki Corp Limited

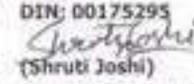



(Dinesh Aggarwal)  
Partner  
M.No. 411439  
Place: Bhiwara  
Date: 27th May 2022




(Paras Bhatia)  
Partner  
M.No. 418196



(Raghunath Mittal)  
Chairman  
DIN: 00175295  
  
(Shrutika Joshi)  
Company Secretary  
PAN: AK8PJ7845B




(Rahul Mittal)  
Managing Director  
DIN: 00808409

(Prakash K. Musaddi)  
CFO  
PAN: AJLPM8727E

0014438C

**JANKI CORP LIMITED**

Regd office: Mandpiya chourha Chittor Road, Bhilwara

**Statement of Profit & Loss for the Year ended 31-March-2022**

CIN:U17118RJ1993PLC023549

	NOTES	31 March 2022	31 March 2021 (₹ in lacs)
<b>Income</b>			
Revenue from operations	[18]	95,500.96	62,418.59
Other Income	[19]	420.17	192.76
<b>TOTAL INCOME (i)</b>		<b>95,921.13</b>	<b>62,611.35</b>
<b>Expenses</b>			
Cost of materials consumed	[20]	48,313.66	30,025.97
Purchase of Stock in trade	[21]	-	729.88
(Increase)/Decrease in inventories	[22]	(721.84)	1,459.05
Employee Benefit expenses	[23]	6,111.94	4,928.37
Manufacturing expenses	[24]	15,071.89	9,457.99
Finance Cost	[25]	244.79	790.13
Depreciation/Amortisation expenses	[9]	3,662.66	3,795.74
Other expenses	[26]	3,314.30	3,132.19
<b>TOTAL EXPENSES (ii)</b>		<b>75,997.40</b>	<b>54,319.33</b>
<b>Profit before Tax (PBT) (i-ii)</b>		<b>19,923.73</b>	<b>8,292.03</b>
Extra Ordinary Items	[40]	-	3,160.48
<b>Profit After Extraordinary Item</b>		<b>19,923.73</b>	<b>11,452.51</b>
Tax expenses			
Current Tax		4,407.77	-
Deferred Tax		699.29	2,039.10
<b>Profit / (loss) for the period</b>		<b>14,816.67</b>	<b>9,413.41</b>
<b>Profit / (loss) for the period (Profit After Tax)</b>		<b>14,816.67</b>	<b>9,413.41</b>
<b>Basic &amp; Diluted Earning Per Share Before Extra Ordinary Item</b>	[31]	<b>47.26</b>	<b>19.94</b>

**Significant Accounting Policies**

The accompanying notes are an integral part of the financial statements

AS PER OUR AUDIT REPORT OF EVEN DATE

For RHDA & Associates  
Chartered Accountants  
Firm Reg. No. 0014438C

For Ravi Sharma & Co.  
Chartered Accountants  
Firm Reg. No. 0015143C

For and on behalf of the Board  
Janki Corp Limited

(Dinesh Agarwal)  
Partner  
M.No. 41743  


(Paras Bhatia)  
Partner  
M.No. 418196  


(Raghunath Mittal)  
Chairman  
DIN: 00175295

(Rahul Mittal)  
Managing Director  
DIN: 00808409

(Prakash K. Musaddi)  
CFO  
PAN: AJLPM8727E  


(Shruti Joshi)  
Company Secretary  
PAN: AKBPJ7845B

Place: Bhilwara  
Date: 27th May 2022

UDIN: 22417438AJW1D3133A

**JANKI CORP LIMITED**  
**Cash Flow Statement For The Period Ended 31-March-2022**

Regd office: Mandpiya chourha Chittor Road, Bhilwara  
 CIN:U17118RJ1993PLC023549

Sl. No.	Particulars	(₹ in lacs)	
		31 March 2022	31 March 2021
1.	<b>Cash Flow from Operating Activities</b>		
	Profit before Taxes & Extraordinary Items	19,923.73	8,292.03
	Adjustments:		
	Depreciation & amortization	3,662.66	3,795.74
	Interest & Other Finance Costs	244.79	790.13
	(Gain)/Loss on sale of Fixed Assets	7.53	(0.51)
	Operating Profit before Working Capital Changes	23,838.71	12,877.39
	Working Capital Changes:		
	-Decrease/(Increase) in Inventories	(6,305.21)	835.74
	-Decrease/(Increase) in Trade Receivables	165.32	1,447.43
	-Decrease/(Increase) in Short Term Loans & advances	(810.30)	(859.35)
	-Decrease/(Increase) in Other Current Assets	(105.14)	(14.69)
	-(Decrease)/Increase in Short Term Borrowings	(985.07)	1,169.69
	-(Decrease)/Increase in Trade Payables	(3,508.31)	(454.42)
	-(Decrease)/Increase in Other Current Liabilities	(1,360.39)	1,308.01
	-Increase in Long Term Provision	31.32	60.97
	-(Decrease)/Increase in Short Term Provisions	66.51	5.45
	Cash Generated from operations	11,027.44	16,376.22
	Income Tax Paid	(4,407.77)	-
	Net Cash Flow from Operating Activities	6,619.67	16,376.22
2.	<b>Cash Flow from Investing Activities</b>		
	Proceed from sale of Fixed Assets	14.08	2.57
	Purchase of Fixed Assets	(2,921.03)	(1,755.41)
	(Investment)/Maturity of Fixed deposits	10.39	(10.50)
	Increase in other Long Term Loan and advances/Provisions	-	-
	Net Cash Flow from Investing Activities	(2,896.55)	(1,763.34)
3.	<b>Cash Flow from Financing Activities</b>		
	Repayment of Long Term Borrowings (Net)	(3,122.61)	(4,505.50)
	Interest and other Finance Costs	(244.79)	(790.13)
	-(Decrease)/Increase in Other Current Liabilities*	-	(9,337.56)
	Proceed from Other Long Term Borrowings (Net)	-	-
	*Excluding non cash extraordinary items	-	-
	Net cash Flow from Financing Activities	(3,367.40)	(14,633.19)
	Total Increase/(Decrease in Cash (1+2+3))	355.72	(20.30)
	Cash & Cash Equivalents at the beginning of the year	6.85	27.15
	Cash & Cash Equivalents at the end of the year	362.57	6.85

Note -Cash Flow has been prepared using indirect Method of Presentation as per Accounting Standard -3

**Significant Accounting Policies**

The accompanying notes are an integral part of the financial statements

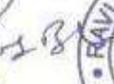
AS PER OUR AUDIT REPORT OF EVEN DATE

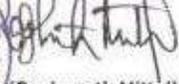
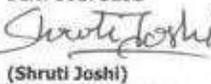
For RHDA & Associates  
 Chartered Accountants  
 Firm Reg. No. 0014438C

For Ravi Sharma & Co.  
 Chartered Accountants  
 Firm Reg. No. 00057054

For and on behalf of the Board  
 Janki Corp Limited

  
 (Dinesh Agal)  
 Partner  
 M.No. 412439  
 Place: Bhilwara  
 Date: 27th May 2022

  
 Paras Bhatnagar  
 Partner  
 M.No. 418196  
 UDIN: 22418196AJWB08110

  
 (Raghunath Mittal)  
 Chairman  
 DIN: 00175295  
  
 (Shruti Joshi)  
 Company Secretary  
 PAN: AKBPJ78458

  
 (Rahul Mittal)  
 Managing Director  
 DIN: 00808409

  
 (Prakash K. Musaddi)  
 CEO  
 PAN: AJLPM8727E

UDIN: 22412439AJWWDH73

## SIGNIFICANT ACCOUNTING POLICIES

### **I BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The financial statements have been prepared to comply in all material respects with the notified accounting standards prescribed under section 133 of the Companies Act, 2013 (Act) read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared under the historical cost convention on an accrual basis in accordance with accounting principles generally accepted in India and Income Computation Disclosure Standards (ICDS) I to X issued by CBDT, wherever applicable, unless contrary to the requirement of Accounting Standards prescribed under section 133 of the Act. The accounting policies have been consistently applied.

### **II PROPERTY, PLANT & EQUIPMENT**

(a) Fixed assets are stated at their cost of acquisition / construction less accumulated depreciation inclusive of freight, duties, taxes and other incidental expenses incurred till commencement of commercial production, incidental expenses include establishment expenses, interest on borrowed funds used for capital expenditure and other administrative expenses. GST Input Credit available in respect of eligible capital goods is reduced from the cost of fixed assets.

(b) Capital Work In Progress is stated at cost.

### **III DEPRECIATION**

(a) Steel & Energy Division

Depreciation on fixed assets is calculated on written down value method basis as per the estimates of useful life provided in schedule II of the Companies Act 2013

(b) Textile Division

Depreciation on fixed assets which were acquired before 31<sup>st</sup> March, 2003 is calculated on written down value method basis as per the estimates of useful life provided in schedule II of the Companies Act 2013.

Depreciation on fixed assets which were acquired on or after 1<sup>st</sup> April, 2003 and during the year has been calculated on straight line basis as per the estimates of useful life provided in schedule II of the Companies Act 2013.

Further, Depreciation on fixed assets acquired during the year has been calculated on pro-rata basis with reference to the date on which the assets are put to use.

### **IV INVESTMENTS**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provisions for diminution in value is made to recognize a decline other than temporary in the value of investments.

### **V REVENUE RECOGNITION / BASIS OF ACCOUNTING**

Expenses on income considered payable and receivable respectively is accounted for on accrual basis except other as stated. Further revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been transferred to the buyer.



## VI INVENTORY

Inventory valuation has been made on following basis

S.N	Particulars	Division	Basis of Valuation
(i)	Raw Material	Fabric	At cost by using FIFO method
		Steel	At cost on moving daily weighted average basis
(ii)	WIP	All	At cost using weighted average basis
(iii)	Finished Goods	All	At cost or Net realizable value whichever is lower
(iv)	Stores & Spares	All	At Cost
(v)	Dyes & Chemicals	Process	At Cost

## VII SALES / JOB PROCESSING INCOME

Job Processing income is stated at net of discount and inter division transactions. Sales are recognized when goods are supplied and are recorded at net of returns, trade discount etc.

## VII BORROWING COSTS

Interest and other cost in connection with the funds related / attributable to the acquisition / construction of qualifying fixed assets are capitalized as part of the cost of such assets up to the date when such assets are ready for its intended use. A qualifying asset is one which takes substantial period of time to get ready for put to use. All other borrowing costs are charged to Profit & Loss Account.

## IX LEASE

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as a lessee are classified as operating leases. Payments are made under operating leases (net of any incentives received from the lessor) are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Where the Company, as lessee, has substantially all the risks and rewards of ownership been classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

## XII ACCOUNTING FOR TAXES ON INCOME

- The Company has provided current Income Tax after considering deductions, exemptions available to the Company under the provisions of Income Tax Act, 1961.
- Deferred Tax resulting from timing difference between book profits and taxable profits is provided at the tax rates and laws applicable on the Balance-Sheet date to the extent that the timing differences are expected to crystallize.



### **XIII IMPAIRMENT OF ASSETS (AS-28)**

At each Balance Sheet, the Company assesses whether there is any indication that any assets may be impaired. If any such indication exists, the carrying value of such assets are reduced to its estimated recoverable amount and the amount of such impairment loss will be charged to the profit & loss account. If at the Balance Sheet date there is an indication that a previous impairment loss no longer exists, the recoverable amount is reassessed and the assets will be reflected at the recoverable amount subject to a maximum of depreciated historical cost.

### **XIV CONTINGENT LIABILITIES, COMMITMENTS & CONTINGENT ASSETS**

Provisions involving substantial degree of measurement are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent liabilities are not recognized but are disclosed in the notes of accounts.  
Contingent Assets are not recognized.

### **XV EMPLOYEE BENEFITS**

Employee benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to statement of profit and loss for the year when the contributions are due. The company has no obligations, other than the contribution payable to the provident fund.

The company operates gratuity plan as defined benefit plan. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year end using the projected unit credit method. Actuarial gains/losses are recognized at full in the period in which they occur in the statement of profit and loss.

The obligation for leave encashment is valued based on actuarial valuation.

### **XVI FOREIGN EXCHANGE TRANSACTION / TRANSLATION**

- (a) Monetary and Non-monetary items / transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of transaction.
- (b) Monetary items denominated in foreign currencies at the year end and not covered by forward exchange contract are translated at the year end rate and those covered by forward exchange contract are translated at the rate ruling on the date of transaction as increased or decreased by the proportionate difference between the forward rate and exchange rate on the date of transaction, such differences are recognized at the time of materialization of the transaction.
- (c) Exchange difference in respect of monetary and non monetary items are recognized as income or expenses in the Statement of Profit & Loss Account for the relevant year.

### **XVI GOVERNMENT GRANTS**

Government Grants are recognized at fair value when there is reasonable assurance that the Company will comply with the conditions attaching to them and the grants will be received. Grants related to purchase of assets are to be reduced from the cost of assets while grants related to expenses are treated as other income in the Income Statement.



**JANKI CORP LIMITED**

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31-Mar-2022**

**NOTE 1 - SHARE CAPITAL**

(₹ in lacs)

**31 March 2022    31 March 2021**

**Authorised Share Capital**

5,00,00,000 Equity shares @ Rs. 10/- each

(Previous year 5,00,00,000 shares @ ₹ 10/- each)

**5,000.00            5,000.00**

**ISSUED, SUBSCRIBED & PAID UP CAPITAL**

3,13,53,600 Equity shares @ Rs. 10/- each

(Previous year 3,13,53,600 Equity shares @ ₹ 10/- each)

3,135.36            3,135.36

**3,135.36            3,135.36**

**A. Reconciliation of the Shares Outstanding at the Beginning and at the end of the reporting period**

**Equity Shares**

**31 March 2022    31 March 2021**

At the beginning of the Period

3,13,53,600            3,13,53,600

Add:- Issued during the Period

-                            -

Outstanding at the end of the period

**3,13,53,600            3,13,53,600**

**B.** The Company has only one Class of Equity Shares having at par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.

**C. Shareholders Holding More than 5% Shares in total Equity share capital.**

S.No.	Name of the shareholder	31 March 2022		31 March 2021	
		No. of Shares	Shareholding	No. of Shares	Shareholding
1	Raghu Nath Mittal	6731838	21.47%	9731838	31.04%
2	Rahul Mittal	5549852	17.70%	4049852	12.92%
3	Rohit Mittal	5225500	16.67%	3725500	11.88%
4	Raghu Nath Mittal (HUF)	3935560	12.55%	3935560	12.55%
5	Dadha Engineering & Credit Private Limited	2468000	7.87%	2468000	7.87%
6	Sweetly Vanijya Viniyog Private Limited	3500000	11.16%	3500000	11.16%
7	Omi Prakash & Sons Private Limited	1869500	5.96%	1869500	5.96%

**D. Shareholding of Promoters**

Shares held by promoters at the end of the year		31 March 2022		% Change during the year
S.No.	Promoter Name	No. of Shares	Shareholding	
1	Raghu Nath Mittal	6731838	21.47%	-30.83%
2	Rahul Mittal	5549852	17.70%	37.04%



**JANKI CORP LIMITED**

**NOTE 2 - RESERVE AND SURPLUS**

	(₹ in lacs)	
	<u>31 March 2022</u>	<u>31 March 2021</u>
<b>Securities Premium A/C</b>		
Balance as per last financial statements	7909.83	7909.83
Add: Premium on issue of equity shares	-	-
<b>Closing Balance</b>	<b>7909.83</b>	<b>7909.83</b>
<b>Profit &amp; Loss Account</b>		
Balance as per last financial statements	12735.61	3322.19
Profit/(Loss) for the year	14816.68	9413.42
<b>Net Surplus in the statement of Profit &amp; Loss</b>	<b>27552.29</b>	<b>12735.61</b>
<b>Total Reserve and Surplus</b>	<b>35462.12</b>	<b>20645.44</b>

**NOTE 3 - LONG TERM BORROWINGS**

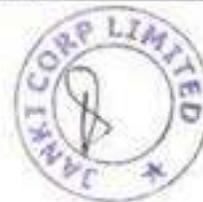
<b>A) Secured Term Loans from Banks</b>	262.89	0.00
<b>B) Unsecured Loan</b>		
From Corporate Bodies	351.50	3737.00
<b>Total Amount</b>	<b>614.39</b>	<b>3,737.00</b>

The Secured Loans are from Kotak Mahindra Bank & ICICI Bank

- ROI of Loan is 7.70% to 9.15%
- The Loan is repayable within 4 years
- The loan is secured with hypothecation of assets for which the loan has been taken and Personal Guarantee of Promoter director Shri Rahul Mittal

**NOTE 4 - LONG TERM PROVISIONS**

Provision for Employee Benefits		
Provision for Gratuity	239.31	207.61
Provision for Leave Encashment	32.07	32.45
	<b>271.38</b>	<b>240.06</b>



**JANKI CORP LIMITED****NOTE 5 - SHORT TERM BORROWINGS**

	31 March 2022	31 March 2021
(₹ in lacs)		
<b>A. Secured</b>		
From Kotak Mahindra Bank (Cash Credit)	-	951.69
Current maturities of long term debts & hire purchase loans	109.62	
<b>Unsecured Loan</b>		
From Corporate Bodies	75.00	218.00
	<b>184.62</b>	<b>1,169.69</b>

**Primary, Collateral Security & Personal Guarantee :** The Loans of Kotak Mahindra Bank is secured by as follows

- Hypothecation of Fixed and current Assets of the entire company
- Equitable mortgage of Land of the entire company
- Personal Guarantee of Promoter directors Shri Raghunath Mittal and Shri Rahul Mittal

**NOTE 6 - TRADE PAYABLE**

Sundry Creditors	31 March 2022	31 March 2021
For Micro, Small and Medium Enterprises	1,009.35	203.26
For Services	1,585.80	4,089.58
For Material	5,180.60	6,995.23
For Unbilled Dues	72.18	68.17
	<b>7,847.93</b>	<b>11,356.24</b>

**NOTE 6.1 -**

The Company has the process of identification of suppliers registered under the "The Micro, Small and Medium Enterprises Development ("MSMED") Act, 2006" by obtaining confirmation from suppliers. Based on the information available with the Company, there are no overdue more than 45 days, payable to the suppliers as defined under the "Micro, small and Medium Enterprises Development Act, 2006 as at March 31, 2022.

	31 March 2022	31 March 2021
Dues Remaining Unpaid	1,009.35	203.26
The Principle amount remaining unpaid to any supplier as at the end of the year	-	-
Interest Due on the above amount	-	-
The amount of interest paid by in terms of section 16 of the Micro, Small and Medium Enterprises Development Act 2006	-	-
Amount of the Payment made to the supplier beyond the due date during the year.	-	-
Amount of Interest due and payable for the Period of delay in making payment (Which have been paid but beyond the due date during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development act 2006	-	-
Amount of Interest accrued and remaining unpaid at the end of the year	-	-
Amount of further interest remaining due and payable even in succeeding years, until such date when the interest due as above are actual paid to the small enterprise	-	-
Total	<b>1,009.35</b>	<b>203.26</b>

**NOTE 6.2 -**

Trade Payable ageing schedule is provided under Note No. 27

**NOTE 7 - OTHER CURRENT LIABILITIES**

Other liabilities	31 March 2022	31 March 2021
For Capital Goods & Services	84.87	156.53
Statutory Dues	346.30	619.95
Advances from Customers	886.54	2,122.03
Other Payables -Excess received refundable	148.75	-
	<b>1,466.46</b>	<b>2,898.51</b>

**NOTE 8 - SHORT TERM PROVISIONS**

Provision for Employee Benefits	31 March 2022	31 March 2021
Provision for Bonus	109.78	49.98
Provision for Gratuity	22.85	16.18
Provision for Leave Encashment	38.53	38.49
Others	195.45	195.45
	<b>366.61</b>	<b>300.10</b>



**JANKI CORP LIMITED.**

**Note \* 9.1 \* PROPERTY, PLANT & EQUIPMENT.**

(₹ in lacs)

Particulars	Gross Block		Deduction	As At 31 March 2022	As At 01 April 2021	Upto For the period	Depreciation		Net Block	
	As at 01 April 2021	Addition					Write back	31 March 2022	Upto 31 March 2022	As At 31 March 2022
Land	316.54	86.40	-	402.94	-	-	-	-	402.94	316.54
Site development	360.45	-	-	360.45	176.56	19.99	-	196.55	163.91	183.59
Building	9,030.94	306.33	-	9,337.27	4,594.21	492.72	-	4,996.93	4,340.33	4,526.72
Plant & Machinery	47,619.16	1,427.85	68.87	48,977.14	28,366.96	2,282.05	58.90	31,040.12	17,887.02	18,253.20
Electric Installation	2,471.36	159.39	16.38	2,594.37	1,861.77	300.59	10.25	1,951.71	612.66	609.99
Furniture & Fixture	170.91	47.56	13.12	205.35	140.74	13.80	12.43	142.10	63.24	30.17
Office Equipments	281.83	51.41	11.68	321.57	230.87	39.57	10.52	259.92	61.65	50.96
Computer	175.88	15.44	3.47	187.85	142.83	13.07	3.29	153.51	34.34	33.05
Vehicle	1,283.89	697.79	45.70	2,135.98	1,135.27	193.82	43.22	1,285.67	850.30	148.62
Water Supply Equip.	55.91	-	-	55.91	53.73	0.81	-	52.54	3.37	4.10
Low Value	9.56	0.28	-	9.84	9.56	0.28	-	9.84	-	-
<b>Total 31-Mar-2022</b>	<b>61,776.44</b>	<b>2,942.45</b>	<b>160.22</b>	<b>64,558.67</b>	<b>36,620.11</b>	<b>3,657.40</b>	<b>138.60</b>	<b>40,138.90</b>	<b>24,419.77</b>	<b>25,156.35</b>
<b>Total 31-Mar-2021</b>	<b>57,925.29</b>	<b>3,878.97</b>	<b>27.82</b>	<b>61,776.44</b>	<b>32,859.39</b>	<b>3,286.54</b>	<b>25.77</b>	<b>36,620.16</b>	<b>25,156.32</b>	<b>25,065.90</b>

**Note \* 9.2 \* INTANGIBLE ASSETS**

(₹ in lacs)

Particulars	Gross Block		Deduction	As At 31 March 2022	As At 01 April 2021	Upto For the period	Amortisation		Net Block	
	As at 01 April 2021	Addition					Write back	31 March 2022	Upto 31 March 2022	As At 31 March 2022
Computer Software	106.02	0.70	-	106.72	91.04	5.27	-	96.31	10.41	14.98
<b>Total 31-Mar-2022</b>	<b>106.02</b>	<b>0.70</b>	<b>-</b>	<b>106.72</b>	<b>91.04</b>	<b>5.27</b>	<b>-</b>	<b>96.31</b>	<b>10.41</b>	<b>14.98</b>
<b>Total 31-Mar-2021</b>	<b>104.85</b>	<b>1.18</b>	<b>-</b>	<b>106.03</b>	<b>81.84</b>	<b>9.20</b>	<b>-</b>	<b>91.04</b>	<b>14.98</b>	<b>23.00</b>

**Note \* 9.3 CAPITAL WORK IN PROGRESS**

Particulars	31-03-2022			31-03-2021		
	Less than 1 year	1-2 years	2-3 years	Less than 1 year	1-2 years	2-3 years
CWIP	457.33	-	13.11	472.44	515.15	51.07
Project in Progress	-	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-	-
<b>Total</b>	<b>457.33</b>	<b>-</b>	<b>13.11</b>	<b>472.44</b>	<b>515.15</b>	<b>51.07</b>
<b>Total</b>	<b>457.33</b>	<b>-</b>	<b>13.11</b>	<b>472.44</b>	<b>515.15</b>	<b>51.07</b>



**JANKI CORP LIMITED**

**NOTE 10 - NON CURRENT INVESTMENTS**

	31 March 2022	31 March 2021
(₹ in lacs)		
<b>Non trade</b>		
National Saving Certificate	0.03	0.03
	<b>0.03</b>	<b>0.03</b>

**NOTE 11 - DEFERRED TAX LIABILITIES (NET)**

	31 March 2022	31 March 2021
<b>Deferred Tax Liabilities</b>		
Difference between Books & IT Depreciation	2,075.70	2,313.94
<b>Deferred Tax Assets</b>		
Expenses to be allowed on Payment Basis	137.71	440.94
Unabsorbed Depreciation	-	634.30
<b>Deferred Tax Liabilities ( Net)</b>	<b>1,937.99</b>	<b>1,238.70</b>

**NOTE 12 - OTHER NON CURRENT ASSETS**

	31 March 2022	31 March 2021
Unsecured Considered good		
<b>Non Current</b>		
Security Deposits - Secured considered good	32.30	32.30
	<b>32.30</b>	<b>32.30</b>

**NOTE 13 - INVENTORIES**

(As taken ,valued & certified by the management)

	31 March 2022	31 March 2021
A) Raw Material	9,220.20	4,329.33
B) Work In Process	82.17	61.41
C) Finished Goods	2,971.91	2,270.83
D) Stores & Spares	2,877.10	2,184.60
	<b>15,151.38</b>	<b>8,846.17</b>

Raw Material includes Stock in Transit/ Material at port is ₹18.65 Lacs (Previous year ₹ 14.59 Lacs)

**NOTE 14 - TRADE RECEIVABLES**

**Current - Unsecured**

	31 March 2022	31 March 2021
A) Trade Receivables Outstanding for more than six months	186.83	640.50
Less: Provision for Doubtful Debts	86.85	624.09
<b>TOTAL (A)</b>	<b>99.98</b>	<b>16.41</b>
B) Trade Receivables (Others)	5,750.09	5,998.98
Less: Provision for Doubtful Debts	-	-
<b>TOTAL (B)</b>	<b>5,750.09</b>	<b>5,998.98</b>
<b>TOTAL (A + B) Considered Good</b>	<b>5,850.07</b>	<b>6,015.39</b>

**Provision for Doubtful Debts**

	31 March 2022	31 March 2021
Opening Balance	624.09	1,091.54
Add: Current Year Provision	2.83	585.05
Less: Provision reversed During the Year	118.73	8.98
Less: Bad Debts Written Off During the Year	421.34	1,043.52
Closing Balance	<b>86.85</b>	<b>624.09</b>

**NOTE 14.1 -**

Trade Receivable ageing schedule is provided under Note No. 28

**NOTE 15 - CASH AND BANK BALANCE**

**(I) CASH AND CASH EQUIVALENTS**

	31 March 2022	31 March 2021
A) Balances with Banks	356.93	0.27
B) Cash on Hand	5.64	6.58

**(II) OTHER BANK BALANCE**

A) Margin Money in form of FD	1.12	11.51
	<b>363.69</b>	<b>18.36</b>



**JANKI CORP LIMITED**

**NOTE 16 - SHORT TERM LOAN AND ADVANCES**

	31 March 2022	31 March 2021
Unsecured Considered good		
Advances Recoverable in Cash or Kind		
GST Input Tax Credit	442.43	382.62
Advances To Vendors	2,858.01	3,050.72
Others	22.25	25.93
Advance Tax/TDS/TCS (Net of provision)	183.55	97.53
<b>Total</b>	<b>3,506.24</b>	<b>3,556.80</b>
Less: Provision for Bad & Doubtful Advance	17.77	783.06
<b>Net Amount</b>	<b>3,488.47</b>	<b>2,773.74</b>
Income Tax Refundable	151.15	194.87
Duty paid under protest	504.28	504.28
Security Deposits (Current Portion)	630.50	491.21
	<b>4,774.40</b>	<b>3,964.10</b>

**Provision for Doubtful Advances**

Opening Balance	783.06	826.48
Add: Current Year Provision	-	0.11
Less: Provision reversed During the Year	65.40	36.98
Less: Written Off During the Year	699.89	6.55
Closing Balance	17.77	783.06

**NOTE 17 - OTHER CURRENT ASSETS**

	31 March 2022	31 March 2021
Prepaid expenses	212.37	107.23
	<b>212.37</b>	<b>107.23</b>

**NOTE 18 - REVENUE FROM OPERATIONS**

	31 March 2022	31 March 2021
<b>Sale of Products</b>		
Sponge Iron and Pellets Sales	83,655.45	53,507.13
Energy Sales	1,788.47	1,098.40
Trading Sales	-	806.33
<b>Income from Services</b>		
Fabric Processing	8,864.42	6,085.23
	<b>94,308.34</b>	<b>61,497.09</b>
<b>Other operating revenue</b>		
Other Operating Sale/ Char Coal/ Income	1,192.62	921.50
<b>Revenue from operations</b>	<b>95,500.96</b>	<b>62,418.59</b>

Rebates, claims and discount etc on sales are accounted for and being provided for as and when settled with the parties as per consistent policy adopted by the Company every year.

**NOTE 19 - OTHER INCOME**

	31 March 2022	31 March 2021
Interest Income	206.75	32.62
Misc. Income	17.68	145.75
Profit on Sale of Fixed Assets	5.93	0.57
Rent Received	4.65	4.20
Net Exchange Gain	1.02	-
Excess Provision Written Back	184.14	9.62
	<b>420.17</b>	<b>192.76</b>

**NOTE 20 - COST OF MATERIALS CONSUMED**

	31 March 2022	31 March 2021
Opening Stock*	4,329.33	3,843.83
Add: Purchases Less Returns (Net)	53,204.53	30,511.47
	<b>57,533.86</b>	<b>34,355.30</b>
Less: Closing Stock*	9,220.20	4,329.33
	<b>48,313.66</b>	<b>30,025.97</b>

**Note 20.1 - Particulars of Materials Consumption**

Iron Ore	23,846.06	17,771.53
Coal	22,382.01	11,390.08
Others	2,085.59	864.36
	<b>48,313.66</b>	<b>30,025.97</b>



**JANKI CORP LIMITED**

(₹ in lacs)

**31 March 2022** **31 March 2021**

**NOTE 21 - PURCHASE OF STOCK IN TRADE**

Purchase of Coal	-	729.88
	-	<b>729.88</b>

**NOTE 22 - CHANGES IN INVENTORIES OF FINISHED GOODS , WORK IN PROCESS**

	<b>31 March 2022</b>	<b>31 March 2021</b>
<b>Closing Stock</b>		
Work In Process	82.17	61.41
Finished Goods	2,971.90	2,270.82
	<b>3,054.07</b>	<b>2,332.23</b>
<b>Less : Opening Stock</b>		
Work In Process	61.41	54.70
Finished Goods	2,270.82	3,736.59
	<b>2,332.23</b>	<b>3,791.29</b>
<b>Increase/(Decrease)</b>	<b>721.84</b>	<b>(1,459.05)</b>

**NOTE 23 - EMPLOYEE BENEFITS EXPENSES**

	<b>31 March 2022</b>	<b>31 March 2021</b>
Salary, Wages & Allowances	5,946.13	4,774.25
Staff & Labour Welfare Expenses	45.21	45.68
PF, ESI, Gratuity etc.	120.60	108.44
	<b>6,111.94</b>	<b>4,928.37</b>

**NOTE 24 - MANUFACTURING EXPENSES**

	<b>31 March 2022</b>	<b>31 March 2021</b>
Dyes & Chemicals	2,262.01	1,532.15
Stores & Spares	4,721.74	2,817.72
Power and Fuel	7,212.11	4,402.51
Water Charges	112.96	104.11
Testing Charges (Iron Ore)	6.63	0.95
Tanker & Tipper Running & Maintenance	106.41	79.77
Other Manufacturing Expenses	34.91	24.79
<b>Repairs &amp; Maintenance</b>		
- Plant & Machineries	446.11	311.64
- Building	117.60	133.92
- Plant Vehicles	51.41	49.47
Plant Shut Down Expenses	-	0.96
	<b>15,071.89</b>	<b>9,457.99</b>

**NOTE 25 - FINANCE COSTS**

	<b>31 March 2022</b>	<b>31 March 2021</b>
Interest On Working Capital Loans	15.65	77.51
Interest on Vehicle Loan	25.26	
Interest On Unsecured Loan	200.24	701.32
Bank Charges & Commission	3.64	11.30
	<b>244.79</b>	<b>790.13</b>



**JANKI CORP LIMITED**

(₹ in lacs)

**NOTE 26 - OTHER EXPENSES**

**A) ADMINISTRATIVE EXPENSES**

	31 March 2022	31 March 2021
Payment to Statutory Auditors	4.20	4.20
Insurance Charges	119.05	117.88
Travelling & Conveyance	37.16	17.89
Legal & Professional Charges	66.79	41.25
Director's Remuneration	382.00	180.00
Postage & Telegram	-	-
Telephone & Trunkcall	10.36	9.68
Repairs & Maintenance to Vehicles	72.92	62.96
Running & Maintenance to Others	39.38	41.43
Charity & Donation	-	-
Corporate Social Responsibility Expenses	214.11	73.62
Miscellaneous Expenses	37.41	31.79
Fees & Subscription	97.95	86.63
Rent, Rates and Taxes	88.59	81.14
Safety & Security Charges	121.62	143.00
Loss on sale/discard of Fixed Assets	13.46	0.06
Guest House Expenses	19.87	20.88
Office Expenses	-	-
Net Exchange loss on foreign currency	-	0.06
Interest on Delayed Payments	2.06	332.97
Interest on Statutory Dues	11.75	49.03
<b>(A)</b>	<b>1,338.69</b>	<b>1,294.47</b>

**B) SELLING & DISTRIBUTION EXPENSES**

Claims & Rebates	337.42	268.12
Freight Expenses	1,270.60	672.45
Sales Commission	72.46	86.78
Other Selling Expenses	288.15	260.50
Advertisement	4.15	1.05
Provision for Bad, Doubtful Debts & Advances (Net)	2.83	548.82
<b>(B)</b>	<b>1,975.61</b>	<b>1,837.72</b>
<b>TOTAL (A + B)</b>	<b>3,314.30</b>	<b>3,132.19</b>

**C) Details of Fees Payable to Statutory Auditor**

As Auditors		4.00	4.00
Audit Fee		4.00	4.00
Tax Audit Fee		0.20	0.20



**NOTE 27 – TRADE PAYABLES**

(₹ in lacs)

Particulars	31-Mar-22					
	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 year	2-3 year	More than 3 year	Total
(i)MSME	130.72	878.62				1,009.34
Previous Year	96.91	105.7	0.65			203.26
(ii)Others	1692.04	5,032.69	7.05	24.15	10.47	6,766.41
Previous Year	1858.77	9109.87	72.69	39.16	4.32	11,084.81
(iii)Disputed dues-MSME						
Previous Year						
(iv)Disputed dues - Others						
Previous Year						
(v)Unbilled dues		-		-	-	72.18
Previous Year						68.17
Total	1822.76	5911.31	7.05	24.15	10.47	7847.92
Previous Year	1955.68	9215.57	73.34	39.16	4.32	11356.24

**NOTE 28 – TRADE RECEIVABLES**

(₹ in lacs)

Particulars	31-Mar-22						
	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
(i)Undisputed Trade receivables-considered good	3688.00	2062.10	99.98	-	-	-	5850.08
Previous Year	4539.73	1462.84	10.80	1.70	0.17	0.15	6015.39
(ii)Undisputed Trade receivables-considered doubtful		-	-	2.83	78.97	5.05	86.85
Previous Year		2.16	9.66	544.32	61.06	6.89	624.09



(iii) Disputed Trade receivables considered good							
Previous Year							
(iv) Disputed Trade receivables considered doubtful							
Previous Year							
Total	3688	2062.10	99.97	2.83	78.97	5.05	5936.92
Previous Year	4539.73	1465	20.46	546.02	61.23	7.04	6639.48

**NOTE 29 – Analytical Ratios**

Ratios	Numerator	Denominator	Current Year 31-03-22	Previous Year 31-03-21	Variance	Reasons
Current Ratio (in times)	Total Current Assets	Total Current Liabilities	2.67	1.21	120.66%	Improved Profitability & Cash Flows has resulted in healthier current ratio
Debt-Equity Ratio (in times)	Long term Borrowings + Short term Borrowings	Total Equity	0.02	0.21	90.48%	Improved Profitability and reduction in long term liabilities has contributed to betterment of this ratio
Debt Service Coverage Ratio (in times)	Earnings before debt service = Net profit after taxes + non-cash operating expenses + Interest + Other non-cash adjustments	Debt Service = Interest + Principal repayments	6.32	2.54	148.82%	Improved Profitability and reduction in payment of long term liabilities has contributed to betterment of this ratio
Return on Equity Ratio (in %)	Profit for the year	Average total equity	47.51%	49.35%	3.74%	NA
Inventory Turnover Ratio (in times)	Revenue from operations	Average total inventory	7.96	6.74	18.10%	NA
Trade Receivable Turnover Ratio (in times)	Revenue from operations	Average trade receivables	16.1	9.26	73.87%	The Company has been able to maintain same level of debtors despite huge increase in Revenue.
Trade Payable Turnover Ratio (in times)	Raw Material purchases + Other expenses	Average trade payables	7.02	3.36	108.93%	The Company has been able to maintain marginal increase in level of creditors



						despite huge increase in Purchases.
Net Capital Turnover Ratio	Revenue from operations	Average working capital (i.e., Total current assets less Total current liabilities)	9.69	-47.69	120.32%	With increased cash flows, the company is trying to maintain adequate level of working capital for smooth operations
Net Profit Ratio (in %)	Profit for the year	Revenue from operations	15.51%	15.08%	2.87%	NA
Return on Capital Employed (in %)	Earning before tax and finance cost	Capital employed = Net Worth + Deferred Tax liabilities	49.76%	36.30%	37.07%	Improved Profitability has resulted in healthier ROCE
Return on Investment	Income generated from invested funds	Average invested funds in treasury investments	-	-	-	NA

**NOTE 30 – Disclosures as per amendments in Schedule III of Companies Act, 2013 with notification issued on 24<sup>th</sup> March 2021**

Information required against additional disclosures as per amendments in Schedule III of Companies Act, 2013 with respect to below mentioned clauses is "NIL"

- Title deeds of Immovable Property not held in name of the Company (Para a(ii)(XIII)(Y)(i))
- Revaluation of Property, Plant & Equipment (Para a(ii)(XIII)(Y)(ii))
- Loan & Advance made to promoters, directors, KMPs and other related parties (Para a(ii)(XIII)(Y)(iii))
- Intangible Assets under development (Para a(ii)(XIII)(Y)(v))
- Details of Benami property held (Para a(ii)(XIII)(Y)(vi))
- Willful Defaulter (Para a(ii)(XIII)(Y)(viii))
- Relationship with struck of Companies (Para a(ii)(XIII)(Y)(ix))
- Registration of charges and satisfaction with Registrar of Companies (Para a(ii)(XIII)(Y)(x))
- Compliance with number of layers of companies (Para a(ii)(XIII)(Y)(xi))
- Compliance with approved Scheme(s) of Arrangements (Para a(ii)(XIII)(Y)(xiii))
- Utilization of Borrowed funds and share premium (Para a(ii)(XIII)(Y)(xiv))
- Undisclosed Income (Para a(ii)(ix))
- Details of Crypto Currency or Virtual Currency (Para a(ii)(xi))

**NOTE 31 – EARNING PER SHARE**

As per accounting Standard 20 "Earning per Share" issued by the Institute of Chartered Accountant of India, the particulars of EPS for equity Share holders are as below:

Particulars	31-Mar-22	31-Mar-21
Net Profit after taxes for equity shareholders (₹ in Lacs) (Before Extraordinary items)	14816.67	6252.94
Number of Equity Shares outstanding	3,13,53,600	3,13,53,600
Par Value per Share	10	10
Weighted average number of Equity Shares outstanding	3,13,53,600	3,13,53,600
Basic Earing Per Share	47.26	19.94
Diluted Earning Per Share	47.26	19.94



**NOTE 32 – EMPLOYMENT BENEFIT PLANS:** The Company has complied with Accounting Standard 15 (Revised 2005) and the required disclosure are given here under:

(a) Defined Benefit Plans: (TEXTILE DIVISION)

	(₹ in Lacs)	
	31-Mar-22	31-Mar-21
<b>1.Assumption</b>		
<b>Textile Division</b>		
Discount Rate	7.22%	6.80%
Salary Escalation	7.00%	7.00%
<b>2.Table Showing changes in present value of Obligation As on 31/03/2022</b>		
Present value of obligations as at beginning of year	54.75	39.29
Interest cost	3.72	2.67
Current Service Cost	17.25	17.78
Benefits Paid	(3.52)	(1.01)
Actuarial (gain)/ loss on obligations	(7.44)	(3.98)
Present value of obligations as at end of year	64.76	54.75
<b>3.Table showing changes in the fair value of plan assets As on 31/03/2022</b>		
Fair value of plan assets at beginning of year	1.51	0.85
Expected return on plan assets	0.05	0.03
Contributions	2.81	1.65
Benefits Paid	(3.52)	(1.01)
Actuarial gain/(loss) on Plan assets	0.68	-
Fair value of plan assets at the end of year	0.23	1.51
<b>4.Table showing fair value of plan assets</b>		
Fair value of plan assets at beginning of year	1.51	0.85
Actual return on plan assets	0.05	0.03
Contributions	2.81	1.65
Benefits Paid	(3.52)	(1.01)
Fair value of plan assets at the end of year	0.23	1.51
Funded status	(64.53)	(53.24)
Excess of Actual over estimated return on plan assets	(0.68)	0.03
(Actual rate of return=Estimated rate of return as ARD falls on 31st March)		
<b>5.Actuarial Gain/Loss recognized</b>		
Actuarial (gain)/ loss on obligations	7.44	3.98
Actuarial (gain)/ loss for the year - plan assets	0.68	0.03
Actuarial (gain)/ loss on obligations	(6.77)	(3.95)
Actuarial (gain)/ loss recognized in the year	(6.77)	-
<b>6.The amounts to be recognized in the balance sheet and statements of profit and loss</b>		
Present value of obligations as at the end of year	64.76	54.75
Fair value of plan assets as at the end of the year	0.23	1.51
Funded status	(64.53)	(53.24)
Net asset/(liability) recognized in the sheet	(64.53)	(53.24)



<b>7. Expenses Recognised in statement of Profit and loss</b>		
Current Service cost	17.25	17.78
Interest Cost	3.72	2.67
Expected return on plan assets	(0.10)	(0.06)
Net Actuarial (gain)/ loss recognized in the year	(6.77)	3.95
Expenses recognised in statement of Profit and loss	14.10	16.45

**(b) Defined Benefit Plans: (STEEL DIVISION)**

	(₹ in Lacs)	
	31-Mar-22	31-Mar-21
<b>1. Assumption</b>		
<b>Steel Division</b>		
Discount Rate	7.18%	6.79%
Salary Escalation	7.00%	7.00%
<b>2. Table Showing changes in present value of Obligation As on 31/03/2022</b>		
Present value of obligations as at beginning of year	205.34	176.13
Interest cost	13.94	11.96
Current Service Cost	25.12	22.55
Benefits Paid	(7.13)	(3.63)
Actuarial (gain)/ loss on obligations	(7.66)	(1.68)
Present value of obligations as at end of year	229.60	205.34
<b>3. Table showing changes in the fair value of plan assets As on 31/03/2022</b>		
Fair value of plan assets at beginning of year	34.78	31.24
Expected return on plan assets	2.40	2.12
Contributions	-	5
Benefits Paid	(3.28)	(3.63)
Actuarial gain/(loss) on Plan assets		
Fair value of plan assets at the end of year	31.97	34.78
<b>4. Table showing fair value of plan assets</b>		
Fair value of plan assets at beginning of year	34.78	31.24
Actual return on plan assets	0.48	2.16
Contributions	-	5
Benefits Paid	(3.28)	(3.63)
Fair value of plan assets at the end of year	31.97	34.78
Funded status	197.63	170.56
Excess of Actual over estimated return on plan assets	(1.92)	-
(Actual rate of return=Estimated rate of return as ARD falls on 31st March)		
<b>5. Actuarial Gain/Loss recognized</b>		
Actuarial gain/ (loss) on obligations	7.66	1.68
Actuarial (gain)/ loss for the year - plan assets	1.92	(0.04)
Total (gain)/loss recognized for the period	(5.74)	(1.72)
Actuarial (gain)/ loss recognized in the year	(5.74)	(1.72)
<b>6. The amounts to be recognized in the balance sheet and statements of profit and loss</b>		
Present value of obligations as at the end of year	229.60	205.34
Fair value of plan assets as at the end of year	31.97	34.78



Funded status	(197.63)	(170.56)
Net asset/(liability) recognized in balance sheet	(197.63)	(170.56)
<b>7. Expenses Recognised in statement of Profit and loss</b>		
Current Service cost	25.12	22.55
Interest Cost	13.94	11.96
Expected return on plan assets	(2.40)	(2.12)
Net Actuarial (gain)/ loss recognized in the year	(5.74)	(1.71)
Expenses recognised in statement of Profit and loss	30.92	30.67

**NOTE 33- CONTINGENT LIABILITIES AND PENDING LITIGATIONS:**

(excluding matters separately dealt with in other notes):

(a) Demand / Show Cause Notice under various acts

Sr. No.	Name of the Statute	Nature of Dues	Forum where dispute is pending	Total Amount of Liability (Including Interest)	₹ In Lacs	
					Amount Deposited under Protest (Not debited to P&L Account)	Amount of unpaid Liability (Including Interest)
1	Central Excise Act, 1944	Excise Duty	Various authorities of Central Excise department	819.68	28.02	791.66
2	Customs Act, 1962	Custom Duty	Custom department	3407.03	833.04	2573.98
3	Karnataka Special Entry Tax on entry of certain Goods Act, 1979	Entry Tax & Surcharge	H'ble HC of Karnataka, Bangalore	110.14	0.00	110.14
4	KVAT Act, 2003	VAT	JCCT (Appeal) & Tribunal	20.40	0.00	20.40
5	Karnataka Forest Act, 1963	Forest Development Tax	H'ble HC of Karnataka, Bangalore	286.5	0	286.50
6	THE Karnataka Electricity (Taxation on consumption or sale) Act, 1959	Tax on Consumption	Division Bench of H'ble HC of Karnataka, Bangalore	523.71	0	523.71
7	KERC(Procurement of Energy from Renewable sources)Regulations, 2015	Renewable Energy Purchase Obligation*	Local Authority	39.62	0	39.62
8	The Electricity Act, 2003	Sign Change Charges**	Local Authority	187.54	0	187.54
9	Textile Committee Act, 1963	Cess	Local Authority	48.53	0	48.53
				<b>5443.14</b>	<b>861.06</b>	<b>4582.08</b>

\* Honourable HC of Karnataka has granted stay against writ petition filed by the company against the applicability. Of total liability of ₹ 235.06 Lacs estimated by the company, An amount of ₹ 195.45 Lacs was provided for in earlier years, the balance amount of ₹ 39.61 Lacs is reported under contingent liability.

# Contingent Liabilities for principal and interest amounts have been disclosed. Penalty disclosure has been made based upon the occurrence of levy of the same. Further no disclosure has been made wherever management perceives the liability to be extremely remote in accordance with AS 29.

(b) Bill Discounted under letter of Credit are outstanding at ₹ 1,220.24 Lacs (Previous year ₹ 727.20 Lacs) and Bank Guarantee outstanding are ₹ 1 Lacs (Previous year ₹ 0 Lacs)



**NOTE 34 – SEGMENT REPORTING**

As per Accounting Standard (AS-17) on "Segment Reporting" issued by the Institute of Chartered Accountants of India, the Company has identified three reportable segments viz Textile, Steel and Energy Division. These segments have been identified and reported taking into account their different nature of products and risk involved and thus, identifiable separately. The Textile division is situated at Bhilwara (Rajasthan) and Steel and Energy division are situated at Bellary (Karnataka). Each segment in the Company is running as an independent division of the Company. The segment reporting is as under:

Particulars	31-Mar-22				31-Mar-21			
	Textile Division	Steel Division	Energy Division	Total	Textile Division	Steel Division	Energy Division	Total
Revenue								
External Sales	8,884.14	84,572.62	2,044.19	95,500.95	6,108.36	54,964.44	1,345.79	62,418.59
Internal Sales		214.83	2,098.02	2,312.85	-	207.31	981.34	1,188.65
Segment results before interest and tax	765.55	17,309.47	2,093.50	20,168.52	463.31	8,193.04	425.82	9,082.17
Less: Interest & Financial Charges				244.79				790.13
Add: Extraordinary Income				-				3,160.48
Profit Before Tax				19,923.73				11,452.52
Provision for Current Tax				4,407.77				-
Deferred Tax				699.29				2,039.10
Profit After Tax				14,816.67				9,413.42
Segment Assets	5,987.37	41,568.93	3,730.56	51,286.86	5,224.00	35,290.78	4,206.32	44,721.10
Segment Liabilities	2,200.09	7,752.28		9,952.37	1,883.63	1,211.28	-	3,094.91
Capital Expenditure	1,042.5	1,813.27	87.38	2,943.15	647.50	3,199.40	33.25	3,880.15
Segment Depreciation	301.26	2,805.78	555.62	3,662.66	222.31	2,940.62	632.80	3,795.73

**NOTE 35 – RELATED PARTY DISCLOSURE:**

As per Accounting Standard (AS-18) on "Related Party Disclosures" issued by the Institute of Chartered Accountants Of India, the disclosure of transactions with the related parties as defined in the Accounting Standard are given below;

**(a) List of related parties with whom transactions have taken place and relationship:**

S.N.	Name of Related Party	Relationship
1.	Raghu Nath Mittal	Key Management Personnel (KMP)
2.	Rahul Mittal	
3.	Prakash Musaddi	
4.	Shruti Joshi	
5.	Rohit Mittal	
6.	Madhu Mittal	Relatives of KMP
7.	Nidhi Mittal	
9.	Juhi Mittal	
9.	Roshni Musaddi	
10.	Khanjia Recycling India Private Limited	Group Company
11.	Propus Design & Display Private Limited	
12.	Transcoal Impex Private Limited	
13.	Unico Mineral	Group Concern
14.	Propus INC	



## (b) Transactions during the year with related parties

(₹ in Lacs)

Nature of Transaction	Category of relationship				Total
	KMP	Relatives OF KMP	Others	Associate Company/Concern	
Interest on Loan					
				(2.53)	(2.53)
Managerial Remuneration	382.00 (180.00)				382.00 (180.00)
Salary	27.70 (24.72)				27.70 (24.72)
Rent		15.00 (15.00)		(1.20)	15.00 (16.20)
Purchases				19,009.63 (2,434.88)	19,009.63 (2,434.88)
Handling & Demurrage Charges				821.39	821.39
Plot Rent Charges				5.12	5.12
Interest in Delayed Payments				(145.18)	(145.18)
Freight Charges				2,962.57 (2,531.08)	2,962.57 (2,531.08)
Land Purchased		(13.28)			(13.28)
Sales of Fixed Assets				(0.95)	(0.95)
Unsecured Loan					
- Opening Balance					
- Received				(25.00)	(25.00)
- Paid				(25.00)	(25.00)
- Closing Balance					
Advance Paid				(56.06)	(56.06)
Advance Received				(246.50)	(246.50)
Advance Repaid				(246.50)	(246.50)

Note: Amounts shown above in parentheses pertain to the previous year.



**(c) Disclosures in respect of Transactions in excess of 10% of the total related party transaction of the same type**

S.No.	Particulars	Name	(₹ In Lacs)	
			31-Mar-2022	31-Mar-2021
1.	Interest on Loan	Propus Design & Display Private Limited	-	2.53
2.	Remunerations	Shri Raghunath Mittal	191.00	90.00
		Shri Rahul Mittal	191.00	90.00
3.	Salary	Prakash Musaddi	24.84	22.37
		Shruti Joshi	2.86	2.35
4.	Rent	Mrs. Madhu Mittal	9.00	9.00
		Roshni Musaddi	6.00	6.00
5.a	Unsecured Loan Received	Propus Design & Display Private Limited	-	25.00
5.b	Unsecured Loan Paid	Propus Design & Display Private Limited	-	25.00
6.	Purchases	Transcoal Impex Private Limited	18,790.79	2,258.43
		Unico Minerals	189.15	176.45
		Propus INC	29.69	-
7.	Interest on delayed Payments	Transcoal Impex Private Limited	-	145.18
8.	Freight Charges	Transcoal Impex Private Limited	2,962.57	2,531.08
9.	Handling & Demurrage Charges	Transcoal Impex Private Limited	821.39	-
10.	Plot Rent Charges	Transcoal Impex Private Limited	5.12	1.20
11.	Land Purchased	Nidhi Mittal	-	13.28
11.	Advance Received	Propus INC	-	246.50
12.	Advance Repaid	Propus INC	-	246.50
13.	Sale of Fixed Assets	Unico Minerals	-	0.95
14.	Advance Paid	Unico Minerals	-	56.06
15.	Personal Guarantee	Rahul Mittal	-	1,000.00
		Raghunath Mittal	-	1,000.00
16.	Balance as on 31.03.2022 (Dr.)	Unico Minerals	-	56.05
17.	Balance as on 31.03.2022 (Cr.)	Transcoal Impex Private Limited	2909.54	2,091.68
		Unico Minerals	1.25	-

**NOTE 36 – MANAGERIAL REMUNERATION**

Managerial Remuneration is as follows:

Particulars	(₹ In Lacs)	
	Current Year	Previous Year
Managerial Remuneration	382	180

**NOTE 37 – VALUE OF IMPORTS CALCULATED ON CIF BASIS**

Particulars	(₹ in Lacs)	
	Current Year	Previous Year
Raw Material	-	-
Components and Spares Parts	-	-
Capital Goods	502.90	199.87
<b>Total</b>	<b>115.60</b>	<b>33.79</b>
	<b>618.5</b>	<b>233.66</b>



**NOTE 38 – EXPENDITURE IN FOREIGN CURRENCY (ACCRUAL BASIS)**

Particulars	Current Year	Previous Year
Technical Fees	10.00	4.12
Travelling & Conveyance	2.10	-
<b>Total</b>	<b>12.10</b>	<b>4.12</b>

**NOTE 39 – IMPORTED AND INDIGENEOUS RAW MATERIAL, COMPONENTS AND SPARE PARTS CONSUMED**

Particulars	% Total Consumption	Value	% Total Consumption	Value
	Current Year	Current Year	Previous Year	Previous Year
<b>Raw Material</b> (Includes High sea purchase)				
Imported	0.00%	-	0.00%	-
Indigenously obtained	100.00%	48,313.66	100.00%	30,025.97
<b>Component and Spare Parts/Dyes</b>				
Imported	10.17%	479.98	7.36%	207.34
Indigenously obtained	89.83%	4,241.76	92.64%	2,610.38

**NOTE 40 - DEBT RESTATEMENT AND RELATED MATTERS**

Extraordinary Item in previous year amounting to Rs 3160.48 Lakh consists of write off of difference in assigned debt dues and settlement debt dues pursuant to terms of LoA executed with Phoenix ARC Private Limited.

**NOTE 41 – The Code on Social Security, 2020**

The Code on Social Security, 2020 ('code') relating to employee benefits, during employment and post-employment, received Presidential assent on September 28, 2020. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders. The Company will assess the impact on its financial statements in the period in which the related rules to determine the financial impact are notified and the Code becomes effective.

**NOTE 42 -** In the opinion of the management and to the best of their knowledge and belief, the value of loans, advances and other current assets whether debit or credit in the ordinary course of business will not be less than the amount at which they are stated in the Balance-Sheet and provision for all known liabilities has been made.

**NOTE 43 - Disclosures regarding COVID-19 related measures**

The COVID-19 continues to spread across the globe and India, which has contributed to a significant decline and volatility in global and Indian financial markets and a significant decrease in global and local economic activities. The Company has used the principles of prudence in applying judgments, estimates and assumptions to assess overall impact of the pandemic on the business and Financial Statements for the year ended 31 March 2022. However, due to the uncertainties associated with the pandemic, the actual impact may not be in line with current estimates. The Company will continue to closely monitor any further development relating to COVID-19, which may have impact on business and financial position. Further the impact assessment does not indicate any adverse impact on the ability of the company to continue as a going concern.



**NOTE 44- Corporate Social Responsibility (CSR)**

As per Section 135 of the Companies Act, 2013, read with guidelines issued by Department of Public Enterprises, GOI, the Company is required to spend, in every financial year, at least two percent of the average net profits of the Company made during the three immediately preceding financial years in accordance with its CSR Policy. The details of CSR expenses for the year are as under:

Particulars	(₹ in lacs)	
	Year ended Mar 31, 2022	Year ended Mar 31, 2021
A. Amount required to be spent during the year	214.11	72.32
B. Amount spent during the year on:		
a) Construction/Acquisition of any asset	-	-
b) On purposes other than (a) above	214.11	73.62
C. Shortfall for the year, in any in Amount required to be spent net of Amount spent	NIL	NIL
D. Provision made for shortfall during the year	NIL	NIL
E. Total of Previous Year Shortfalls	NIL	NIL
F. Total Provision for Unspent CSR	NIL	NIL

Reason for Shortfall: Not Applicable

Nature of CSR Activities	(₹ in lacs)	
	FY 2021-22	FY 2020-21
Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups	3.41	4.71
Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects	NIL	0.20
Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga	NIL	NIL
Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water	88.52	2.62
Training to Promote rural sports, nationally recognized sports, paralympic sports and Olympic sports	107.00	57
Rural development projects.	15.18	9.09

The company has not dealt with any related party in regard to its CSR Activities

Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the Year: Not Applicable



**NOTE 45 – Transactions with/as intermediaries**

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**NOTE 46-**

Previous year figures have been regrouped wherever found necessary.

**NOTE 47- CORPORATE INFORMATION**

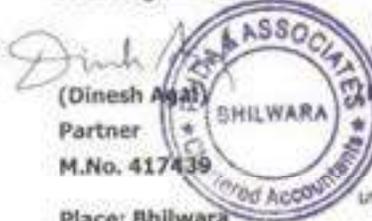
"Janki Corp Limited" is a public limited Company domiciled in India and incorporated under the provision of the Companies Act, 1956. The Company is engaged in manufacturing of Sponge Iron & Power, Processing of Fabrics. The Company is providing services of processing of fabrics that is largest in the region. Further Company caters huge demand of domestic market of sponge iron as well as fabrics.

Signature to Notes "1" to "47" annexed to and forming part to Balance Sheet and Statement of Profit & Loss Account.

**AS PER OUR AUDIT REPORT OF EVEN DATE**

For RHDA & Associates  
Chartered Accountants

Firm Reg. No. 0014438C



(Dinesh Agal)  
Partner  
M.No. 417439

Place: Bhilwara

Date: 27<sup>th</sup> May 2022

For Ravi Sharma & Co.  
Chartered Accountants

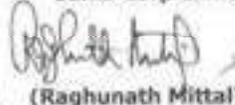
Firm Reg. No. 0015143C



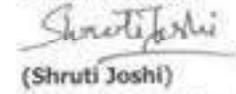
(Paras Bhatia)  
Partner  
M.No. 418196

U22122-22418196 RJW000110

For and on behalf of the Board  
Janki Corp Limited



(Raghunath Mittal)  
Chairman  
DIN: 00175295



(Shruti Joshi)  
Company Secretary  
PAN: AKBPJ7845B



(Rahul Mittal) (Prakash K. Musaddi)  
Managing Director CFO  
DIN: 00808409 PAN: AJLPM8727E

IPEN 22412429A3W3D3179 A

**JANKI CORP LIMITED**

Provisional Balance Sheet as at 30-November-2022

Regd office: Handiya chourha Chitor Road, Bhiwara

CIN:U17118RJ1993PLC023549

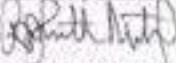
	NOTES	30 November 2022	31 March 2022
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS' FUNDS</b>			
Share Capital	(1)	3,135.34	3,135.36
Reserves & Surplus	(2)	43,632.85	35,462.52
		<b>46,768.21</b>	<b>38,597.88</b>
Inter Unit Account		(0.16)	
<b>NON CURRENT LIABILITIES</b>			
Long-Term Borrowings	(3)	323.65	514.39
Deferred Tax Liabilities Net	(11)	1,937.99	1,837.95
Long Term Provision	(4)	263.87	271.38
<b>Total Non Current liabilities</b>		<b>2,725.51</b>	<b>2,623.72</b>
<b>CURRENT LIABILITIES</b>			
Short Term Borrowings	(5)	186.98	184.62
Trade Payable	(6)		
Micro & Small Enterprises		417.04	1,009.55
Others		4,744.34	6,838.58
Other Current Liabilities	(7)	1,798.77	1,466.46
Short Term Provision	(8)	516.45	366.61
<b>Total Current liabilities</b>		<b>7,763.93</b>	<b>9,865.82</b>
<b>Total current and Non Current liabilities</b>		<b>10,489.44</b>	<b>12,489.54</b>
<b>TOTAL</b>		<b>57,256.59</b>	<b>51,286.86</b>
<b>ASSETS</b>			
<b>NON CURRENT ASSETS</b>			
<b>Fixed Assets</b>			
Property, Plant & Equipment	(9.1)	24,954.08	24,419.77
Intangible Assets	(9.2)	5.67	10.41
Capital Work in Progress	(9.3)	404.30	472.44
Non-Current Investments	(10)	-	0.03
Deferred Tax Assets (Net)	(11)	-	-
Long-Term loans and advances		-	-
Other Non Current Assets	(12)	32.30	32.30
<b>Total Non Current assets</b>		<b>25,400.35</b>	<b>24,934.95</b>
<b>CURRENT ASSETS</b>			
Inventories	(13)	14,675.53	15,151.38
Trade Receivable	(14)	8,215.37	5,850.07
Cash and Cash Equivalents	(15)	173.71	363.69
Short-term loans & advances	(16)	8,627.99	4,774.40
Other current assets	(17)	163.64	212.37
<b>Total current assets</b>		<b>31,855.24</b>	<b>26,351.91</b>
<b>Total current and Non Current assets</b>		<b>57,256.59</b>	<b>51,286.86</b>
<b>TOTAL</b>		<b>57,256.59</b>	<b>51,286.86</b>

**Significant Accounting Policies**

The accompanying notes are an integral part of the financial statements

For and on behalf of the Board

Janki Corp Limited



(Raghunath Mittal)

Chairman

DIN: 00175295

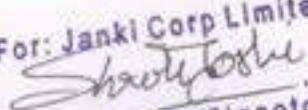
(Rahul Mittal)

Managing Director

DIN: 00808409

Place: Bhiwara

Date: 31 JAN 2023

For: Janki Corp Limited  
  
 Authorised Signatory

## JANKI CORP LIMITED

Provisional Statement of Profit & Loss for the Year ended 30-November-2022

Head office: Mandpiya Chourha Chitrow Road, Bithwara

CIN: U17118RJ1993PLC023549

	NOTES	30 November 2022	( in laes) 31 March 2022
<b>Income</b>			
Revenue from operations			
Other Income	[18]	71,454.06	95,500.96
<b>TOTAL INCOME (I)</b>	[19]	<b>71,514.83</b>	<b>95,921.13</b>
<b>Expenses</b>			
Cost of materials consumed	[20]	40,380.53	48,311.66
Purchase of Stock in-trade	[21]	390.01	-
(Increase)/Decrease in inventories	[22]	(2,517.74)	(721.94)
Employee Benefit expenses	[23]	4,426.96	5,111.94
Manufacturing expenses	[24]	13,045.17	15,071.89
Finance Cost	[25]	55.48	244.75
Depreciation/Amortisation expenses	[26]	2,221.48	3,662.65
Other incomes	[26]	2,445.25	3,314.30
<b>TOTAL EXPENSES (II)</b>		<b>60,477.20</b>	<b>75,997.41</b>
<b>Profit before Tax (PBT) (I-II)</b>		<b>11,037.57</b>	<b>19,923.73</b>
Extra Ordinary Items		-	-
<b>Profit After Extraordinary Items</b>		<b>11,037.57</b>	<b>19,923.73</b>
<b>TAXES/DEDUCTIONS</b>			
Current Tax		2,966.84	4,407.77
Deferred Tax		-	699.28
<b>Profit / (loss) for the period</b>		<b>8,170.73</b>	<b>14,816.67</b>
<b>Profit / (loss) for the period (Profit After Tax)</b>		<b>8,170.73</b>	<b>14,816.67</b>

### Significant Accounting Policies

The accompanying notes are an integral part of the financial statements

For and on behalf of the Board

Janki Corp Limited

*(Signature)*

(Rajhunath Mittal)

Chairman

DIN: 00175295

(Rahul Mittal)

Managing Director

DIN: 00808409

Place: Bithwara

Date: 31 JAN 2023

For: Janki Corp Limited  
*(Signature)*  
 Authorised Signatory

**JANKI CORP LIMITED**

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 30-Nov-2022**

**NOTE 1 - SHARE CAPITAL**

(₹ in lacs)

**30 November 2022 31 March 2022**

**Authorised Share Capital**

5,00,00,000 Equity shares @ Rs. 10/- each

(Previous year 5,00,00,000 shares @ ₹ 10/- each)

5,000.00

5,000.00

**ISSUED, SUBSCRIBED & PAID UP CAPITAL**

3,13,53,600 Equity shares @ Rs. 10/- each

(Previous year 3,13,53,600 Equity shares @ ₹ 10/- each)

3,135.36

3,135.36

3,135.36

3,135.36

**A. Reconciliation of the Shares Outstanding at the Beginning and at the end of the reporting period**

**Equity Shares**

**30 November 2022 31 March 2022**

At the beginning of the Period

31,35,36,000

3,13,53,600

Add - Issued during the Period

Outstanding at the end of the period

31,35,36,000

3,13,53,600

B. The Company has only one Class of Equity Shares having at par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.

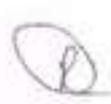
**C. Shareholders Holding More than 5% Shares in total Equity share capital.**

S.No.	Name of the shareholder	30 November 2022		31 March 2022	
		No. of Shares	% of Shareholding	No. of Shares	Shareholding
1	Raghu Nath Mittal	6731838	21.47%	6731838	21.47%
2	Rahul Mittal	5549852	17.70%	5549852	17.70%
3	Rohit Mittal	5225500	16.67%	5225500	16.67%
4	Raghu Nath Mittal (HUF)	3935560	12.55%	3935560	12.55%
5	Dadha Engineering & Credit Private Limited	2468000	7.87%	2468000	7.87%
6	Sweety Vanijya Vinlyog Private Limited	3500000	11.16%	3500000	11.16%
7	Om Prakash & Sons Private Limited	1869500	5.96%	1869500	5.96%

**D. Shareholding of Promoters**

Shares held by promoters at the end of the year

S.No.	Promoter Name	30 November 2022		% Change during the year
		No. of Shares	% of Shareholding	
1	Raghu Nath Mittal	6731838	21.47%	0.00%
2	Rahul Mittal	5549852	17.70%	0.00%

  
 For: Janki Corp Limited  
 Authorised Signatory

**JANKI CORP LIMITED**

**NOTE 2 - RESERVE AND SURPLUS**

	30 November 2022	(₹ in lacs) 31 March 2022
<b>Securities Premium A/C</b>		
Balance as per last financial statements	7909.83	7909.83
Add: Premium on issue of equity shares		
<b>Closing Balance</b>	<b>7909.83</b>	<b>7909.83</b>
<b>Profit &amp; Loss Account</b>		
Balance as per last financial statements	27552.29	12735.61
Profit/(Loss) for the year	8170.73	14816.68
<b>Net Surplus in the statement of Profit &amp; Loss</b>	<b>35723.02</b>	<b>27552.29</b>
<b>Total Reserve and Surplus</b>	<b>43632.85</b>	<b>35462.12</b>

**NOTE 3 - LONG TERM BORROWINGS**

<b>A) Secured Term Loans from Banks</b>	212.15	262.89
<b>B) Unsecured Loan</b>		
From Corporate Bodies	311.50	351.50
<b>Total Amount</b>	<b>523.65</b>	<b>614.39</b>

The Secured Loans are from Kotak Mahindra Bank & ICICI Bank

- ROI of Loan is 7.70% to 9.15%
- The Loan is repayable within 4 years
- The loan is secured with hypothecation of assets for which the loan has been taken and Personal Guarantee of Promoter (director Shri Rahul Mittal)

**NOTE 4 - LONG TERM PROVISIONS**

Provision for Employee Benefits	231.80	239.31
Provision for Gratuity	32.07	32.07
Provision for Leave Encashment	263.87	271.38

  
 For: Janki Corp Limited  
 Authorised Signatory

**JANKI CORP LIMITED****NOTE 5 - SHORT TERM BORROWINGS**

	(₹ in lacs)	
	30 November 2022	31 March 2022
<b>A. Secured</b>		
From Kotak Mahindra Bank (Cash Credit)		
Current maturities of long term debts & hire purchase loans	121.98	109.62
<b>Unsecured Loan</b>		
From Corporate Bodies	65.00	75.00
	<b>186.98</b>	<b>184.62</b>

**Primary, Collateral Security & Personal Guarantee :** The Loans of Kotak Mahindra Bank is secured by as follows

- Hypothecation of Fixed and current Assets of the entire company
- Equitable mortgage of Land of the entire company
- Personal Guarantee of Promoter directors Shri Raghunath Mittal and Shri Rahul Mittal

**NOTE 6 - TRADE PAYABLE**

Sundry Creditors	30 November 2022	31 March 2022
For Micro, Small and Medium Enterprises	417.04	1,009.35
For Services	1,039.48	1,585.80
For Material	3,341.28	5,180.60
For Unbilled Dues	363.58	72.18
	<b>5,161.38</b>	<b>7,847.93</b>

**NOTE 6.1 -**

The Company has the process of identification of suppliers registered under the "The Micro, Small and Medium Enterprises Development (MSMED) Act, 2006" by obtaining confirmation from suppliers. Based on the information available with the Company, there are no overdues more than 45 days, payable to the suppliers as defined under the "Micro, small and Medium Enterprises Development Act, 2006 as at March 31, 2022.

	30 November 2022	31 March 2022
Dues Remaining Unpaid	417.04	1,009.35
The Principle amount remaining unpaid to any supplier as at the end of the year	-	-
Interest Due on the above amount	-	-
The amount of interest paid by in terms of section 16 of the Micro, Small and Medium Enterprises Development Act 2006	-	-
Amount of the Payment made to the supplier beyond the due date during the year.	-	-
Amount of Interest due and payable for the Period of delay in making payment (Which have been paid but beyond the due date during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development act 2006	-	-
Amount of Interest accrued and remaining unpaid at the end of the year	-	-
Amount of further interest remaining due and payable even in succeeding years, until such date when the interest due as above are actual paid to the small enterprise	-	-
Total	417.04	1,009.35

**NOTE 6.2 -**

Trade Payable ageing schedule is provided under Note No. 27.

**NOTE 7 - OTHER CURRENT LIABILITIES**

Other liabilities	30 November 2022	31 March 2022
For Capital Goods & Services	17.74	84.87
Statutory Dues	1,735.75	346.30
Advances from Customers	43.07	886.54
Other Payables -Excess received refundable	1.66	148.75
	<b>1,798.22</b>	<b>1,466.46</b>

**NOTE 8 - SHORT TERM PROVISIONS**

Provision for Employee Benefits	30 November 2022	31 March 2022
Provision for Bonus	69.40	109.78
Provision for Gratuity	22.85	22.85
Provision for Leave Encashment	38.53	38.53
Others	485.67	195.45
	<b>616.45</b>	<b>366.61</b>

(R)

✓

For: Janki Corp Limited  
Authorised Signatory

JANKI CORP LIMITED

(₹ in lacs)

Note " 9.1 " PROPERTY, PLANT & EQUIPMENT

Particulars	Gross Block			Depreciation			Net Block		
	As at	Addition	Deduction	As At	Upto	Write back	As At	Upto	As At
	01 April 2021			30 November 2022	01 April 2023	For the period	30 November 2022	30 November 2022	31 March 2022
Land	316.54	86.40	-	402.94	-	-	402.94	-	316.54
Site development	360.45	-	-	360.45	178.56	19.99	163.91	163.91	163.91
Building	9,030.94	356.33	-	9,387.27	4,504.71	492.72	4,996.93	4,996.93	4,506.72
Plant & Machinery	47,615.16	1,427.85	69.87	48,973.14	38,366.96	7,782.05	37,090.13	17,887.02	19,292.20
Electric Installation	2,471.36	109.39	16.38	2,564.37	1,861.77	106.59	1,025	1,951.71	699.99
Furniture & Fixture	170.91	47.56	13.12	205.35	140.74	13.80	12.43	63.24	30.17
Office Equipments	281.83	51.41	11.68	321.57	230.07	39.57	10.52	61.85	50.56
Computer	175.08	15.44	3.07	187.45	142.83	13.97	3.29	34.34	33.05
Vehicle	1,283.80	897.29	40.70	2,135.68	1,135.77	193.62	43.32	890.30	148.62
Water Supply Equip	35.91	-	-	35.91	51.73	0.61	-	3.37	4.18
Low Value	9.56	0.78	-	9.84	9.56	0.28	-	-	-
Total 30-Nov-2022	61,776.84	2,942.45	168.72	64,550.67	36,620.11	3,657.40	3,386.60	24,419.77	25,156.35
Total 30-Nov-2021	57,925.29	3,878.97	27.82	61,776.44	32,859.39	3,286.54	25.77	25,156.32	25,665.90

Note " 9.2 " INTANGIBLE ASSETS

Particulars	Gross Block			Amortisation			Net Block		
	As at	Addition	Deduction	As At	Upto	Write back	As At	Upto	As At
	01 April 2021			30 November 2022	01 April 2021	For the period	30 November 2022	30 November 2022	31 March 2022
Computer Software	106.02	0.70	-	106.72	91.04	5.27	96.31	10.41	14.98
Total 30-Nov-2022	106.02	0.70	-	106.72	91.04	5.27	96.31	10.41	14.98
Total 30-Nov-2021	104.85	1.18	-	106.03	81.94	9.20	91.04	14.98	23.00

Note " 9.3 CAPITAL WORK IN PROGRESS

Particulars	31-03-2022			31-03-2021		
	Less than 1 year	1-2 years	More than 3 years	Less than 1 year	1-2 years	More than 3 years
	457.33	15.11	-	472.44	515.15	51.07
CWIP	457.33	15.11	-	472.44	515.15	51.07
Projects in progress	-	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-	-
Total	457.33	15.11	-	472.44	515.15	51.07

For: Janki Corp Limited  
 Authorised Signatory

**JANKI CORP LIMITED**

**NOTE 10 - NON CURRENT INVESTMENTS**

**Non trade**

National Saving Certificate

	30 November 2022	31 March 2022
		(₹ in lacs)
		0.03
		0.03

**NOTE 11 - DEFERRED TAX LIABILITIES (NET)**

**Deferred Tax Liabilities**

Difference between Books & IT Depreciation

**Deferred Tax Assets**

Expenses to be allowed on Payment Basis

Unabsorbed Depreciation

**Deferred Tax Liabilities ( Net)**

	30 November 2022	31 March 2022
	2,075.70	2,075.70
	137.71	137.71
	1,937.99	1,937.99

**NOTE 12 - OTHER NON CURRENT ASSETS**

Unsecured Considered good

**Non Current**

Security Deposits - Secured considered good

	30 November 2022	31 March 2022
	32.30	32.30
	32.30	32.30

**NOTE 13 - INVENTORIES**

(As taken, valued & certified by the management)

A) Raw Material

B) Work In Process

C) Finished Goods

D) Stores & Spares

	30 November 2022	31 March 2022
	5,757.01	9,220.20
	859.00	82.17
	4,712.81	2,971.91
	3,346.71	2,877.10
	14,675.53	15,151.38

Raw Material includes Stock in Transit/ Material at port is ₹NIL Lacs (Previous year ₹ 18.65 Lacs)

**NOTE 14 - TRADE RECEIVABLES**

**Current - Unsecured**

A) Trade Receivables Outstanding for more than six months

Less: Provision for Doubtful Debts

**TOTAL (A)**

B) Trade Receivables (Others)

Less: Provision for Doubtful Debts

**TOTAL (B)**

**TOTAL (A + B) Considered Good**

	30 November 2022	31 March 2022
	324.37	186.83
	96.50	86.85
	227.87	99.98
	7,987.50	5,750.09
	7,987.50	5,750.09
	8,215.37	5,850.07

**Provision for Doubtful Debts**

Opening Balance

Add: Current Year Provision

Less: Provision reversed During the Year

Less: Bad Debts Written Off During the Year

Closing Balance

	86.85	624.09
	9.88	2.83
	0.22	118.73
	-	421.34
	96.51	86.85

**NOTE 14.1 -**

Trade Receivable ageing schedule is provided under Note No. 28

**NOTE 15 - CASH AND BANK BALANCE**

**(I) CASH AND CASH EQUIVALENTS**

A) Balances with Banks

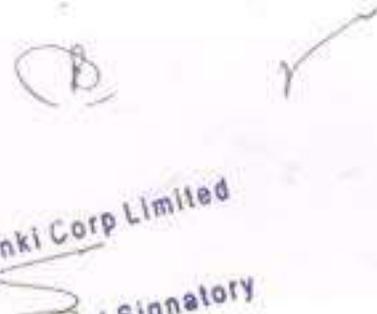
B) Cash on Hand

**(II) OTHER BANK BALANCE**

A) Margin Money in form of FD

B) Accrued Interest on FD

	30 November 2022	31 March 2022
	167.74	356.93
	4.82	5.64
	1.12	1.12
	0.03	-
	173.71	363.69

For: Janki Corp Limited  
  
 Authorised Signatory

**JANKI CORP LIMITED**
**NOTE 16 - SHORT TERM LOAN AND ADVANCES**

Unsecured Considered good

Advances Recoverable in Cash or Kind

GST Input Tax Credit

Advance for Capital Goods

Advances To Vendors

Others

Advance Tax/TDS/TCS (Net of provision)

**Total**

Less: Provision for Bad &amp; Doubtful Advance

**Net Amount**

Income Tax Refundable

Duty paid under protest

Security Deposits (Current Portion)

**30 November 2022**

(₹ in lacs)

**31 March 2022**

544.95

442.43

236.20

-

6,886.10

2,858.01

26.96

22.25

197.78

183.55

**7,891.99**
**3,506.24**

17.79

17.77

**7,874.20**
**3,488.47**

49.14

151.15

487.40

504.28

217.16

630.50

**8,627.99**
**4,774.40**
**Provision for Doubtful Advances**

Opening Balance

17.77

783.06

Add: Current Year Provision

0.02

-

Less: Provision reversed During the Year

-

65.40

Less: Written Off During the Year

-

699.89

Closing Balance

17.79

17.77

**NOTE 17 - OTHER CURRENT ASSETS**

Prepaid expenses

**30 November 2022**
**31 March 2022**

163.64

212.37

**163.64**
**212.37**
**NOTE 18 - REVENUE FROM OPERATIONS**
**Sale of Products**

Sponge Iron and Pellets Sales

59,356.62

83,655.45

Energy Sales

1,639.68

1,788.47

Trading Sales

558.49

-

**Income from Services**

Fabric Processing

8,629.87

8,864.42

**70,184.66**
**94,308.34**
**Other operating revenue**

Other Operating Sale/ Char Coal/ Income

1,369.40

1,192.62

**Revenue from operations**
**71,454.06**
**95,500.96**

Rebates, claims and discount etc on sales are accounted for and being provided for as and when settled with the parties as per consistent policy adopted by the Company every year.

**NOTE 19 - OTHER INCOME**

Interest Income

29.60

206.75

Misc. Income

0.41

17.68

Profit on Sale of Fixed Assets

26.76

5.93

Rent Received

4.00

4.65

Net Exchange Gain

-

1.02

Excess Provision Written Back

-

184.14

**60.77**
**420.17**
**NOTE 20 - COST OF MATERIALS CONSUMED**

Opening Stock\*

9,220.20

4,329.33

Add: Purchases Less Returns (Net)

36,926.34

53,204.53

**46,146.54**
**57,533.86**

Less: Closing Stock\*

9,757.01

9,220.20

\*Includes Coal

**40,389.53**
**48,313.66**
**Note 20.1 - Particulars of Materials Consumption**

Iron Ore

14,898.74

23,846.06

Coal

24,304.51

22,382.01

Others

1,186.28

2,085.59

**40,389.53**
**48,313.66**

For: Janki Corp Limited  
 Authorised Signatory

**NOTE 21 - PURCHASE OF STOCK IN TRADE**

Purchase of Coal

	30 November 2022	31 March 2022
	390.01	-
	<b>390.01</b>	<b>-</b>

**NOTE 22 - CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROCESS**

Closing Stock

Work In Process

Finished Goods

Less : Opening Stock

Work In Process

Finished Goods

Increase/(Decrease)

	30 November 2022	31 March 2022
	112.22	82.17
	5,459.60	2,971.90
	<b>5,571.82</b>	<b>3,054.07</b>
	82.17	61.41
	2,971.91	2,770.82
	<b>3,054.08</b>	<b>2,332.23</b>
	<b>2,517.74</b>	<b>721.84</b>

**NOTE 23 - EMPLOYEE BENEFITS EXPENSES**

Salary, Wages &amp; Allowances

Staff &amp; Labour Welfare Expenses

PF, ESI, Gratuity etc.

	30 November 2022	31 March 2022
	4,331.39	5,946.13
	47.96	45.21
	59.63	120.60
	<b>4,438.98</b>	<b>6,111.94</b>

**NOTE 24 - MANUFACTURING EXPENSES**

Dyes &amp; Chemicals

Stores &amp; Spares

Power and Fuel

Water Charges

Testing Charges (Iron Ore)

Tanker &amp; Tipper Running &amp; Maintenance

Other Manufacturing Expenses

Repairs &amp; Maintenance

- Plant &amp; Machineries

- Building

- Plant Vehicles

Plant Shut Down Expenses

	30 November 2022	31 March 2022
	2,112.72	2,262.01
	3,003.99	4,721.74
	7,311.76	7,212.11
	35.04	112.96
	0.75	6.63
	47.21	106.41
	34.89	34.91
	386.91	446.11
	83.94	117.60
	11.96	51.41
	<b>13,049.17</b>	<b>15,071.89</b>

**NOTE 25 - FINANCE COSTS**

Interest On Working Capital Loans

Interest on Vehicle Loan

Interest On Unsecured Loan

Bank Charges &amp; Commission

	30 November 2022	31 March 2022
	-	15.65
	25.43	25.26
	25.76	200.24
	8.29	3.64
	<b>59.48</b>	<b>244.79</b>

For: Janki Corp Limited  
  
 Authorised Signatory

**JANKI CORP LIMITED**

**NOTE 26 - OTHER EXPENSES**

(₹ in lacs)

**A) ADMINISTRATIVE EXPENSES**

**30 November 2022**

**31 March 2023**

	30 November 2022	31 March 2023
Payment to Statutory Auditors	-	4.20
Insurance Charges	127.14	119.05
Travelling & Conveyance	44.07	37.16
Legal & Professional Charges	78.99	66.79
Director's Remuneration	256.00	382.00
Postage & Telegrams	1.48	-
Telephone & Trunkcall	0.92	10.36
Repairs & Maintenance to Vehicles	53.25	72.92
Running & Maintenance to Others	29.32	39.38
Charity & Donation	0.15	-
Corporate Social Responsibility Expenses	173.70	214.11
Miscellaneous Expenses	39.58	37.41
Fees & Subscription	68.56	97.95
Rent, Rates and Taxes	54.58	88.59
Printing & Stationery	5.13	-
Safety & Security Charges	82.68	121.62
Loss on sale/discard of Fixed Assets	62.44	13.46
Guest House Expenses	13.31	19.87
Office Expenses	1.50	-
Net Exchange loss on foreign currency	31.30	-
Interest on Delayed Payments	-	2.06
Interest on Statutory Dues	-	11.76
Loss by Fire	4.05	-
<b>(A)</b>	<b>1,134.15</b>	<b>1,338.69</b>

**B) SELLING & DISTRIBUTION EXPENSES**

Claims & Rebates		
Freight Expenses	237.32	337.42
Sales Commission	795.06	1,270.60
Other Selling Expenses	55.43	72.46
Advertisement	212.30	288.15
Provision for Bad/Doubtful Debts & Advances (Net)	2.43	4.15
<b>(B)</b>	<b>9.67</b>	<b>2.83</b>
<b>TOTAL (A + B)</b>	<b>1,312.21</b>	<b>1,975.61</b>
	<b>2,446.35</b>	<b>3,314.30</b>

**C) Details of Fees Payable to Statutory Auditor**

As Auditors		
Audit Fee		4.00
Tax Audit Fee		0.20

For: Janki Corp Limited  
  
 Shweta Joshi  
 Authorised Signatory

<b>JANKI TEXTILES INDIA PRIVATE LIMITED</b>		
<b>Provisional Balance Sheet as at 31.01.2023</b>		
PARTICULARS		AMOUNT
<b>EQUITY AND LIABILITIES</b>		
<b>SHAREHOLDERS' FUNDS</b>		
Share Capital	[1]	6,27,080
Reserves & Surplus	[2]	-
		<u>6,27,080</u>
<b>NON CURRENT LIABILITIES</b>		
Long-Term Borrowings		-
Deferred Tax Liabilities Net		-
Long Term Provision		-
<b>Total Non Current liabilities</b>		-
<b>CURRENT LIABILITIES</b>		
Short Term Borrowings		-
Trade Payable		-
Micro & Small Enterprises		-
Others		-
Other Current Liabilities		-
Short Term Provision		-
<b>Total Current liabilities</b>		<u>6,27,080</u>
<b>TOTAL</b>		
<b>ASSETS</b>		
<b>NON CURRENT ASSETS</b>		
Fixed Assets		-
Property, Plant & Equipment		-
Intangible Assets		-
Capital Work in Progress		-
Non-Current Investments		-
Deferred Tax Assets (Net)		-
Long-Term loans and advances		-
Other non-current Assets		-
<b>Total non current assets</b>		-
<b>CURRENT ASSETS</b>		
Current Investments		-
Inventories		-
Trade Receivable	[3]	6,27,080
Cash and Cash Equivalents		-
Short-term loans & advances		-
Other current assets		-
<b>Total current assets</b>		<u>6,27,080</u>
<b>TOTAL</b>		
		<u>6,27,080</u>
<b>Significant Accounting Policies</b>		
The accompanying notes are an integral part of the financial statements		
For and on behalf of the Board		
JANKI TEXTILES INDIA PRIVATE LIMITED		
		
(Raghunath Mittal)		
Director		
DIN: 00175295		
Place: Bhilwara		
Date: 31 Jan 2023		

JANKI TEXTILES INDIA PRIVATE LIMITED

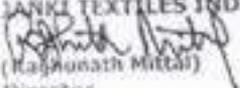
Regd. Office & Works: Mandpiya Chouraha, Chittor Road, Bhilwara- 311001, Rajasthan

Correspondence: 01482-249010, E-mail: info@jankitextiles.com

CIN No. U17299RJ2022PTC085354, GSTIN- 08AAFCJ8589H1ZW

For Janki Textiles India Private Limited

  
Authorised Signatory

<b>JANKI TEXTILES INDIA PRIVATE LIMITED</b>	
<b>Provisional Statement of Profit &amp; Loss for the Period ended 15.01.2023</b>	
<b>PARTICULARS</b>	<b>Process</b>
<b>Income</b>	
Revenue from operations	.
Other Income	.
<b>TOTAL INCOME (i)</b>	.
<b>Expenses</b>	
Cost of materials consumed*	.
Purchase of Stock in trade	.
(Increase)/Decrease in inventories of finished goods, WIP & Stock-in-Trade	.
Employee Benefit expenses	.
Manufacturing expenses	.
Finance Cost	.
<b>Depreciation/Amortisation expenses</b>	.
Other expenses	.
<b>TOTAL EXPENSES (ii)</b>	.
Earnings before extraordinary items	.
Extraordinary Income	.
Profit/(Loss) before Tax (PBT)	.
<b>Tax expenses of continuing operations</b>	
Current Tax	.
Deferred Tax	.
Profit/(loss) for the period from continuing operations	.
Profit/(loss) for the period from discontinuing operations	.
Profit/(Loss) for the period (Profit After Tax)	.
<b>Significant Accounting Policies</b>	
The accompanying notes are an integral part of the financial statements	
For and on behalf of the Board	
<b>JANKI TEXTILES INDIA PRIVATE LIMITED</b>	
	
(Raghunath Mittal)	
Director	
DIN: 00175295	
Place: Bhilwara	
Date: 31 Jan 2023	

**JANKI TEXTILES INDIA PRIVATE LIMITED**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE PERIOD ENDED 15.01.2023

PARTICULARS	AMOUNT
<b>NOTE 1 - SHARE CAPITAL</b>	
<b>AUTHORISED SHARE CAPITAL</b>	15,00,000
1,50,000 shares @ Rs. 10/- each	
<b>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL</b>	6,27,080
62708 Equity shares @ 10/- each	
	6,27,080

A. Reconciliation of the Shares Outstanding at the Beginning and at the end of the reporting period

Equity Shares	NO OF SHARE
At the beginning of the Period	-
Issued during the Period	62,708
Outstanding at the end of the period	62,708

B. The Company has only one Class of Equity Shares having a par value of ₹ 10 per shares. Each holder of equity

**C. SHARES HELD BY EACH SHAREHOLDERS HOLDING MORE THAN 5% SHARES AS ON**

S.NO.	NAME OF THE SHAREHOLDER	NO OF SHARE	
1	Raghu Nath Mittal	9,685.00	15.44%
2	Rahul Mittal	16,309.00	26.01%
3	Rohit Mittal	10,451.00	16.67%
4	Raghu Nath Mittal (HUF)	7,871.00	12.55%

**D. SHAREHOLDING OF PROMOTERS**

Shares held by promoters

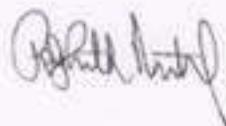
S.NO.	PROMOTER NAME	NO OF SHARE	
1	Raghu Nath Mittal	9,685.00	15.44%
2	Rahul Mittal	16,309.00	26.01%

**NOTE 2 - RESERVE AND SURPLUS**

SECURITIES PREMIUM A/C	AMOUNT
Balance as per last financial statements	-
Add: Premium on issue of equity shares	-
<b>Closing Balance</b>	-
<b>PROFIT &amp; LOSS ACCOUNT</b>	
Balance as per last financial statements	-
Profit/(Loss) for the year	-
<b>Net Surplus in the statement of Profit &amp; Loss</b>	-
<b>Total Reserve and Surplus</b>	-

**NOTE 3 - CASH AND BANK BALANCES**

Cash & Cash Equivalents	AMOUNT
A) Balances with Banks	6,27,080
B) Cash on Hand	-
	6,27,080


**JANKI TEXTILES INDIA PRIVATE LIMITED**

Regd. Office &amp; Works: Mandpiya Chouraha, Chittor Road, Bhilwara- 311001, Rajasthan

Correspondence: 01482-249010, E-mail: info@jankitextiles.com

CIN No. U17299RJ2022PTC085354, GSTIN- 08AAFJ8589H1ZW

For Janki Textiles India Private Limited



Authorised Signatory

**IN THE NATIONAL COMPANY LAW TRIBUNAL**  
**AT JAIPUR**

**CORAM: SHRI DEEP CHANDRA JOSHI,**  
**HON'BLE JUDICIAL MEMBER**  
**SHRI ATUL CHATURVEDI,**  
**HON'BLE TECHNICAL MEMBER**

**CA(CAA) No. 01/230-232/JPR/2023**

Section: Section 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

**IN THE MATTER OF SCHEME OF ARRANGEMENT**  
**IN THE NATURE OF DE-MERGER**

**OF**

**M/S JANKI CORP LIMITED**

**(Applicant Company No. 1 /Demerged Company)**

**AND**

**M/S JANKI TEXTILES INDIA PRIVATE LIMITED**

**(Applicant Company No. 2 /Resulting Company)**

**MEMO OF PARTIES**

**M/s Janki Corp Limited**

Registered Office at: Mandpiya Chouraha,  
Chittor Road, Bhilwara – 311001 (Rajasthan)

**... Applicant Company No. 1/ Demerged Company**

**AND**

**M/s Janki Textiles India Private Limited**

Registered Office at: Mandpiya Chouraha,  
Chittor Road, Bhilwara – 311001 (Rajasthan)

**... Applicant Company No. 2/ Resulting Company**

**Counsel for the Applicants:** Shashank Kasliwal, Adv.  
Diwakar Khaldwa, Adv.

**Order Pronounced on: 01.06.2023**

**ORDER**

**Per: Shri Deep Chandra Joshi, Judicial Member**

1. This Application has been filed jointly by the Applicant Companies herein; namely M/s Janki Corp Limited ('Applicant No.1 / Demerged Company') and M/s Janki Textiles India Private Limited ('Applicant No. 2 / Resultant Company'), under Sections 230-232 of the Companies Act, 2013 ('Act') read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('Rules'), in relation to the Scheme of Arrangement for Demerger ('Scheme') proposed between the Applicant M/s Janki Corp Limited ('JCL') registered office at Mandpiya Chouraha, Chittor Road, Bhilwara, Rajasthan – 311001, registered with Registrar of Company – Jaipur, Rajasthan and M/s Janki Textiles India Private Limited ('JTIPL') registered office at Mandpiya Chouraha, Chittor Road, Bhilwara, Rajasthan – 311001 with Registrar of Company – Jaipur, Rajasthan. The said Scheme is also submitted as Annexure – G of the Application and the appointed date as per the Scheme is stated to be 01.04.2023.
2. The Applicant Companies preferred the Application seeking for the following prayer as evident inter alia from the reliefs sought *vide* CA(CAA) No.01/230-232/JPR/2023, namely:

CA(CAA) No. 01/230-232/JPR/2023

- (i) This Hon'ble Tribunal be pleased to grant dispensation of the meeting of the Equity Shareholders of JCL, the Applicant Demerged Company in light of consent already obtained;*
- (ii) This Hon'ble Tribunal be pleased to grant dispensation of the meeting of the Equity Shareholders of JTIPL, the Applicant Demerged Company in light of consent already obtained;*
- (iii) This Hon'ble Tribunal be pleased to issue directions as regard convening, holding and conducting meetings of the Secured Creditors and Unsecured Creditors of JCL, Applicant Demerged Company, for the purpose of considering and if thought fit, approving the proposed Scheme of Arrangement, with or without modifications; in terms of the prayers made hereinabove;*
- (iv) This Hon'ble Tribunal be pleased to issue necessary directions to JCL, the Applicant Demerged Company as to the method of convening, holding and of Secured Creditors and Unsecured Creditors and as to the notices and advertisements to be issued in this regard;*
- (v) This Hon'ble Tribunal be pleased to grant exemption from service of individual notice to the Unsecured Creditors of JCL, the Applicant Demerged Company having the value of individual debt at less than Rs. 50,000/-;*
- (vi) This Hon'ble Tribunal be pleased to appoint the Chairman and Scrutinizer for the said meetings of JCL, the Applicant Demerged*

*Company and in respect of adjournment(s), if any, and further to direct the said Chairman to report the result of the said meetings to the Tribunal within a such time period as the Hon'ble Tribunal may decide in this respect;*

*(vii) This Hon'ble Tribunal be pleased to fix the Quorum for the said meetings and to lay down the procedure for voting at the meetings;*

*(viii) This Hon'ble Tribunal be pleased to hold that the meetings of Secured and Unsecured Creditors of JTIPL, the Applicant Resulting Company are not necessary as there are no Secured and Unsecured Creditors;*

*(ix) It is prayed that notices to the statutory authorities may be ordered by this Hon'ble Tribunal as per the provisions of Section 230(5) of the Act and Rule 8 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016;*

*(x) It is prayed that this Hon'ble Tribunal fix a date for the presentation of the Company Petition and pass such other Order or Orders as this Hon'ble Tribunal may deem fit and proper in the circumstances of the case and render justice.*

3. An Affidavit in support of the Application was sworn for and on behalf of the Applicant Companies by the authorised signatory of the joint Applicant Companies, namely, Mr. Madhusudan Sharma and Ms. Shruti Joshi. The Applicant Companies have enclosed the Board Resolution dated 31.01.2023 for the approval of this Scheme along with this Application as Annexures – F

(Colly) (Page No. 201 – 210) of the Application. It is further represented that the Application filed by the Applicant Companies is maintainable in view of Rule 3 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

4. In relation to the territorial jurisdiction, it is stated that the Registered Offices of the Demerged Company and Resultant Company fall within the purview of the Registrar of Companies, Jaipur. Therefore, this Tribunal has the necessary territorial jurisdiction to entertain this Application.
5. We have perused the Application, and the connected documents/papers, including the Scheme of Arrangement, contemplated between the Demerged /Applicant Company and the Resultant Company.
6. A perusal of the Application filed by the Applicant Companies indicates the details of the capital structure of the Applicant Companies, which is tabulated as follows:

<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Date of Incorporation</b>	<b>Authorized Share Capital</b>	<b>Issued, Paid-Up and Subscribed Share Capital</b>	<b>CIN No.</b>
1.	Janki Corp Limited (Demerged Company)	16.09.1993	Rs. 50,00,00,000 /-divided into 5,00,00,000/ - Equity Shares of Rs. 10/- each.	Rs. 31,35,36,000 /- divided into 3,13,53,600/- Equity Shares of Rs. 10/- each.	U17118RJ 1993PLC0 23549

2.	Janki Textiles India Private Limited (Resultant Company)	21.12.2022	Rs. 15,00,000/- divided into 1,50,000/- Equity Shares of Rs. 10/- each.	Rs. 6,27,080/- divided into 62,708/- Equity Shares of Rs. 10/- each.	U17299RJ 2022PTC0 85354
----	--	------------	---	---	-------------------------------

7. The Applicant Company No.1/Demerged Company has filed the Memorandum and Articles of Association of Applicant Company inter-alia delineating their object clauses as Annexure – A (Colly) of the Application.

The main objects of the Applicant Company No.1 / Demerged are as follows:

- *To carry on the business of spinners, weavers, manufacturers, producers, ginners, pressers, packers, balers, liners, cleaners, processors, doubters, combers, wool combers, worsted spinners, woollen spinners, knitters, printers, dyers, bleachers, calenderers, sellers, buyers, traders, brokers, stockists, importers, exporters, merchandise, distributors, barterers, shippers and dealers in all kinds of threads, fabric/cloth, yarn, fibres, jeans, suitings, shirtings, sarees, dress materials, ready-made garments of all fabrics including waste cotton, linen, hemp, jute, wool, polyesters, acrylics, silk, artificial silk, rayon, manmade synthetic fibre, fibers, staple synthetic yarn and any other fibrous material, allied products, by-products and to treat and utilise any waste arising from any such manufacturing, production or process.*
- *To carry on the business of manufacturers, processors, producers, jobbers including doing the job work for others and getting the job work done from others, designers, distributors, stockists, importers and exporters, buyers, sellers and dealers of all or any of the products of fabrics and textiles, industrial fabrics, non-woven fabrics, sheets, tapes, ropes, cords, twines, canvas, territowels, durries, newar, parachutes, carpets, rugs, blankets, namdas, tarpaulins, linens, worsted stuff and other products as are prepared or manufactured from nylon, polyesters, acrylics, rayon, silk, artificial silk, linen, cotton, wool, and any other synthetic, artificial and natural fibres and intermediates of all types, grades and formulations and*

*including specifically plastics, polyester fibres, polyacrylonitrile, polyvinylacetate, polypropylene, nylon and rayon.*

- *To carry on the business of manufacturers, producers, processors, importers, exporters, buyers, sellers and dealers in and as brokers, agents, stockists, distributors and suppliers of all kinds of waterproof fabrics, pavliners, floorclothes, carpets, tent clothes, tweed, patta, pashminas blazer, gaberdine, drill, tapestry, georgetta, linen, velvet, tarpaulin, khaddar, lace and Linning, surgical cotton, surgical bandages, lints, gauze, sanitary goods necessary for medical aid, hospital needs, as are made from or with cotton, nylon, silk, polyester acrylics, jute, wool and other kinds of fibre, by whatever name called or made under any process, whether natural or artificial and by mechanical or other means.*
- *To carry on the business of manufacturing, trading, producing, crushing, acquiring, importing, exporting, buying, selling, treating, processing, developing, retreating, storing, distributing, transporting and otherwise dealing in all kinds and classes of pig iron, sponge iron and steels of all kinds, ferrous and non-ferrous metals and alloys, iron and metal scrap, ferro-alloys, cast iron and steel and metal goods, tools and implements of all kinds, billets, pre-reduced billets, ingots etc.*
- *To set up any mineral based industry to manufacture or process minerals, purchase, take on lease or otherwise acquire any mines, mining rights and metalliferous land anywhere and any interest therein and to explore, work, exercise, develop and turn to the account the same.*
- *To act as a consultant, construction advisor to any plant whether in India or abroad for manufacturing producing, treating, processing, developing in all kinds of ferrous and non-ferrous metals, pig iron, sponge iron, steel and metal goods. To cogenerate, generate electricity through conventional and non-conventional means from raw material or waste heat or from any other material for selling to the outside buyers or for its own consumption to continuously invest in research activities for diversifying or improving production, maintenance and growth of the company.*
- *To search for, get, work, raise, make merchantable, sell and deal in iron, coal, iron-stone, brickearth, fireclay, limestone, dolomite, quartz quartzite, manganese asbestos and other metals, minerals and substances and to manufacture and sell fuel and other products.*
- *To arrange, deal in all aspects of the business, contracting, generation, transmission, sale, purchase, captive consumption, supply and distribution*

*of power/ electricity in India and abroad by establishing Wind Power Plant or any other type of Power generation plant using conventional and/or non-conventional energy sources as may be in use or which may be developed or invented in future.*

- *To deal in immovable properties such as land and buildings and to purchase, acquire, take or given on lease or in exchange or in any other lawful manner in India or abroad land including agriculture land, plot, building, structures, factories, farm houses and estates, real estate or interest therein and any rights over or connected with them and to develop the same for sale or on installments or for any other purpose by preparing building sites and by constructing, altering improving, developing, promoting, decorating, furnishing, maintaining of heritage spots, hotels, resorts, malls, plazas, apartments, shopping malls, farm houses, complexes, commercial and residential buildings, colonization, multi storey offices, multiplex, amusement park, flats, gardens, houses, shops, showrooms, and townships and to equip them or any part thereof with all or any amenities or conveniences thereon and by consolidating or connecting or subdividing properties and leasing or disposing or the same and to manage such land and building.*

8. The Applicant Company No. 2/ Resultant Company has filed the Memorandum and Articles of Association of Applicant Company No.2 inter-alia delineating their object clauses as Annexure – C (Colly) of the Application. The main objects of Applicant Company No. 2/ Resultant Company are as follows:

- *To carry on the business of manufacturing, trading, buying, selling, dealing, producing, importing, exporting, whole selling, retailing in textile goods.*
- *To carry on the business of manufacturers, producers, processors, printing on jobwork and importers, exporters, buyers, sellers and dealers in all kinds of label, textiles, yarn, fabrics, leather clothes whether synthetic or natural prepared or manufactured from nylon cellulose, viscose, polyester, acrylics, rayon, silk, artificial silk, linen n arrow fabrics, cotton, wool, jute,*

*lamp, flex, leather hession and any other fibre or fibre as materials, textile, substances, allied products, by products and substitute for all or any of them and to treat and utilize any waste arising from any such manufacture, production or process and converters of synthetic, artificial and natural and fibre glass into materials like cloth, tapes, ropes, yarns, twines and such other articles as may be conveniently produced or manufactured.*

- *To carry on in India or elsewhere the business of manufacturing, processing, Producing, washing, ginning, pressing, spinning, weaving, crimping, dyeing, texturing, carding, bleaching, combing, doubling, finishing, colouring, mercerizing, twisting, improving, buying, selling, reselling, importing, exporters, storing, fabricating, developing, marketing, or supplying and to act a broker, trader, agent, C & F agent, distributor, representative, consultant, collaborator, adatia stockists, liasioner, jobworker or otherwise to deal in all types of natural and synthetic yarns and fabrics made of materials such as cotton, flax, hemp, linen, wool, nylon, viscose, ramie, polyester, silk, artsilk, tureen, jute, staple, fibres, cashmilon, filaments, terecotton, comofilaments, acrylics, polynosic, polypropylene, polymide, polymethane, cellulose, dropping, spun or other fibrous substances or any combination thereof.*

9. The Financial Statements for the year ended 31.03.2022 of the Demerged Company are annexed as Annexure – B (Colly) of the Application. Further, the Applicant Companies have their provisional unaudited Financial Statements of JCL dated 30.11.2022 and JTIPL dated 15.01.2023 annexed as Annexure – B1 and D (Colly), respectively of the Application. Furthermore, the Applicant Companies has annexed the statement showing the details of the Assets and Liabilities of the Demerged Undertaking being transferred to the Resulting Company as on 30.11.2022 as Annexure – B2 of the Application.

10. The Applicant has furnished the details of the Shareholders, Secured Creditors and Unsecured Creditors, of Demerged and Resultant company, as of date, which are as follows:

<b>S. No.</b>	<b>Name of the Company</b>	<b>No. of Equity Shareholders</b>	<b>No. of Secured Creditors</b>	<b>No. of Unsecured Creditors</b>
1.	Janki Corp Limited (Demerged Company)	12	3	583
2.	Janki Textiles India Private Limited (Resultant Company)	12	NIL	NIL

11. The Applicant Companies stated that all the equity shareholders of the Applicant Company No. 1 and 2 had given their consent through affidavits annexed as Annexure – I and M in the Application, respectively and taken on record. Further, the Applicant Companies filed the affidavits in compliance with the Order dated 27.04.2023 vide Diary No. 1096 – 97 dated 02.05.2023 wherein it requested for the dispensation of the issuance of the personal notice to 266 unsecured creditors that have an individual debt value of less than Rs. 50,000/- and a cumulative debt of Rs. 42,58,673.65/- against total unsecured debt of Rs. 48,45,06,648.55/-.

12. The aforementioned cumulative debt amount of 266 unsecured creditors constitutes less than 1% of the total unsecured debt, 0.04% of the total gross income and 0.3% of the net profit of Applicant No. 1 / Demerged Company. Thus, the dispensation from the issuance of the personal notice to 266 unsecured creditors will not cause any prejudice to the stakeholders.

Furthermore, the balance of convenience and equity lies in favour of the Applicant Companies as such dispensation would result in a quick resolution of the Scheme. In addition, it has relied on the judgments of the coordinate benches in *Ashima Dyecot Private Limited v. Ashima Limited*, CA(CAA) No.18/NCLT/AHM/2020 and *Aggarwal Spintex P. Ltd.*, CA(CAA) No.09/NCLT/CHD/PB/2021 wherein the service of notice to the unsecured creditors having individually debts valued at less than Rs. 50,000/- and Rs. 1,00,000/-, respectively were dispensed with.

13. The Applicant Companies have complied with Section 230(2) requirements and disclosed all the material facts about themselves. The Applicant stated in Para 14 on Page No. 31 of the Application that no investigation proceedings are pending against the Demerged/ Applicant Company and Resultant Company under the Companies Act, 2013 or under the Insolvency and Bankruptcy Code, 2016.

14. The Applicant Demerged Company and Resultant Company have complied with Section 230(7) and Section 232(3) of the Act by filing the certificate of the Company's Auditor concerning compliance with the Accounting Standards under Section 133 of the Companies Act, 2013 as Annexure – H (Colly) of the Application. Further, during the course of arguments, it is stated by the Applicant Companies that in the present matter, there is a requirement for Corporate Debt Restructuring. The Applicant shall comply with Section 230(2)(c) of the Companies Act, 2013 and duly place the report before

Chairperson and Scrutinizer for circulation. The Chairperson and Scrutinizer are directed to ensure service of the said report at the time of issuance of notices for the meeting to the Secured and Unsecured Creditors.

15. We have perused the Application, and the connected documents/papers filed including the Scheme of Arrangement by way of demerger contemplated between the Applicant(s) Demerged Company and Resulting Company.

16. The Board of Directors of the Demerged Company and Resulting Company at their respective meetings held on 31.01.2023 have unanimously approved the proposed Scheme of Arrangement and copies of resolutions passed thereon have been placed on record by the companies.

17. Taking into consideration the Application filed by the Applicant Company and the documents filed therewith, this Tribunal proposes to issue the following directions for calling, convening and holding the meetings of the Equity Shareholders, Secured and Unsecured Creditors or dispensing with the same, as well as the issue of notices in relation to Applicant Company No.1/Demerged Company as follows:

**In relation to Applicant No. 1/ Demerged Company:**

(i) With respect to Equity Shareholders

Since it is represented that there are 12 (Twelve) Equity Shareholders in the Applicant Company No. 1 / Demerged Company, and it is seen that their consent affidavits have been placed on record as Annexure – I

(Colly), therefore the necessity of convening and holding a meeting to consider the approval of the Scheme is dispensed with.

(ii) With respect to Secured Creditors

Since it is represented that there are 3 (Three) Secured Creditors in the Applicant Company, and it is seen that its consent is not on record; therefore, this Tribunal is of the view that a meeting of the Secured Creditor of the Applicant Company No. 1/ Demerged Company is required to be held through VC & OAVM subject to notice of the meeting being issued through the post, courier or e-mail ids registered with the Applicant Company No. 1 / Demerged Company.

(iii) With respect to Unsecured Creditors

Since it is represented that there are 583 (Five Hundred and Eighty-Three) Unsecured Creditors in the Applicant Company No. 1/ Demerged Company, and it is seen that their consent is not on record; therefore, this Tribunal is of the view that a meeting of the Unsecured Creditors of the Applicant Company No. 1/ Demerged Company is required to be held through VC & OAVM subject to notice of the meeting being issued through the post, courier or e-mail ids registered with the Applicant Company No. 1 / Demerged Company. Furthermore, the unsecured creditors of Applicant No. 1 having individual debt value of less than Rs. 50,000/- are dispensed from the service of notice in light of the

aforementioned observations. However, such unsecured creditors shall be entitled to attend and vote at their respective meeting(s) pursuant to a public notice published in the newspapers as directed.

**In relation to Applicant No. 2/ Resulting Company:**

(i) With respect to Equity Shareholders

Since it is represented that there are 12 (Twelve) Equity Shareholders in the Applicant Company No. 1 / Resulting Company, and it is seen that their consent affidavits have been placed on record as Annexure – M (Colly), therefore the necessity of convening and holding a meeting to consider the approval of the Scheme is dispensed with.

(ii) With respect to Secured Creditors

Since the Applicant Resultant Company represents that there are no Secured Creditors in the Applicant Company No. 2 / Resultant Company, the necessity of convening and holding a meeting to consider the approval of the Scheme is dispensed with.

(iii) With respect to Unsecured Creditors

Since the Applicant Resultant Company represents that there are no Unsecured Creditors in the Applicant Company No. 2 / Resultant Company, the necessity of convening and holding a meeting to consider the approval of the Scheme is dispensed with.

**18.Directions for the Meeting to be held are issued as under: -**

Considering the prevalent norms, the above-stated meetings of the Applicant Companies shall be called, convened and conducted through VC & OAVM, subject to the notice of the meeting being issued through post/courier/e-mail, as specified below:

- (i) Holding the meetings and conclusion of the voting of the Secured and Unsecured Creditors of the Applicant Companies shall be done through VC & OAVM, within sixty days of passing of this Order, following the Companies Act, 2013, and applicable Rules & Guidelines. The quorum of the meeting of the Equity Shareholders, Secured and Unsecured Creditors shall be 33% in value.
- (ii) In case the quorum as noted above for the aforesaid meetings of the Applicant Companies are not present at the specified time, then the meeting shall be adjourned by half an hour, and thereafter the persons present and voting, including authorized representatives, shall be deemed to constitute the quorum. The Scrutinizer is duty-bound to record all proceedings of the meeting conducted through VC & OAVM. The Applicant Companies shall endeavour to attain at least the quorum fixed, if not more, concerning the Scheme's approval.
- (iii) Mr. Brij Bhushan Sharma, (Mobile No. +91 – 9797820378, e-mail id: [bhushan62.brij@gmail.com](mailto:bhushan62.brij@gmail.com)) is appointed as the Chairperson and Mr. Sandeep Kumar Jain, (Mobile No. +91 – 9828050920, e-mail id: [sandeepjaincs@gmail.com](mailto:sandeepjaincs@gmail.com)) is appointed as the Scrutinizer for meetings of

Equity Shareholders, Secured and Unsecured Creditors of the Applicant Companies through VC & OAVM, which are accordingly directed by this Tribunal to be called, convened, conducted and concluded.

(iv) The honorarium of the Chairperson for the aforesaid meetings of the Equity Shareholders, Secured and Unsecured Creditors of the Applicant Companies shall be Rs. 1,00,000/- (Rupees One Lakh Only) and the honorarium of the Scrutinizer shall be Rs. 75,000/- (Rupees Seventy-Five Thousand Only) in addition to reimbursement of their incidental and out of pocket expenses. The Chairperson and Scrutinizer will file their report within a week of the conclusion of the meetings. They shall be fully assisted by the authorized representative/ Company Secretary and other relevant staff of the Applicant Companies.

(v) Individual notice(s) of the above said meeting shall be send by the Applicant Companies to the Secured and Unsecured Creditors on record of the company through registered post or speed post or courier or e-mail, 30 days in advance before the scheduled date of the meeting, indicating the day, date, time and link to meeting through VC & OAVM as aforesaid, together with a copy of the Scheme, copy of the explanatory statement required to be sent along with any other documents as prescribed under the Companies Act, 2013, and Rules/ Guidelines thereunder and also any information/document as specified in this order which shall also be duly sent with the notice.

- (vi) It is further directed that along with the notice; the Applicant Companies shall also send a statement(s) explaining the effect of the Scheme on the creditors, key managerial personnel, promoters and non-promoter members, *etc.*, along with the effect of the arrangement for demerger on any material interests of the directors of the company(s), as provided under sub-section 3 of Section 230 of the Act.
- (vii) The Applicant Companies shall publish an advertisement indicating the day, date, time and link of the meeting to be conducted through VC & OAVM as aforesaid, with a gap of at least 30 clear days before the holding of the meeting/conference. Such meeting notice is to be published in two leading daily newspapers with a large circulation in the area, in English and the vernacular, stating that the copies of the Scheme and the Explanatory Statement are required to be furnished according to Section 230 of the Companies Act, 2013 shall be available and provided free of charge at the registered office of the Applicant Companies to eligible persons. The Applicant Companies shall publish the notice on its website if any.
- (viii) The Applicant Companies shall further furnish a copy of the Scheme free of charge within one day of any requisition for the Scheme made by any Shareholders, Secured and Unsecured Creditor(s) of the Applicant Companies entitled to vote as aforesaid.

(ix) The authorized representative of the Applicant Companies shall furnish an affidavit of service of notice of meeting and publication of advertisement and compliance with all directions contained herein at least a week before the proposed meetings.

(x) The Chairperson shall be responsible to report the result of the meeting of secured and unsecured creditors of Applicant Company No. 1 to the Tribunal in Form No. CAA – 4, as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 within seven days of the conclusion of the aforesaid meetings. He would be fully assisted by the authorised representative/ Company Secretary of the Applicant Companies, and the Scrutinizer will assist the Chairperson in preparing and finalising the reports of the meetings.

19. All the aforesaid directions are to be complied with strictly in accordance with the applicable law, including forms and formats contained in the Companies (Companies, Arrangements, Amalgamations) Rules, 2016, as well as the provisions of the Companies Act, 2013. The Applicant Companies are directed to send notice individually along with a copy of the Scheme to the Income Tax Authorities (indicating the respective PAN Nos.), ROC concerned, Official Liquidator and Regional Director (North Western Region), Reserve Bank of India, Competition Commission of India as well as other sectoral regulators or authorities, if applicable, as advance notice for their representation/observation, if any. Further, it is not a listed company;

consequently, there is no requirement for approval from the Securities and Exchange Board of India.

20. The Applicant Companies shall file the petition for issuance of notices and fix the date of hearing for the approval of the Scheme in due course.

21. Hence, this Application bearing CA (CAA) No. 01/230-232/JPR/2023 stands allowed on the aforesaid terms. Copy of this order is to be provided to the Applicant Companies and the designated Chairperson and Scrutinizer.

*-Sd-*

**DEEP CHANDRA JOSHI  
JUDICIAL MEMBER**

*-Sd-*

**ATUL CHATURVEDI  
TECHNICAL MEMBER**

**NATIONAL COMPANY LAW TRIBUNAL  
JAIPUR BENCH**  
*(through web-based video conferencing platform)*

Item No. 302  
IA(CA) No. 33/JPR/2023  
CA(CAA) No. 01/230-232/JPR/2023  
Under Section 230-232 of  
Companies Act, 2013

**In the matter of:**

M/s Janki Corp Ltd.

...Transferor Company

With

M/s Janki Textiles India Pvt. Ltd.

...Transferee Company

Coram: HON'BLE MR. DEEP CHANDRA JOSHI, JUDICIAL MEMBER  
HON'BLE MR. ATUL CHATURVEDI, TECHNICAL MEMBER

**Present Through Video Conferencing: -**

For the Applicant : Shashank Kasliwal, Adv.

**ORDER**

Heard Mr. Shashank Kasliwal, Adv. appearing on behalf of the Appellant. IA(CA) No. 33/JPR/2023 under Rule 154 of NCLT Rules, 2016 was filed by the Appellant for rectification of Order dated 01.06.2023. On the previous date of hearing, learned counsel for the Appellant was directed to file an affidavit with regard to the fact that there is no corporate debt restructuring in the scheme, there is only corporate restructuring. An affidavit vide Diary No. 1549/2023 dated 15.06.2023 in compliance of Order dated 14.06.2023 passed by this Tribunal has been filed and complied with. The prayer is allowed as prayed in IA(CA) No. 33/JPR/2023 and stands modified as follows:

*The Applicant Demerged Company and Resultant Company have complied with Section 230(7) and Section 232(3) of the Act by filing the certificate of the company's Auditor concerning compliance with*

NK

Sd-

Sd-

*the Accounting Standards under section 133 of the Companies Act, 2013 as Annexure- H (Colly) of the Application.*

Further, in para 18 Clause (i), (iii) & (iv) the term 'equity shareholders' will not be read as part and parcel of the said order, henceforth.

In view of the above, the order dated 01.06.2023 is modified and IA(CA) No. 33/JPR/2023 stands disposed of accordingly.

Sd-

(Atul Chaturvedi)  
Technical Member

Sd-

(Deep Chandra Joshi)  
Judicial Member

June 16, 2023

**Process and manner for attending the General Meeting through InstaMeet for Creditors:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ Select the “**Company**” and “**Event Date**” and register with your following details: -

- A. **Demat Account No. or Folio No:** Enter your Folio No. (Reference Number) provided to you on your registered email address.
- B. **Certificate No.:** Enter your Certificate No. provided to you on your registered email address. (non- mandatory)
- C. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Creditors who have not updated their PAN with the Company shall use the sequence number provided to you, if applicable.)
- D. **Mobile No.:** Enter your mobile number.
- E. **Email ID:** Enter your email id, as recorded with the Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet, and your attendance is marked for the meeting).

**Instructions for Creditors to Speak during the General Meeting through InstaMeet:**

1. Creditors who would like to speak during the meeting must register their request 3 days in advance with the company on the e-mail id provided in the Notice.
2. Creditors will get confirmation on first cum first basis depending upon the provision made by the client.
3. Creditors will receive “speaking serial number” once they mark attendance for the meeting.
4. Creditors may also ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

**Instructions for Creditors to Vote during the General Meeting through InstaMeet:**

During the voting session **Creditors** may click the voting button which is appearing on the right-hand side of your VC meeting screen. Once the electronic voting is activated by the scrutinizer during the meeting, **Creditors** can cast the vote as under:

1. On the VC page, click on the link for e-Voting “Cast your vote”
2. Enter your Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Creditors, who will be present in the General Meeting through InstaMeet 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 facility during the meeting. Creditors who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Creditors are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Creditors are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Creditors connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case Creditors have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**InstaMeet Support Desk**

**Link Intime India Private Limited**

Document Classification: Public

e-Voting Instruction\_V1.2

Page | 1

## Remote e-Voting Instructions for Creditors:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

- A. **User ID:** Enter your User ID.  
Your User ID is Event No + Reference Number provided to you.
- B. **PAN:**  
Enter your 10-digit Permanent Account Number (PAN) (Creditors who have not updated their PAN with the Company shall use the sequence number provided to you, if applicable).
- C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with the Company - in DD/MM/YYYY format)
- D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with the Company.
  - Creditors who have not recorded ‘C’ and ‘D’, shall provide their Reference Number in ‘D’ above

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.

3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.

5. E-voting page will appear.

6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

### **If you have forgotten the password:**

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.

• In case Creditors is having valid email address, Password will be sent to his / her registered e-mail address.

• Creditors can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

• The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

• It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

During the voting period, Creditors can login any number of time till they have voted on the resolution(s) for a particular “Event”.

In case Creditors have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

### **InstaVote Support Desk**

**Link Intime India Private Limited**