



ARTIMAS FASHIONS PVT. LTD

BUILDING FUTURE

DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2023-24

To,
The Members,
Artimas Fashions Private Limited

Your Directors have the pleasure of submitting their 14th Annual Report of **Artimas Fashions Private Limited** ("the Company"), together with the Audited Statements of Accounts for the year ended 31st March 2024.

1. FINANCIAL RESULTS

The Company's financial performances for the year under review along with previous year figures are given hereunder:

(₹in Lakhs)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Revenue from Operations	1740.27	2472.30
Other Income	440.69	18.54
Total Income	2180.96	2490.84
Less: Expenses	2981.79	3422.67
Profit/(Loss) before taxation	(800.84)	(931.83)
Tax Expenses		
Less: Current Income Tax	-	-
Less: Deferred Tax	(0.91)	(1.79)
Profit/(Loss) after tax	(799.93)	(930.04)

2. INDIAN ACCOUNTING STANDARDS

The Ministry of Corporate Affairs (MCA) vide its notification in the Official Gazette dated 16 February 2015, notified the Indian Accounting Standards ('Ind AS') applicable to certain classes of companies, which has replaced the existing Indian GAAP prescribed under Section 133 of the Companies Act, 2013 read with rule 7 of the Companies Account Rules, 2014. The Company is a subsidiary of Lux Industries Limited and hence Indian Accounting Standards ('Ind AS') shall be applicable on the Company. Accordingly, the aforesaid financial highlights are based on the Company's Indian Accounting standards ('Ind AS') and the Audited Standalone Financial Statements for the year 31st March 2024.





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3. OPERATIONS OF THE COMPANY AND OUTLOOK FOR THE CURRENT YEAR

Your Directors wish to present the details of Business operations done during the year under review:

The total income for the year ended 31.03.2024 is ₹ 2180.96 lakhs as compared to ₹2,490.84 lakhs in the previous financial year.

4. TRANSFER TO RESERVE

The Company has not transferred any amount to the General Reserve during the financial year under review.

5. SHARE CAPITAL

There was no change in the share capital during the year under review.

The Share Capital of the Company comprises of 2,00,500 equity shares of having face value of ₹10 each and 2,00,000 preference shares having nominal value of ₹100 each.

6. HOLDING COMPANY

The Company is a subsidiary of Lux Industries Limited (CIN: L17309WB1995PLC073053).

7. DIVIDEND

Your Directors regret their inability to propose any dividend for the year under review.

8. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid in earlier years.

9. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the Company's financial position occurred between the end of the financial year to which this financial statement relates on the date of this report.

10. TRANSFER OF SHARES

During the year under review, there was one transfer of Shares from the folio of Nischal Puri (Folio No. 06) to Mr. Abhishak Poddar (Folio No. 10) on 16-02-2024 in the Company. The Company is in the process of facilitating the dematerialization of the transferor's shares.





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11. BOARD OF DIRECTORS

Composition and number of meetings attended

Sr No.	Name of Director	DIN	Executive/ Non-Executive	Independent/ Non-Independent	No. of Board meetings attended	No. of General meetings attended
1	Mr. Ashok Kumar Todi	00053599	Non-Executive Director	Non-Independent	4/4	2*
2	Mr. Pradip Kumar Todi	0246268	Non-Executive Director	Non-Independent	4/4	2*
3	Mr. Nischal Puri	2830389	Whole-Time Director	Non-Independent	4/10	2
4	Mr. Kamal Kishore Agarwal	10211738	Non-Executive Director	Non-Independent	7/7	2
5	Mr. Rohit Saraogi	10213272	Non-Executive Director	Non-Independent	7/7	2

Notes-

- Mr. Ashok Kumar Todi & Mr. Pradip Kumar Todi resigned from the Company w.e.f. 13th July, 2023. They attended the general meeting in the capacity of shareholders as representatives of Lux Industries Limited.
- Mr. Kamal Kishore Agarwal and Mr. Rohit Saraogi were appointed by the Board of Directors as Additional Directors on June 28, 2023, and they were regularized in the Annual General meeting.
- During the year 2023-24, Mr. Nischal Puri, who was liable to retire by rotation, offered himself for reappointment. Further his tenure of three years as the Whole time director was completed w.e.f. 31/08/2023. He resigned from the Company w.e.f. 01/02/2024 and the Board took note of the same on 16th February, 2024.
- Mr. Rohit Saraogi was the director of the Company during the financial year 2023-24. He resigned from the Company on 17th May, 2024. Also, Mr. Sumit Singh (DIN: 09716021), was appointed as the Additional Director of the Company by the Board and is subject to the approval of the shareholders in the ensuing Annual General Meeting.

The Company extends its gratitude to the directors for their contributions during the year. The provisions relating to the annual evaluation of the Board/ Committees do not apply to your Company.





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The provisions relating to the appointment of KMPs as required under Section 203 of the Companies Act, 2013 do not apply to the Company as the Company's paid-up capital is below the threshold limit specified therein.

12. NUMBER OF BOARD MEETINGS AND GENERAL MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had 10 Board Meetings during the financial year under review which were held on-

1. April 25, 2023
2. May 30, 2023
3. June 28, 2023
4. July 13, 2023
5. August 1, 2023
6. September 4, 2023
7. November 7, 2023
8. January 22, 2024
9. January 31, 2024
10. February 16, 2024

The Annual General Meeting and Extraordinary General Meeting during the financial year 2023-24 was held on 29th September 2023 and February 16, 2024 respectively.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The Directors had prepared the annual accounts on a going concern basis; and
- The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively. Internal financial control means the policies and procedures adopted by the Company 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.





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- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

14. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company does not have any Risk Management Policy as the element of risk threatening the Company's existence is very minimal. The Company is having adequate internal control to monitor the financial transactions and the books of account are being audited by the independent auditor. **OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the year under review, the company has no foreign exchange Outgo. There were no foreign exchange earnings during the year.

15. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013 AND DEPOSITS UNDER CHAPTER V OF THE COMPANIES ACT, 2013

Your Company has not accepted any deposits from public, or its employees, during the year under review. There were no other deposits falling under Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014 at the beginning of the year, during the year and at the end of the year. There are no deposits which are not in compliance with the requirement of Chapter V of the Companies Act, 2013.

Your Company has not made any loans, investments and guarantees which are required to be disclosed in the annual accounts of the Company pursuant to Section 186 of the Companies Act, 2013.

17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES





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During the year, the Company had entered into related party transactions during the year covered under section 188 of the Companies Act, 2013 and has taken approval from the members of the Company at the general meeting of the Company and has attached AOC-2 as applicable as 'Annexure-A'. For further details, please refer the Statement of Related Party Transaction as enclosed in Note 29 of the financial statements.

18. PARTICULAR OF EMPLOYEES

The particulars of employees as required under the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are not applicable, as none of the employees, either employed throughout the financial year or part of the financial year, who received remuneration aggregate of such sum as prescribed under the rules as amended up to date.

19. STATUTORY AUDITORS AND EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE THE STATUTORY AUDITOR

M/s Sanjay Modi & Co. Chartered Accountants (Firm Registration Number: 322295E) Statutory Auditors of the Company have submitted their resignation on 31st August, 2023 due to their preoccupation in other assignment, leading to casual vacancy. The Board, appointed **Khemka N & Associates (FRN: 328484E)** as the Statutory Auditors of the Company till the ensuing Annual General Meeting to fill casual vacancy and they were reappointed in the AGM.

Khemka N & Associates (FRN: 328484E) Statutory Auditors of the Company have submitted their Independent Auditor's report (Auditor's Report) on the financial statement of the Company for the year ended on March 31, 2024.

The auditors in the 'Independent Auditor's Report' indicated the uncertainty about the Company's ability to continue as a going concern as its current liabilities exceed its current assets. The Company's Board of Directors would like to clarify that though the Company is incurring losses that have eroded its net worth, we have a positive outlook towards the growth of the Company and its ability to continue as a going concern in the foreseeable future. Further, the financial statement of the Company for the year ended March 31, 2024 has been prepared on a going concern basis.

20. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There were no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to the submission of the Secretarial Audit Report, and internal Audit is not applicable to the Company.

21. COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES





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The provisions of Section 178(1) relating to the constitution of the Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to the appointment of Directors, payment of Managerial remuneration, Director's qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

22. SUBSIDIARIES, JOINT VENTURES, AND ASSOCIATE COMPANIES

The Company has no Subsidiary, Joint Ventures, and Associate Companies. Hence, AOC-1 is not applicable for the year under review.

23. DISCLOSURE FOR PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company believes in providing a safe and harassment free workplace for every woman working with the company. The Company endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

24. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The provisions of Section 177 of the Companies Act, 2013 read with Rules 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

25. FIXED DEPOSITS

The Company has not accepted any deposits from the public in terms of Section 73 of the Companies Act, 2013 and rules made thereunder during the year under review.

26. BUY-BACK OF SHARES

The Company has not bought back any of its securities during the year under review.

a. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

b. BONUS SHARES

No Bonus Shares were issued during the year under review.

c. EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

27. SECRETARIAL STANDARDS





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The Directors state that applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to the 'Meeting of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

28. OTHER DISCLOSURES

- There is no change in the nature of business during the year under review.
- Mr. Nischal Puri (DIN: 02830389) who was liable to retire by rotation, was re-appointed as the director of the Company.
- No significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.
- the maintenance of cost records under sub section (1) of section 148 of the Act for the company is not applicable for the year.
- There was no one time settlement with any Banks or Financial Institutions during the year under review.
- Neither any application nor any proceedings are pending under the Insolvency and Bankruptcy Code, 2016 during the year under review.
- There is no fraud which are reportable by the Auditors to the Central Government and which needs to be disclosed in the Board Report during the year under review.
- The Company is not required to appoint independent director therefore the requirement of declaration pursuant to section 149(6) of the Companies Act, 2013 is not applicable.

29. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, employees, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of the Board

Artimas Fashions Private Limited

Kamal Kishore Agarwal
KAMAL KISHORE AGARWAL
(DIN: 10211738)

Artimas Fashions Private Limited

Sumit Singh
Sumit Singh
(DIN: 09716021)

Place: Kolkata
Date: 29th May 2024





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Annexure-A to the BOARD'S REPORT

Particulars of contracts / arrangements made with related parties in Form AOC-2

[Pursuant to Clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014 AOC-2]

This Form pertains to the disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013, including certain arm's length transactions under third proviso thereto.

• Details of contracts or arrangements or transactions not at arm's length basis-

There were no contracts or arrangements, or transactions entered into during the year ended March 31, 2024, which were not at arm's length basis.

• Details of material contracts or arrangement or transactions at arm's length basis:-			
<u>N</u> <u>o</u> <u>.</u>	<u>Particulars</u>	<u>Transaction 1</u>	<u>Transaction 2</u>
1	Name(s) of the related party and nature of relationship-	Lux Industries Limited is holding Company.	Lux Industries Limited is holding Company.
2	Nature of contracts/arrangements/transactions	Purchase of Goods	Sale of Goods
3	Duration of the contracts/arrangements/transactions	All the transaction upto the maximum limit of ₹15 (Fifteen) crores for each financial year. Purchase during the Financial year 2023-24: ₹6.98 crores	All the transaction upto the maximum limit of ₹15 (Fifteen) crores for each financial year.
4	Salient terms of the contracts or arrangements or transactions including the value, if any:	Purchase of goods as per prevailing Market Price.	Cost plus Method
5	Date(s) of approval by the Board, if any:	22 nd January, 2024	22 nd January, 2024
6	Amount paid as advances, if any:	Not applicable	Not applicable

For and on behalf of the Board
Artimas Fashions Private Limited

Kamal Kishore Agarwal
KAMAL KISHORE AGARWAL
(DIN: 10211738) Director

Place: Kolkata
Date: 29th May 2024



Artimas Fashions Private Limited

Sumit Singh
Sumit Singh
(DIN: 09716021) Director