



DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2022-23

To,
The Members,
Artimas Fashions Private Limited

Your Directors have pleasure in submitting their 13th Annual Report of Artimas Fashions Private Limited ("the Company"), together with the Audited Statements of Accounts for the year ended 31st March 2023.

1. FINANCIAL RESULTS

The Company's financial performances for the year under review along with previous year figures are given hereunder: (Rs. in Lakhs)

Particulars	Year ended 31 st March 2023	Year ended 31 st March 2022
Revenue from Operations	2472.30	2597.24
Other Income	18.54	5.47
Total Income	2490.84	2602.71
Less: Expenses	3422.67	2934.39
Profit/(Loss) before taxation	(931.83)	(331.68)
Tax Expenses		
Less: Current Income Tax	-	-
Less: Deferred Tax	(1.79)	(2.46)
Profit/(Loss) after tax	(930.04)	(329.22)

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 2023.



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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 financial year ended 31.03.2023 was Rs. 2,490.84 lakhs as compared to 2,602.71 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 Rs. 10 each and 2,00,000 preference shares having nominal value of Rs. 100 each.

6. HOLDING COMPANY

The Company is the 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 financial position of the Company occurred between the end of the financial year to which this financial statement relate on the date of this report.

10. TRANSFER OF SHARES

During the year under review, there were no transfer of Shares in the Company.

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	5	2
2	Mr. Pradip Kumar Todi	00246268	Non-Executive Director	Non-Independent	5	2
3	Mr. Nischal Puri	02830389	Whole-Time Director	Non-Independent	5	2

The provisions relating to annual evaluation of Board/ Committees are not applicable to your Company.

During the financial year 2022-23 Mr. Ashok Kumar Todi, who was liable to retire by rotation, was re-appointed at the Annual General Meeting of the Company.

The provisions relating to appointment of KMPs as required under Section 203 of the Companies Act, 2013 are not applicable 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 5 Board Meetings during the financial year under review which were held on-

1. 30 May 2022
2. 15 July 2022
3. 28 October 2022
4. 09 December 2022
5. 09 February 2023

The Annual General Meeting and Extraordinary General Meeting during the financial year 2022-23 were held on 20th September 2022 and 31st December, 2022 respectively.

13. 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;



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- 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, in the case of a listed company, 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.
- 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.

14. 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.

15. 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 auditors.

16. CONSERVATION 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.

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



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

18. 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.

19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

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.

20. PARTICULARS OF EMPLOYEES

The particulars of employees as required under section 197 of 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 was in receipt of remuneration aggregate of such sum as prescribed under the rules as amended up to date.

21. 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 Independent Auditor's report (Auditor's Report) on the financial statement of the Company for the year ended on March 31, 2023.

The auditors in the 'Independent Auditor's Report' indicated the uncertainty about the Company's ability to continue as going concern as its current liabilities exceeds its current assets. The Company's Board of Directors would like to clarify that though the Company is incurring losses which have eroded its net worth, we have positive outlook towards the growth of the Company and its ability to continue as a going concern in the foreseeable future. Further, the



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financial statement of the Company for the year ended March 31, 2023 has been prepared on a going concern basis.

22. 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 submission of Secretarial Audit Report and Internal Audit Report are not applicable to the Company.

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

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to 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.

24. 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.

25. 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.

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

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

27. 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 there under during the year under review.

28. SHARES

- a. **BUY- BACK OF SHARES:** The Company has not bought back any of its securities during the year under review.



- b. **SWEAT EQUITY:** The Company has not issued any Sweat Equity Shares during the year under review.
- c. **BONUS SHARES:** No Bonus Shares were issued during the year under review.
- d. **EMPLOYEES STOCK OPTION PLAN:** The Company has not provided any Stock Option Scheme to the employees.

29. SECRETARIAL STANDARDS

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

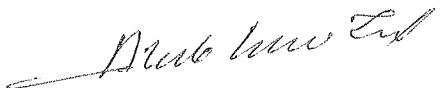
30. OTHER DISCLOSURES

- a. There is no change in the nature of business during the year under review.
- b. 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.
- c. the maintenance of cost records under sub section (1) of section 148 of the Act for the company is not applicable for the year.
- d. There was no one time settlement with any Banks or Financial Institutions during the year under review.
- e. Neither any application nor any proceedings are pending under the Insolvency and Bankruptcy Code, 2016 during the year under review.
- f. 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.
- g. 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.

31. 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


Director

ASHOK KUMAR TODI
(DIRECTOR)
DIN: 00053599

Place: Kolkata
Date: 30th May 2023

Artimas Fashions Private Limited


Director

(WHOLE-TIME DIRECTOR)
DIN:02830389



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.

- a. 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, 2023, which were not at arm's length basis.
- b. Details of material contracts or arrangement or transactions at arm's length basis:-**

Details of the related party transaction			
Sl.	Particulars	Transaction 1	Transaction 2
a.	Name(s) of the related party and nature of relationship-	Lux Industries Limited; Mr. Ashok Kumar Todi and Mr. Pradip Kumar Todi are directors of Lux Industries Limited as well.	Lux Industries Limited; Mr. Ashok Kumar Todi and Mr. Pradip Kumar Todi are directors of Lux Industries Limited as well.
b.	Nature of contracts/arrangements/transactions	Purchase of Goods	Sale of Goods
c.	Duration of the contracts/arrangements/transactions	All the transaction upto the maximum limit of Rs. 15 (Fifteen) crores for each financial year.	All the transaction upto the maximum limit of Rs. 8 (Eight) crores for each financial year.
d.	Salient terms of the contracts or arrangements or transactions including the value, if any:	The transaction i.e. the purchase of goods will be as per prevailing market price. All the transaction upto the maximum limit of Rs. 15 (Fifteen) crores for each financial year.	The transaction i.e. the sale of goods will be at the cost to company and adding some reasonable profits as per prevailing market price. All the transaction upto the maximum limit of Rs. 8 (Eight) crores for each financial year.
e.	Date(s) of approval by the Board, if any:	9th December, 2022	9th December, 2022
f.	Amount paid as advances, if any:	Not applicable	Not applicable

For and on behalf of the Board
Artimas Fashions Private Limited

ASHOK KUMAR TODI Director
DIRECTOR (DIN: 00053599)

Artimas Fashions Private Limited

Director
NISCHAL PURI
WHOLE-TIME DIRECTOR(DIN:02830389)

Place: Kolkata
Date: 30th May 2023