

SUDITI INDUSTRIES LTD.



Admin office: C-3/B, M.I.D.C., T.T.C. Industrial Area, Pawne Village, Turbhe, Navi Mumbai – 400 705
Tel. No: 67368600/10, web site: www.suditi.in E-mail: cs@suditi.in CIN: L19101MH1991PLC063245
Regd.Office: C-253/254, MIDC, TTC INDL.AREA, PAWNE VILLAGE, TURBHE, NAVI MUMBAI – 400 705.

June 24, 2025

To,
The Corporate Relationship Department,
BSE Limited
P.J. Towers, Dalal Street,
Mumbai 400 001

Scrip Code: 521113

Dear Sir/Madam,

Subject: Notice of the Annual General Meeting of the Members scheduled to be held on Wednesday, July 16, 2025 at 04:00 P.M.

Pursuant to Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please take note that the Annual General Meeting of the Members of the Company is scheduled to be held on **Wednesday, July 16, 2025 at 04:00 P.M. (IST)** through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”)

The Notice of the Annual General Meeting is uploaded on the company’s website <https://suditi.in/> and enclosed herewith for the reference of members.

Further, the electronic copy of the Notice of the Annual General Meeting has been dispatched / sent to the Members through email on June 24, 2025, whose email were registered with the Company’s Registrar and Share Transfer Agent/ Depositories.

Further, please note the following:

Sr. No	Particulars	Date
1	Cut-off Date/Record Date for Determining the shareholders of Annual General Meeting	Wednesday, July 9, 2025
2	Remote E-voting Period	Commence on July 13, 2025 at 9.00 a.m. (IST) and end on July 15, 2025 at 5.00 p.m. (IST)

We request you to kindly take the above on record and bring to the notice of all concerned.

Thanking You,

Yours Faithfully

For Suditi Industries Limited

PAWAN
AGARWAL
Digitally signed
by PAWAN
AGARWAL
Date: 2025.06.24
19:09:24 +05'30'

Pawan Agarwal
Director
DIN: 00808731

Encl: Notice of Annual General Meeting



SUDITI INDUSTRIES LTD.

CIN: L19101MH1991PLC063245

ANNUAL REPORT

2024-25

NOTICE OF THE 34th ANNUAL GENERAL MEETING

Notice is hereby given that the 34th Annual General Meeting ('AGM / the meeting') of the Members of Suditi Industries Limited ('the Company') is scheduled to be held on **Wednesday, July 16, 2025 at 04:00 P.M.** through Video conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with Reports of the Board of Directors and Auditor thereon; and
 - b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with Reports of the Board of Directors and Auditor thereon.
2. To appoint a Director in place of Mr. Pawan Agarwal (DIN: 00808731) Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Mr. Manish Harishchandra Singh (DIN: 10729798) as an Independent Director of the Company for a term of 5 years w.e.f. April 17, 2025:**

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), pursuant to the provisions of SEBI (LODR) Regulations, 2015 and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Manish Harishchandra Singh (DIN: 10729798) who was appointed as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. April 17, 2025, who meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from April 17, 2025 to April 16, 2030.

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

4. Appointment of Secretarial Auditor

To consider and if thought fit, pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of Ms. Amita Karia, as the Secretarial Auditor of the Company for a period of five (5) years, commencing on April 1, 2025, until March 31, 2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

5. Issue of 15,74,182 Equity Shares on preferential basis to the persons belonging to the Non-Promoter Category:

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into with BSE Limited (“BSE”) where the shares of the Company are listed (“Stock Exchanges”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs (“MCA”), SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges where the shares of the Company are listed and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be

prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and 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 include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Members be and is hereby accorded to create, issue, offer and allot, on a preferential basis, up to **15,74,182 (Fifteen Lakhs Seventy Four Thousand One Hundred Eighty Two) Equity Shares of face value of Rs. 10/- (Rupees Ten Only)** each fully paid up, for cash, at an issue price of **Rs. 57.05/- (Rupees Fifty-Seven and Five paise Only)** including premium of **Rs. 47.05/- (Rupees Forty Seven and Five paise Only)** at the price as determined by the board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations (“Issue Price”) aggregating to an amount not exceeding **Rs. 8,98,07,083.10/- (Rupees Eight Crores Ninety Eight Lakhs Seven Thousand Eighty Three and Ten Paise Only)** to the following non-promoter individual/entities (hereinafter referred to as the “Proposed Allottees of Equity Shares”), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, on such further terms and conditions as may be finalized by the Board of Directors:

Sr. No.	Names of the Proposed Allottees of Equity Shares	Category (Promoter and non-promoter)	No. of Equity Shares proposed to be issued (up to)	Outcome of the subscription / Investment amount (INR) (Approx/maximum)
1	ANG Corporate Services Private Limited	Non- Promoter	3,50,570	2,00,00,018.50
2	Parikshit Kabra	Non- Promoter	26,292	14,99,958.60
3	Aliya Bhabha	Non- Promoter	87,643	50,00,033.15
4	Ayesha Bhabha	Non- Promoter	87,643	50,00,033.15
5	Kavita Handa	Non- Promoter	87,643	50,00,033.15
6	Masada Lake Enterprises LLP	Non- Promoter	1,75,285	1,00,00,009.30
7	Kamlesh Lalit Ratadia	Non- Promoter	43,821	24,99,988.05
8	Sanjay Thakur HUF	Non- Promoter	3,50,000	1,99,67,500.00
9	Rajesh Palviya	Non- Promoter	90,000	51,34,500.00
10	Neha Purohit	Non- Promoter	1,00,000	57,05,000.00
11	Sushant Goel	Non- Promoter	1,75,285	1,00,00,009.30
	Total		15,74,182	8,98,07,083.10

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the minimum Issue Price shall be Monday, June 16, 2025, being the date 30 days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on Wednesday, July 16, 2025.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a. The proposed allottees of equity shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- b. The pre-preferential shareholding of the Proposed Allottee of equity shares, if any, and Equity Shares to be allotted to the Proposed Allottees of equity shares shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- c. The Equity Shares to be allotted to the Proposed Allottee of equity shares under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- d. The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of the pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- e. Allotment of Equity Shares shall only be made in dematerialized form.
- f. The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- g. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company or the Company Secretary of the Company, be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorize any person including to seek listing, apply for 'in-principle' approval of the Equity Shares to be issued and allotted to the

above mentioned allottees and to modify, accept and give effect to any modifications in the terms and conditions of the issue as they may deem fit, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such person as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

By Order of the Board of Directors of
Suditi Industries Limited

Sd/-

Date: June 23, 2025

Place: Navi Mumbai

Mr. Raja Gopal Chinraj
Whole time Director & CEO
DIN: 00158832

Notes:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as “the Circulars”), Company is convening the 34th AGM through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. further circular provides relaxation from dispatching of physical copies of Notice of AGM and financial statements for year 2025 and considering the above MCA Circulars, Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015” (‘SEBI Circular’) provided relaxation upto September 30, 2024, from Regulation 36(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) which requires sending hard copy of the Annual Report containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 (‘Act’) to the shareholders who have not registered their email addresses. The deemed venue for the AGM will be the Registered Office of the Company.
2. Members holding shares in Electronic (Demat) form are advised to inform the particulars of their bank account, change of postal address and email ids to their respective Depository Participants only. The Company or its RTA cannot act on any request received directly from the members holding shares in demat mode for changes in any bank mandates or other particulars.
3. Members holding shares in physical form are advised to inform the particulars of their bank account, change of postal address and email ids to our RTA i.e. Link Intime India Private Limited (Unit: Suditi Industries Limited), or the Secretarial Department of the Company.

4. Members holding shares in Electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or Folio details respectively in all correspondences, to the RTA i.e. Link Intime India Private Limited (Unit: Suditi Industries Limited), or the Secretarial Department of the Company.
5. Members who have not registered their email IDs with the depository participants, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid e-mail IDs to our RTA at evoting@linkintime.co.in/ashok.sherugar@linkintime.co.in or cs@suditi.in for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. In compliance with the provisions of section 101 and section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI Listing Regulations and MCA circulars, Notice of the AGM along with the Annual Report 2024-25, are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.
8. Members may note that the Notice of the 34th AGM and Annual Report 2024-25 will also be available on the Company's website at <https://suditi.in> and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of Link Intime India Private Limited and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. Since this AGM is being held through VC/OAVM, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Further, the Route Map is not required to be annexed in this to the Notice.
10. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send, a duly certified copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM and vote through remote e-voting on its behalf at cs@suditi.in and evoting@linkintime.co.in/ashok.sherugar@linkintime.co.in, pursuant to Section 113 of the Companies Act, 2013.
12. In the case of Joint Holders attending the AGM, only such Joint Holder who is named first in the order of names will be entitled to vote.

13. Only bona fide members of the Company whose names appear on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
14. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to inspect, may send their request through an email at cs@suditi.in up to the date of AGM.
15. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of remote e-voting to all the members as per applicable Regulations relating to e-voting. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting with necessary user id and password. Members who have cast their vote by remote-voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again.
16. The Company has fixed **Wednesday, July 09, 2025** as Cut-off date for determining the eligibility of Members entitled to vote at the AGM. The remote e-voting shall remain open for a period of 3 days commencing from **Sunday, July 13, 2025** (9.00 am) to **Tuesday, July 15, 2025** (5.00 pm) (both days inclusive).
17. The Company has appointed M/s. Mitesh J. Shah & Associates, Practicing Company Secretaries (FCS 10070; CP 12891) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company/Electronic mode during normal business hours (10:00 hours to 16:00 hours) on all working days except Saturdays and Sundays, up to and including the date of the AGM of the Company. Members who wish to inspect, may send their request through an email at cs@suditi.in up to the date of 34th AGM.
19. Information required under Regulation 36 of SEBI Listing Regulations and Secretarial Standards – SS 2 on General Meetings, for directors seeking appointment/re-appointment at the AGM is furnished as annexure to this Notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under the Act and rules made thereunder.
20. In line with the measures of “Green Initiatives”, the Act provides for sending Notice of the AGM and all other correspondences through electronic mode. Hence, Members who have not registered their mail IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Annual Report, Notices etc., in electronic mode. The Company is concerned about the environment and utilizes natural resources in a sustainable way.
21. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.

22. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / to our RTA.
23. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to our RTA, for consolidation into a single folio.
24. Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:
- a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
25. Pursuant to Section 124 of the Act (as notified on the 7th September, 2016), and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares on which dividend has not been paid or claimed for seven consecutive years or more, shall be transferred to an IEPF Account established by the Central Government, within thirty days of such shares becoming due for transfer to the Fund. The Members whose shares/ unclaimed dividend have been transferred to the Fund may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with requisite fee as decided by the Authority from time to time.
26. Pursuant to the provisions of Section 205C of the Companies Act, 1956 and Section 125 of the Companies Act 2013 (with effect from 7th September, 2016), the Company has transferred the unpaid or unclaimed dividend amount for the financial year ended March 31, 2017 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company is in the process of uploading the details of unpaid and unclaimed amounts lying with the Company on the March 31, 2025 on the website of the Company as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).
27. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on Sunday, July 13, 2025 at 09:00 A.M. and ends on Tuesday, July 15, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, July 09, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below

for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “-Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-

mail to compliance@mjshah.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre at evoting@nsdl.com

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

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

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

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@suditi.in . The same will be replied by the company suitably.
28. Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:
- i. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request on or before July 10, 2025, mentioning their name, demat account number/folio number, e-mail ID, mobile number, questions to ask, if any, at: enotices@linkintime.co.in and cs@suditi.in.
 - ii. The company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
 - iii. Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
 - iv. Members will get confirmation on first cum first basis. First 10 Speakers registered with the Company will only be allowed to speak at the AGM for a duration upto 3 minutes each
 - v. Members will receive "speaking serial number" once they mark attendance for the meeting.
 - vi. Members are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
 - vii.
 - viii. Please remember your speaking serial number and start your conversation with panelist by switching on video mode and audio of your device

- ix. Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

The Members who do not wish to speak during the AGM but have queries may send their queries in advance on or before July 10, 2025 mentioning their name, demat account number/folio number, e-mail ID, mobile number at: cs@suditi.in. These queries will be replied by the Company suitably by e-mail.

By Order of the Board of Directors of
Suditi Industries Limited

Sd/-

Date: June 23, 2025

Place: Navi Mumbai

Mr. Raja Gopal Chinraj
Whole time Director & CEO
DIN: 00158832

Registered Office:

C-253/254, MIDC, TTC Industrial Area,
Pawne Village, Turbhe, Navi Mumbai
Dist. – Navi Mumbai – 400705, Maharashtra, India.
CIN: L19101MH1991PLC063245
Website: <https://suditi.in>

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

ITEM NO. 3:

Appointment of Mr. Manish Harishchandra Singh (DIN: 10729798) as an Independent Director of the Company for a term of 5 years w.e.f. April 17, 2025:

Mr. Manish Harishchandra Singh (DIN: 10729798) has been appointed as an Additional Director (Non Executive - Independent) on the Board of the Company with effect from April 17, 2025 pursuant to Section 149, 150, 152 read with Schedule IV and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions thereof.

In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to the next General Meeting. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a consent Mr. Manish Harishchandra Singh (DIN: 10729798) in writing to act as Independent Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. He satisfies all the conditions set out in Schedule V to the Companies Act, 2013 as also conditions set out under subsection (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. His name has been included in the databank of Indian Institute of Corporate Affairs, as per Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014.

Mr. Manish Harishchandra Singh, aged 31 years, has completed Bachelors of Commerce from University of Mumbai, in the year 2013. He has also completed Master of Commerce from University of Mumbai in the year 2015. He has passed the professional competence examination conducted by The Institute of Company Secretary of India in 2018. and has also completed Bachelor of Law from Vivekanand Education Society Law College in the year 2020. He is an Associate member of the Institute of Chartered Accountant of India. He has more than 7 years of experience in the Taxation, Audit & Finance.

The other details of Mr. Manish Harishchandra Singh as required under the provisions of the SEBI Listing Regulations, 2015, SS-2 and other applicable provisions are provided in Annexure A to this Notice.

A copy of the draft Letter of Appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on cs@suditi.in.

The Board of Directors considers the appointment of Mr. Manish Harishchandra Singh as an Independent Director is in the interest of the Company and recommends the Special Resolution as set out at item no. 3 of this Notice for approval of Members

Except Mr. Manish Harishchandra Singh, being an appointee, none of the Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

ITEM NO. 4: Appointment of Secretarial Auditor

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of Ms. Amita Karia, Practicing Company Secretary, as the Secretarial Auditors of the Company for a period of five years, commencing from April 1, 2025, to March 31, 2030. The appointment is subject to shareholders' approval at the Annual General Meeting.

Furthermore, in terms of the amended regulations, Ms. Amita Karia has provided a confirmation that she has subjected herself to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. Ms. Amita Karia has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. Ms. Amita Karia has furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company, its holding and subsidiary companies.

While recommending Ms. Amita Karia for appointment, the Board and the Audit Committee evaluated various factors, including her capability to handle a diverse and complex business environment, existing experience in the Company's business segments, industry standing, the clientele served and technical expertise and the same were found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

Ms. Amita Karia is a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi. She has associates, all of whom are distinguished professionals in the field of corporate governance and compliance. Their collective expertise spans corporate advisory, transactional services, litigation, advocacy, and legal due diligence. She specializes in compliance audit and assurance services, advisory and representation services, and transactional services.

The terms and conditions of the appointment of Ms. Amita Karia include a tenure of five (5) consecutive years, commencing from April 1, 2025 up to March 31, 2030 at a remuneration as may be mutually agreed between the Board and the Secretarial Auditors. Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with Ms. Amita Karia, and will be subject to approval by the Board of Directors and/or the Audit Committee. Ms. Amita Karia has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations.

Accordingly, approval of the shareholders is sought for appointment of Ms. Amita Karia as the Secretarial Auditors of the Company

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 4 of the Notice. None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

ITEM NO. 5:

ISSUE OF 15,74,182 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE NON-PROMOTER CATEGORY:

The Board of Directors of the Company in its meeting held on June 23, 2025, subject to the approval of members, has approved the proposal for raising funds and allot by way of preferential issue of Equity Share up to 15,74,182 (Fifteen Lakhs Seventy Four Thousand One Hundred Eighty Two) of face value of Rs. 10/- (Rupees Ten Only) each fully paid up, for cash, to be issued at a price of **Rs. 57.05/- (Rupees Fifty-Seven and Five paise Only)** including a premium of **Rs. 47.05/- (Rupees Forty Seven and Five paise Only)** each per Equity share at the price as determined by the board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations ("Issue Price") aggregating to an amount not exceeding Rs. 8,98,07,083.10/- (Rupees Eight Crores Ninety Eight Lakhs Seven Thousand Eighty Three and Ten Paise Only to the proposed allottees.

Necessary information or details in respect of the proposed Preferential Issue of Equity Shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under:

1. The objects of the preferential issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

(a) Repayment/refinance of existing book debts and loans together with interest payments thereof

The company shall use the proceeds for repayment of existing debts/loan and payment of any other secured or unsecured debt availed by the Company or its subsidiaries (referred to below as "Debt Repayment");

(b) Working capital requirement

(c) Up to 25% (twenty five percent) of the Issue Proceeds will be utilized for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as "General Corporate Purposes") (collectively referred to below as the "Objects")

Utilization of Issue Proceeds

The broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. no.	Particulars	Total estimated amount to be utilized. (Amount in Crores INR) *	Tentative timeline for utilization of issue proceeds for each of the object
1	Repayment/refinance of existing book debts of the Company	7.00	September 30, 2027
2	Working Capital	1.50	September 30, 2027
3	General Corporate Purpose	0.48	September 30, 2027
	Total	8.98	

* Contingent upon full subscription of offer

The Company shall have exclusive authority over the direct application of the aforementioned Net Proceeds, or alternatively, may opt for deployment through equity/debt contributions to its subsidiaries, joint ventures, or associates, all in accordance with the applicable legal and regulatory frameworks all aimed at fulfilling the objectives outlined in the above-mentioned table within the designated fund allocation thresholds.

The Main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap which shall not exceed +/- 10% of the amount specified for that object of size of the Preferential Issue in accordance with BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 both dated December 13, 2022.

The Company shall be entitled to invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

2. Particulars of the offer including the maximum number of specified securities to be issued

Preferential issue of Equity Share up to **15,74,182** (Fifteen Lakhs Seventy-Four Thousand One Hundred Eighty Two) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid up, for cash, to be issued at a price of Rs. 57.05/- (Rupees Fifty-Seven and Five paise Only) including premium of Rs. 47.05/- (Rupees Forty Seven and Five paise Only) each per Equity share ("Issue Price") aggregating to an amount not exceeding **Rs. 8,98,07,083.10/-** (Rupees Eight Crores Ninety-Eight Lakhs Seven Thousand Eighty Three and Ten Paise Only in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

3. Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Equity Shares shall be Monday, June 16, 2025, being the date 30 days prior to the

date of the Extra Ordinary General Meeting of the Company scheduled to be held, i.e., Wednesday, July 16, 2025.

4. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of Company are listed and frequently traded on Bombay Stock Exchange Ltd ("BSE"). Further, the Articles of Association of the Company don't contain any article which provides for determination of price in case of preferential issue.

In terms of the applicable provisions of the SEBI ICDR Regulations, the price at which the securities may be issued computes to Rs. 57.04 (Rupees Fifty-Seven and Four Paise Only) per equity share, being higher of the following:

- a. the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date i.e. Rs. 47.92/-; or
- b. the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date i.e. Rs. 57.04/-.

Further a certificate has been obtained from M/s. Mitesh J. Shah & Associates, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation.

Further, this preferential issue will not result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the company, to an allottee or to allottees acting in concert, hence there is no requirement of valuation report from registered valuer.

5. Amount which the Company intends to raise by way of such securities.

The company intends to raise an amount not exceeding Rs. 8,98,07,083.10/- (Rupees Eight Crores Ninety Eight Lakhs Seven Thousand Eighty Three and Ten Paise Only).

6. Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:

None of the Promoters, Directors, Key Management Personnel or Senior Management of the Company intend to subscribe to the Preferential Offer

7. Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

8. Name of the proposed allottees of Share along with their PAN Number, class and percentage of post Preferential Issue capital that may be held by them:

Sr. No.	Names of the Proposed Allottees of Equity Shares	PAN	Class (Promoter/Non-Promoter)	Pre-Issue Shareholding		Issue of Equity (Present Issue) (No.)	#Post Issue Shareholding after issue of securities	
				No. of Shares	% of Share holding		No. of Shares	% of Share holding
1	ANG Corporate Services Private Limited	AAICA4868R	Non-Promoter	0	0	3,50,570	3,50,570	0.66
2	Parikshit Kabra	BSEPK4478D	Non-Promoter	0	0	26,292	26,292	0.05
3	Aliya Bhabha	AJIPB3410C	Non-Promoter	0	0	87,643	87,643	0.16
4	Ayesha Bhabha	AJIPB3411D	Non-Promoter	0	0	87,643	87,643	0.16
5	Kavita Handa	ABCPH5629P	Non-Promoter	0	0	87,643	87,643	0.16
6	Masada Lake Enterprises LLP	ACAFM2395L	Non-Promoter	0	0	1,75,285	1,75,285	0.33
7	Kamlesh Lalit Ratadia	AACPR0244D	Non-Promoter	0	0	43,821	43,821	0.08
8	Sanjay Thakur HUF	ABFHS7468L	Non-Promoter	0	0	3,50,000	3,50,000	0.65
9	Rajesh Palviya	AHTPP5914E	Non-Promoter	7,679	0.02	90,000	97,679	0.18
10	Neha Purohit	BCOPP0057R	Non-Promoter	0	0	1,00,000	1,00,000	0.19
11	Sushant Goel	AVFPG8121Q	Non-Promoter	1,00,000	0.25	1,75,285	2,75,285	0.51

#The post-shareholding figures are derived under the assumption that all proposed equity shares will be subscribed and 1,23,00,000 warrants allotted on 12th February 2025 subsequently be exercised or converted into equity shares. However, if any equity shares remain unsubscribed or unexercised, the figures will be adjusted accordingly.

9. The Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided in as follows:

(Shareholding pattern of the Company before and after the Preferential Issue)

Sr No	Category	Pre-Issue Shareholding (as on March 31, 2025)		#Shareholding Post Preferential Issue of equity shares	
		No. of Equity Shares held	% to total share capital	No. of Shares held *	% to total share capital *
A	Promoter Group				
	Promoter and Promoter Group Holding				
1	Indian				
	Individual	17381673	43.88	29381673	54.93
	Body Corporate	5519872	13.93	5519872	10.32
	Sub-Total	22901545	57.81	34901545	65.25
2	Foreign Promoters				
	NRI	0	0	0	0
	Sub-Total – A (A1+A2)	22901545	57.81	34901545	65.25
B.	NON-PROMOTER HOLDING				
1	Institutional Investors				
	Mutual Funds/ FPI/ AIF	0	0	0	0
	Financial Institutions / Banks	1000	0.00	1000	0.00
	Insurance Companies	0	0.00	0	0
	Central Government	0	0.00	0	0
	Sub-Total - B1	1000	0.00	1000	0.00
2	Non-Institutional Investors				
	Individuals	10023894	25.30	11022221	20.61
	Body Corporate	94441	0.24	445011	0.83
	Others	6595411	16.65	7120696	13.31
	Sub-Total - B2	16713746	42.19	18587928	34.75
	Total (B=B1+B2)	16714746	42.19	18588928	34.75
	GRAND TOTAL (A+B)	39616291	100.00	53490473	100

*** The shareholding pattern figures are derived under the assumption that all proposed equity shares will be subscribed in accordance with the shareholders' resolution No. 5 and 1,23,00,000 warrants allotted on 12th February 2025 subsequently be exercised or converted into equity shares. However, if any equity shares remain unsubscribed or unexercised, the figures will be adjusted accordingly.*

10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:

Sr. No.	Names of the proposed allottee(s) of equity shares	Names of ultimate beneficial owners of proposed allottee(s) of equity shares	Pan Card of ultimate beneficial owners
1	ANG Corporate Services Private Limited	Santosh Gadia	AAAPG7888C
2	Masada Lake Enterprises LLP	Akriti Chopra	AHAPC8111D
3	Sanjay Thakur HUF	Sanjay Thakur	AFXPT3488B

11. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

12. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no allotment has been made by the Company on a preferential basis.

13. Undertaking as Re-computation of the share price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

14. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a willful defaulter or a fraudulent borrower:

Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

15. The current and proposed status of the allottee of equity shares post the preferential issue namely, promoter or non-promoter investors:

Sr. No.	Names of the Proposed Allottees of Equity Shares	Current Status of the Proposed Allottee of equity shares	Proposed Status of the Proposed Allottee of equity shares post the preferential issue
1	ANG Corporate Services Private Limited	Non- Promoter	Non-Promoter
2	Parikshit Kabra	Non- Promoter	Non-Promoter
3	Aliya Bhabha	Non- Promoter	Non-Promoter
4	Ayesha Bhabha	Non- Promoter	Non-Promoter
5	Kavita Handa	Non- Promoter	Non-Promoter

6	Masada Lake Enterprises LLP	Non- Promoter	Non-Promoter
7	Kamlesh Lalit Ratadia	Non- Promoter	Non-Promoter
8	Sanjay Thakur HUF	Non- Promoter	Non-Promoter
9	Rajesh Palviya	Non- Promoter	Non-Promoter
10	Neha Purohit	Non- Promoter	Non-Promoter
11	Sushant Goel	Non- Promoter	Non-Promoter

16. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable

17. Lock-in-period:

The Equity Shares allotted shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding of all the allottees of equity shares shall be locked-in as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

18. Practicing Company Secretary's Certificate:

The certificate from M/s. Mitesh J. Shah, Practicing Company Secretary, having his office at 104, 1st Floor, C-Wing, Hetal Arch, S.V. Road, Opp. Natraj Market, Malad West, Mumbai – 400064, MH, In, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at <https://suditi.in/>.

19. Undertaking:

In terms of the ICDR Regulations, the Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above in terms of the Provisions of the SEBI (ICDR) Regulations, where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.
- c) The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.

20. Other disclosures:

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- c. The proposed allottee of equity shares has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- d. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
- e. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- f. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
- g. The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.
- h. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot equity shares as specifically described in the resolutions set out at Item No.: 05 of this Notice.

The Board of Directors believe that the proposed issue of equity shares is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No.: 05 in the accompanying notice for approval by the Members.

Except Promoters to the extent of their respective shareholding, none of the Directors, Key Managerial Personnel are in any way, concerned or interested, financially or otherwise, in the said resolution.

ANNEXURE TO THE NOTICE OF AGM**(DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING)**

(Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard 2 on General Meeting issued by the Institute of Company Secretaries of India)

Name of Director	Mr. Pawan Agarwal	Mr. Manish Harishchandra Singh
Director Identification Number (DIN)	00808731	10729798
Date of Birth	19/02/1965	29/08/1992
Designation/Category of Director	Non -Executive Director	Additional Non-Executive Independent Director
Date of 1 ST appointment on Board	September 12, 1991	April 17, 2025
Qualifications	B Bachelor's degree in commerce.	Associate member of the Institute of Chartered Accountant of India
Expertise in specified field	Has more than three decades of experience in the finance, marketing & other related matters particularly with reference to expertise in the manufacture and export of garments	Mr. Manish Harishchandra Singh has more than 7 years of experience in the Taxation, Audit & Finance.
Number of Board Meetings attended in the Financial Year 2024-25	7	Not Applicable
Directorships held in other Companies	1.Intime Knits Private Limited 2.Suditi Sports Apparel Limited 3.SAA & Suditi Retail Private Limited 4. Suditi Design Studio Limited 5. Black Gold Leasing Private Limited 6. Lehar Investrade Private Limited 7. R Piyarelall Private Limited 8. Vertex Brands India Private Limited	GLOBAL PET INDUSTRIES LIMITED
Chairman/ Member in the Committees of the Boards of other companies in which he is Director *	None	None
Shareholding in the Company as on March 31, 2025	1,68,13,398	NIL
Relationship with Directors, Managers and Key Managerial Personnel	Mr. Pawan Agarwal is not related to any director of the Company	Mr. Manish Harishchandra Singh is not related to any director of the Company
Terms & Conditions of appointment or re-appointment /	Reappointment in terms of Secon 152(6) of the Companies Act, 2013	Appointed as an Independent Director w.e.f. April 17, 2025 for a term of 5 years
Remuneration details (Including Sitting Fees & Commission)	Refer Corporate Governance Report	Refer Corporate Governance Report

*** Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (Both Listed and Unlisted).**

DIRECTORS' REPORT

Dear Shareholders,

The Directors are pleased to present the Thirty Fourth Annual Report of the Company together with the Audited Financial Statements for the financial year ended March 31, 2025.

Financial Results:

(Rs.in Lakhs)

Particulars	Standalone		Consolidated	
	Current Year	Previous Year	Current Year	Previous Year
Revenue from operations	8533.15	5,964.61	9547.68	6770.86
Other Income	120.76	355.66	181.79	477.78
Gross income	8653.91	6,320.27	9729.47	7248.64
Profit before Interest and Depreciation	442.58	(764.79)	547.29	(713.55)
Finance Cost	34.31	178.54	63.96	212.58
Profit after Finance Cost	408.27	(943.33)	483.33	(926.13)
Depreciation	286.36	272.75	289.08	274.73
Profit / (Loss) before Tax	121.91	(1216.08)	194.25	(1200.86)
Provision for Tax	0	0.00	00	00
Profit / (Loss) after Tax before extra-ordinary items and exceptional items	121.91	(1216.08)	194.25	(1200.86)
Exceptional Items	0	0.00	00	00
Profit / (Loss) after Tax	121.91	(1216.08)	194.25	(1200.86)
Deferred Tax provision	(115.91)	30.80	(121.99)	(30.28)
Comprehensive income/Net of expenses	(6.19)	4.70	(6.32)	13.13
Net Profit/ (-) Loss	231.63	(1180.58)	307.87	(1168.51)
<u>Earnings Per share</u>				
Basic	0.85	(4.48)	1.13	(4.43)
Diluted	0.84	(4.48)	1.11	(4.43)

Company outlook

During FY 2024–25, Suditi Industries Limited undertook several strategic initiatives aimed at repositioning the Company for long-term sustainable growth, profitability, and brand visibility. A major highlight of the year was the acquisition of the iconic children's apparel **brand Gini & Jony**, which provides company with immediate access to a well-established retail network, a loyal customer base, and strong brand equity in the mid-premium kidswear segment. This acquisition is expected to catalyze significant growth in revenue and margins over the next five years, with targeted turnover from the brand portfolio projected to reach ₹500-600 crore and EBITDA margins stabilizing in the 7–8% range.

In parallel, the Company reinforced its backward integration strategy, ensuring greater control over quality, cost, and turnaround time. The Company continues to operate in-house facilities for knitting, dyeing (12 metric tonnes/day), printing, and finishing, with an annual knitted fabric production capacity of approximately 2,000 metric tonnes. This integrated manufacturing ecosystem enables the Company to offer

customized solutions to clients and ensures agility in meeting changing fashion demands. Further investments are being made to expand capacity and enhance energy-efficient production systems in line with sustainability goals. In 2024-25 Suditi Industries Limited has also procured two new major machineries like Boiler and Stenter Machine costing Rs.3crs to enhance the quality and the capacity. of production

To further broaden its product portfolio and market reach, the Company continued to expand its footprint in the licensed apparel and athleisure space. The Company successfully extended its licensing agreements with globally recognized sports and lifestyle brands such as NBA and FC Barcelona, while also strengthening its in-house brands like Riot and Indianink. These brands, especially in youth and activewear categories, have gained strong traction through both traditional retail and e-commerce platforms. The emphasis on digitally enabled retail, including omni-channel strategies and data-driven design, has enhanced customer engagement and improved product turnaround cycles.

Additionally, Company is proactively aligning itself with evolving consumer expectations around sustainability and ethical sourcing. The Company has increased the use of eco-friendly materials and low-impact dyes and is in the process of obtaining recognized sustainability certifications to appeal to conscious global buyers. Operationally, the company is focusing on leaner working capital cycles, digital adoption in sampling and production, and automation in quality assurance, which will contribute to improved efficiency and resilience.

Looking ahead, the Company's strategy remains focused on building a strong brand-led portfolio, enhancing export competitiveness, and investing in sustainability and digital transformation—key enablers for long-term value creation.

HIGHLIGHTS OF THE FINANCIAL SUMMARYS

- ☐ Revenue rose 41% to ₹95.48 crore in FY2025 (from ₹67.71 crore in FY2024)
- ☐ Net profit returned to black at ₹2.82 crore (vs. a ₹11.88 crore loss in FY2024)
- ☐ Operating margin improved significantly, from -17.6% to +3.8% year-on-year

Standalone Performance:

The total revenue from operations of the Company stood at Rs. 8,533.15 Lakhs. The Company earned a profit after tax of Rs. 121.91 Lakhs during the financial year, as compared to loss incurred amounting to Rs. 1216.08 Lakhs in the previous year.

Consolidated Performance:

The total consolidated revenue of the Company for the financial year stood at Rs. 9547.68 Lakhs. The company earned a consolidated profit after tax of Rs. 314.18 Lakhs during the financial year as compared to loss incurred amounting to Rs. 1200.86 Lakhs in the previous year.

Dividend:

Due to the prevailing market conditions and losses, the Board has not recommended any Dividend for the financial year. In terms of Regulation 43A of the SEBI Listing Regulations, the Board of the Company has adopted a Dividend Distribution Policy, which can be accessed on the website of the Company at <https://suditi.in>.

Share capital:**Authorised Share Capital**

During the year, the company has increased its Authorised Share Capital to Rs. 60 Crores divided into 6 Crores Equity Shares of Rs. 10/- each.

Increase in Paid up Share Capital

Pursuant to the approval received from the Board of Director of the Company vide its Board resolutions dated December 4, 2024 and approval received from the Shareholders of the Company vide its resolution dated January 3, 2025 the Company has allotted 1,32,49,000 (One Crore Thirty-Two Lakh Forty Nine Thousand) equity shares on preferential allotment basis having face value of Rs. 10/- each (Rupees Ten Only) at a premium of Rs. 17.50 (Rupees Seventeen and Fifty Paise) on preferential basis by way circular resolution passed by Board directors on February 14, 2025; February 17, 2025; February 19, 2025 and February 21, 2025

Pursuant to aforesaid allotment of Equity shares, the Paid-up Share Capital of the Company was increased from Rs. 26,36,72,910 (Rupees Twenty-Six Crore Thirty-Six Lakh Seventy-Two Thousand Nine Hundred and Ten only) divided into 2,63,67,291 (Two Crore Sixty-Three Lakh Sixty-Seven Thousand Two Hundred and Ninety One) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 39,61,62,910 (Rupees Thirty-Nine Crore Sixty-One Lakh Sixty Two Thousand Nine Hundred and Ten only) consisting of 3,96,19,291 (Three Crore Ninety-Six Lakh Nineteen Thousand Two hundred and Ninety-One) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The Company has neither issued shares with differential voting rights nor has it issued any sweat equity shares.

ISSUE AND ALLOTMENT OF SHARE WARRANTS:

During the year under review, the company has issued and allotted 1,23,00,000 Share Warrants convertible into Equity shares on preferential basis on February 12, 2025. The tenure of the Share warrants is of 18 months. The company has received an amount aggregating to Rs. 84,562,500/- (Rupees Eight Crores Forty-Five Lakhs Sixty-Two Thousand Five Hundred Only) at the rate of Rs. 6.875/- (Rupees Six and Eight Hundred Seventy-Five Paise Only) per warrant, being 25% of the issue price per warrant as upfront payment ("Warrant Subscription Price").

Each Share warrant, so allotted, is convertible into or exchangeable for one fully paid-up equity share of the Company having a face value of Rs. 10/- (Rupees Ten Only) each in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 on payment of the balance consideration of Rs. 20.625/- per warrant ("Warrant Exercise Price"), being 75% of the issue price per warrant from the Allottees pursuant to exercise of conversion option against each such warrant, within 18 months from the date of allotment of warrants

ESOP:

During the year under review and in the previous year, the company has neither granted any options nor issued any shares to any employees under SUDITI ESOP 2011. The Certificate from the Secretarial Auditors of the Company certifying that the Company's Stock Option Plans are being implemented in accordance with the ESOP Regulations and the resolution passed by the Members, would be available for inspection during the meeting in electronic mode.

Details of Subsidiary/Joint Ventures/Associate Companies:

The company has two subsidiary companies namely M/s. Suditi Design Studio Limited and M/s. Suditi Sports Apparel Limited. Apart from this, the company has entered into a joint venture arrangement named M/s. SAA & Suditi Retail Pvt Ltd with PAS Lifestyles Pvt. Ltd, a company promoted by celebrity actor Ms. Anushka Sharma and her family. The statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries and joint venture (AOC-1) is annexed and marked as **Annexure I**.

The members of the company in their meeting held on January 3, 2025 has approved selling their stake of Suditi Sports Apparel Limited and has ceased to be the subsidiary of the company.

Deposits:

The Company has not accepted any deposits within the meaning of Section 73 & 76 of Companies Act, 2013 and the rules made there under.

Directors & the Key Managerial Personnel:

The list of Directors & KMP's of the company as on March 31, 2025 are as follows:

Sr. No.	Name of Director (DIN)	Designation
1	Mr. Raja Gopal Chinraj (DIN: 00158832)	Whole Time Director (ED) & CEO
2	Mr. Pawan Agarwal (DIN: 00808731)	Non-Executive Director
3	Mr. Vivek Gangwal (DIN: 01079807)	Independent Director
4	Mrs. Krina Gaurav Gala (DIN: 07040989)	Independent Director
5.	Ms. Seeta Shah	CFO
6.	Ms. Shweta Gupta	Company Secretary

During the year under review, following changes took place in the composition of the Board of Directors and Key Managerial Personnel:

- Mrs. Seeta Chandanlal Shah has been appointed as Chief Financial Officer w.e.f. May 30, 2024

Post financial year, the following changes took place in the composition of Board & KMPs:

- Mr. Manish Singh (DIN 10729798) has been appointed as non-executive Independent Director of the company w.e.f. April 17, 2025.

Further in accordance with the provisions of Section 152 of the Companies Act, 2013 the Whole Time Director and CEO of the board Mr. Pawan Agarwal (DIN 00808731) retires by rotation in the forthcoming Annual General Meeting and being eligible offer himself for reappointment.

Further, none of the Directors are disqualified for being appointed as the Director of the Company in terms of Section 164 of the Companies Act, 2013.

A declaration by an Independent Director(s) that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 has been submitted to the Board every year in the first Board Meeting of the year. An independent director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and making disclosure of such appointment in the Board's report. In the opinion

of the Board, the independent directors fulfill the conditions specified in the Regulations and are independent of the management.

Directors' Responsibility Statement:

The Directors hereby confirm -

- i) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That the Directors have prepared the annual accounts on a 'going concern' basis;
- v) That the directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and;
- vi) That the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and were operating effectively;

Meetings of the Board:

The company prepares a calendar of meetings in advance and circulated to the Directors. During the year, seven Board Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 including the amendments and the rules.

Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Independent Directors have reviewed the performance of all the Directors including their own performance, as well as the evaluation of the working of its Audit committee, Nomination & Remuneration committee and other Compliance Committees. The details are provided in the Corporate Governance Report.

Particulars of contracts or arrangements with related parties:

The related party transactions undertaken by the company are within the permissible limits of the special resolution passed by the shareholders and as a matter of prudence all the transactions with related parties are also placed before the Audit Committee for its review. An omnibus approval from the Audit Committee was obtained for the related party transactions which are repetitive in nature. All the transactions with related parties entered into during the year under review were in the Ordinary Course of Business and on Arms' Length Basis in accordance with the provisions of the Act, Rules made thereunder and SEBI Listing Regulations.

The Audit Committee and the Board reviewed all the transactions entered pursuant to the omnibus approvals, on a quarterly basis. Approval of the Members of the Company is also obtained in case any related

party transaction exceeds the prescribed limits and as good corporate governance practice, since there may be few transactions that may be carried out in the long-term interest of the Company. The Policy on Related Party Transactions is available on the Company's website and can be accessed at <https://suditi.in>.

The particulars of contract or arrangements entered by the Company with related parties at arm's length basis referred to in sub-section (1) of section 188 of the Companies Act, 2013 is disclosed in Form No. AOC-2 as **Annexure II**.

Particulars of Employees:

Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details are annexed and marked as **Annexure III** and forms part of the report.

Energy, Technology and Foreign Exchange:

The particulars relating to conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo as required under Section 134 (3) (m) of the Companies Act, 2013 is given in the **Annexure IV** forming part of this report.

Corporate Governance:

A separate section on Corporate Governance and a certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Regulation 34 & other applicable Regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (Listing Regulations), form part of the Annual Report.

Auditors:

M/s. Chaturvedi & partners, Chartered Accountants (FRN: 307068E) were appointed as Statutory Auditors of the Company, at the 31st Annual General Meeting held on September 29, 2022, for a term of 5 (five) consecutive years i.e. to hold office from the conclusion of 31st Annual General Meeting until the conclusion of 36th Annual General Meeting of the Company to be held in the financial year 2027. Further, the aforesaid Statutory Auditors have confirmed that they are not disqualified to act as Auditors and are eligible to hold office as Auditors of your Company for financial year.

Further, the report of the Statutory Auditors along with the notes to accounts is enclosed with the Financial Statements. The Auditors have issued an unmodified opinion on the Financial Statements for the financial year ended March 31, 2025. The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

Secretarial Audit Report:

In terms of Section 204 of the Companies Act 2013 and the rules made there under, M/s. HRU & Associates, Practicing Company Secretary had been appointed as Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed. The Secretarial Audit Report is self-explanatory and does not call for any further additional comments since the comments are addressed separately in this report.

Cost Audit:

In view of the new Companies (Cost Records & Audit) Rules 2014 and amendment thereof, the company is now out of the purview of the Cost Audit Report Rules.

Internal Audit & Controls:

The Company had appointed M/s. Shambu Gupta & Co., Chartered Accountants as the internal Auditor to carry out the internal audit functions including the task of suggesting and implementing the board's recommendations to improve the control environment for the year 2023-24. Their scope of work covered review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

Vigil Mechanism:

The company has set up a Vigil Mechanism in pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 for directors and employees to report genuine concerns from time to time. The Vigil Mechanism Policy has been made available to each and every stakeholder and the Company has designated a senior official as Vigilance Officers to support the Vigilance Mechanism functions.

Risk management policy:

A statement indicating development and implementation of a risk management policy for Company including identification therein of elements of risk, if any, that in the opinion of the Board may threaten the existence of the company is given separately in the Corporate Governance Report.

Details in respect of adequacy of internal financial controls with reference to the Financial Statements:

The company has an internal control mechanism in operation to ensure that the financial statements prepared are true, fair and transparent. Apart from this there is an internal audit mechanism also apart from the direct supervision of the Management to ensure that all the financial transactions executed are in compliance with applicable laws and regulations and in line with the budget plans. All the major variations or deviations are appropriately dealt with by the internal Audit department as well as by the Audit committee. The Company had earlier engaged an independent Chartered Accountant Firm to develop an improved and strong standard operating procedures and the same is followed. According to the management the present mechanism followed in the company is adequate and effective. The details are also stated in the Management discussion and analysis report annexed herewith and form part of this report.

Particulars of loans, guarantees or investments under section 186 of the companies Act:

There are no loans/guarantee or security provided during the year under review. Details of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in this Annual Report.

Extract of Annual Return:

As required pursuant to section 92(3) read with Section 134(3) (a) of the Act, the annual return is placed on the website of the company.

Obligation of company under the “Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act 2013:

The company has set up a separate internal compliance committee under the “Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013”. The Internal Complaints Committee is empowered to look into complaints relating to sexual harassment at work place of any women employee. Accordingly, the Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and the Committee ensures that the said policy is properly implemented all over the company. During the year Company has not received any complaint of harassment.

Corporate Social Responsibility (CSR):

As per the provisions of the Companies Act, 2013, the company has constituted a separate committee to formulate the CSR policy and ensure the compliance of the same as per the provisions of the Companies act 2013. In view of the substantial losses reported, there is no requirement for the company to earmark any amount for the purpose of CSR expenditure.

However as per the provisions of the Act for the financial year 2019-20, the company is required to spend an amount of Rs.7.20 Lakhs in the year 2020-21 and accordingly the company has spent an amount of Rs.9.75 lakhs against the same. The surplus spend is carried forward and the same will be adjusted against the amount to be spent subsequently. Apart from this, the company needs to spend another amount of Rs.9.51 lakhs pertaining to the profits computed based on the Financial Results of FY 2018-19. However, in view of the prevailing circumstances the company has not made the expenditure of the same. The details are separately provided in the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014.

Transfer of amounts to Investor Education and Protection Fund:

There is an amount of Rs. 4,71,015/- being unclaimed dividend and 108890 equity shares have been transferred during the year to the Investor Education and Protection Fund as per applicable Rules and reported to the Registrar of Companies, Ministry of Corporate Affairs. Further an amount of Rs. 4,17,048/- being unpaid and unclaimed lying in the unpaid dividend account due to be transferred to Investor Education and Protection Fund (IEPF). Pursuant to the provisions of the Investor Education Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, as on the date of last AGM, with the Ministry of Corporate Affairs.

Listing with Stock Exchange:

The Company confirms that it has paid the Annual Listing Fees to BSE Ltd (Bombay Stock Exchange Limited) where the Company's Shares are listed.

Statement on compliances of secretarial standards:

The Board has complied with applicable Secretarial Standards as specified u/s 118 of Companies Act, 2013.

Miscellaneous:

- During the year, there was no change in the general nature of business of your Company.
- During the year, there are no significant and material orders passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future.
- There are no material changes and commitment affecting financial position of the Company which has occurred between the end of the financial year of the Company i.e. March 31, 2024 and the date of this Report.
- During the year, the company has not issued equity shares with differential rights as to dividend, voting or otherwise;
- During the year, the Company has not allotted any sweat equity shares. Therefore, no disclosures as required under Rule 8 (13) of Companies (Share Capital and Debentures) Rules, 2014.
- During the financial year under review, no applications was made or proceeding initiated against the Company under the Insolvency and Bankruptcy Code, 2016 nor any such proceeding was pending at the end of the financial year under review.

Appreciation:

Your Company and its Directors wish to place on record their sincere appreciation for the support and assistance extended by different Central and State Government Departments and Agencies, Banks and Financial Institutions, Insurance companies, Customers and Vendors. Your directors are thankful to the esteemed shareholders for their continued support and confidence reposed in the company and its management. Your directors also wish to place on record their deep sense of appreciation to all the employees of the Company for their outstanding and dedicated contribution made towards the growth of the Company.

Place: Navi Mumbai

Date: June 23, 2025

**For and on behalf of the Board of Directors
Of Suditi Industries Limited**

Sd/-

**Pawan Agarwal
Chairman
DIN: 00808731**

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Annexure -I - FORM NO. AOC -1

Statement containing salient features of the financial statement of Subsidiaries/Joint Ventures (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

S.No	Particulars	Amount in Lakhs Rupees	
1	Name of the Subsidiary	Suditi Design Studio Ltd	Suditi Sports Apparel Ltd
2	Reporting period for the subsidiary concerned	March 31, 2025	March 31, 2025
3	Reporting Currency	INR	INR
4	Share Capital	87	200
5	Reserves	(894.46)	(203.33)
6	Total Assets	19.06	824.58
7	Total Liabilities	826.52	827.91
8	Investments	NIL	NIL
9	Turnover	00	1257.25
10	Profit before Tax	(1.90)	74.26
11	Provisions for taxation	NIL	(6.08)
12	Profit after Taxation	(1.90)	80.34
13	Proposed Dividend	NIL	NIL
14	% of Shareholding	100	60

Part "B": Associates and Joint Ventures

S.No	Name of Associates or Joint Ventures	SAA and Suditi Retail Pvt. Ltd.
1.	Latest Audited Balance Sheet Date	March 31, 2025
2.	Date on which the Joint Venture was associated	19-09-2017
3.	Shares of Joint Ventures held by Company on the year end	
	No.	50000
	Amount of Investment in Joint Venture	500000
	Extent of Holding (in percentage)	50%
4.	Description of How there is significant influence	50% of the shareholdings is held by company & 50% of Board Members are nominated by the Company
5.	Reason why the Associate/Joint Venture is not consolidated	Consolidated as per Equity method
6.	Networth attributable to shareholding as per latest Audited Balance Sheet	Nil
7.	Profit or Loss for the year	(2.06)
	i) Considered in Consolidation	Full
	ii) Not considered in Consolidation	N.A.

1.Names of Subsidiaries/Joint Ventures which are yet to commence operations. Nil

2.Names of Subsidiaries/Joint Ventures which have been liquidated or sold during year- **Suditi Sports Apparel Ltd**

Place: Navi Mumbai

Date: June 23, 2025

For and on behalf of the Board of Directors
Of Suditi Industries Limited

Sd/-

Pawan Agarwal
Chairman
DIN: 00808731

Annexure II**FORM NO. AOC -2**

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

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

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

SL. No.	Particulars	Details
a	Name (s) of the related party & nature of relationship	Nil
b	Nature of contracts/arrangements/transaction	Nil
c	Duration of the contracts/arrangements/transaction	Nil
d	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e	Justification for entering into such contracts or arrangements or transactions'	Nil
f	Date of approval by the Board	Nil
g	Amount paid as advances, if any	Nil
h	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

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

SL. No.	Particulars	Details (1)	Details (2)	Details (3)	Details (4)
A	Name (s) of the related party & nature of relationship	Intime Knits Pvt. Ltd. (Company in which a Director is Interested)	Black Gold Leasing Pvt. Ltd. (Promoter Group Entity)	R.Piyarellal Pvt. Ltd. (Promoter Group Entity)	B.L.R. Knits Pvt. Ltd. (Promoter Group Entity)
B	Nature and particulars of contracts/arrangements/transaction	Sale/ Purchase of Fabrics & Finished Garments including related & other Job work services	Sale/ Purchase of Fabrics & Finished Garments including related other Job work services	Sale/ Purchase of Fabrics & Finished Garments including related other Job work services	Sale/ Purchase of Fabrics & Finished Garments including related other Job work services
c.	Monetary value of the contract / arrangement for financial year 2023-24 and onward	Rs. 30 Crore	Rs. 60 Crore	Rs. 10 Crore	Rs. 15 Crore

d.	Salient terms of the contracts or arrangements or transactions	On Arm's Length Basis & In ordinary course of business	On Arm's Length Basis & In ordinary course of business	On Arm's Length Basis & In ordinary course of business	On Arm's Length Basis & In ordinary course of business
e	Date of approval by the Board	In board meeting held on 14.08.2023. Further approved by shareholders by special resolution in the General Meeting held on 29.09.2023.	In board meeting held on 14.08.2023 Further approved by shareholders by special resolution in the General Meeting held on 29.09.2023	In board meeting held on 14.08.2023. Further approved by shareholders by special resolution in the General Meeting held on 29.09.2023.	In board meeting held on 14.08.2023. Further approved by shareholders by special resolution in the General Meeting held on 29.09.2023.
f	Amount paid as advances, if any	Nil	Nil	Nil	Nil

Sr. no	Particulars	Details (5)	Details(6)	Details (7)	Details (8)
a	Name (s) of the related party & nature of relationship	Suditi Design Studio Limited (Subsidiary)	Suditi Sports Apparel Limited (Subsidiary)	SAA & Suditi Retail Pvt. Ltd. (Joint Venture)	Chendur Dress Manufacturers Pvt. Ltd. (Company in which a Director is Interested)
B	Nature and particulars of contracts/arrangements/transaction	Sale/ Purchase of Fabrics & Finished Garments including related & other Job work services	Sale/ Purchase of Fabrics & Finished Garments including related other Job work services	Sale/ Purchase of Fabrics & Finished Garments including related other Job work services	Sale/ Purchase of Fabrics & Finished Garments including related other Job work services
C	Monetary value of the contract / arrangement for financial year 2023-24 and onwards	Rs. 50 Crore	Rs. 75 Crore	Rs. 50 Crore	Rs. 10 Crore
D	Salient terms of the contracts or	On Arm's Length Basis &	On Arm's Length Basis &	On Arm's Length Basis &	On Arm's Length Basis &

	arrangements or transaction	In ordinary course of business	In ordinary course of business	In ordinary course of business	In ordinary course of business
e	Date of approval by the Board	In board meeting held on 14.08.2023. Further approved by shareholders by special resolution in the General Meeting held on 29.09.2023	In board meeting held on 14.08.2023. Further approved by shareholders by special resolution in the General Meeting held on 29.09.2023	In board meeting held on 14.08.2023. Further approved by shareholders by special resolution in the General Meeting held on 29.09.2023	In board meeting held on 14.08.2023. Further approved by shareholders by special resolution in the General Meeting held on 29.09.2023
F	Amount paid as advances, if any	Nil	Nil	Nil	Nil

SL. No.	Particulars	Details (9)	Details(10)	Details (11)
a.	Name (s) of the related party & nature of relationship	Chendur Enterprises (Entity in which a Director is Interested)	Chendur Inc. (Entity in which a Director is Interested)	Velaxmi Exim LLP (Limited Liability Firm in which a Director is Interested)
b.	Nature and particulars of contracts/arrangements/transaction	Sale/ Purchase of Fabrics & Finished Garments including related & other Job work services	Sale/ Purchase of Fabrics & Finished Garments including related & other Job work services	Sale/ Purchase of Fabrics & Finished Garments including related & other Job work services
c.	Monetary value of the contract / arrangement for financial year 2023-24 and onwards	Rs. 10 Crore	Rs. 10 Crore	Rs. 10 Crore
d.	Salient terms of the contracts or arrangements or transaction	On Arm's Length Basis & in ordinary course of business	On Arm's Length Basis & In ordinary course of business	On Arm's Length Basis & in ordinary course of business
e.	Date of approval by the Board	In board meeting held on 14.08.2023. Further approved by shareholders by special resolution in the General Meeting held on 29.09.2023	In board meeting held on 14.08.2023. Further approved by shareholders by special resolution in the General Meeting held on 29.09.2023	In board meeting held on 14.08.2023. Further approved by shareholders by special resolution in the General Meeting held on 29.09.2023
f.	Amount paid as advances, if any	Nil	Nil	Nil

Suditi Industries Limited

Place: Navi Mumbai
Date: June 23, 2025

For and on behalf of the Board of Directors
Of Suditi Industries Limited

Sd/-
Pawan Agarwal
Chairman
DIN: 00808731

Annexure III

Disclosure pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- a) The ratio of remuneration of each director to the median remuneration of the employees;
Executive Director : 7.32
- b) % increase in remuneration of each Director, KMP and of %. Increase in median remuneration of employees
% increase/(decrease) in remuneration of Executive Director = 0%

% increase /(decrease) in remuneration of KMP = 0%

% increase/(decrease) in remuneration of median = 7.39%
- c) Number of permanent employees on the rolls of the company as on March 31, 2025 is 130 (including Executive Director).
- d) Justification of increase in managerial remuneration (percentile) with that of increase in remuneration of other employees:

There is no increase in the remuneration of any Managerial Persons during the year under review.

e) Affirmation that remuneration is as per remuneration policy of the Company.

I, Pawan Agarwal, Chairman of the company hereby affirm that all the employees including key managerial personal are paid remuneration as per the remuneration policy formulated by the company and approved by the Board. No employee is treated unfairly or denied any benefits as may be applicable and payable to him as per the company's payment of remuneration policy.

B) Details of every employee of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further the statement showing the requisite information pursuant to the Companies (Appointment of Managerial Personnel) Rules 2014 is not annexed herewith as there are no employees covered by the rule (2)(i) (ii) & (iii).

The statement of the name of the top ten employees in terms of remuneration drawn is as under:

Sr. No	Name Designation Qualification No of shares held	Remuneration (incl perquisites)	Nature of Employment	Exp (Approx)	Date of commen- cement	Last Employment	Whether relative of any Director/ manager of company	No. of shares held
1.	Mr. R. Chinraj Designation: Whole time Director Dob: 25.03.1950 Qualification: B. Tech	1979226	Non- contractual	50 years	01.08.2003	Kasha Synthotics Pvt. Ltd	No	62600
2.	Mr. Arvind Singh Designation: Head of Production Dob: 16.07.1977	1210416.00	Non- contractual	22 years	18.03.2013	Fingerprints Fashion Pvt Ltd	No	-
3.	Mr. Sanjay Thakur Designation: Plant Engineer Dob: 03.07.1973	912483.00	Non- contractual	29 years	26.03.1996	First Job	No	-
4.	Mr. Rajendra Gaikwad Designation: Quality Assurance- Dyeing Div Dob :01.06.1973	800221.00	Non- contractual	29 years	01.08.2000	Santogen Rxpotrs Limited	No	-
5.	Ms. Seeta Shah Designation: Accounts Manager Dob: 01.01.1976	692522.00	Non- contractual	19 years	11.10.2021	Steel Strong Valves (I) Pvt Ltd.	No	-

6.	Mr. Sujeet Deena Verma Designation: Head- Commercial and Planning Dob: 03.09.1982	662988.00	Non- contractual	20 years	15.04.2019	Clothing Culture Ltd.	No	-
7.	Mr. Vinod Tawade Designation: Accounts Sr. Executive Dob: 06.03.1965	643553.00	Non- contractual	31 years	01.12.1992	Deep Tec. Forgings Ltd.	No	-
8.	Mr. Sunil Singh Designation: Dyeing Incharge Dob: 22.07.1979	612421.00	Non- contractual	26 years	22.04.2017	Santogen Exports Ltd	No	-
9.	Mr. Raghavram Gupta Designation: Cutting Master Dob: 18.09.1961	612338.00	Non- contractual	36 years	6.07.2021	S Kumar Ltd.	No	-
10.	Mr. Harish Anchan Designation: Accounts Sr. Executive Dob: 23.11.1975	587422.00	Non- contractual	29 years	10.04.2023	M/s. Shakun Impex Private Ltd.	No	-
11.	Ms. Manaswi Milind Gotham Designation: Designer Dob: 02.12.1981	538576.00	Non- contractual	17 years	18.02.2013	Aashirwad Print	No	-

- C) Any director who is in receipt of any commission from the company and who is a Managing Director or Whole-time Director of the Company shall receive any remuneration or commission from any Holding Company or Subsidiary Company of such Company subject to its disclosure by the Company in the Board's Report. Nil

- D) There are no disclosures to be made as the directors (except the whole time Director), are not in receipt of any remuneration or stock options other than sitting fees and reimbursement of expenses incurred for attending the meeting. The details are furnished separately in the corporate governance report.

Place: Navi Mumbai
Date: June 23, 2025

For and on behalf of the Board of Directors
Of Suditi Industries Limited

Sd/-
Pawan Agarwal
Chairman
DIN: 00808731

Annexure IV

Information under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of particulars in the Report of Board of Directors) Rules and forming Part of the Directors Report for the year ended March 31, 2024.

Conservation of energy, technology absorption and foreign exchange earnings and outgo:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

a) Conservation of Energy:

The company lays great emphasis on the energy conservation measures as it plays a significant role in the development of any country. The company keeps a close watch on all the energy conservation measures practiced in the industry and takes all necessary steps to implement them in the manufacturing units of the company to the best possible extent

(i)	the steps taken or impact on conservation of energy	The Company has been taking continuous steps to conserve the energy and minimize energy cost at all levels. Regular efforts are made for optimization of process parameters, improving the operational efficiencies and reducing water and energy consumption. While undertaking expansion, modernization and technological up gradation of production facilities, due consideration is given to energy efficient plant and equipment's with multi product capabilities
(ii)	the steps taken by the company for utilizing alternate sources of energy	The company is looking into the scope as well as the cost of the systems to properly assess the prospects of the usage of solar energy to support heating and daytime usage of lights in the plant. Necessary decision will be taken at the appropriate time.
(iii)	the capital investment on energy conservation equipment's	The capital investments on the items installed till date are not very significant.

(b) Technology absorption:

(i)	the efforts made towards technology absorption	The Company is constantly making efforts to adopt latest technology wherever possible to improve quality of product, productivity and efficiency of the machineries. The Company is also at a continuous endeavor to improve the efficiency of process by way of deep study of new technologies and exchange of information with other mills and machinery manufacturers.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	Up gradation of technology is mainly aimed towards quality improvement with cost benefits.
(iii)	in case of imported technology	NIL

	(imported during the last three years reckoned from the beginning of the financial year)-	
	(a) the details of technology imported	NIL
	(b) the year of import;	NIL
	(c) whether the technology been fully absorbed	NIL
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NIL
(iv)	the expenditure incurred on Research and Development	Expenditure on R & D has been shown under respective heads of expenditure in the profit and loss account as no separate account is maintained.

(c) Foreign exchange earnings and Outgo:

(Rs. in Lakhs)

Particulars	Current Year	Previous Year
Total Foreign Exchange used	-	-
Total Foreign Exchange earned (FOB Value)	-	-

Place: Navi Mumbai

Date: June 23, 2025

For and on behalf of the Board of Directors
Of Suditi Industries Limited

Sd/-

Pawan Agarwal

Chairman

DIN: 00808731

REPORT ON CORPORATE GOVERNANCE**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Our corporate governance practices are a reflection of our value system encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times. Corporate governance is about maximizing shareholder value legally, ethically and sustainably. At Suditi, the Board exercises its fiduciary responsibilities in the widest sense of the term. Our disclosures seek to attain the best practices in international corporate governance. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

2. BOARD OF DIRECTORS:

The Board of Directors is the apex body constituted by shareholders for overseeing the Company's overall functioning. The Board provides strategic direction and leadership and oversees the management policies and their effectiveness looking at long-term interests of shareholders and other stakeholders. The Board, inter alia, reviews and guides corporate strategy, major plans of action, risk policy, annual budgets, acquisitions and divestments. It also monitors implementation and effectiveness of governance structures. The Board and its Committees provide effective governance to the Company. The Board's actions and decisions are aligned with the Company's best interests

In line with the applicable provisions of the Companies Act, 2013 (the "Act") and the SEBI Listing Regulations, your Company's Board has an optimum combination of Executive and Non-Executive Directors. The Board effectively separates the functions of governance and management and balances deliverables.

Composition of Board of Directors:

The constitution of the board has a balanced mix of Executive and Non-Executive Directors as well as Independent Directors with expertise from different fields. The Directors are all persons of integrity with adequate qualifications and experience in different fields like management, marketing, finance & technical and administration who upholds ethical standards and assists the company in implementing best corporate governance practices.

As on March 31, 2025, the Board comprised Four members, consisting of a non-executive and non-independent Chairman, Chief Executive Officer & Whole Time Director (CEO & WTD), and two independent directors. While all the Board members possess the skills identified. The details of composition of the Board as at March 31, 2025, the attendance record of the Directors at the Board Meetings held during FY 2024-25 and at the last Annual General Meeting (AGM), as also the number of Directorships, Committee Chairmanships and Memberships held by them in other Public Companies, the names of other listed entities where they have Directorship and their category of directorship in such listed entities, and their area of core expertise is given in their respective profiles below.

Name of the Director	No. of shares and Convertible Instruments held by Non-executive Directors	Category	Total No. of Directorships (including SIL)	No. of other outside Committee		Name of the listed entities where the person is a director (Category of Directorship)	Area of expertise
				Membership	Chair-person		
Mr. Raja Gopal Raja Chinraj	62,600	WTD, E	2	-	-	--	Leadership & Operational Experience Strategy Planning Policy Making Risk Management Finance & Regulator Commercial
Mr. Pawan Agarwal	1,68,13,398	P, C, NE,	9	--	--	--	Strategy Planning Finance & Regulatory Commercial Business International Global business
Mr. Vivek Gangwal	NIL	I, NE	6	--	--	--	Strategy Planning Policy Making Risk Management Finance & Regulatory
Ms. Krina Gaurav Gala	NIL	W, I, NE	1	-	-	-	Strategy Planning Policy Making Risk management Management & Administration

Note:

1. Number of Directorship/Memberships held in other companies excludes Directorships/Memberships in Foreign Companies, companies under section 8 of the Companies Act, 2013.
2. This relates to membership of Committees referred to in Regulation 26(1) of the Listing Regulations, viz. Audit Committee and Stakeholders Relationship Committee of all public limited companies, whether listed or not and excludes private limited companies, foreign companies and companies licensed under Section 8 of the Companies Act, 2013 / Section 25 of the Companies Act, 1956;
3. Further, none of the independent director has been resigned during the year.

Abbreviations:

P = Promoter, E = Executive Director, NE = Non - Executive Director, I = Independent Director, W= Woman Director, S = Shareholders, C = Chairman, M = Member, WTD=Whole time Director

The brief profile of the Directors as on March 31, 2025 is as follows:

Mr. Raja Gopal Raja Chinraj holds B. Tech (Textiles) and Post Graduate Diploma in Wet Processing from Mumbai, has wide experience in the textile industry spanning of more than 45 years. He has expertise in the technical and commercial aspect of product development and Research.

Mr. Pawan Agarwal holds bachelor's degree in commerce and has more than three decades of experience in the finance, marketing & other related matters particularly with reference to expertise in the manufacture and export of garments.

Mr. Vivek Gangwal is qualified chartered accountant with vast experience and knowledge in the various aspects of primary and secondary market operations. He has expertise in portfolio management, and equity research. His experience span over a period of more than 20 years and also traveled for enhancing and sharing his wide business experience.

Ms. Krina Gaurav Gala is a post-graduate with wide experience in Finance, administration and policy management of business & marketing with industry expertise in the family business.

The Board Meetings are held at least once in every quarter to review the quarterly results and additional meetings are held whenever required to consider any specific agenda of items. The Board meeting dates are decided in consultation with the Board members. The schedule of the Board meetings and Board Committee meetings are communicated in advance to the Directors to enable them to attend the meetings. Senior Management Personnel & Auditors are also intimated to attend the Board meeting, to provide additional inputs to the items being discussed by the Board. As a system, in most cases, information to Directors is submitted along with the agenda papers well in advance of the Board meeting. Inputs and feedback of Board Members are taken and considered while preparing agenda and documents for the Board meeting. Sufficient time is allocated for discussions and deliberations at the meeting.

Seven Board Meetings were held during the financial year. The details of Board meetings and attendance of Directors at these meetings and at last Annual General Meeting (AGM) are given below:

Name of Director	Attendance of Directors at Board meetings held during the year							Attendance at AGM held on 30/09/24
	30/05/24	14/08/24	05/09/24	14/11/24	04/12/24	29/01/25	26/03/25	
Mr. Pawan Agarwal	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Vivek Gangwal	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Raja Gopal Chinraj	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mrs. Krina Gala	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Disclosure of relationships between Directors inter-se :

There are no inter-se relationship between the Directors

Familiarization program for Independent Directors:

The Company believes that the Board be continuously empowered with the knowledge of the latest developments in the Company's business and the external environment affecting the industry as a whole. To this end, the Directors were given brief update on the global business environment, as well as all business areas of the Company including business strategy, risks opportunities. Periodical updates on performance/developments giving highlights of performance of the Company including the developments/ events having impact on the business of the Company are also sent to all the Directors.

In the opinion of the board, the independent directors fulfill the conditions specified in Companies Act, 2013 & SEBI (LODR) Regulation, 2015 and are independent of the management. The details are available on the Company's website <https://suditi.in>.

Independent Directors:

The Independent directors play a very important part in the implementation of Corporate Governance policies and practices as per the requirements of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and other applicable laws in the company. They continue to enrich the Board with their vast experience and knowledge and take active part in the deliberations during the meetings of the Board and committees. Apart from the statutory and regulatory obligations, the independent directors are also responsible for ensuring that the company discharges its obligation towards the society and the public in general.

All Independent Directors meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16 (1) (b) of the SEBI (LODR) Regulations and are independent of the management. The terms and conditions of appointment of Independent Directors were set out in the appointment letter issued to the Director at the time of his/her appointment/re-appointment as an Independent Non-Executive Director of the Company. The terms and conditions as mentioned in the appointment letter is disclosed on the Company's website <https://suditi.in>

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, a meeting of the Independent Directors of the Company was held on January 29, 2025 without the attendance of Non-Independent Directors and members of the management.

3. BOARD COMMITTEE:

In compliance with the requirements under various Acts & Regulations the Board has constituted the following committees Viz., Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, , Corporate Social Responsibility Committee, Risk Management Committee, Compensation committee and also a Right Issue Committee. This enables the board to provide specialized and focused attention relating to all the activities falling within the terms of reference including the assignments of its Members thereof.

I. AUDIT COMMITTEE:

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI Regulations. The Audit Committee comprises of three directors as members out of which two third are Independent Directors and all directors are financially literate.

The terms of reference stipulated by the Board of Directors to the Audit Committee are as contained under Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

The Company Secretary of the Company acts as the Secretary of the Committee. None of recommendations made by the Audit Committee were rejected by the Board. Mr. Vivek Gangwal, Chairman of the Audit Committee was present at the last Annual General Meeting held on September 30, 2024.

The Audit Committee has met six times during the year under review. The composition and attendance of each member of the committee at the Audit Committee meeting held is as under:

Name of the member	Designation	Attendance at committee Meetings held on					
		30/05/24	14/08/24	14/11/24	4/12/24	29/01/25	26/03/25
Mr. Vivek Gangwal (Chairman)	Non-Executive Independent Chairman	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Raja Gopal Chinraj	Executive Member	Yes	Yes	Yes	Yes	Yes	Yes
Ms. Krina Gaurav Gala	Non-Executive Independent Member	Yes	Yes	Yes	Yes	Yes	Yes

II. NOMINATION & REMUNERATION COMMITTEE:

Pursuant to section 178 of Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, nomination and remuneration committee must fulfill below mentioned points:

- The committee shall comprise of **at least three directors**;
- **All directors of the committee shall be non-executive directors**;
- At least **two third** of the directors shall be **independent directors**.

The Nomination & Remuneration Committee reviews and recommends the compensation payable to the Executive/Managing Director. Further the Committee is also entrusted with the task of periodical review of the compensation structure and policies of the Company. The terms of reference include the matters specified under Part D of Schedule II to Regulation 19(4) of Listing Regulations as well as under section 178 of the Companies Act 2013. Based on the Recommendation of the Nomination & Remuneration Committee, the Board have formulated and adopted Nomination and Remuneration Policy.

Two committee meeting was held during the year i.e. on May 30, 2024 and March 26, 2025. The composition of the Nomination and Remuneration Committee as at March 31, 2024 and the attendance of each member

at the Committee Meetings are as given below:

Name of the member	Category	No of Meeting attended
Mr. Vivek Gangwal (Chairman)	Non-Executive Independent	2
Mr. Pawan Agarwal	Non-Executive Non-Independent	2
Ms. Krina Gaurav Gala	Non-Executive Independent	2

Performance Evaluation:

The Board has carried out the annual performance evaluation of its own performance, the Directors including the Chairman individually as well as the evaluation of the working of the Audit, Nomination and Remuneration and other Compliance Committees pursuant to the provisions of the Companies Act, 2013 and Regulations 17 of the Listing Regulations. The evaluation is based broadly on certain parameters like level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was also carried out by the Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

Remuneration Policy:

The committee reviews the compensation policy on periodical intervals. The company strives hard to ensure that the compensation levels of the Company are in line with industry standards followed in the area. The policy on appointment and remuneration including criteria for determining qualifications, positive attributes as well as independence of director and all other related matters including succession plans and other policies adopted by the Board are also available on the web site of the company.

The Committee also reviews the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. The compensation policy of the company also includes performance-oriented incentives for various staff and executives in the organization. The remuneration and other compensations to the Whole-time Director is recommended by the Committee in accordance with the various provisions of the Companies Act and Rules & regulations.

Non-Executive Directors have not drawn any remuneration from the Company except sitting fees for the Board Meetings attended by them. Details of remuneration paid to the Directors during the financial year ended March 31, 2025 is given below:

There were no pecuniary relationships or transactions between the Non-Executive Directors (including Independent Directors) and the Company

Criteria for making payment to Non-Executive Directors:

Non-Executive Directors are paid only Sitting Fees & Travelling and other conveyance expenses for attending the Board & Committee Meetings. Apart from this they are not entitled for any remuneration. The policy related to managerial remuneration approved by the Board is placed on the website of the Company.

Terms of appointment & remuneration – CEO & Wholetime Director:

Their is slightly hike in the remuneration payable to Mr. Raja Gopal Raja Chinraj Wholetime Director & CEO from the date of appointment in view of reporting significant losses and the unfavourable market conditions. The terms continued to remain same and the remuneration payable to Mr Raja Gopal Chinraj is furnished below: -

Mr. Raja Gopal Chinraj:

Period of Appointment	3 years-
Salary Grade	Rs. 1978585/- p.a.
Allowances	Salary includes HRA, perquisites and other monthly allowance
Retrial Benefits	As per company Rules
Performance Bonus	Only Annual Bonus
Sign-on Amount	Nil
Deferred Bonus	Nil
Minimum Remuneration	Same as above
Notice Period & Severance Fees	Nil
Other	Nil

III. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Pursuant to section 178 (5) of Companies Act, 2013 and Regulation 20 of SEBI Listing Regulation, 2015 Stakeholders' Relationship Committee must fulfill below mentioned points:

- Chairman of this committee shall be a non-executive director;
- At least three directors, with atleast one being an independent director, shall be members of the Committee.

One meeting was held during the year i.e. on March 26, 2025. The composition & attendance of each member at Committee meeting held is as under:

Name	Category	No. of meetings attended
Mr. Vivek Gangwal (Chairman)	Non-Executive Independent	1
Mr. Pawan Agarwal	Non-executive	1
Ms. Krina Gaurav Gala	Non-Executive Independent	1

Ms. Shweta Gupta, Company Secretary of the Company is the Compliance Officer for complying with the requirements of SEBI Regulations and the Listing Agreement with the Stock Exchanges in India.

Number of complaints received and resolved to the satisfaction of Shareholders / Investors during the year under review and their break-up is as under:

Number of Investor complaints pending at the beginning of the year	:	0
Received during the year	:	0
Disposed during the year	:	0
Number of Complaints not solved at the end of the year	:	NIL

IV. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Corporate Social Responsibility Committee (CSR Committee) is constituted in accordance with the requirements under the Companies Act 2013 and its rules and amendments. The composition of the Committee is as under:

Name of the member	Category	No. of Meetings attended during the year
Mr. Pawan Agarwal (Chairman)	Non-Executive Non Independent	1
Mr. Raja Gopal Chinraj	Executive	1
Ms. Krina Gaurav Gala	Non-Executive Independent	1

One committee meeting was held during the year i.e. on March 26, 2025 and reviewed the status of the CSR expenditure under the revised CSR policy.

V. COMPENSATION COMMITTEE:

The board has constituted a Compensation Committee to administer the SUDITI Employees Stock Option Plan 2011 (SUDITI ESOP PLAN 2011). The committee had met once during the year under review on March 26, 2025 to take stock of the plan. The directors have recorded their presence and the committee taken note of the present status of the pending stock options and decided to keep all the plan on hold in view of the prevailing circumstances. The committee manages the entire aspects of the SUDITI ESOP PLAN 2011 and advises the Board from time to time on the various issues related to the SUDITI ESOP PLAN 2011.

Name	Category	No. of Meetings attended During the year
Mr. Vivek Gangwal (Chairman)	Chairman	1
Mr. Pawan Agarwal	Member	1
Ms. Krina Gaurav Gala	Member	1

VI. RISK MANAGEMENT COMMITTEE:

The policy on risk assessment and minimization procedures as laid down by the Board are periodically reviewed by the Risk Management Committee, Audit Committee and the Board. The policy facilitates identification of risks at appropriate time and ensures necessary steps to be taken to mitigate the risks. Brief details of risks and concerns are given in the Corporate Governance Report and Management Discussion and Analysis Report.

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the BRM policy and framework in line with the legal requirements and SEBI guidelines;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, and mitigation as well as reporting of risks.

The Management does not envisage any risk associated with commodity price or foreign exchange and there are no hedging activities undertaken by the Company. The board has accepted the recommendations of the

committees which are mandatorily wherever applicable and required to be accepted. The composition of the Risk Management Committee as at March 31, 2025 and details of the Members participation at the Committee Meeting are as under:

Name of the Member	Category	Attendance at the Risk Management Committee meeting held on 26/03/2025
Mr. Pawan Agarwal (Chairman)	Promoter and Non-Executive Director	Present
Mr. Vivek Gangwal	Non Executive, Independent Director	Present
Mr. Raja Gopal Chinraj	Executive Director	Present

The board has accepted the recommendations of all the committees which are mandatorily required to be accepted.

4. POLICIES AND DISCLOSURES:

POLICIES

(a) Prevention of insider trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The code is reviewed in line with the amendments in the regulations from time to time. The Code requires pre-clearance for dealing in the Company's shares beyond a specified limit and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Head Compliance is responsible for implementation of the Code. All Board Directors and the designated employees during the year under review have confirmed compliance with the Code. The Board approved policy is available on the Company's website <https://suditi.in>

(b) Code of Conduct:

The Board of Directors has laid down a Code of Conduct for the Board of Directors and Senior Management (the Code) for all the Board members and all the employees in the management grade of the Company. The Code covers amongst other things the Company's commitment to honest & ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health & safety, transparency and compliance of laws & regulations etc. The Code of Conduct is hosted on the website of the Company. All the Board members and senior management personnel have confirmed compliance with the code. A declaration to that effect signed by the Whole time Director and CEO is annexed and forms part of the Annual Report of the Company.

(c) Disclosure on Related Party Transaction:

All transactions entered into with Related Parties as defined under the Companies Act, 2013, and Regulation 23 of SEBI (LODR) Regulations during the financial year were in the ordinary course of business and on arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013 (except as stated in AOC - 2 (Annexure D to Directors' Report)). There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosures as required by the Indian Accounting Standard (Ind AS 24) has been made in the notes to the

Financial Statements. The Board approved policy for related party transactions is available on the Company's website <https://suditi.in>

(d) Whistle Blower Policy/Vigil Mechanism:

The Whistle Blower Policy/Vigil Mechanism has been formulated by the Company with a view to provide a mechanism for directors and employees of the Company to approach the Chairman of the Audit Committee of the Board to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct or ethics policy or any other unethical or improper activity including misuse or improper use of accounting policies and procedures resulting in misrepresentation of accounts and financial statements and incidents of leak or suspected leak of unpublished price sensitive information. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The Whistle Blower Policy/Vigil Mechanism also provides safeguards against victimization or unfair treatment of the employees who avail of the mechanism. The Company affirms that no personnel have been denied access to the Audit Committee.

(e) Prevention of Sexual Harassment at Workplace:

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. All employees (permanent, contractual, temporary, trainees) are covered under the said policy. An Internal Complaints Committee has also been set up to redress complaints received on sexual harassment.

Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- a) No. of complaints filed during the financial year: NIL
- b) No. of complaints disposed of during the financial year: NIL
- c) No. of complaints pending as on 31.03.2025: NIL

(f) Archival Policy:

The Listing Regulations mandates listed entities to formulate a Policy for preservation and archiving of documents pursuant to Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is in this context that the Document Retention and Archival Policy ("Policy") is being framed and implemented. The Archival Policy of the Company is available on company's website.

Objectives of the Policy:

The objective of this Policy is to classify the documents in two categories i.e.

- (i) Documents which need to be preserved permanently &
- (ii) Documents which need to be preserved for a specific period of time.

(g) Subsidiary Monitoring Framework:

All the Subsidiary Companies of the Company are Board managed with their Boards having the rights and obligations to manage such companies in the best interest of their stakeholders. As a majority shareholder, the Company nominates its representatives on the Boards of subsidiary companies and monitors the performance of such companies. The Company has two material subsidiaries, whose income is more than 10% of the consolidated income of the Company during the previous financial year. A policy for determination of Material Subsidiaries has been formulated and has been posted on the Company's website <https://suditi.in>

Sr. no	Name of the material subsidiary	Date and place of incorporation	Name & Date of appointment of statutory auditor
1	Suditi Sports Apparel Ltd	18.03.2015, Navi Mumbai, Thane.	Chaturvedi & Co. being appointed as an auditor of the Company in the AGM held on 30.11.2021
2	Suditi Design Studio Ltd	23.03.2015, Navi Mumbai, Thane.	Chaturvedi & Co. being appointed as an auditor of the Company in the AGM held on 30.11.2021

Disclosures:

(a) Non-compliance by the Company on any matter related to capital markets and no strictures or penalties have been imposed on the Company by the Stock Exchanges or by the SEBI or by any statutory authority on any matters related to capital markets during the last three (3) years:

2021-22	There was a delay in the submission of Audited financial results for the fourth Quarter and year ended March 31, 2021. Accordingly, the Stock Exchange BSE Limited has issued notice asking the company to pay the penalty amount of Rs. 277300/- pertaining to the delay in the submission of the Audited Results for the fourth Quarter/year ended March 31, 2021. There was a delay in the submission of Un-Audited Financial Results for the first quarter ended June 30, 2021. Another notice asking the company to pay Rs.100300/- pertaining to the delay in the submission of the Un-Audited Financial Results for the first Quarter/period ended June 30, 2021.
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Apart from these cases, there were no penalties or strictures imposed on the Company by the Stock Exchange, SEBI or any statutory authority on any matters relating to capital markets during the last 3 years. The company has complied with all mandatory requirements stipulated under the provisions of the Listing regulations as amended from time to time.

(b) Utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

During the year under review, the company has not raised any funds through any source as specified under Regulation 32 (7A).

5. COMPLIANCE WITH NON-MANDATORY REQUIREMENTS:

The status of adoption of discretionary requirements of Regulation 27(1) as specified under Part E of Schedule II of the SEBI (LODR) Regulations 2015, is provided below:

- i. Non-Executive Chairperson's entitlement to maintain Chairman's Office and reimbursement of expenses incurred: The Company does have a Non-Executive Chairperson.
- ii. Shareholders' Rights: The Quarterly, Half Yearly, Nine Monthly and Annual Financial Performance, including summary of significant events are published in the newspapers, communicated to the stock exchanges and also posted on the Company's website.
- iii. Modified Opinion in Auditors Report: The Company's financial statement for the financial year does not contain modified audit opinion.
- iv. Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

6. FEES PAID TO THE STATUTORY AUDITOR AND ALL ENTITIES IN THE NETWORK FIRM/NETWORK ENTITY OF WHICH THE STATUTORY AUDITOR IS A PART:

The total fees paid to the Statutory Auditors for all services rendered by them to the company and its subsidiaries on a consolidated basis amounts to Rs. 9.13 Lakhs.

7. LOANS AND ADVANCES BY COMPANY OR ITS SUBSIDIARIES TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED:

There are no loans and advances in the nature of loans to firms/companies in which directors are interested.

8. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE:

There are no instances of non-compliance of any requirement of Corporate Governance Report as mentioned in sub-paras (2) to (10) of Para (C) of Schedule V. The Company has been regularly submitting the quarterly compliance report to the Stock Exchanges as required under Regulation 27 of the SEBI (LODR) Regulations, 2015.

9. COMMUNICATION AND RELATIONSHIP WITH SHAREHOLDERS:

Timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance is at the core of good governance towards this end

(a) Quarterly/Half Yearly/Nine Monthly/ Annual Results:

The Quarterly, Half Yearly, Nine Monthly and Annual Results of the Company are intimated to the Stock Exchanges immediately after they are approved by the Board.

b) Publication of Quarterly/ Half Yearly/Nine Monthly/Annual Results:

The Quarterly, Half Yearly, Nine Monthly and Annual Results of the Company are published in the prescribed proforma within 48 hours of the conclusion of the meeting of the Board in which they are considered, in the

Business Standard in English Language and in Mumbai Lakshdeep in Marathi Language. Apart from this, announcement of General meeting, E-voting and book closures are published in the newspapers.

(c) Website:

The Company's website <https://suditi.in> contains a separate dedicated section where information for shareholders is available. The Quarterly, Half Yearly, Nine Monthly and Annual Financial Results, annual reports, investor forms, stock exchange information, shareholding pattern, corporate benefits, policies, investors' contact details, official press release, if any, etc., are posted on the website in addition to the information stipulated under Regulations 46 & 62 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(d) Filing with BSE "Listing Centre":

Pursuant to Regulation 10 (1) of the SEBI (LODR) Regulations, BSE has mandated the Listing Centre as the "Electronic Platform" for filing all mandatory filings and any other information to be filed with the Stock Exchanges by Listed Entities. BSE also mandated XBRL submissions for Financial Results, Shareholding Pattern, Corporate Governance Report, Reconciliation of Share Capital Audit Report & Voting Results etc. All the data relating to financial results, various quarterly, half yearly, nine monthly and annual submissions/disclosure documents etc., have been filed Electronically/XBRL mode with the Exchange on the "Listing Centre" (<http://listing.bseindia.com>).

(e) Annual General Meeting:

- i. The details of the Annual General Meeting (AGM) held during the preceding three years and the Special Resolutions passed there at, are as under:

AGM	Date and Time	Venue of AGM	Special Resolutions Passed
33 rd	September 30, 2024 at 1.00 p.m	Virtual meeting through VC/OAVM	1) To increase Authorised Share Capital of the company and consequent amendment in the Memorandum of Association
32 nd	September 29, 2023 at 3.00 p.m	Virtual meeting through VC/OAVM	2) To regularize the appointment of Ms. Krina Gaurav Gala. 3) Approval of Related Party transactions. 4) Authorization to the Board for borrowings upto the revised limit of Rs. 50 crores under Section 180(1)(c) of the Companies Act, 2013. 5) Authorization to the Board for borrowings upto the revised limit of Rs. 50 crores under Section 180(1)(a) of the Companies Act, 2013.
31 st	September 29, 2022 at 3.30 p.m.	Virtual meeting through VC/OAVM	1) Sale/Disposal of property at Navi Mumbai 2) Approval of Related Party transactions.

- ii. **Passing of Special Resolutions by Postal Ballot during last year:** There was no Extra Ordinary General meeting held during the last year. There were no Special Resolutions required to be passed through Postal Ballot in the last three Annual General Meetings. Procedure, Details regarding Person who

conducted the postal ballot exercise and whether any special resolution is proposed to be conducted through postal ballot are not applicable.

None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require passing of a special resolution through Postal Ballot.

(f) General Shareholders' Information

Annual General Meeting:

Date and time	Wednesday, July 16, 2025 at 04.00 P.M.
Venue	Through Video conference (VC)/ Other Audio Visual Means (OVAM)
Book Closure	Wednesday, July 9, 2025 to Wednesday, July 16, 2025

Financial Calendar (Tentative):

The financial year of the Company starts from the 1st day of April and ends on 31st day of March of the next year. Our tentative calendar for declaration of results for the financial year 2025-26 are as given below. In addition, the Board may meet on other dates as and when required:

First Quarter	:	second week of August
Second Quarter/Half year	:	second week of November
Third Quarter	:	Second week of February
Fourth Quarter/Annual	:	End of May (Audited Results)

Dividend payment: Nil

E-Voting Facility to members:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

Listing on Stock Exchanges:

The Company's Equity shares are listed on The BSE LTD (Bombay Stock Exchange Ltd). Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

Listing fees:

The Annual Listing fee for the financial year has been paid to BSE Ltd. (The Bombay Stock Exchange)

Delisting:

Delisted from Ahmadabad Stock Exchange and applied for delisting of shares from the Calcutta Stock Exchanges. (Delhi already closed).

Stock Code:

Bombay Stock Exchange Ltd. (521113)

The ISIN Number is:

INE691D01012 (NSDL & CDSL)

Share transfers:

Transfer of shares in physical form is not permitted as per the new amendments issued by SEBI in this regard. Similarly, Dematerialisation requests are also processed within 21 days from the date of the receipt to give credit if the shares through the depositories. In compliance with the Listing Agreement with the Stock Exchange and the Listing regulations, every six months, a practicing Company secretary audits the system of Transfers and a certificate to that effect is issued. The Stakeholders Relationship committee is entrusted with the task and the details of the committee are stated separately in the report.

Nomination facility for shareholding:

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form are requested to contact the Registrar & Transfer Agency of the Company. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

Permanent Account Number (PAN):

Members who hold shares in physical form are advised to contact R&T Agents as SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services like issue of duplicate share certificates.

Payment of dividend through National Electronic Clearing Service (NECS):

The Company has not recommended any dividend for the year 2024-25. Regarding the unpaid dividend members are requested to contact R&T agents for claiming the amount subject to the provisions of the Rules & Regulations.

Dematerialization and Liquidity:

The Company has arrangement with both National Securities Depository Ltd. & Central Depository Services (India) Ltd. The Company is taking all steps to dematerialize the entire Share capital and the members are advised regularly.

The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2025 is given below:

Particulars	No. of Shares	Percentage
Physical Segment	4,01,660	1.52%
Demat Segment		
NSDL	1,70,14,831	64.53%
CDSL	89,50,800	33.95%
Total	2,63,67,291	100.000%

Market Price Data:

Source (Website – bseindia.com)

Month	High(Rs.)	Low (Rs.)	Monthly Volume
April, 2024	18.7	15.51	22,03,840
May, 2024	17.00	12.26	55,09,116
June, 2024	14.89	11.65	28,57,937
July, 2024	15.99	12.31	33,01,899
August, 2024	19.90	13.50	71,28,747
September, 2024	23.29	14.90	1,96,55,244
October, 2024	23.00	18.04	51,45,163
November, 2024	27.66	17.91	1,23,28,466

December, 2024	54.71	29.04	8,86,95,253
January, 2025	48.46	33.96	2,12,90,782
February, 2025	45.59	34.60	67,03,711
March, 2025	41.60	31.55	88,50,053

Distribution of shareholding as on March 31, 2025:

Category From - To	No. of Holders	% of total holders	Total Shares	% of issued capital
Upto 5000	6361	96.9812	1837244	6.9679
5001 – 10000	91	1.3874	701763	2.6615
10001 – 20000	45	0.6861	639181	2.4241
20001 – 30000	17	0.2592	412020	1.5626
30001 – 40000	13	0.1982	453065	1.7183
40001 – 50000	8	0.1220	368870	1.3990
50001 – 100000	9	0.1372	594792	2.2558
100001 and above	15	0.2287	21360356	81.0108
Total:	6559	100	26367291	100

Reconciliation of share capital:

As required by the Securities & Exchange Board of India (SEBI) regulations, quarterly audit of the Company's share capital is being carried out by an independent external auditor (Practicing Company Secretary) with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and is also placed before Stakeholders' Relationship Committee and the Board of Directors.

Details of Demat/unclaimed Suspense Account:

There are no details to be furnished in respect of Demat suspense account/ unclaimed suspense account.

Outstanding GDRs/ADRs, Warrants or Convertible Instrument, conversion dates & likely impact on equity:

There are no outstanding GDRs/ADRs, Warrants or any Convertible Instrument as on March 31, 2025.

Company has 1,23,00,000 convertible warrants outstanding which were allotted on 12th Feb 2025, which are due for conversion on or before 12th August 2026

Complaints:

The Company has received a letter from its R&T Agent M/s MUFG Intime India Pvt. Ltd. indicating that there are no complaints pending against the Company.

Unclaimed Dividend:

Unclaimed dividend as on March 31, 2025 amounts to Rs. 4,17,048/-. However, there is no unclaimed Dividend account due and pending for transfer to IEPF as on March 31, 2025, except the dividend distributed in the year 2018 and unclaimed for more than 7 years which is due for transfer to IEPF in the month of November, 2025. The Company has already circulated notices to those shareholders who have not claimed their dividends informing that the shares held by these shareholders are also due for transfer to IEPF.

Share Transfer Agent:

MUFG Intime India Pvt. Ltd. ,

C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083.

Tel: 49186000/49186270

Email: rnt.helpdesk@in.mpms.mufig.com

Registered Office:	C-253/254, MIDC, TTC Indl. Area, Pawne Village, Turbhe, Navi Mumbai - 400 705
Plant Location:	Administrative Office: C3-B, MIDC, TTC Indl. Area, Pawne Village, Turbhe, Navi Mumbai - 400 705.
Factory	Unit No1: C-253/254, MIDC, TTC Indl. Area, Pawne Village, Turbhe, Navi Mumbai - 400 705.
Factory Knitting and Garment Division:	Unit No.2: C3-B, MIDC, TTC Indl. Area, Pawne Village, Turbhe, Navi Mumbai - 400 705.
Garment Division:	Unit No.3: Vapi

Address for Correspondence:

All correspondences shall be addressed to Company's Share Transfer Agents at address given above. In case of any difficulty, shareholders may contact Compliance Officer/Company Secretary Mrs. Shweta Gupta or alternatively Mr. Sandeep Gothankar (Authorised Person) (Tel: 67368600/10, 67368615/20) at the Company's Secretarial Dept. at C-253/254, MIDC, TTC Indl. Area, Pawne Village, Turbhe, Navi Mumbai – 400 705.

OTHER REQUIREMENTS

The Company has complied with the corporate governance requirements specified in regulation 17 to 27 and sub-regulation (2) of regulation 46 and the details are stated separately including various management policies and full Annual Report which are all available on the website of the Company <https://suditi.in>.

CEO/CFO Certification:

A declaration from Mr. Raja Gopal Chinraj, Whole time Director & Chief Executive Officer (WTD & CEO) has submitted necessary certificate to the Board stating the particulars specified under the listing regulations 17(8) of the SEBI (LODR) Regulations 2015 and reviewed by the Audit Committee. The said certificate is annexed and forms part of the Annual Report.

Compliance Certificate by Practicing Company Secretary

The Company has obtained a certificate from Mr. Hemanshu Upadhyay, Practicing Company Secretary, pursuant to the provisions of Regulation 34(3) read with Schedule V Para C Clause (10)(i) of the SEBI (LODR) Regulations which is annexed herewith.

Compliance Certificate by Auditors:

The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated under Schedule V (E) of the SEBI (LODR) Regulations which is annexed herewith.

DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT

As provided under Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2025.

For Suditi Industries Limited

Place: Navi Mumbai
Date: June 23, 2025

Sd/-
Raja Gopal Chinraj
Wholetime Director & CEO
DIN: 00158832

DECLARATION & CERTIFICATION BY THE EXECUTIVE DIRECTOR AND CEO/ CFO

I, Raja Gopal Chinraj, Whole time Director & Chief Executive Officer (WTD &CEO) to the best of my knowledge and belief certify that:

- a. I have reviewed the financial statement and cash flow statement for the year ended March 31, 2025 and to the best of my knowledge and belief:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. I also certify that to the best of my knowledge and belief, there are no transactions entered into by Suditi Industries Ltd., during the year; which are fraudulent, illegal, or in violation of the Company's Code of Conduct.
- c. I along with the Chairman of the company are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies, in the design or operation of such internal controls, if any, of which we are aware and the steps that we have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the Auditors and the Audit Committee:
 - i) Significant changes, if any, in internal controls during the year.
 - ii) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statement and
 - iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control system over financial reporting.

For Suditi Industries Limited

Sd/-

Raja Gopal Chinraj

Whole Time Director & CEO

DIN: 00158832

Place: Navi Mumbai

Date: June 23, 2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
Suditi Industries Limited
C-253/254, MIDC, TTC Indl. Area,
Pawne Village, Turbhe, Navi Mumbai - 400 705

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Suditi Industries Limited having CIN L19101MH1991PLC063245 and having registered office at C-253/254, MIDC, TTC Indl. Area, Pawne Village, Turbhe, Navi Mumbai - 400 705 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Date of appointment in company
1	Mr. Raja Gopal Chinraj	00158832	01.06.2018
2	Mr. Vivek Kumar Gangwal	01079807	16.06.2003
3	Mr. Pawan Agarwal	00808731	12.09.1991
4	Ms. Krina Gaurav Gala	07040989	01.11.2022

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

For HRU & Associates
Company Secretaries

Sd/-
Hemanshu Upadhyay
Proprietor
ACS No.: 46800
C. P. No.: 20259
Peer Review Certificate No. 3883/2023
UDIN: A046800G000649028

Date: 23/06/2025
Place: Mumbai

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025

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

To,
The Members,
Suditi Industries Limited
C-253/254, MIDC, TTC INDL. Area
Pawne Village, Turbhe, Navi Mumbai,
Thane-400705, Maharashtra, India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Suditi Industries Limited CIN: L19101MH1991PLC063245, having its registered office at C-253/254, MIDC, TTC INDL. Area Pawne Village, Turbhe, Navi Mumbai, Thane-400705, Maharashtra, India (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my 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 the 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, 2025 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, 2025 according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (There were no events requiring compliance during the audit period)
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (There were no events requiring compliance during the audit period)
- f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (There were no events requiring compliance during the audit period)
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (There were no events requiring compliance during the audit period)
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (There were no events requiring compliance during the audit period)
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances under other various applicable Acts, Laws, Rules and Regulations to the Company.

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

- i. Secretarial Standards with regard to Meeting of the Board of Directors (SS-1), General Meeting (SS-2), Secretarial Standard on Dividend (SS-3) and Secretarial Standard on Report of the Board of Directors (SS-4) issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with Stock Exchange(s) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and subject to explanations submitted to us and representations made by the management, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I report that:

- The Board of Directors of the Company was 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.
- Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further

information and clarifications on the agenda items before the meeting for meaningful participation in the meeting.

- The decisions of the Board Meetings were carried out with requisite majority.
- As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including actions for corrective measures, wherever found necessary.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has not transacted any activities having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For HRU & Associates
Company Secretaries

Sd/-
Hemanshu Upadhyay
Proprietor
ACS No.: 46800
C. P. No.: 20259
Peer Review Certificate No. 3883/2023
UDIN: A046800G000649083

Date: 23/06/2025
Place: Mumbai

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

My report of even dated is to be read along with this letter:

Management's Responsibility Statement

- i. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

Auditor's Responsibility Statement

- ii. I have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices that I follow provide a responsible basis for my opinion.
- iii. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- iv. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

- v. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
- vi. The secretarial audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.
- vii. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices.

**For HRU & Associates
Company Secretaries**

**Sd/-
Hemanshu Upadhyay
Proprietor
ACS No.: 46800
C. P. No.: 20259
Peer Review Certificate No. 3883/2023
UDIN: A046800G000649083**

**Date: 23/06/2025
Place: Mumbai**

Certificate of Statutory Auditor on Corporate Governance

Independent Auditor's Certificate on Corporate Governance

Ref No.: 250623/017/R

To the Members of SUDITI INDUSTRIES LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter dated 07th October 2024.
2. We have examined the compliance of conditions of corporate governance by Suditi Industries Limited ('the Company') for the year ended on 31st March 2025, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Management's Responsibility

3. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ('ICAI'), and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31st March 2025. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

8. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For Chaturvedi & Partners
Chartered Accountants
(Firm Registration No.: 307068E)

Sd/-

(Siddharth Punamiya)
Partner
Membership No.: 148540
UDIN: 25148540BMJIBW5666

Place: Mumbai
Date: June 23, 2025

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report has been prepared in accordance with the provisions of Regulation 34(2)(e) of Listing Regulations, read with Schedule V(B) thereto, with a view to provide an analysis of the business and Financial Statements of the Company for the financial year and should be read in conjunction with the Company's financial statements, the schedules and notes thereto and other information included elsewhere in the Integrated Report.

The objective of this report is to convey the Management's perspective on the external environment and our industry, as well as strategy, operating and financial performance, material developments in human resources and industrial relations, risks and opportunities and internal control systems and their adequacy in the Company during the financial year.

Industry Structure & Development:

The Indian textile and apparel industry remains a cornerstone of the national economy, contributing significantly to industrial output, exports, and employment. As one of the most diversified sectors globally, India ranks as the second-largest producer of textiles and garments, contributing approximately 7% to industrial production, 2% to GDP, and 10–11% to total merchandise exports. It also supports over 100 million people through direct and indirect employment, making it the second-largest employer after agriculture.

As of FY 2024–25, the Indian textile and apparel market is estimated to be worth USD 265–275 billion, with textiles accounting for USD 180–185 billion and apparel for USD 85–90 billion. The combined market is projected to grow at a CAGR of 8–10%, reaching approximately USD 295–310 billion by FY 2025–26, driven by strong domestic demand, digital innovation, and strategic policy interventions.

India's textile sector spans a complex and integrated value chain—ranging from natural fibers (cotton, jute, silk) to man-made fibers (MMF), handlooms, technical textiles, and ready-made garments. The domestic market continues to dominate demand, accounting for nearly 75%, while exports contributed USD 42 billion in FY 2024–25, including USD 18 billion from apparel alone. Apparel exports are expected to rise to USD 20–22 billion by FY 2025–26, making India one of the top five garment exporters globally.

Government initiatives such as the Production Linked Incentive (PLI) Scheme, PM MITRA Parks, and the National Technical Textiles Mission are expected to boost competitiveness by incentivizing investment in high-value MMF, technical textiles, and integrated infrastructure. The RoSCTL and RoDTEP schemes have further strengthened India's cost competitiveness in global markets. Additionally, Free Trade Agreements (FTAs) with key trading partners like the UAE and Australia, and negotiations with the UK and EU, are expected to unlock new export opportunities.

Digitalization, product customization, and sustainability are transforming the industry landscape. Aided by increased urbanization, rising disposable incomes, and evolving fashion preferences—particularly among Gen Z and millennials—brands are embracing gender-fluid fashion, eco-friendly materials, 3D modeling, and digital printing to remain competitive. The growing demand for ESG-compliant sourcing, circular production models, and certified green textiles is pushing companies toward more responsible business practices.

On the global front, the China+1 sourcing strategy adopted by Western nations and economic instability in competing hubs like Bangladesh, Sri Lanka, and Pakistan have positioned India as a more reliable and

strategic sourcing partner. This has opened up new avenues for exports, especially in the premium and sustainable apparel segments.

Despite the positive outlook, the industry faces several challenges, including volatile raw material prices, intense global competition, currency fluctuations, and high compliance costs related to sustainability and labor regulations. Furthermore, supply chain disruptions and demand moderation in key markets such as the USA, UK, and Europe—largely due to inflation and inventory overhangs—have affected short-term export growth.

Nevertheless, the Indian textile and apparel industry remains structurally strong. Continued policy support, infrastructure development, capacity enhancement, and a skilled workforce provide a strong foundation for future growth. With a focus on value addition, brand creation, and digital transformation, India is poised to strengthen its position as a global textile and apparel powerhouse—serving both an expanding domestic consumer base and a diversified international clientele.

Opportunities & Threats

The Indian textile and apparel industry stands at a promising juncture, with several key opportunities shaping its growth trajectory. One of the most significant tailwinds is the global realignment of supply chains, where international brands are adopting a "China+1" sourcing strategy to reduce dependency on China. India, with its abundant raw materials, skilled labor, and large manufacturing base, is well-positioned to attract a higher share of global sourcing. Domestically, the sector is benefiting from a rising consumption trend fueled by urbanization, increasing disposable incomes, and fashion awareness, particularly in Tier-II and Tier-III cities.

Government initiatives such as the Production Linked Incentive (PLI) scheme, PM MITRA parks, and the National Technical Textiles Mission are catalyzing large-scale investments and modern manufacturing capabilities. Furthermore, Free Trade Agreements (FTAs) with key markets like the UAE and Australia are enhancing India's export competitiveness. Another significant opportunity lies in the rapid growth of the man-made fiber (MMF) and technical textiles segments, which are increasingly in demand globally for their performance and versatility. The continued expansion of e-commerce and digital channels, alongside the emergence of direct-to-consumer (D2C) brands, is also creating new avenues for market penetration and consumer engagement. Moreover, the global pivot toward sustainability and circular fashion offers India the chance to lead in organic cotton, eco-friendly textiles, and ethical production practices.

However, the industry also faces several structural and external threats. Intense competition from cost-efficient countries such as Bangladesh, Vietnam, and Turkey remains a persistent challenge, particularly in the export of ready-made garments. Price volatility in key raw materials like cotton and synthetic fibers, often influenced by weather patterns or fluctuations in crude oil prices, can impact input costs and margins. Infrastructure limitations, such as high logistics costs, energy inefficiencies, and outdated technology in MSME clusters, hinder productivity and scale. The fragmented nature of the industry, with a large unorganized segment, further contributes to inefficiencies and limits modernization. Additionally, increasing compliance and sustainability requirements from global buyers necessitate substantial investment in traceability, certifications, and ESG initiatives. Lastly, any slowdown in major export markets due to global economic uncertainties or inflationary pressures could dampen demand for Indian textile and apparel products.

In this evolving landscape, the industry's ability to leverage its strengths while addressing structural challenges will determine its long-term global positioning and sustainable growth.

The Indian textile and apparel industry is undergoing a transformative phase, offering both growth potential and strategic challenges. One of the most significant opportunities lies in the global shift toward diversified sourcing, as brands and retailers look beyond China in response to geopolitical and supply chain risks. India's integrated value chain—from fiber to fashion—coupled with a vast raw material base and skilled labor, positions the country favorably to become a preferred global sourcing hub. Domestic demand is also growing, supported by urbanization, rising income levels, and a fashion-conscious consumer base, particularly in emerging Tier-II and Tier-III cities.

Policy support from the government, including the Production Linked Incentive (PLI) scheme, development of PM MITRA integrated textile parks, and the National Technical Textiles Mission, is fostering investment and modernization across the sector. New Free Trade Agreements (FTAs) with key markets such as the UAE and Australia are enhancing export competitiveness by offering duty-free access to Indian garments and textiles. Meanwhile, the rising adoption of man-made fibers (MMFs) and technical textiles presents a high-growth segment, catering to both industrial and lifestyle applications. The rapid expansion of e-commerce, digital retail, and direct-to-consumer (D2C) models is enabling brands to reach new markets efficiently, while sustainability and ESG compliance are unlocking value among environmentally conscious global buyers.

Despite these opportunities, the industry continues to grapple with several threats. Competitive pressures from low-cost manufacturing countries like Bangladesh, Vietnam, and Turkey challenge India's pricing advantage, particularly in labor-intensive segments like ready-made garments. Price volatility in cotton and synthetic fibers, driven by climate conditions or crude oil prices, impacts cost structures. Infrastructural bottlenecks, particularly for MSME units—such as outdated machinery, high energy costs, and inefficient logistics—continue to limit scalability and speed. The fragmented structure of the industry, with a large unorganized component, contributes to uneven quality, low productivity, and difficulties in compliance with global standards. Increasingly stringent sustainability, traceability, and labor-compliance norms from major global buyers require significant investment in systems and certifications. Furthermore, any global slowdown, particularly in the U.S. and EU—India's major export destinations—poses demand-side risks in the short term.

Performance:

The Company has seen a rise in domestic sales as compared to the previous year. However, the Company had seen fall in income generated from other sources as compared to previous year. The performance of the Company

(Rs.in Lakhs)

Particulars	2024-25	2023-24	Percentage Change
Total Sales (Domestic)	8,533.15	5964.61	30.10
Other Income	120.76	355.66	-66.05
Total:	8653.91	6320.27	26.97

Key Ratios:

Particulars	2024-25 (Standalone)	2023-24 (Standalone)	2024-25 (Consolidated)	2023-24 (Consolidated)
Debtors Turnover	2.22	1.91	3.13	2.96

Inventory Turnover	25.61	12.56	11.14	6.77
Interest coverage Ratio	4.37	(5.78)	3.94	(4.59)
Debt Equity Ratio	0.13	3.69	0.44	(0.49)
Operating profit margin (%)	1.73	(16.34)	2.59	(13.45)
Net Profit margin (%)	0.03	(0.20)	0.03	(0.16)
Return on net worth (%)	0.09	(1.49)	1.40	0.74
Current Ratio	1.49	0.82	1.00	0.54

Earnings per share:

The Company's basic earnings per share is Rs. 0.85 and diluted earning per share is Rs. 0.84 for 2024-25 are as against Rs. (4.48) during 2023-24. Detailed analysis of ratio are given separately in the notes to the accounts.

Outlook:

The Company envisions a positive outlook for its future, aspiring to increase its business. The focus is on establishing long term strategic partnerships that offer enhanced visibility into the business and drive a consistent stream of revenue. This enables the Company to transition from transactional orders to value-accretive businesses, ultimately driving higher margins and improved return ratios in the long term. Adapting to the dynamic economic and fashion landscape, the Company continues to evolve and build resilience against market upheavals. While acknowledging the near-term challenges that may impact growth, the Company anticipates a positive outlook. As a global platform, we remain dedicated to strengthening our capabilities, accompanied by a gradual increase in profitability. We, therefore, look at the future optimistically.

Risk and Concerns:

There are various risks and concerns associated with the textile and apparel industry such as Regulations, Competition, Business risk, Technology Obsolescence, Retention of talent, cyber security etc. Price fluctuation, interrupted availability of raw material, high inventory and rising input cost remain the major concern for the industry. As business passes on the rising cost due to rise in input prices, consumer sentiments are getting affected and the demand is being further contracted.

Internal Controls & Systems:

The Company has in place robust Internal Control system to maximize the effectiveness and efficiency by including activities that are tailored to the nature, size and complexity of the entity. The Company follows proper hierarchy for reporting of routine activities. The company has set up adequate internal control and systems to ensure that all the functions and procedures followed are effective and any major revenue leakage or wastage of resources are timely checked and controlled. The Company implements and manages efficient internal control systems to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, by maintaining proper records and reports in a timely manner. There is regular evaluation of all the Internal Controls Systems and procedures, and it is also reviewed by Internal Auditors through checking, inspection and verification. Apart from this the company has also adequate internal financial control systems that include a risk based framework to ensure orderly and efficient conduct

of its business, safeguarding assets and accuracy and completeness of the accounting records, and assurance on reliable financial information.

Internal Audit

Internal Audit at the Company is an independent and objective activity designed to provide assurance to senior management and add value by identifying opportunities to deliver business benefits and improvements to internal controls. It helps us accomplish our objectives by bringing a systematic and disciplined approach to evaluating and improving the effectiveness of processes, controls, and governance. The internal audit function carries out a focused and risk-based annual internal audit plan approved by the Audit Committee.

Human Resources

Beyond Balance Sheet, Company's single biggest asset is its Human Resources. The Company is of firm belief that the human resources are the driving force towards progress and success. The Company continued its policy of attracting and recruiting the best available talents so that it can face business challenges ahead. The industrial relationship continues to be cordial during the year. The total permanent employee's strength of the Company was 130 as on March 31, 2025.

Though the statement and views expressed in the above-said report are on the basis of certain assumptions and expectations of future events, actual results may differ from whatever is stated in the annual report

Cautionary Statement:

The statements made in this Management Discussion and Analysis that pertain to the Company's objectives, plans, estimates, and expectations may be considered forward-looking statements under applicable laws and regulations. These statements, which discuss future performance and outcomes, are based on Management's current plans and assumptions using available information. However, these statements are subject to various risks, uncertainties, and potential inaccuracies in assumptions. Such forward-looking statements can be identified by the use of words like 'anticipate,' 'estimate,' 'expects,' 'projects,' 'intends,' 'plans,' 'believes,' 'aims,' 'drive towards' or similar expressions. While we have exercised prudence in our assumptions, we cannot assure that these forward-looking statements will materialise. We undertake no obligation to publicly update any such statement, whether due to new information, future events, or other circumstances.

By Order of the Board of Directors of
Suditi Industries Limited

Date: June 23, 2025
Place: Navi Mumbai

Sd/-
Mr. Raja Gopal Chinraj
Whole time Director & CEO
DIN: 00158832

INDEPENDENT AUDITOR'S REPORT

Ref no. 250519/006/R

To,
**THE MEMBERS OF
SUDITI INDUSTRIES LIMITED**

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **SUDITI INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income) for the period ended on that date, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 ('the Act') and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit and total comprehensive income (including other comprehensive income) for the period ended on that date, Changes in Equity and its Cash flows for the year then ended.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone 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 independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit matter description	How the scope of our audit responded to the key audit matter
Revenue from Contracts with Customers: (Refer to Note no.3.2 of the Notes to the Standalone financial statements) Revenue from contracts with customer is recognized upon transfer of control of promised goods and is measured at the transaction price received or receivable, net of returns and allowances, trade discounts and volume rebates, based on contractually defined terms. In some cases, discounts estimated will be determined on sale of goods by the customers. Also, in certain cases the Company has contracts with customers which entitle them to right of return. At year end, number of returns, and discounts that have been incurred and not yet settled with the customer are estimated and accrued. Estimating the amount of accrual at year-end is considered a key audit matter due to the judgements required to be made by management.	The audit procedures included but were not limited to: --Assessment of the processes of the Company for adoption of the new accounting standards. --Selecting a sample from each type of the contracts with the customers, and testing the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. Carrying out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls. --Testing the relevant controls including access and change management controls of information technology systems, which are relevant for appropriate measurement and presentation of revenue and related account balances. Performing following procedures on the samples selected: --Reading, analysing and identifying the distinct performance obligations in these contracts. --Comparing these performance obligations with that identified and recorded by the Company. --Testing sample of revenues with the performance obligation specified in the underlying contracts. --Carrying analytical procedure for reasonableness of revenue disclosed by segments. --Evaluating the appropriateness of adequate disclosures in accordance with the standards.
Allowance for Credit Losses: (Refer to Note no. 3.1(ii)(f) & Note No.57 to the Notes to the Standalone financial statements) The Company applies the ‘simplified approach’ which requires expected lifetime losses to be recognised from initial recognition of the trade receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables adjusted to reflect current and estimated future economic conditions of its customers, their industry and geography of operations. At every reporting date these historical default rates are reviewed and changes in the forward-looking estimates are analysed. In calculating expected credit loss, the Company also considers other related information for its customers, including credit periods, to estimate the probability of default in future and has considered estimates of possible effects from any uncertain events/litigations etc.	Our audit procedures to test the effectiveness of controls over allowances for credit loss includes the following: •• Trade Receivables ageing report as on balance sheet date •• Development of the expected credit model for the allowance for credit losses, including consideration of the current and estimated future economic conditions. •• Completeness and accuracy of information used in the estimation of probability of default •• Status of recovery of trade receivables as on the report date out of the total outstanding as at March 31, 2025 •• Verification of computation of the allowance for credit losses •• Testing the arithmetical accuracy and computation of the allowance prepared by the Management. •• Testing the allowance for credit loss through alternate scenarios, including profiling of customers based on their attributes with various sensitivities around the

The Management has exercised significant judgement in estimating the allowance for credit losses making it a key audit matter.	assumptions and reviewing the possible effects of any uncertain events/ litigations to validate the Management estimates.
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Other Information:

The Directors are responsible for the other information. The other information comprises the information included in the annual report— Directors Report, Management Discussion & Analysis and Corporate Governance Report-- other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement of the other information. 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.

The Chairman's Statement, Directors Report, Management Discussion & Analysis and Corporate Governance Reports are expected to be made available to us after the date of this auditor's report. When we read these reports, if we conclude that the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the audit or otherwise appears to be materially misstated therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the laws and regulations.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income/loss, changes in equity and cash flows of the Company in accordance with Ind AS and other accounting principles generally accepted in India. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the standalone financial statements by the Board of Directors of the Company, as aforesaid.

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

The Board of Directors of the Company are also responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Standalone 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 Standards on Auditing (SA's) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system with reference to the 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 ability of the Company 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, (hereinafter referred to as the "Order") and on the basis of such checks of the books of accounts and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure A hereto, a statement on the matters specified in the paragraphs 3 and 4 of the said 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 (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Rules issued thereon.
 - (e) On the basis of the written representations received from the Directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial control with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B.
 - (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 and limits laid down under section 197 read with Schedule V of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

- (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 reviewed all its pending litigations and proceedings and disclosed the contingent liabilities in its financial statements. The Company does not expect the outcome of these

- proceedings to have a material impact on its financial position. (refer Note No.51 for details on contingent liabilities)
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the Intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.

(b) The Management has represented that no funds have been received by the company from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such 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 guarantee, security or the like on behalf of the Ultimate beneficiaries.

Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given by management under the above sub-clauses contain any material mis-statement.

- (i) The Company has not declared/ paid any dividend in the current year. Accordingly, reporting on matters specified in sub-clause (iii) of Rule 11 (e) is not applicable.
- (j) Based on our examination of the books of account and other relevant records of the Company, and according to the information and explanations given to us, we report that the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility.
Further, in accordance with the requirements of the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, applicable with effect from April 1, 2023, the audit trail feature has been operated throughout the financial year ended March 31, 2025, for all transactions recorded in the software, and the audit trail has not been tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For Chaturvedi & Partners
Chartered Accountants
(Firm Registration No.: 307068E)

(Siddharth Punamiya)
Partner
(Membership No.: 148540)
UDIN: 25148540BMJIBI5838

Place: Mumbai
Date: May 19, 2025

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the members of **Suditi Industries Limited** ("the Company") for the year ended March 31, 2025, we report that:

- i.
- a. (A)The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment except for those under installation.
(B) The Company has maintained proper records showing full particulars of intangible assets. During the year, the Company has acquired a reputed brand at a cost of Rs.19.38 crores (including incidental expenses). Based on management's estimate, the useful life of the aforesaid intangible asset is to be considered as 20 years.

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified in a phased manner over a period of 3 years. In accordance with this programme, certain Property, Plant and Equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.

c. According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of land and building comprising of the Right-to-Use Assets disclosed in the standalone financial statements are not held in the name of the Company. The details are as follows:

Particulars	As at 31 st March 2025 (in lakhs)	As at 31 st March 2024 (in lakhs)
Right of use assets – Land & Buildings		
Balance at the beginning of the year	618.17	790.31
Additions for the year	0	0
Amortisation charge for the year	(172.14)	(172.14)
Balance at the end of the year	446.03	618.17

d. The Company has not revalued its Property, Plant and Equipment (Including Right-of use of assets) or intangible assets or both during the year. Hence, para 3(i)(d) of the Order is not applicable to the Company

e. In our opinion and according to the information and explanations given to us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

- ii. (a) As explained to us, the inventories of the company have been physically verified at regular intervals during the year by the management. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No material discrepancies were noticed on verification between the physical stocks and the book records.
(b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company does have any working capital dues outstanding during the year.
- iii. (a) The Company has provided interest free loans (excluding loans to employees) during the year to its wholly owned subsidiary details of which are given below:

Sr.No	Particulars	Loan Amounts
-------	-------------	--------------

		(Rs. In lakhs)
1.	Aggregate Amount granted/provided during the year to wholly owned subsidiary	127.66
	Balance Outstanding as at Balance sheet date	127.66

No other guarantees, any advances in the nature of loans, secured or unsecured, to any other companies, firms, Limited Liability Partnerships or any other parties were given during the year.

(b) The above mentioned Loans given during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.

(c) The Company has granted loans /advance which are payable on demand. During the year the Company has not demanded such loans. Having regard to the fact that the repayment of principal or payment of interest, wherever applicable, has not been demanded by the Company, in our opinion the repayments of principal amounts and receipts of interest are regular (Refer reporting under clause (iii)(f) below).

(d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans/, there is no overdue amount remaining outstanding as at the balance sheet date as the Company has not demanded such loans.

(e) None of the loans given by the Company have fallen due during the year as the Company has not demanded such loans and advance in nature of loan.

(f) Above mentioned loans in clause (iii) (a) granted by the Company are repayable on demand.

- iv) The Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of investments made and has not provided any loans, guarantees, and security as per the provisions of section 185 and 186 of the Companies Act, 2013.
- v) During the year, the Company has not accepted any deposits or amounts which are deemed to be deposits from the Public within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the rules framed there under as also the directives issued by the Reserve Bank of India. Accordingly, clause 3(v) of the Order is not applicable.
- vi) According to the information & explanations given to us, the Central Government has not prescribed the Maintenance of Cost Records under Section 148(1) of the Companies Act, 2013 for products manufactures by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.
- vii)
 - a. According to the information and explanations given to us and the records of the Company examined by us, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and services tax, value added tax, cess and any other statutory dues to the appropriate authorities. There were no dues outstanding as on the last day of the financial year for a period of more than six months from the date they became payable.
 - b. According to the books of accounts and records as produced and examined by us in accordance with the generally accepted auditing practices in India, as at 31st March 2025, the following are the particulars of dues that have not been deposited on account of dispute:

Name of the Statute	Nature of dues	Amount (Rs. in lacs)	Forum where dispute is pending	Financial year to which the amount relates
Excise Act, 1958	Excise	30.84	Excise Tribunal	2013-14
Excise Act, 1958	Excise	1.25	Excise Tribunal	2002-03

- viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax, 1961 as income during the year.
- ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any Bank or financial institution or Government or Government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix) of the Order is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised any money during the year by way of initial public offer/ further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has made preferential allotment of equity shares and share warrants during the year details mentioned below :

I) During the year, the Company has made a preferential allotment of 1,32,49,000 equity shares of face value ₹10 each at a premium of ₹17.50 per share to certain shareholders, including promoters, on a "preferential allotment basis". The allotment was made to members holding shares as on the record date as announced by the Company.

II) The Company has received 25% of the consideration towards the issue & allotment of 1,23,00,000 Convertible Equity Share Warrants ("Warrants") having a face value of ₹10/- each, at a premium of ₹17.50/- per warrant on a preferential basis to persons belonging to the Promoter and Non-Promoter Category.

In our opinion and according to the information and explanations given to us, the company has complied with the requirements of Sections 42 and 62 of the Companies Act, 2013. The funds raised have been used for the purposes for which they were raised.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and upto the date of this report.

(c) According to the information and explanation given to us, there were no whistle blower complaints received by the Company during the year.

xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards. (Refer to Note no. 48 to the financial statements).

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence, provisions of Section 192 of the Companies Act 2013 are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3 (xvi) (a) of the Order which covers Non-Banking Financial Companies (NBFC's), Housing Finance Companies (HFC's) is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi) (b) of the Order which requires comments on conduct of activities with valid Certificate of Registration (CoR) is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the Regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi) (d) are not applicable.
- (xvii) The Company has not incurred any cash losses during the financial year covered by our audit. However, the Company has incurred cash losses in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx) According to the information and explanations given to us, the Company does not have net profit exceeding the thresholds prescribed under Section 135 of the Companies Act, 2013. Accordingly, the provisions of Section 135 and the related rules are not applicable to the Company, and hence, reporting under clause (xx) of the Order is not applicable for the year.
- xxi) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Chaturvedi & Partners
Chartered Accountants
(Firm Registration No.: 307068E)

(Siddharth Punamiya)
Partner
(Membership No.: 148540)
UDIN: 25148540BMJIBI5838

Place: Mumbai
Date: May 19, 2025

ANNEXURE B TO THE INDEPENDENT AUDITORS REPORT

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to the financial statements of **Suditi Industries Limited** (“the Company”) as of March 31, 2025 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 Board of Directors is responsible for establishing and maintaining internal financial controls based on internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. 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.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, both 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to the financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements 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 control with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For **Chaturvedi & Partners**
Chartered Accountants
(Firm Registration No.: 307068E)

(Siddharth Punamiya)
Partner
(Membership No.: 148540)
UDIN: 25148540BMJIBI5838

Place: Mumbai
Date: May 19, 2025

Suditi Industries Limited

Standalone Balance Sheet as at 31st March, 2025

		Amount (Rs. in Lakhs)		
	PARTICULARS	Notes	As at March 31, 2025	As at March 31, 2024
	ASSETS			
1	Non-current assets			
	a. Property, Plant and Equipment	4	984.81	1,114.03
	b. Capital work-in-progress		-	-
	c. Intangible assets	4	1,919.53	3.72
	d. Intangible assets under development		-	-
	e. Financial Assets			
	i. Investments			
	(a) Investments in Subsidiaries	5	207.00	207.00
	(b) Investments in Joint Ventures	6	5.00	5.00
	ii. Loans	7	218.79	230.20
	iii. Others financial assets	8	15.18	64.63
	f. Deferred tax assets	9	165.68	47.69
	g. Other non-current assets	10	-	-
	Total non-current assets		3,515.99	1,672.27
2	Current assets			
	a. Inventories	11	359.70	306.76
	b. Financial Assets			
	i. Other investments	12	2.24	2.33
	ii. Trade receivables	13	4,767.86	2,931.46
	iii. Cash and cash equivalents	14	69.40	15.83
	iv. Loans	7	1.67	0.89
	c. Current Tax Assets (Net)	15	162.23	151.41
	d. Other Current Assets	10	638.98	129.65
	Total current assets		6,002.08	3,538.33
	Total assets		9,518.07	5,210.60
	EQUITY AND LIABILITIES			
	Equity			
	a. Equity share capital	16	3,961.63	2,636.73
	b. Other equity	17	81.55	(2,428.94)
	c. Share warrants application money pending allotment		845.63	-
	Total Equity		4,888.81	207.79
	LIABILITIES			
1	Non-current liabilities			
	a. Financial Liabilities			
	i. Borrowings	18	183.60	123.10
	b. Provisions	23	59.32	42.65
	c. Deferred tax liability	9	-	-
	d. Other non-current liabilities	19	347.86	519.66
	Total non-current liabilities		590.78	685.41
2	Current liabilities			
	a. Financial Liabilities			
	i. Borrowings	20	92.35	125.00
	ii. Trade payables	21		
	Due to Micro Enterprises & Small Enterprises		11.40	309.38
	Due to Others		2,530.90	1,775.87
	iii. Other financial liabilities	22	104.77	159.16
	b. Provisions	23	11.66	16.78
	c. Other current liabilities	24	1,287.40	1,931.21
	Total current liabilities		4,038.48	4,317.40
	Total liabilities		4,629.26	5,002.81
	Total Equity and Liabilities		9,518.07	5,210.60

The accompanying notes 1 to 62 are an integral part of the standalone financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For Chaturvedi & Partners
Chartered Accountants
(Firm Registration No.307068E)

Pawan Agarwal
Chairman
DIN: 00808731

Vivek Gangwal
Director
DIN: 01079807

Siddharth P Punamiya
Partner
(Membership No.148540)
Mumbai, 19th May, 2025

Rajagopal Raja Chinraj
Executive Director & CEO
DIN: 00158832

Krina Gala
Director
DIN: 07040989

Shweta Gupta
Company Secretary
Navi Mumbai, 19th May, 2025

Seeta Shah
Chief Financial Officer

Suditi Industries Limited

Statement of Standalone profit and loss for the year ended March 31, 2025

Amount (Rs. in Lakhs)				
	Particulars	Notes	As at March 31, 2025	As at March 31, 2024
I	Revenue from operations	25	8,533.15	5,964.61
II	Other Income	26	120.76	355.66
III	Total Income (I + II)		8,653.91	6,320.27
IV	Expenses			
	Cost of materials consumed	27	6,385.50	4,871.93
	Purchase of Stock-in-Trade		-	-
	Changes in stock of finished goods, work-in-progress and stock-in-trade			
		28	(3.87)	247.05
	Employee benefits expense	29	339.18	351.36
	Finance costs	30	34.31	178.54
	Depreciation and amortisation expense	31	286.36	272.75
	Other Expenses	32	1,490.52	1,614.72
	Total Expenses (IV)		8,532.00	7,536.35
V	Profit/ (Loss) before exceptional items and tax (III - IV)		121.91	(1,216.08)
VI	Exceptional items		-	-
VII	Profit/ (Loss) before tax (V-VI)		121.91	(1,216.08)
VIII	Tax expenses			
	(1). Current tax		-	-
	(2). Deferred tax		(115.91)	(30.80)
			(115.91)	(30.80)
IX	Profit/ (loss) for the period (VII- VIII)		237.82	(1,185.28)
	Other comprehensive income	38		
	(i) Items that will not be reclassified to Profit or Loss		(8.27)	6.28
	(ii) Income tax relating to items that will not be reclassified to Profit or Loss		2.08	(1.58)
VIII	Total other comprehensive income [a+b]		(6.19)	4.70
X	Total comprehensive income for the period (VII + VIII)		231.63	(1,180.58)
	Earnings per equity share (for continuing operations):			
	(1). Basic (in Rs.)		0.85	(4.48)
	(2). Diluted (in Rs.)		0.84	(4.48)

The accompanying notes 1 to 62 are an integral part of the standalone financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For Chaturvedi & Partners
Chartered Accountants
(Firm Registration No.307068E)

Pawan Agarwal
Chairman
DIN: 00808731

Vivek Gangwal
Director
DIN: 01079807

Siddharth P Punamiya
Partner
(Membership No.148540)
Mumbai, 19th May, 2025

Rajagopal Raja Chinraj
Executive Director & CEO
DIN: 00158832

Krina Gala
Director
DIN: 07040989

Shweta Gupta
Company Secretary
Navi Mumbai, 19th May, 2025

Seeta Shah
Chief Financial Officer

Suditi Industries Limited - Standalone Results

Cash Flow Statement for the year ended March 31, 2025

	Amount (Rs. in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Cash flows from operating activities		
Profit before Tax for the year	121.91	(1,216.08)
Adjustments for:		
Interest paid recognised in profit or loss	34.31	178.54
Depreciation and amortisation of non-current assets (continuing and discontinued operations)	286.36	272.75
Prior Period Expenses	-	-
Dividend	-	-
Tax adjustment of earlier years	-	7.85
Loss on sale of Motor Car	-	1.33
Impairment loss, net of reversals on financial assets	0.09	(1.04)
	442.67	(756.65)
Movements in working capital:		
(Increase)/decrease in trade and other receivables	(1,837.19)	367.20
(Increase)/decrease in amounts due from customers under construction contracts	-	-
(Increase)/ decrease in inventories	(52.94)	336.50
(Increase)/decrease in other assets	(520.15)	338.11
Increase/ (Decrease) in Provisions	11.55	0.34
Increase/ (Decrease) in trade payables	457.06	(939.43)
Increase/ (Decrease) in Other Current/Financial Liabilities (excl Deferred Revenue)	(706.48)	1,022.17
Cash generated from operations	(2,205.48)	368.24
Income taxes paid	-	-
Net cash generated by operating activities	(2,205.48)	368.24
Cash flows from investing activities		
Payments to acquire financial assets	(2,072.96)	(2.21)
Proceeds on sale of financial assets	-	0.30
Movement in Long term loans and advances	60.86	(87.37)
Subsidy - Interest	-	-
Insurance claim received	-	-
Movement in Non Current Investments	-	-
Net cash (used in)/generated by investing activities	(2,012.09)	(89.28)
Cash flows from financing activities		
Proceeds from issue of equity instruments of the Company	3,603.78	-
Share warrants application money pending allotment	845.63	-
Proceeds from borrowings (Incl Deferred revenue)	-	-
Proceeds from Current borrowings	27.85	123.77
Repayment of borrowings	-	-
Movement in Other long term liabilities	(171.81)	(224.94)
Interest paid	(34.31)	(178.54)
Net cash used in financing activities	4,271.14	(279.71)
Net increase in cash and cash equivalents	53.57	(0.74)
Cash and cash equivalents at the beginning of the year	15.83	16.58
Effects of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies	-	-
Cash and cash equivalents at the end of the year	69.40	15.83
Notes:		
1. The above Cash Flow Statement has been prepared under the 'Indirect Method' in accordance with the Ind AS - 7 notified under Section 133 of the Companies Act, 2013 & Rules made thereunder.		
2. Previous year figures have been regrouped where necessary.		
	Amount (Rs. in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
3. Cash and Cash Equivalents comprises of:		
Cash on Hand	3.66	3.69
Balances with Banks		
- Current Accounts	7.85	3.25
Fixed Deposits with maturity of less than 3 months	53.72	-
Earmarked Balances with Banks		
- Unpaid Dividend	4.17	8.90
Cash and Cash Equivalents in Cash Flow Statement	69.40	15.83
By order of Board of Directors For SUDITI INDUSTRIES LIMITED RAJAGOPAL RAJA CHINRAJ (EXECUTIVE DIRECTOR) DIN: 00158832 Place: Navi Mumbai Date: 19th May, 2025		

4. Explanatory Note on Ind AS 7

Ind AS on Cash Flow Statements requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The required disclosure is made below. There is no other impact on the financial statements due to this amendment.

Amount (Rs. in Lakhs)					
	As at March 31, 2024	Cash Flows	Non-cash changes		As at March 31, 2025
			Fair value changes	Current/Non- current classification	
Borrowings - Non Current	123.10	60.50	-	-	183.60
Borrowings - Non Current FCD's	-	-	-	-	-
Other Non Current Financial Liabilities	519.66	(171.81)	-	-	347.86
Borrowings - Current	125.00	(32.65)	-	-	92.35

5. In the Cash Flow from investing activities, movement of non-current Investment comprises of investment made by the Company in its 50:50 Joint Venture---M/s. SAA & Suditi Retail Pvt. Ltd. amounting to Rs.5 lacs which has been accounted as per Equity method.

The accompanying notes 1 to 62 are an integral part of the standalone financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For Chaturvedi & Partners
Chartered Accountants
(Firm Registration No.307068E)

Pawan Agarwal
Chairman
DIN: 00808731

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Mumbai, 19th May, 2025

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Krina Gala
Director
DIN: 07040989

Shweta Gupta
Company Secretary
Navi Mumbai, 19th May, 2025

Seeta Shah
Chief Financial Officer

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Statement of changes in Equity for the year ended 31st March, 2025

a. Equity share capital

Amount (Rs. in Lakhs)

Particulars	Notes	Balance as at April 1, 2024	Changes in Equity Share Capital due to prior period errors	Restated Balance as at April 1, 2024	Changes in equity share capital during the year	Balance as at March 31, 2025
(3,96,16,291 Fully paid equity shares of Rs.10/- each (as at March 31, 2025))	16	2,636.73	-	2,636.73	1,324.90	3,961.63

Particulars	Notes	Balance as at April 1, 2023	Changes in Equity Share Capital due to prior period errors	Restated Balance as at April 1, 2023	Changes in equity share capital during the year	Balance as at March 31, 2024
(2,63,67,291 Fully paid equity shares of Rs.10/- each (as at March 31, 2024))	16	2,636.73	-	2,636.73	-	2,636.73

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Other Equity

Particulars	Notes	Reserves & Surplus				Amount (Rs. in Lakhs)
		Securities Premium	Share option outstanding account	Retained Earnings	Items of Other Comprehensive income, that will not be reclassified to Statement of Profit & Loss	Total
Balance at April 1, 2023	17	2,304.71	19.27	(3,600.24)	20.04	(1,256.21)
Profit/ (loss) for the year				(1,185.28)		(1,185.28)
Tax adjustment of earlier years				7.85		7.85
Transfers during the year		-				-
Other comprehensive income for the year, net of income tax					4.70	4.70
Total comprehensive income for the year		-	-	(1,177.43)	4.70	(1,172.73)
Balance at March 31, 2024		2,304.71	19.27	(4,777.67)	24.74	(2,428.94)
Profit for the year				237.82		237.82
Tax adjustment of earlier years				-		-
Transfers during the year		2,278.88				2,278.88
Other comprehensive income for the year, net of income tax					(6.19)	(6.19)
Total comprehensive income for the year		2,278.88	-	237.82	(6.19)	2,510.50
Balance at March 31, 2025		4,583.59	19.27	(4,539.85)	18.55	81.55

The accompanying notes 1 to 62 are an integral part of the standalone financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For Chaturvedi & Partners
Chartered Accountants
(Firm Registration No.307068E)

Pawan Agarwal
Chairman
DIN: 00808731

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Shweta Gupta
Company Secretary
Navi Mumbai, 19th May, 2025

Seeta Shah
Chief Financial Officer

SUDITI INDUSTRIES LIMITED

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

1. Reporting Entity

Suditi Industries Limited (the 'company') was incorporated on 12th September, 1991 as Suditi Hosiery Processors Limited. The name of the company was subsequently changed to Suditi Industries Limited on 21st October, 1994. The Company's share are listed on the BSE Ltd. (BSE) and its registered office is located at C-253/254, MIDC, TTC Industrial Area, Pawne Village, Turbhe, Navi Mumbai - 400 705.

The company is in the business of processing and manufacturing of knitted hosiery fabrics and readymade garments. The company is also in the business of retail sector.

The Standalone financial statements were authorised for issue by the Board of Directors of the Company at their meeting held on 19th May, 2025.

Statement of Compliance

These Standalone financial statements are prepared in accordance with Indian Accounting Standards (hereinafter referred to as the "Ind AS") notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act"), notified under Section 133 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other relevant provisions and presentation requirements of Division II of Schedule III to the Act, as applicable, to the Financial Statements.

Note on Recent Pronouncements

During the financial year 2024–25, there were no new Indian Accounting Standards (Ind AS) notified or amendments issued by the Ministry of Corporate Affairs (MCA) that are applicable to the financial statements for the current reporting period. Accordingly, the financial statements have been prepared in accordance with the existing notified Ind AS under the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other relevant guidance issued by the Institute of Chartered Accountants of India (ICAI).

There has been no impact on the financial statements arising from changes in accounting standards, as no new or revised Ind AS became applicable during the year.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

2. Basis of preparation and measurement of Standalone Financial Statements

The financial statements have been prepared on the historical cost basis, except for certain financial instruments (refer accounting policy regarding financial instruments), which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services as at the date of respective transactions.

Fair value is the price that would be received on the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Company determines materiality depending on the nature or magnitude of information, or both. Information is material if omitting, misstating or obscuring it could reasonably influence decisions made by the primary users, on the basis of those financial statements.

The following assets and liabilities have been measured at fair value.

- i. Certain financial assets and liabilities (refer accounting policy regarding financial instruments)
- ii. Defined Benefit Plans--plan assets are measured at fair value
- iii. Share based payments

Certain comparative figures have been reclassified, wherever necessary, to conform to the presentation adopted in the financial statements. These reclassifications were not significant and have no impact on the total assets, total liabilities, total equity and profit of the company.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

The financial statements of the Company are presented in Indian Rupees, which is also its functional currency and all amounts disclosed in the financial statements and notes have been rounded off and reflected in Lakhs as per requirements of Schedule III of the Companies Act, 2013, unless otherwise stated.

3. Material Accounting Policies

Material accounting policy information has been identified and disclosed based on the guidance provided under Ind AS 1. The material accounting policy information used in preparation of the Standalone financial statements have been disclosed in the respective notes.

3.1 Key accounting estimates and judgements

Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the date of the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In particular, the Company has identified the following areas where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the financial statements. Changes in estimates are accounted for prospectively.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

i) Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

a) Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor, land access and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events.

b) Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry-forward can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

ii) Estimates and assumptions

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

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

a) Useful lives of depreciable assets

The Company reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets and domain expert inputs.

b) Defined benefit obligation

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

c) Inventories

The Company estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by future technology or other market-driven changes, natural calamities or other events beyond the control of the Management that may reduce future selling prices.

d) Impairment of non-financial assets

In assessing impairment, Company estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

e) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

f) Impairment of Financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of Financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the Financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the Financial instrument)

For trade receivables, the Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

g) Determination of Right of use (ROU) assets

Certain key assumptions are used in determination of ROU assets and liabilities, incremental borrowing rate and lease term. Right of use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets

3.2 Revenue from contracts with customers

To determine whether to recognize revenue from contracts with customers, the Company follows a 5 -step process:

1. Identifying the contract with customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied

Revenue from contracts with customers for products sold and service provided is recognized when control of promised products or services are transferred to the customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes Goods and services taxes and is net of rebates and discounts, No element of financing is deemed present as the sales are made with an average credit term of 60-90 days, which is consistent with market practice. A receivable is recognized when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

These activity-specific revenue recognition criteria are based on the goods or services provided to be customer and the contract conditions in each case, and are as described below.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

(1) Sale of Fabric

Revenue from sale of fabric is recognized when control of the product is transferred to the customer, being when the products are delivered, accepted and acknowledged by customers and there is no unfulfilled obligation that could affect the customer's acceptance of the product. Revenue from the sale is recognized based on the price specified in the contract net of rebates and discounts.

(2) Sale of Scrap

Revenue from sale of scrap is recognized as and when the control over the goods is transferred.

(3) Dividend and interest income

Dividend income is recognized when the unconditional right to receive the income is established. Income from interest on deposits, loans and interest-bearing securities is recognized on the time proportionate method taking in to account the amount outstanding and the rate applicable.

3.3 Taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

Current Income Tax

Current income tax for the current and prior periods are measured at the amount expected to be paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Deferred Income Tax

Deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognized outside profit or loss is recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

3.4 Property, plant and equipment

Capital work in progress, property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

The Company identifies and determines cost of each component/ part of Property, plant and equipment separately, if the component/ part has a cost which is significant to the total cost of the Property, plant and equipment and has useful life that is materially different from that of the remaining asset.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances and cost of assets not ready for use at the balance sheet date are disclosed under capital work- in- progress. Depreciation is calculated on a straightline basis over the estimated useful lives of the assets as prescribed under Part C of Schedule II of the Companies Act 2013 except in respect of certain categories of assets, where the useful life of the assets has been assessed based on a technical evaluation and past experience.

The company considers 5% of the acquisition cost as the salvage value for the purpose of calculating depreciation.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

3.5 Intangible Assets

Recognition and Measurement:

Intangible assets are recognized when it is probable that the expected future economic benefits attributable to the asset will flow to the entity and the cost of the asset can be measured reliably. Intangible assets acquired separately are initially measured at cost, which comprises the purchase price and any directly attributable expenditure necessary to bring the asset to its intended use.

Capitalization of Brand Acquisition:

During the quarter, the Company acquired a well-known brand with a pan-India omni-channel retail presence. The acquisition included both the purchase consideration and ancillary incidental expenses. The total cost has been capitalised under "Intangible Assets" in accordance with applicable Indian accounting standards.

Subsequent Measurement:

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Amortisation:

Intangible assets are amortised over their estimated useful lives on a systematic basis. The useful life is determined based on the expected pattern of consumption of future economic benefits and is reviewed at least at the end of each reporting period. Based on a valuation conducted by a registered valuer, the acquired brand is being amortised over a useful life of 20 years. Any changes in the expected useful life or amortisation method are accounted for as changes in accounting estimates.

Internally Generated Intangible Assets:

Expenditure on research activities is recognised in profit or loss as incurred. Development expenditure is capitalised only if the recognition criteria are met.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

A summary of the policies applied to the Company's intangible assets is based on technical advice and own experience is as follows:

Particular	Amortisation
Computer Software	Over a period of 3 years
Brand	Over a period of 20 years

3.6 Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually or whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

3.7 Leases

The company recognizes all the Lease agreements including Leave & License Agreements executed for tenure which is more than one year as per the requirements under Ind AS 116. Accordingly, the Company recognizes the value of the total sum of the Lease Rent Obligation for the entire period covered under the agreement as an Assets under Right to Use with corresponding Obligation as a Liability under Lease Liability. The asset acquired as Right to Use over a period of more than one year as stated in the agreement is further discounted and ascertained the present value of the entitlement to use the asset. The asset is amortized over the lease period proportionately in the books as charges during the particular year. Similarly, the lease liability is proportionately reduced by accounting the monthly lease payments. Both the assets and liabilities including the charges are reflected in the books.

(a) Company as a lessee

The Company evaluates each contract or arrangement, whether it qualifies as lease as defined under Ind AS 116. The Company determines the lease term as the non-cancellable period of a lease, together with periods covered by an option to extend the lease, where the Company is reasonably certain to exercise that option. The Company at the commencement of the lease contract recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term leases) and low value assets. For these short term and low value leases, the Company recognizes the lease payments as an operating expense on a straight line basis over the lease term. The cost of the right-of-use asset comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, plus any initial direct costs, less any lease incentives received. Subsequently, the right-of-use assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets are amortised over the lease period from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The estimated useful life of right-of-use assets are determined on the same basis as those of property, plant and equipment. The Company applies Ind AS 36 to determine whether an RoU asset is impaired and accounts for any identified impairment loss as described in the impairment of nonfinancial assets below.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

For lease liabilities at the commencement of the lease, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate that the Company would have to pay to borrow funds, including the consideration of factors such as the nature of the asset and location, collateral, market terms and conditions, as applicable in a similar economic environment. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. The Company recognizes the amount of the remeasurement of lease liability as an adjustment to the right-of-use assets. Where the carrying amount of the right-of use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the measurement in statement of profit and loss. Lease liability payments are classified as cash used in financing activities in the statement of cash flows.

3.8 Inventories

Inventories are valued at lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials, consumables, stores,spares and packing materials:

Raw materials are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a First in First out basis.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Finished goods and work in progress:

Work in progress and finished goods are valued at lower of cost and net realisable value. Cost includes the combined cost of material, labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on a First in First out basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion to make the sale.

Stores and Spares:

Stores and spares consists of packing materials, engineering spares and consumables (such as lubricants, cotton waste and oils), which are used in operating machines or consumed as indirect materials in the manufacturing process, has been valued using weighted average cost method.

Traded goods:

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Traded goods are valued at standard cost that approximates to actual cost.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

3.9 Provisions, Contingent liability & Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent Assets are neither recognised nor disclosed in the financial statements.

3.10 Employee Benefits

i) Defined Contribution Plans.

Contributions to the Employees' Regional Provident Fund, Superannuation Fund, Employees Pension Scheme and Employees' State Insurance are recognized as defined contribution plan and charged as expenses during the period in which the employees perform the services.

ii) Defined Benefit Plans.

Retirement benefits in the form of Gratuity and Leave Encashment are considered as defined benefit plan and determined on actuarial valuation using the Projected Unit Credit Method at the balance sheet date. Actuarial Gains or Losses through re-measurement of the net obligation of a defined benefit liability or asset is recognized in Other Comprehensive Income. Such re-measurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

The Provident Fund Contribution other than contribution to Employees' Regional Provident Fund, is made directly to the fund administered by the Employees provident fund authority. a Trust administered by the Trustees. The interest rate to the members of the fund shall not be lower than the statutory rate declared by the Central Government under Employees' Provident Fund and Miscellaneous Provision Act, 1952. The Employer shall make good deficiency, if any.

iii) **Short-term Employee Benefits.**

Short term benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

iv) **Long-term Employee Benefit.**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date.

Annual leaves can either be availed or encashed subject to restriction on the maximum accumulation of leaves.

v) **Termination Benefits.**

Termination benefits are recognized as an expense in the period in which they are incurred.

The Company shall recognize a liability and expense for termination benefits at the earlier of the following dates:

- (a) When the entity can no longer withdraw the offer of those benefits; and
- (b) When the entity recognizes costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of termination benefits.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

3.11 Financial instruments

Financial Instruments.

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

1 Financial Assets.

1.1 Definition:

Financial Assets include Cash and Cash Equivalents, Trade and Other Receivables, Investments in Securities and other eligible Current and Non-Current Assets.

At initial recognition, all financial assets are measured at fair value. The classification is reviewed at the end of each reporting period.

(i) Financial Assets at Amortised Cost:

At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates. These financial assets are intended to be held until maturity. Therefore, they are subsequently measured at amortized cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the financial asset. The EIR amortization is included as interest income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of Profit and Loss.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

(ii) Financial Assets at Fair value through Other Comprehensive Income :

At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates, as well as held for selling. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognized in Other Comprehensive Income (OCI). Interest income calculated using the effective interest rate (EIR) method, impairment gain or loss and foreign exchange gain or loss are recognized in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in Other Comprehensive Income is reclassified from the OCI to the Statement of Profit and Loss.

(iii) Financial Assets at Fair value through Profit or Loss (FVTPL):

At the date of initial recognition, Financial assets are held for trading, or which are measured neither at Amortized Cost nor at Fair Value through OCI. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognized in the Statement of Profit and Loss.

1.2 Trade Receivables.

A Receivable is classified as a 'trade receivable' if it is in respect of the amount due from customers on account of goods sold or services rendered in the ordinary course of business. Trade receivables are recognized at fair value less provision for impairment, if any. For some trade receivables the Company may obtain security in the form of guarantee, security deposit, in cash or goods or letter of credit which can be called upon if the counterparty is in default under the terms of the agreement.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

1.3 Investment in Equity Shares.

Investment in Equity Securities are initially measured at cost. Any subsequent fair value gain or loss is recognized through Profit or Loss if such investments in Equity Securities are held for trading purposes. The fair value gains or losses of all other Equity Securities are recognized in Other Comprehensive Income.

1.4 Derecognition of Financial Assets.

A Financial Asset is primarily derecognized when:

- The right to receive cash flows from asset has expired, or
- The Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement and either:
 - a) The Company has transferred substantially all the risks and rewards of the asset, or
 - b) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred or ceased the control of the asset. When the Company has transferred its right to receive cash flows from an asset or has entered into a pass through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company’s continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

2 Financial Liabilities.

2.1 Definition:

Financial liabilities include Long-term and Short-term Loans and Borrowings, Trade and Other payables and Other eligible Current and Non-current Liabilities.

(a) Initial Recognition and Measurement.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

(b) Subsequent Measurement.

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

i) Financial Liabilities at Fair Value through Profit and Loss.

Financial liabilities at fair value through profit and loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial measurement recognition at fair value through profit and loss. Financial liabilities at fair value through profit and loss are at each reporting date at fair value with all the changes recognized in the Statement of Profit and Loss.

ii) Financial Liabilities measured at Amortized Cost.

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

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

2.2 Trade and Other Payables.

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

2.3 De-recognition of Financial Liability.

A Financial Liability is derecognized when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit and loss as other income or finance costs.

3 Offsetting of Financial Instruments.

Financial Assets and Financial Liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Fair value Hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

3.12 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

3.13 Cash Flow

Cash flows are reported using the indirect method, whereby profit/loss before exceptional items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future receipts or payments. In the cash flow statement, cash and cash equivalents includes cash in hand, cheques on hand, balances with banks in current accounts and other short term highly liquid investments with original maturities of 3 months or less, as applicable.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

3.14 Investment in subsidiaries and joint venture

An investor, regardless of the nature of its involvement with an entity (the investee), shall determine whether it is a parent by assessing whether it controls the investee. An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Thus, an investor controls an investee if and only if the investor has all the following:

- a) power over the investee;
- b) exposure, or rights, to variable returns from its involvement with the investee; and
- c) the ability to use its power over the investee to affect the amount of the investor's returns.

The Company has elected to recognise its investments in subsidiary companies at cost in accordance with the option available in Ind AS 27, 'Separate Financial Statements' except where investments accounted for at cost shall be accounted for in accordance with Ind AS 105, 'Non-current Assets Held for Sale and Discontinued Operations', when they are classified as held for sale.

Investment carried at cost is tested for impairment as per Ind-AS 36.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

4 Property, plant and equipment and capital work-in-progress

Amount (Rs. in Lakhs)

	As at March 31, 2025	As at March 31, 2024
Carrying amounts of:		
Plant & Machinery	284.04	224.02
Furniture and Fixtures	168.31	195.19
Office & Other Equipments	27.22	34.19
Computers	9.05	8.65
Electric Installation	22.38	30.41
Vehicles	27.78	3.40
Right to use Amortised Value of Assets	446.03	618.17
	984.81	1,114.03
Capital work-in-progress	-	-
	984.81	1,114.03

Intangible assets

	As at March 31, 2025	As at March 31, 2024
Carrying amounts of:		
Brand	1,914.37	-
Software	3.58	3.72
Trademark	1.59	-
	1,919.53	3.72

Property , Plant & Equipment :

Particulars	Plant and Machinery	Furniture and Fixtures	Office & Other Equipments	Computers	Electric Installation	Vehicles	Right to use Amortised Value of Assets	Total
Gross Block								
Cost or Deemed Cost								
Balance at March 31, 2024	3,108.76	823.33	230.31	185.25	197.82	20.08	838.53	5,404.08
Additions	86.23	20.21	0.99	1.39	-	25.99	-	134.82
Disposals/Adjustment	-	-	-	-	-	-	-	-
Balance at March 31, 2025	3,195.00	843.53	231.30	186.64	197.82	46.08	838.53	5,538.90

Accumulated depreciation and impairment								
Balance at March 31, 2024	2,884.74	628.14	196.11	176.59	167.41	16.68	220.36	4,290.05
Depreciation charge for the year	26.21	47.09	7.97	0.99	8.03	1.61	172.14	264.04
Depreciation adjustment for the year	-	-	-	-	-	-	-	-
Balance at March 31, 2025	2,910.96	675.23	204.09	177.59	175.44	18.29	392.50	4,554.09

Carrying amount								
Balance at March 31, 2024	224.02	195.19	34.19	8.65	30.41	3.40	618.17	1,114.03
Balance at March 31, 2025	284.04	168.31	27.22	9.05	22.38	27.78	446.03	984.81

Intangible Assets

	Brand	Software	Trademark	Total
Gross Block				
Cost or Deemed Cost				
Balance at March 31, 2024	-	40.42	3.00	43.42
Additions	1,936.54	-	1.60	1,938.14
Disposals	-	-	-	-
Balance at March 31, 2025	1,936.54	40.42	4.60	1,981.56

Accumulated depreciation and impairment				Total
Balance at March 31, 2024	-	36.70	3.00	39.70
Depreciation charge for the year	22.17	0.14	0.01	22.33
Balance at March 31, 2025	22.17	36.84	3.01	62.02

Carrying amount				Total
Balance at March 31, 2024	-	3.72	-	3.72
Balance at March 31, 2025	1,914.37	3.58	1.59	1,919.53

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

5 Investments in Subsidiary

Break-up of investments in Subsidiary

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount (Rs. in Lakhs)	No. of Shares	Amount (Rs. in Lakhs)
Investments in Equity Instruments				
Investments in subsidiary:				
Investment in Suditi Design Studio Ltd	870,000	87.00	870,000	87.00
Investment in Suditi Sports Apparel Ltd.	1,200,000	120.00	1,200,000	120.00
Total Aggregate Unquoted Investments (A)	2,070,000	207.00	2,070,000	207.00

Particulars	As at March 31, 2025	As at March 31, 2024
	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)
Aggregate Carrying Value of unquoted investments	207.00	207.00

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

6 Investments in Joint ventures

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount (Rs. in Lakhs)	No. of Shares	Amount (Rs. in Lakhs)
Unquoted Investments (all fully paid)				
Investments in Equity Instruments				
Investment in SAA & Suditi Retail Pvt. Ltd.	50,000	5.00	50,000	5.00
Total Investments Carrying Value	50,000	5.00	50,000	5.00

Particulars	As at March 31, 2025	As at March 31, 2024
	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)
Aggregate Carrying Value of unquoted investments	5.00	5.00

Details and financial information of material joint ventures

Details of the Group's material joint venture at the end of the reporting period is as follows:

Name of joint venture	Principal Activity	Place of incorporation and principal place of business	Proportion of ownership interest and voting rights held by the Group	
			As at March 31, 2025	As at March 31, 2024
SAA & Suditi Retail Pvt. Ltd.	Manufacturing & Retail Sales of Fashion Garments under Brand name "NUSH"	Navi Mumbai	50%	50%

The joint venture agreement of M/s. SAA & Suditi Retail Pvt. Ltd., between M/s. Suditi Industries Limited and M/s. Project Anushka Sharma Lifestyles Pvt. Ltd., has expired. There have been no business transactions during the financial year. The company's net worth has been fully eroded and there have been continuous losses over the last few years resulting in the liabilities exceeding the assets.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

7 Loans

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	Non- Current		
	Unsecured, considered Good		
	Security Deposits	91.13	102.54
	Loan to Wholly Owned Subsidiary	127.66	127.66
	Total	218.79	230.20
	Current		
	Loans & Advances to Employees	1.67	0.89
	Total	1.67	0.89

8 Other Non Current Financial Assets

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	Unsecured, considered good		
	Fixed Deposit with Banks	15.18	64.63
	Bank deposits with original maturity for more than 12 months		
	Total	15.18	64.63

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

9 Deferred Tax Assets/(Liabilities)

Amount (Rs. in Lakhs)

The following is the analysis of deferred tax assets presented in the balance sheet:

	Particulars	As at March 31, 2025	As at March 31, 2024
	Deferred tax assets (liability) / asset	165.68	47.69
	Total	165.68	47.69

	Particulars	As at March 31, 2025	As at March 31, 2024
	Deferred tax Assets		
	Related to Other Current Liabilities	336.39	(0.76)
	Related to Plant, Property & Equipment	(170.71)	48.45
	Total	165.68	47.69

	Deferred tax Liabilities		
	Total	-	-
	Impact of Change in Tax Rate	-	-
	Net deferred tax (liability) / asset	165.68	47.69

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

10 Other Assets

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
<u>(A) Other Non- Current Assets</u>		
Unsecured, Considered Good		
Total of Other Non- Current Assets	-	-
<u>(B) Other Current Assets</u>		
Other Advances	5.47	20.10
Advance to Suppliers	231.44	4.12
Prepaid Expenses	26.39	29.57
Others:-		
- Balances with government authorities		
GST receivable	375.69	75.86
-		
Total of Other Current Assets	638.98	129.65

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

11 Inventories

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Inventories (lower of cost and net realisable value)		
- Raw materials	76.57	39.08
- Work-in-progress	23.46	25.26
- Finished goods	225.49	219.82
- Stock-in-trade	-	-
- Stores and spares	31.81	22.12
- Fuel & Oil	2.37	0.48
Total	359.70	306.76

Details of inventories pledged for Bank Borrowings as security for liabilities is as follows:

Particulars	Amount (Rupees)	Security hypothecated/ pledged against
31st March 2025		
— Raw Materials / Work-in-progress	-	During the year, the company did not have any working capital loans hence no hypothecation of securities are made.
— Finished goods / Stock-in-trade	-	
31st March 2024		
— Raw Materials / Work-in-progress	-	During the year, the company did not have any working capital loans hence no hypothecation of securities are made.
— Finished goods / Stock-in-trade	-	

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

12 Other investments

Amount (Rs. in Lakhs)

Current

	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount (Rs. in Lakhs)	No. of Shares	Amount (Rs. in Lakhs)
Quoted Investments (all fully paid)				
(a) Investments in Equity Instruments				
IDBI Bank Limited	2,880	2.24	2,880	2.33
[2880 (Including Bonus Shares issue of 1080 shares)]				
Total Aggregate Quoted Investments (A)	2,880	2.24	2,880	2.33

Investment in equity shares are recognised at fair value through profit and loss.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

13 Trade Receivables

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	Current		
	Secured		
	(a) Considered good		
	— From Related Parties	2,034.66	2,287.49
	— From Others	-	-
	Unsecured		
	(a) Considered good		
	— From Related Parties	-	-
	— From Others	3,050.52	709.74
	(b) Receivables which have significant increase in credit risk		
	— From Related Parties	-	-
	— From Others	489.92	489.92
	Allowance for expected credit loss		
	(a) Receivables which have significant increase in credit risk		
	— From Related Parties	-	-
	— From Others	(807.24)	(555.70)
	Credit impaired	-	-
	Total	4,767.86	2,931.46

Movement in provisions of doubtful debts

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	Opening Provision	555.70	501.11
Add :	Additional Provision made	251.54	144.85
Less :	Provision write off	-	90.26
	Closing Provisions	807.24	555.70

Note :

- Allowance for bad & doubtful debts is created in accordance 'expected credit loss' model prescribed under Ind AS 109.
- Trade receivables are non-interest bearing and credit period generally falls in the range of 30 to 120 days terms.
- The company has some balances of certain customers accumulated over a period of time which became non moving particularly after the pandemic crisis. The same continued to remain non-moving and carried forward from year to year without any major movement due to differences in the claims and counterclaims from the customer. Accordingly the company has further provided Rs.251.54 Lakhs provision during the year and now the total amount of provision stands at Rs.807.24 Lakhs.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

13.1 Ageing for trade receivables is as follows

As at March 31, 2025

Amount (Rs. in Lakhs)

Particular	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months – 1 year	1-2 year	2-3 year	More than 3 year	Total
(i) Undisputed Trade receivables- considered good	2,959.77	121.30	62.39	5.11	1,936.62	5,085.19
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – considered doubtful	-	-	-	-	489.92	489.92
TOTAL	2,959.77	121.30	62.39	5.11	2,426.54	5,575.11

As at March 31, 2024

Amount (Rs. in Lakhs)

Particular	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months – 1 year	1-2 year	2-3 year	More than 3 year	Total
(i) Undisputed Trade receivables- considered good	1,214.99	165.14	85.80	333.27	1,198.03	2,997.23
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – considered doubtful	-	-	-	-	489.92	489.92
TOTAL	1,214.99	165.14	85.80	333.27	1,687.96	3,487.15

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

14 Cash and Cash Equivalents

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	Balances with Banks	7.85	3.25
	Cash on hand	3.66	3.69
	Fixed Deposits with maturity of less than 3 months*	53.72	-
	Others :		
	Unclaimed Dividend Accounts	4.17	8.90
	Total	69.40	15.83

* Lien Marked against TUF Loan as mentioned in Note No.18.

15 Current tax assets

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	Current tax assets		
	Income Tax (TDS Receivable, Net of Provisions)	162.23	151.41
	Total	162.23	151.41

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

16 Equity share capital

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	Equity share capital	3,961.63	2,636.73
	Total	3,961.63	2,636.73
	Authorised Share Capital 6,00,00,000 Fully paid equity shares of Rs.10/- each: (3,00,00,000 Fully paid equity shares of Rs.10/- each)	6,000.00	3,000.00
	Issued, subscribed & Paid Up (3,96,16,291 Fully paid equity shares of Rs.10/- each (as at March 31, 2025) ; (2,63,67,291 Fully paid equity shares of Rs.10/- each (as at March 31, 2024)	3,961.63	2,636.73
	Total	3,961.63	2,636.73

Note: During the year, the Company has increased the Authorised Capital from Rs.3000 Lakhs to Rs.6000 Lakhs.

a) Preferential Allotment of Equity Shares:

During the year, the Company has made a preferential allotment of 1,32,49,000 equity shares of face value ₹10 each at a premium of ₹17.50 per share to certain shareholders, including promoters, on a "preferential allotment basis". The allotment was made to members holding shares as on the record date as announced by the Company.

Pursuant to the allotment, the equity share capital of the Company has increased from ₹26,36,72,910 to ₹39,61,62,910. The shares have been listed and trading approval has been obtained from the designated stock exchange, BSE Limited.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

The entire issue complies with the applicable regulations and was made in accordance with the provisions of the Companies Act, 2013 and SEBI (ICDR) Regulations.

b) Issue of Convertible Equity Share Warrants:

The Company has received 25% of the consideration towards the issue of 1,23,00,000 Convertible Equity Share Warrants ("Warrants") on a preferential basis to persons belonging to the Promoter and Non-Promoter Category, as approved by the shareholders at the Extraordinary General Meeting held on January 3, 2025.

Pursuant to the above approval, the Board of Directors, at their meeting held on February 12, 2025, allotted 1,23,00,000 Equity Share Warrants having a face value of ₹10/- each, at a premium of ₹17.50/- per warrant. Each warrant is convertible into one equity share of the Company at the option of the warrant holder, in accordance with applicable regulations and the terms of issue.

The balance amount shall be payable at the time of conversion of warrants into equity shares, within the prescribed time frame in accordance with SEBI (ICDR) Regulations and the Companies Act, 2013.

Fully paid equity shares

	Particulars	Number of shares	Share capital Amount (Rs. in Lakhs)
	Balance at March 31, 2024	26,367,291	2,636.73
	Changes in equity share capital during the year	13,249,000	1,324.90
	Balance at March 31, 2025	39,616,291	3,961.63

Fully paid equity shares, which have a par value of Rs. 10, carry one vote per share and carry a right to dividends.

Details of Ordinary (Equity) shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

	Name of the Shareholder	As at March 31, 2025		As at March 31, 2024	
		Number of shares held	% holding of equity shares	Number of shares held	% holding of equity shares
	Fully paid equity shares				
	PAWAN AGARWAL	16,813,398	42.44	16,813,398	63.77
	PRAKASH LAKHANI	4,000,000	10.10	-	-
	BLACK GOLD LEASING PVT. LTD.	1,519,717	5.76	1,519,717	5.764
	INTIME KNITS PVT. LTD.	4,000,000	10.10	-	-

The company has only one class of shares i.e. Equity Shares having a face value of Rs.10/- each. The equity shareholders are entitled to dividend only if dividend in a particular financial year is recommended by the Board of Directors and approved by the members at the annual general meeting of that year. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by share holders.

The Board of Directors has not recommended any dividend for the financial year 2024-25.

Shares reserved for issue under options

960000 shares were reserved for issue under the Employees Stock Option Plan pursuant to a special resolution passed in 20th Annual General Meeting held on 2nd September, 2011. During the year 2024-25, the Company has neither granted any options to any employees nor any options were exercised as there are no options pending which are yet to be exercised. The details of the options granted and exercised in past are as follows.

- 1) The company has so far allotted 317320 shares.
- 2) The balance as on 31st March 2025 is 642680 options which is yet to be granted to the employees from reserved portion of the equity capital.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

There has been no allotment of shares pursuant to contract(s) without payment being received in (cash during 5 years immediately preceding 31st March, 2025).

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

16.1 Disclosure of Shareholding of Promoters / Promoters group

Shares held by promoters at the end of year					
		As at March 31, 2025		As at March 31, 2024	
Sr No.	Promoter name	No. of shares	% of total shares	No. of shares	% of total shares
1	PAWAN AGARWAL (KEY PROMOTER, DIRECTOR)	16,813,398	42.44	16,813,398	63.77
2	SHALINI AGARWAL (P/PG/PAC)	326,044	0.82	326,044	1.24
3	RAJENDRA AGARWAL (P/PG/PAC)	40,788	0.10	40,788	0.15
4	ARCHANA AGARWAL (PG/PAC)	77,000	0.19	77,000	0.29
5	HARSH AGARWAL (PG/PAC)	35,000	0.09	35,000	0.13
6	TANAY AGARWAL (PG/PAC)	35,000	0.09	35,000	0.13
7	TANUJ AGARWAL (PG/PAC)	35,000	0.09	35,000	0.13
8	MEENA GUPTA (PG/PAC)	15,555	0.04	15,555	0.06
9	SHILPA AGARWAL (PG/PAC)	3,888	0.01	3,888	0.01
10	BLACK GOLD LEASING PVT. LTD. (PG/PAC)	1,519,717	5.76	1,519,717	5.76
11	R. PIYARELALL PVT. LTD. (PG/PAC)	155	0.00	155	0.00
12	INTIME KNITS PVT. LTD. (PG/PAC)	4,000,000	10.10	-	-
Total		22,901,545	59.74	18,901,545	71.69

Note P means Promoter
 PG means Promoter Group
 PAC means Persons Acting in Concert

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

16.2 Disclosure of Shareholding of Promoters / Promoters group

Shares held by promoters at the end of year									
		As at March 31, 2025			As at March 31, 2024			As on 1st April 2023	
Sr No.	Promoter name	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares
1	PAWAN AGARWAL (KEY PROMOTER, DIRECTOR)	16,813,398	42.44	(21.33)	16,813,398	63.77	-	16,813,398	63.77
2	SHALINI AGARWAL (P/PG/PAC)	326,044	0.82	(0.42)	326,044	1.24	-	326,044	1.24
3	RAJENDRA AGARWAL (P/PG/PAC)	40,788	0.10	(0.05)	40,788	0.15	-	40,788	0.15
4	ARCHANA AGARWAL (PG/PAC)	77,000	0.19	(0.10)	77,000	0.29	-	77,000	0.29
5	HARSH AGARWAL (PG/PAC)	35,000	0.09	(0.04)	35,000	0.13	-	35,000	0.13
6	TANAY AGARWAL (PG/PAC)	35,000	0.09	(0.04)	35,000	0.13	-	35,000	0.13
7	TANUJ AGARWAL (PG/PAC)	35,000	0.09	(0.04)	35,000	0.13	-	35,000	0.13
8	MEENA GUPTA (PG/PAC)	15,555	0.04	(0.02)	15,555	0.06	-	15,555	0.06
9	SHILPA AGARWAL (PG/PAC)	3,888	0.01	-	3,888	0.01	-	3,888	0.01
10	BLACK GOLD LEASING PVT. LTD. (PG/PAC)	1,519,717	5.76	-	1,519,717	5.76	-	1,519,717	5.76
11	R. PIYARELALL PVT. LTD. (PG/PAC)	155	0.00	-	155	0.00	-	155	0.00
12	INTIME KNITS PVT. LTD. (PG/PAC)	4,000,000	10.10	10.10	-	-	-	-	-
Total		22,901,545	59.74		18,901,545	71.69		18,901,545	71.69

Note P means Promoter
PG means Promoter Group
PAC means Persons Acting in Concert

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

17 Other Equity

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	Retained earnings	(4,539.85)	(4,777.67)
	Securities premium	4,583.59	2,304.71
	Share option outstanding account	19.27	19.27
	Items of Other Comprehensive Income	18.55	24.74
	Total	81.55	(2,428.94)

The details are as follows:-

	Retained Earnings	As at March 31, 2025	As at March 31, 2024
	Balance at the beginning of year	(4,777.67)	(3,600.24)
	Add: Profit during the year	237.82	(1,185.28)
	Add: Tax adjustment of earlier years	-	7.85
	Balance at end of year	(4,539.85)	(4,777.67)

	Securities premium	As at March 31, 2025	As at March 31, 2024
	Balance at the beginning of year	2,304.71	2,304.71
	Add: Transfers during the year	2,278.88	-
	Balance at end of year	4,583.59	2,304.71

	Share option outstanding account	As at March 31, 2025	As at March 31, 2024
	Balance at the beginning of year	19.27	19.27
	Add: Transfers during the year	-	-
	Balance at end of year	19.27	19.27

	Items of other comprehensive income	As at March 31, 2025	As at March 31, 2024
	Balance at the beginning of year	24.74	20.04
	Add: Additions during the year	(6.19)	4.70
	Balance at end of year	18.55	24.74

Description of nature & purpose of each reserve:

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Retained Earnings: Created from Profit/loss of the Company, as adjusted for distribution to owners, transfers to other reserves etc.

Securities Premium: Securities premium reserve is created due to premium on issue of shares. These reserve is utilized in accordance with the provisions of the Companies Act, 2013.

Share option outstanding account: Created for recording the grant date fair value of options issued to employees under the Employees stock option schemes & is adjusted on exercise/forfeiture of options.

Items of other comprehensive income: Created for transferring the re-measurements gains & losses on defined benefit plans.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

18 Non-current borrowings

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
(i).	Secured		
	Term loans		
	- From banks*	187.78	53.10
	Less: Current maturities of Long-term debt	4.18	-
	- Others	-	70.00
	Total non-current borrowings	183.60	123.10

- a) During the year the Company has taken Term Loan of Rs.190 Lakhs from Indian Overseas Bank, Fort branch, Mumbai - 400023 for purchase and installation of machinery.

Margin: 25% of Cost of macinery

Interest: RLLR (9.10%) + 0.20% (SP) + 0.95% (CRP), i.e. 10.25% p.a. presently

Security: Hypothecation of Machinery purchased out of loan and entire Fixed Asset of the Company.

- b) * TUF Loan amounting to Rs.53.10 lakhs is secured by lien marked on Fixed Deposit (Refer Note No.8) by the Company. It is further secured by hypothecation of specific plant & machinery procured by utilization of the loan.

19 Other non-current liabilities

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	Security Deposits	7.00	-
	Lease Liability*	340.86	519.66
	Total	347.86	519.66

* Please refer to Note no.49.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

20 Current borrowings Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
a).	Loans repayable		
	- from Commercial Banks	53.46	-
	- from Directors	9.71	-
	- from Promoter Group	-	-
	- from others	25.00	125.00
b).	Current maturities of Long-term debt	4.18	-
	Total	92.35	125.00

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

21 Trade payables

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	(a) Total outstanding dues of micro enterprises and small enterprises	11.40	309.38
	(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	2,530.90	1,775.87
	Total	2,542.31	2,085.25

According to information available with the management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'), the Company has amounts due to Micro, Small and Medium Enterprises under the said Act as follows :

i)	Principal amount remaining unpaid to any supplier as at the end of the year.	11.40	309.38
ii)	Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.	-	-
iii)	The amount of interest due and payable for the period of delay in making payment (Which have been paid but beyond the appointed day during the year) without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
iv)	The amount of interest due accrued and remaining unpaid at the end of each accounting year.	-	33.76
v)	Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	85.98	52.22

Note: Interest is paid by the Company to the suppliers and service providers as and when demanded.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

21.1 Ageing of Trade Payables:

As at March 31, 2025

Amount (Rs. in Lakhs)

Particular	Outstanding for following periods from due date of payment				
	Less than 1 years	1-2 Years	2-3 Years	More than 3 years	Total
i) MSME	11.40	-	-	-	11.40
(ii) Other	2,338.27	166.10	4.83	21.70	2,530.91
(iii) Disputed dues – MSME	-	-	-	-	-
(iii) Disputed dues – Others	-	-	-	-	-

As at March 31, 2024

Amount (Rs. in Lakhs)

Particular	Outstanding for following periods from due date of payment				
	Less than 1 years	1-2 Years	2-3 Years	More than 3 years	Total
i) MSME	309.38	-	-	-	309.38
(ii) Other	698.20	807.39	266.45	3.84	1,775.87
(iii) Disputed dues – MSME	-	-	-	-	-
(iii) Disputed dues – Others	-	-	-	-	-

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

22 Other financial liabilities

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	Current		
a	Employee Benefits Payable	43.19	49.38
b	Outstanding Expenses	56.90	100.54
c	Vendor Payment Facility	0.50	0.34
d	Unpaid Dividend	4.17	8.90
	Total	104.77	159.16

Note: An amount of Rs.4,71,015/-, being unclaimed dividend, has been transferred during the year to the Investor Education and Protection Fund as per applicable Rules and reported to the Registrar of Companies, Ministry of Corporate Affairs.

23 Provisions

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	Non-current		
	Defined benefit liability (net)	49.70	34.98
	Other long term employee obligations	9.61	7.68
	Total	59.32	42.66
	Current		
	Defined benefit liability (net)	-	-
	Other long term employee obligations	4.32	3.91
	Audit Fees Payable	7.34	12.87
	Total	11.66	16.78

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

24 Other current liabilities

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	TDS Payable	10.36	16.68
	Professional Tax payable	0.39	0.34
	Advances from Customers	1,095.48	1,758.31
	Lease Liability	178.81	153.52
	Provident fund	2.11	2.07
	ESIC	0.25	0.28
	Sales tax	-	-
	Total	1,287.40	1,931.21

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

25 Revenue from operations

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	A. Revenue from contracts with customers disaggregated based on nature of product or services		
(a)	Revenue from Sale of Products:		
	- Manufactured goods	8,531.19	5,955.33
	- Stock-in-trade	-	-
	Sub-Total (a)	8,531.19	5,955.33
(b)	Other operating revenues:		
	- Export incentives		
	- Royalty received From subsidiaries and associates		
	- Royalty received From others		
	- Scrap Sales	1.96	9.29
	- Others (specify details)	-	-
	Sub-Total (b)	1.96	9.29
	Total Revenue from Operations (a+b)	8,533.15	5,964.61

	B. Revenue from contracts with customers disaggregated based on geography	As at March 31, 2025	As at March 31, 2024
	The table below presents disaggregated revenue from contracts with customers for the year ended March 2025 and March 2024. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by industry, market and other economic factors		
(a)	Domestic	8,533.15	5,964.61
(b)	Exports	-	-
	Total Revenue from Operations (a+b)	8,533.15	5,964.61

C. Reconciliation of Gross Revenue from Contracts With Customers	As at March 31, 2025	As at March 31, 2024
Gross Revenue	8,689.48	6,119.45
Less : Discount	15.58	0.07

Less : Returns	124.28	117.92
Less : price concession	16.47	36.85
Less : incentives and performance bonus	-	-
Less : Others (specify details)	-	-
Net Revenue recognised from Contracts with Customers	8,533.15	5,964.61

Notes:

C1. The amounts receivable from customers become due after expiry of credit period which on an average is less than **180 days**. There is no significant financing component in any transaction with the customers.

C2. The Company provides agreed upon performance warranty for all range of products. The amount of liability towards such warranty is immaterial.

C3. The Company does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration. There are no contracts for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated.

26 Other Income

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
(a).	Interest Income from:		
-	Bank deposits	4.69	3.16
		4.69	3.16
(b).	Other non-operating income		
-	Miscellaneous Income (Fees, Charges & Write Backs)	116.07	352.50
		116.07	352.50
	(a + b)	120.76	355.66

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Amount (Rs. in Lakhs)

27 Cost of Materials consumed

Raw Material and packaging material consumed:

Opening stock
Add: Purchases
Less: Closing stock

As at March 31, 2025	As at March 31, 2024
61.68	151.14
6,434.57	4,782.47
110.75	61.68
6,385.50	4,871.93
313.80	241.82
150.56	118.03
3,139.20	3,728.85
125.28	150.04
18.05	39.75
705.39	593.43
1,933.23	-
6,385.50	4,871.93

28 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

Amount (Rs. in Lakhs)

Inventories at the end of the year:

Finished goods
Work-in-progress
Stock-in-trade

As at March 31, 2025	As at March 31, 2024
225.49	219.82
23.46	25.26
-	-
248.95	245.08
219.82	392.78
25.26	99.35
-	-
245.08	492.13
(3.87)	247.05

Inventories at the beginning of the year:

Finished goods
Work-in-progress
Stock-in-trade

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

29 Employee benefits expenses

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Salaries, Wages and Bonus	274.07	288.04
Contribution to provident funds and other funds	17.56	19.99
Staff Welfare Expenses	47.55	43.34
Total Employee Benefit expenses	339.18	351.36

30 Finance Costs

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Interest costs :-		
Interest on borrowings	12.67	3.52
Interest on Trade payables	-	81.95
Interest on MSME	-	33.76
Interest on Vehicle Loan	0.09	-
Other interest expense	21.55	59.31
Total	34.31	178.54

31 Depreciation and amortisation expense

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Depreciation of property, plant and equipment	264.04	272.58
Amortisation of intangible assets	22.33	0.17
Total depreciation and amortisation expenses	286.36	272.75

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

32 Other expenses

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Sub Contracting	532.93	538.27
Water	70.39	61.72
Rent Including Lease Rentals	30.50	32.27
Repairs & Maintenance:		
- Building	3.04	1.57
- Machinery	20.68	8.18
- Others	19.48	20.08
Insurance	1.86	3.94
Rates & Taxes	14.56	2.35
Telephone & Communication Charges	7.16	8.46
Travelling & Conveyance	50.12	22.61
Printing & Stationery	7.04	4.35
Commission & Brokerage	2.00	60.51
Income Tax Expenses	0.12	-
Testing Expenses	3.20	8.52
Royalty	-	96.35
Donation & Contributions	0.02	-
Legal & Professional fees	67.12	49.00
Statutory Auditors Remuneration*	8.40	8.15
Transportation Charges	68.33	62.62
Bank Charges, Commission & Others	1.23	6.84
Advertisement Expenses	0.86	0.84
Motor Car Expenses	4.27	2.13
Loss on Sale of Motor Car	-	1.33
Security Charges	20.43	24.34
Registrar & Transfer Expenses	1.72	2.42
Stamp Duty & ROC Charges	0.03	-
Subscription & Membership	4.24	1.60
Prior Period Expenses	-	-
Sundry Balance w/off	46.83	292.15
Discounting charges on Amortised Assets	54.46	67.14
Trade Support Expenses	94.29	
Provision for Bad & Doubtful Debts	251.54	144.85
Miscellaneous Expenses	15.70	7.14
GST Expenses	20.35	66.26
Business Promotion Expense	67.62	8.74
Total	1,490.52	1,614.72

*** Statutory Auditors Remuneration**

Particulars	As at March 31, 2025	As at March 31, 2024
a) For audit	8.15	8.15
b) For Certifications	0.25	-
Total	8.40	8.15

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

33 Ratio & Variance Analysis

Sr. no.	Ratio	Measurement Unit	Numerator	Denominator	2024-25	2023-24	% Variance	Reason for variance (only if variance more than 25%)
					Current period ratio	Previous period ratio		
1	Current Ratio	Times	Current Assets	Current Liabilities (inclusive of current maturities of long term debts)	1.49	0.82	81.35	Due to considerable increase in Trade Receivables.
2	Debt-Equity Ratio	Times	Total Debt (Non-current borrowings + Current borrowings + Lease liabilities)	Shareholder's Equity	0.13	3.69	(96.59)	Due to issue of shares
3	Debt Service Coverage Ratio	Times	Net Profit before tax + Depreciation + Lease rent + Interest + Profit on Sales of Fixed Assets	Interest & Lease Payments + Principal Repayments	12.90	(4.28)	(401.13)	Due to increased profitability and reduction in borrowings.
4	Return on Equity Ratio	Percentage	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	0.09	(1.49)	(106.11)	Due to enhanced operating performance leading to profitability during the year and increase in number of shares
5	Inventory Turnover Ratio	Times	Total Sales	Average Inventories	25.61	12.56	103.93	Due to increase in turnover during the year
6	Trade Receivables Turnover Ratio	Times	Net Credit Sales	Average Accounts Receivable	2.22	1.91	15.77	
7	Trade Payables Turnover Ratio	Times	Purchases + other expenses (excluding non-cash expenses)	Average Trade Payables	2.78	1.78	56.76	Due to increase in the procurement of materials
8	Net Capital Turnover Ratio	Times	Net Credit Sales	Average Working Capital (current assets - current liabilities inclusive of current maturities of long term debts)	14.41	(30.11)	(147.84)	Due to increase in turnover and increase in Trade Receivables
9	Net Profit Ratio	Percentage	Net Profit after Tax	Revenue from Operations	0.03	(0.20)	(113.71)	Due to enhanced operating performance leading to profitability during the year
10	Return on Capital Employed	Percentage	Earning before interest and taxes	Capital employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	0.03	(1.16)	(102.45)	Due to enhanced operating performance leading to profitability during the year
11	Return on Investment	Percentage	Earning before interest and taxes	Total Assets	0.01	-0.27	(103.44)	Due to enhanced operating performance leading to profitability during the year

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

34 Details of Corporate Social Responsibility (CSR) Obligation

Amount required to be spent by the company during the year	Amount of expenditure incurred	Shortfall at the end of the year	Total of previous years shortfall	Reason for shortfall	Nature of CSR activities	Details of related party transactions	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 should be shown separately
-	-	-	-	-	-	-	N.A.

Note: The Company does not have net profit exceeding the threshold specified under Section 135 of the Company Act, 2013, hence the Company is not required to make the contribution towards CSR during the current year.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

35 Financial Risk Management Objectives & Policy

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds FVTPL investments. The Company is exposed to market risk (including foreign currency risk, interest rate risk and commodity risk, etc.), credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews Financial Risk

1) Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from change in the price of a financial instrument. The value of a financial instrument may change as result of change in the interest rates, foreign currency exchange rates, equity prices and other market changes may affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments and deposits, foreign currency receivables, payables and loans and borrowings. Market risk comprises mainly of risks related to changes in foreign currency exchange rates, commodity prices and interest rates. The Company has a moderate risk management system monitored by Risk Management Committee to inform Board Members about

a) Foreign currency risk management

The Company's functional currency is Indian Rupees (INR). The Company is not having any significant foreign transactions; hence the company is not prone to foreign currency risks as on the date of the balance sheet.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Company are principally denominated in rupees with a mix of fixed and floating rates of interest. The Company has exposure to interest rate risk, arising principally on changes in base lending rate. The Company uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day-to-day operations. The Company regularly scans the Market & Interest Rate Scenario to find appropriate Financial Instruments & negotiates with the Lenders in order to reduce the effect Cost of Funding. The risk is managed by the Company by

The following table provides a break-up of the Company's fixed and floating rate borrowings:

Particulars	Amount (Rs. in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Loans in Rupees:		
a) Fixed Rate borrowings	25.00	125.00
b) Floating Rate borrowings	241.24	123.10
c) Other loan (No Interest)	9.71	-
Sub-Total	275.95	248.10
Add: Upfront Fees	-	-
Total Borrowings	275.95	248.10

Interest Rate Sensitivity :

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on financial assets affected. This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings. With all other variables held constant, the Company's profit / (Loss) before tax is affected through the impact on finance cost with respect to our borrowing, as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Change in basis Points	25	25
Effect on profit / (loss) before tax	(0.69)	(0.62)
Change in Basis Points	-25	-25
Effect on profit / (loss) before tax	0.69	0.62

c) Commodity price risk:

The Company's revenue is exposed to the market risk of price fluctuations related to the sale of its products. Market forces generally determine prices for the products sold by the Company. These prices may be influenced by factors such as supply and demand, production costs (including the costs of raw material inputs) and global and regional economic conditions and growth. Adverse changes in any of these factors may reduce the revenue that the Company earns from the sale of its products.

The Company primarily purchases its raw materials in the open market from third parties. The Company is therefore subject to fluctuations in prices for the purchase of raw materials. The Company purchased substantially all of its textile grade yarn and grey fabrics from third parties in the open market during the year ended 31 March 2025.

The Company aims to sell the products at prevailing market prices. Similarly the Company procures key raw materials based on prevailing market rates as the selling prices of its products and the prices of input raw materials move in the same direction.

2) Credit risk management:

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. Company's credit risk arises principally from the trade receivables and financial instruments and deposits with banks.

Trade receivables:

Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits defined in accordance with the assessment. Credit risk on receivables from organized and bigger buyers is mitigated by securing the same against letters of credit and guarantees of reputed nationalized and private sector banks/ part advance payments/post dated cheques.

The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables. The outstanding from the trade segment is secured by two tier security – security deposit from the dealer himself, and our business associates who manage the dealers are also responsible for the outstanding from any of the dealers in their respective region. Impairment analysis is performed based on historical data at each reporting period on an individual basis.

Ageing of Trade Receivables:

Particulars	As at March 31, 2025	As at March 31, 2024
Upto 6 Months	2,959.77	1,214.99
Above 6 months	1,808.09	1,716.47
Grand Total	4,767.86	2,931.46

Financial Instruments and Deposits with Banks:

The Company considers factors such as track record, size of institution, market reputation and service standards to select the bank with which balances and deposits are maintained. Generally, balances are maintained with the institutions with which the Company has also availed borrowings. The Company does not maintain significant cash and deposit balances other than those required for its day to day operation

3) Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Company generates sufficient cash flow for operations, which together with the available cash and cash equivalents and short term investments provide liquidity in the short-term and long term. The Company has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The following tables detail the Company's remaining contractual maturity for its non derivative financial liabilities with agreed repayment periods and its non-derivative financial assets. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the

Liquidity exposure as at 31 March 2025

Amount (Rs. in Lakhs)					
Particulars	Carrying Amount	< 1 year	1-5 years	> 5 years	Total
Financial assets:					
Non-current investments	212.00	-	-	212.00	212.00
Current investments	2.24	2.24	-	-	2.24
Loans	1.67	1.67	-	-	1.67
Trade receivables	4,767.86	3,081.06	1,686.81	-	4,767.86

Cash and cash equivalents	69.40	69.40	-	-	69.40
Bank balances other than cash and cash Equivalents	-	-	-	-	-
Other financial assets	15.18	-	15.18	-	15.18
Inventory	359.70	359.70	-	-	359.70
Total financial assets	5,428.04	3,514.06	1,701.99	212.00	5,428.04
Financial liabilities:					
Long term borrowings	183.60	183.60	-	-	183.60
Short term borrowings	92.35	92.35	-	-	92.35
Trade payables	2,542.31	2,349.67	192.63	-	2,542.31
Other financial liabilities	104.77	104.77	-	-	104.77
Total financial liabilities	2,923.02	2,730.39	192.63	-	2,923.02

Liquidity exposure as at 31 March 2024

Amount (Rs. in Lakhs)

Particulars	Carrying Amount	< 1 year	1-5 years	> 5 years	Total
Financial assets:					
Non-current investments	212.00	-	212.00	-	212.00
Current investments	2.33	2.33	-	-	2.33
Loans	0.89	0.89	-	-	0.89
Trade receivables	2,931.46	1,380.13	1,551.33	-	2,931.46
Cash and cash equivalents	15.83	15.83	-	-	15.83
Bank balances other than cash and cash Equivalents	-	-	-	-	-
Other financial assets	64.63	64.63	-	-	64.63
Inventory	306.76	306.76	-	-	306.76
Total financial assets	3,533.91	1,770.58	1,763.33	-	3,533.91
Financial liabilities:					
Long term borrowings	123.10	-	123.10	-	123.10
Short term borrowings	125.00	125.00	-	-	125.00
Trade payables	2,085.25	1,007.58	1,077.67	-	2,085.25
Other financial liabilities	159.16	159.16	-	-	159.16
Total financial liabilities	2,492.51	1,291.74	1,200.77	-	2,492.51

36 Capital Risk Management

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Company also proposes to maintain an optimal structure to reduce the cost of capital as well as to maintain proper

For the purpose of the Company's capital management, capital includes issued capital, securities premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings, less cash & cash Equivalents.

Particulars	As at March 31, 2025	As at March 31, 2024
Long term borrowings	183.60	123.10
Current maturities of long term debt and finance lease obligations		

Short term borrowings	92.35	125.00
Less: Cash & Cash Equivalents	69.40	15.83
Less: Bank balances other than cash and cash equivalents	-	-
Less: Current investments	2.24	2.33
Net debt (A)	347.58	266.26
Equity Share Capital	3,961.63	2,636.73
Other Equity	81.55	(2,428.94)
Share warrants application money pending allotment	845.63	-
Total Capital (B)	4,888.81	207.79
Capital & Net debt (C = A+B)	5,236.39	474.05
Gearing Ratio (A / C)	6.64%	56.17%

The Company monitors capital using a gearing ratio, which is Net Debt divided by Total Capital plus Net Debt. Net Debt is calculated as total borrowings including short term and current maturities of long term debt.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

37 Fair Value of Financial Assets & Liabilities

		As at March 31, 2025		As at March 31, 2024	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
	A. Financial Assets				
	(i) At fair value through statement of Profit & Loss				
	Investments				
	a) IDBI Shares	2.24	2.24	2.33	2.33
	b) Trade Receivables	4,767.86	4,767.86	2,931.46	2,931.46
	Total	4,770.10	4,770.10	2,933.79	2,933.79
	B. Financial Liabilities				
	(i) At fair value through statement of Profit & Loss				
		-	-	-	-
	-	-	-	-	

Fair Valuation Techniques

1. Fair Value of Investments in quoted shares are based on the prevailing market price at the reporting date.
2. Fair Value of Trade receivables is derived after considering the expected credit losses of these receivables.

38 Other Comprehensive Income (OCI)

The disaggregation of changes to OCI by each type of reserves in equity is shown below

		Retained Earnings	
		As at March 31, 2025	As at March 31, 2024
	Remeasurement gains/(Losses) on defined benefit plans	(8.27)	6.28
	Tax Impact on Remeasurement gains/(Losses) on defined benefit plans	2.08	(1.58)
		(6.18)	4.70

SIL	G&J	Adjustment	Total
(8.27)	-		(8.27)
2.08	-		2.08
(6.18)	-	-	(6.18)

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Unit	For the year ended 31st March, 2025		For the year ended 31st March, 2024	
	Quantity	Amount (Rs. in Lakhs)	Quantity	Amount (Rs. in Lakhs)
39 Cost of Material Consumed				
Chemicals		313.80		241.82
Dyes		150.56		118.03
Yarn & Fabric	Kgs 209,720	3,139.20	435,705	3,728.85
Stores, Spares & Consumables		125.28		150.04
Packing Materials		18.05		39.75
Power & Fuel		705.39		593.43
Other Raw Materials		1,933.23		-
		6,385.50		4,871.93
	For the year ended 31st March, 2025		For the year ended 31st March, 2024	
	%	Amount (Rs. in Lakhs)	%	Amount (Rs. in Lakhs)
Imported	-	-	-	-
Indigenous	100.00	6,385.50	100.00	4,871.93
	100.00	6,385.50	100.00	4,871.93

Notes:

- (a) The above details of consumption consists of Raw materials which are consumed directly for manufacture of finished products and also other items which are indirectly related to manufacture of finished products, i.e. stores, spares and packing materials.

As at 01st April, 2024	As at 01st April, 2023
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Notes to the Standalone Financial Statements for the year ended 31st March, 2025

			Quantity	Amount	Quantity	Amount
				(Rs. in Lakhs)		(Rs. in Lakhs)
40 Opening Stock						
1.	Yarn	Kgs	1,915	3.95	13,364	32.71
2.	Grey fabric	Kgs	1,812	3.80	6,001	14.80
3.	Chemicals			15.75		19.49
4.	Stores, Spares & Other items			20.81		55.52
5.	Packing Materials			1.79		12.66
6.	Dyes			15.58		15.97
7.	Stock in trade	Kgs Pcs	- -	- -	- -	- -
8.	Work in Progress	Kgs Pcs	0 7,666	- 25.26	1,902 46,410	6.18 93.17
9.	Finished Goods					
	Finished Fabric	Kgs	37,259	117.95	22,032	97.02
	Finished Garments	Pcs	132,410	101.87	252,179	295.76
				306.76	643.27	

**As at
31st March, 2025**

**As at
31st March, 2024**

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

		Quantity	Amount (Rs. in Lakhs)	Quantity	Amount (Rs. in Lakhs)	
41 Closing Stock						
1.	Yarn	Kgs	11,988	33.12	1,915	3.95
2.	Grey fabric	Kgs	1,179	2.99	1,812	3.80
3.	Chemicals			21.86		15.75
4.	Stores, Spares & Other items			32.30		20.81
5.	Packing Materials			1.89		1.79
6.	Dyes			18.61		15.58
7.	Stock in Kgs	-	-	-	-	-
	trade Pcs	-	-	-	-	-
8.	Work in Kgs	3,966.90	14.78	0	-	-
	Progress Pcs	3,071	8.68	7,666	25.26	
9.	Finished Goods					
	Finished Kgs	22,453	71.86	37,259	117.95	
	Fabric					
	Finished Pcs	118,133	153.63	132,410	101.87	
	Garmen ts					
			359.70	306.76		

For the year ended 31st March, 2025		For the year ended 31st March, 2024	
Quantity	Amount (Rs. in Lakhs)	Quantity	Amount (Rs. in Lakhs)

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

42 Sales

1.	Processed Fabric	Kgs	2,991,599	5,167.29	2,326,300	4,919.15
2.	Ready Made Garments	Pcs	615,913	3,363.89	364,595	1,036.17
				<u>8,531.19</u>		<u>5,955.33</u>

Note: Sale of Processed Fabric includes Fabrics sourced from outside.

43 Purchases of Stock-in-Trade

1.	Purchases - Fabric & Others	Mtrs	-	-	-	-
				<u>-</u>		<u>-</u>
				<u>For the year ended 31st March, 2025</u>	<u>For the year ended 31st March, 2024</u>	
		Quantity	Amount	Quantity	Amount	
			(Rs. in Lakhs)		(Rs. in Lakhs)	

44 Expenditure in Foreign Currency

Travelling	-	-
Others	-	-

45 Earnings in Foreign Exchange

FOB Value of Exports	-	-
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46 Forward Contracts and Unhedged Foreign Currency Outstanding Balances

The company has not executed any forward contract for hedging exchange rate risk; the outstanding unhedged foreign currency balances as on 31st March, 2025 are as under:

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

- (a) The foreign currency outstanding balances that have not been hedged by any derivative instrument or otherwise as at the Balance Sheet date are NIL as at 31st March 2025. (31st March 2024 - NIL).

There is no amount payable in foreign currency outstanding as on 31st March, 2025.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

47 Employee Benefits

Gratuity:

The Company has a defined benefit gratuity plan governed by the Payments of Gratuity Act, 1972. Every employee who has completed five years or more of services is eligible for gratuity on separation at 15 days salary (last drawn salary) for each completed year of service. The Company has formed a Gratuity Trust to which contribution is made and an insurance policy is taken by the trust, which is a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate, particularly, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset.

The company has classified various employee benefits as under:

(A) Defined Contribution Plans

The company has recognised the following amounts in the Statement of Profit and Loss for the year:

	For the year ended 31st March, 2025	For the year ended 31st March, 2024
	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)
(i) Contribution to Provident Fund	9.44	9.95
(ii) Contribution to Employees' State Insurance Scheme	1.40	1.83

(B) Defined Benefit Plan

Valuation in respect of Gratuity has been carried out by independent actuary, as at the Balance Sheet date, based on the following assumptions:

	For the year ended 31st March, 2025		For the year ended 31st March, 2024	
	Leave Encashment	Gratuity	Leave Encashment	Gratuity
(a) Discount Rate	6.72%	6.72%	7.21%	7.21%
(b) Salary Increase Rate	5.00%	5.00%	5.00%	5.00%

	For the year ended 31st March, 2025		For the year ended 31st March, 2024	
	Leave Encashment Amount (Rs. in Lakhs)	Gratuity Amount (Rs. in Lakhs)	Leave Encashment Amount (Rs. in Lakhs)	Gratuity Amount (Rs. in Lakhs)
(i) Changes in the Present Value of Obligation				
(a) Opening Present Value of Obligation	11.58	67.56	15.15	69.24
(b) Interest Cost	0.69	4.37	0.96	4.74
(c) Past Service Cost	-	-	-	-
(d) Current Service Cost	1.98	6.10	3.17	7.81
(e) Benefits Paid	-	(7.48)	(1.62)	(7.68)
(f) Actuarial (Gain)/Loss	(0.33)	8.14	(6.08)	(6.56)
(g) Closing Present Value of Obligation	13.94	78.69	11.58	67.56

(ii) Changes in the Fair Value of Plan Assets

(a) Opening Fair Value of Plan Assets	-	32.58	-	37.72
(b) Expected Return on Plan Assets	-	2.35	-	2.81
(c) Actuarial Gain/(Loss)	-	(0.13)	-	(0.27)
(d) Employers' Contributions	-	-	-	-
(e) Benefits Paid	-	(5.82)	-	(7.68)
(f) Closing Fair Value of Plan Assets	-	28.98	-	32.58

	For the year ended 31st March, 2025		For the year ended 31st March, 2024	
	Leave	Gratuity	Leave	Gratuity
	Encashment		Encashment	
	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)
(iii) Amount recognised in the Balance Sheet				
(a) Present Value of Obligation as at the year end	13.94	78.69	11.58	67.56
(b) Fair Value of Plan Assets as at the year end	-	28.98	-	32.58

(c) (Asset)/Liability recognised in the Balance Sheet	13.94	49.70	11.58	34.98
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	For the year ended 31st March, 2025		For the year ended 31st March, 2024	
	Leave Encashment Amount (Rs. in Lakhs)	Gratuity Amount (Rs. in Lakhs)	Leave Encashment Amount (Rs. in Lakhs)	Gratuity Amount (Rs. in Lakhs)
(iv) Expenses recognised in the Statement of Profit and Loss				
(a) Current Service Cost	1.98	6.10	3.17	7.81
(b) Past Service Cost	-	-	-	-
(c) Interest Cost	0.69	4.37	0.96	4.74
(d) Expected Return on Plan Assets	-	(2.35)	-	(2.81)
(e) Net Actuarial (Gain)/Loss	(0.33)	-	(6.08)	-
Total Expenses recognised in the Statement of Profit and Loss	2.35	8.12	(1.95)	9.75

	For the year ended 31st March, 2025		For the year ended 31st March, 2024	
	Leave Encashment	Gratuity	Leave Encashment	Gratuity

	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)
(v) Amount recognised in other Comprehensive Income				
(a) Actuarial (Gain) / Loss due to Demographic Assumption changes in DBO	-	-	-	-
(b) Actuarial (Gain) / Loss due to Financial Assumption changes in DBO	-	2.18	-	0.89
(c) Actuarial (Gain) / Loss due to Experience on DBO	-	5.96	-	(7.45)
(d) Return on Plan Assets (Greater) / Less than Discount rate	-	0.13	-	0.27
(e) Changes in asset ceiling/onero us liability (excluding interest income)	-	-	-	-
(f) Total Actuarial (Gain)/Loss included in OCI	-	8.27	-	(6.28)

NOTE:

- i. Leave Encashment liability is determined by an independent actuary and relevant provisions are made in the books of account. The payment towards the liability is made by the company as and when the employee becomes eligible to claim the encashment.
- ii. The liability towards gratuity is determined by an independent actuary and the relevant amounts towards gratuity liability is paid by the company to the "Suditi Employees Group Gratuity Trust". The said Trust administers the scheme.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

48 Related Party Disclosures

The Disclosures of Transaction with the related parties as defined in the Accounting Standard are as follows:

Name of Related Parties & their Relationship

1 Key Management Personnel

- a. Mr. Pawan Agarwal - Chairman
 - a1. Relatives of Key Management Personnel:
 1. Mr. Rajendra Agarwal (Brother)
 2. Mrs. Pramila Agarwal (Sister-in-law of Pawan Agarwal)
 3. Mrs. Shalini Agarwal (Wife of Pawan Agarwal)
 4. Mrs. Archana Agarwal (Wife of Rajendra Agarwal)
 5. Mr. Harsh Agarwal (Son of Pawan Agarwal)
 6. Mr. Tanay Agarwal (Son of Pawan Agarwal)
 7. Mr. Tanuj Agarwal (Son of Pawan Agarwal)
 - a2. Enterprises under Common control of the Promoters
 1. Intime Knits Pvt. Ltd.
 2. Black Gold Leasing Pvt. Ltd.
 3. R. Piyarellal Pvt. Ltd.
 4. Suditi Design Studio Ltd.
 5. Suditi Sports Apparels Ltd.
 6. SAA & Suditi Retail Pvt. Ltd.
 7. SK BLR Knits and Apparel Pvt. Ltd.
- b. Mr. Rajagopal Raja Chinraj - Wholetime Director
(Not related to Promoter/Promoter Group)
 - b1. Relatives of Key Management Personnel:
 1. Mrs. Anita Chinraj (Wife of Rajagopal Raja Chinraj)
 - b2. Enterprises under Common control of the Wholetime Director
 1. Chendur Dress Manufacturers Pvt. Ltd.
 2. Chendur Enterprises
 3. Chendur Inc.
 4. Ve Laxmi Exim LLP
- c. Mr. Vivek Gangwal - Director
(Not related to Promoter/Promoter Group)
 - c1. Relatives of Key Management Personnel:
 1. Mrs. Priya Gangwal (Wife of Vivek Gangwal)
 - c2. Enterprises under Common control of the Director
 1. Suditi Design Studio Ltd.
 2. Suditi Sports Apparels Ltd.
 3. Soba Infosec Pvt. Ltd.
 4. Shree Swami Leela Developers Pvt. Ltd.
- d. Ms. Krina Gala - Director
(Not related to Promoter/Promoter Group)
 - d1. Relatives of Key Management Personnel:
 1. Mr. Gaurav Gala (Husband of Krina Gala)
 - d2. Enterprises under Common control of the Director
 1. Amar Lifecare LLP
- e. Mr. H. Gopalkrishnan - Company Secretary (upto 31/05/2023)
 - e1. Relationship - Not related to Promoter or any Director
 - e2. Enterprises - Nil
- f. Ms. Shweta Gupta - Company Secretary (since 16/06/2023)
 - f1. Relationship - Not related to Promoter or any Director
 - f2. Enterprises - Nil

2 Terms and conditions of transactions with related parties

The sales to and purchase from related parties are made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and settlement occurs in cash. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

3 Disclosure of transactions between the company and related parties

		Amount (Rs. in Lakhs)	
		For year ended March 2025	For year ended March 2024
a)	Key Management Personnel - Remuneration		
	1 Mr. Rajagopal Raja Chinraj	19.79	19.79
	2 Mr. H. Gopalkrishnan	-	4.34
	3 Ms. Shweta Gupta	3.60	2.85
	4 Ms. Seeta Shah	6.93	-
		30.32	26.98

b) Transactions with related parties:

Amount (Rs. in Lakhs)

Description		Subsidiaries				Joint Ventures				Relatives of KMPs				Entities in which a director or his/her relative is a member or director			
		For ended 2025	year March	For ended 2024	year March	For ended 2025	year March	For ended 2024	year March	For ended 2025	year March	For ended 2024	year March	For ended 2025	year March	For ended 2024	year March
a)	Sale of Goods/Related Services																
	1	Intime Knits Pvt. Ltd.													500.80		761.36
	2	SK BLR Knits and Apparel Pvt. Ltd.													-		-
	3	Suditi Design Studio Ltd.		-		-											
	4	Suditi Sports Apparel Limited		91.44		188.56											
	5	SAA & Suditi Retail Pvt. Ltd.						-		-							
	6	Black Gold Leasing Pvt. Ltd.													-		-
	7	R. Piyairellal Pvt. Ltd.													272.98		-
	8	Chendur Dress Manufacturers Pvt. Ltd.													15.34		38.34
b)	Purchase of Goods																
	1	Intime Knits Pvt. Ltd.													0.51		10.36
	2	SK BLR Knits and Apparel Pvt. Ltd.													-		-
	3	Suditi Design Studio Ltd.		-		-											
	4	Suditi Sports Apparel Limited		172.29		8.26											
	5	R. Piyairellal Pvt. Ltd.													153.60		-
	6	Chendur Dress Manufacturers Pvt. Ltd.													-		-
	7	SAA & Suditi Retail Pvt. Ltd.						-		57.16							
	8	Black Gold Leasing Pvt. Ltd.													-		-
c)	Expenses towards Services																
	1	Intime Knits Pvt. Ltd.													-		-
	2	Black Gold Leasing Pvt. Ltd.													71.79		121.51
	3	R. Piyairellal Pvt. Ltd.													0.49		3.65
	4	SK BLR Knits and Apparel Pvt. Ltd.													-		-
	5	Chendur Dress Manufacturers Pvt. Ltd.													7.54		6.88
	6	Chendur Enterprises													5.97		5.98
	7	Chendur Inc.													5.92		5.92
	8	Ve Laxmi Exam LLP													7.78		7.78
	9	SAA & Suditi Retail Pvt. Ltd.						-		-							
	10	Suditi Design Studio Ltd.		-		-											
11	Mr. Harsh Pawan Agarwal										-		6.92				
d)	Balance Outstanding as at the																
	1	SK BLR Knits and Apparel Pvt. Ltd. (Receivable)													-		-
	2	Intime Knits Pvt. Ltd. (Net Receivable)													-		-
	3	Intime Knits Pvt. Ltd. (Net Payable)													1,073.13		1,735.80
	4	Black Gold Leasing Pvt. Ltd. (Deposits Receivable)													-		-
	5	Black Gold Leasing Pvt. Ltd. (Payable)													-		198.10
	6	Black Gold Leasing Pvt. Ltd. (Receivable)													4.78		47.76
	7	R. Piyairellal Pvt. Ltd. (Payable)													182.68		32.83
	8	Suditi Design Studio Ltd. (Receivable)		665.06		662.53											
	9	Suditi Design Studio Ltd. (Loan Given)		127.66		127.66											
	10	Suditi Sports Apparel Ltd. (Receivable)		159.38		369.29											
	11	SAA & Suditi Retail Pvt. Ltd. (Receivable)						1,210.22		1,207.92							
	12	Chendur Dress Manufacturers Pvt. Ltd. (Receivable)													14.97		35.81
	13	Chendur Dress Manufacturers Pvt. Ltd. (Payable)													9.81		2.28
	14	Chendur Enterprises (Receivable)													-		-
	15	Chendur Enterprises (Payable)													0.99		1.99
	16	Chendur Inc. (Payable)													0.99		1.97
17	Ve Laxmi Exam LLP (Payable)													1.30		2.59	
e)	Loan Taken																
	1	Shri Pawan Agarwal (Unsecured Loan)													9.71		-
f)	Investment in Subsidiary																
	1	Suditi Sports Apparel Ltd.		-		-											
	2	Suditi Design Studio Ltd.		-		-											

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

49 Leases

The company recognizes all the Lease agreements including Leave & License Agreements executed for tenure which is more than one year as per the requirements under Ind AS 116 - Leases.

In terms of the provisions of Ind AS 116, the Lease Liability is determined as the present value of lease rentals over the period discounted at the effective interest rate applicable to the Company. An equal amount has been recognised under the head "Property, Plant and Equipment" as a 'Right to Use Asset'. This Right to Use Asset will be depreciated over the period of lease and the lease liability is reduced by accounting the monthly lease payments.

i) Lease liabilities are presented in the balance sheet is as follows:

	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Current maturities of lease liabilities (Refer note 24)	178.81	153.52
Non-current lease liabilities (Refer note 19)	340.86	519.66
Total	<u>519.66</u>	<u>673.18</u>

ii) The recognised right of use assets relate to land, buildings and plant and equipments as at 31 March 2025 and 31 March 2024:

	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Right of use assets - land, buildings and plant and equipments		
Balance at the beginning of the year	618.17	790.31
Additions for the year (Refer note 4)	-	-
Amortisation charge for the year (Refer note 4)	(172.14)	(172.14)
Balance at the end of the year	<u>446.03</u>	<u>618.17</u>

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

50 Earnings per Share

Basic earnings per share has been calculated by dividing profit for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year. Diluted earnings per share has been calculated by dividing profit for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date. Dilutive potential equity shares that have been converted in to equity shares during the year are included in the calculation of diluted earnings per share from the beginning of the year to the date of conversion and from the date of conversion, the resulting equity shares are included in computing both basic and diluted earnings per share. Earnings per Share has been computed as under:

	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Profit/(Loss) for the year: Amount (Rs. in Lakhs)	<u>237.82</u>	<u>(1,180.58)</u>
Weighted average number of Shares for Basic Earnings per Share	27,819,236	26,367,291
Add: Effect of Dilutive Potential Shares (Share Warrants)	468,717	-
Add: Effect of Dilutive Potential Shares (Employee Stock Options)	-	-
Add: Effect of Dilutive Fully Convertible Debentures	-	-
Weighted average number of Shares for Diluted Earnings per Share	<u>28,287,953</u>	<u>26,367,291</u>
Earnings per Share (Rs. per Equity Share of Rs. 10 each)		
Basic	0.85	(4.48)
Diluted	0.84	(4.48)

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

	As at 31st March, 2025 Amount (Rs. in Lakhs)	As at 31st March, 2024 Amount (Rs. in Lakhs)
51 Contingent Liabilities		
(i) Excise matters	32.09	32.09
(ii) Local Body Tax	-	41.51
	<u>32.09</u>	<u>73.60</u>

Note:

- (i) Future cash outflows in respect of (a)(i) and a(ii) above is determinable only on receipt of judgments/decisions pending with various authorities/forums and/or final outcome of the matters. Accordingly, no provision in the accounts has been made as management is confident that these matters would be decided in the company's favour.
- (ii) The aforesaid amount referred to in (a)(i) above is inclusive of interest and other penalties/levies.

Capital Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) Rs. Nil (Previous year Rs. Nil).

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

52 Segment Reporting

The Company is primarily in the business of manufacturing and sales of textile products (i.e., Fabrics and Garments). The Chief Operating Decision Maker (CODM), the Chairman & Managing Director, performs a detailed review of the operating results, takes decisions about the allocation of resources based on the analysis of the various performance indicators of the Company as a whole. Therefore, there is only one operating segment in accordance with Ind AS 108 "Operating Segments" namely, "Textiles".

53 The Company has exercised the option permitted under Section 115 BAA of the Income Tax Act, 1961 as promulgated by the Taxation Laws (Amendment) Ordinance, 2019. Section 115BAA states that domestic companies have the option to pay tax at a rate of 22% plus sc of 10% and cess of 4%. The Effective Tax rate being 25.17% from the FY 2020-21 (AY 2021-22) onwards if such domestic companies adhere to certain condition and do not avail any exemptions/incentives under different provisions of income tax like Claiming a set-off of any loss carried forward or depreciation from earlier years, if such losses were incurred in respect of the aforementioned deductions. Since the Company has carry forwards losses of previous years, hence the need for making any provision for Income Tax does not arise for F.Y. 2024-25.

54 During the year 2019-20, the Company had received a cash refund of Rs.30,83,919/- from the Central Excise Department consequent upon receiving a favorable judgement from the Appellate Tribunal. Subsequently, the Excise Assistant Commissioner (Refund) Central Excise - Belapur division had issued an order directing the Holding Company to refund the Cash amount and to receive equivalent CENVAT credit for future setoff. The Holding Company had filed an appeal against the said order with the Commissioner (Appeals). The Excise Commissioner passed an Order in favour of the Department against which the Holding Company has filed an appeal with the Appellate authorities. There is no further development in the matter. The Management of the Holding Company strongly believes that the final outcome of the Tribunal will be in it's favour.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

- 55** Physical verification of inventory was conducted by the Internal Auditor (an external Chartered Accountant firm appointed by the company) alongwith a team member of the Statutory Auditors on a periodically basis. Each item was physically examined in the presence of the company's team and any difference or variation was rectified on the spot. Only unresolved items are listed out and discussed separately with the Chief Executive Officer of the company. The report was presented before the Audit committee and also commended to the Board for noting.
- 56** a) During the year the company has valued the remaining slow moving/unsaleable inventory at the best realizable value and accordingly has written down the value of the retail division finished goods inventory by Rs.22.58 lakhs. Accordingly, the company has passed necessary entries in the books. b) The Company has made a provision for probable estimated credit loss of Rs.251.54 lakhs as required under Ind AS 109.
- 57** Credit loss is calculated on the basis of actual outstanding receivables based on the age wise analysis and also based on the past three year's average. Accordingly a certain specified percentage of the amount arrived based on the three years average is computed post which some adjustments are made as per the Holding Company's estimates & judgements and provided in the books. As per the prevailing trend and past experience the computed amount of Rs.251.54 lakhs has been provided in the books during the current year.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

58 Additional regulatory information not disclosed elsewhere in the financial information

- (a) The Company has disclosed the contingent liabilities in its financial statements in Note 52. The Company does not expect the outcome of these proceedings to have a material impact on its financial position.
- (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (c) There has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (d) The Company did not hold any benami property during the year.
- (e) The Company has not been declared as a wilful defaulter by any bank or financial Institution or other lender.
- (f) The Company did not have any transactions with struck off companies during the year under Section 248 or 560 of the Companies Act, 2013.
- (g) No loans/advances were given to promoters, directors, KMPs & other related parties that were payable on demand or without specifying any terms & conditions.
- (h) Neither any charges were created on the assets of the company during the year with the Registrar of companies nor was satisfaction of any charge pending beyond the stipulated period.
- (i) The Company did not deal in any manner whatsoever with crypto currency/virtual currency during the year.
- (j) The Company has not advanced/loaned/invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall:

- (i) 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
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (k) The Company has not received funds from any other person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (i) 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
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (l) The Company neither declared nor paid any Dividend during the financial year. Hence, disclosure under provisions of Section 123 are not applicable.
- (m) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 such as search, survey or any other provisions of the Income Tax Act, 1961.
- (n) The Company has used borrowings from Banks and Financial Institutions for the specific purpose for which it was obtained.
- (o) During the year, the Company does not have any borrowings against current assets (Book Debts & Inventories). Hence, Company is not required to furnish Quarterly returns or statements of current assets filed by the Company with Banks or Financial Institutions are in agreement with the books of accounts.
- (p) The title deeds of all immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment and capital work in process are held in the name of the Company as at the Balance Sheet date.
- (q) The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

- (r) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

- (s) The Company has maintained its books of account using accounting software that includes the audit trail (edit log) feature, as mandated under Rule 3 of the Companies (Accounts) Rules, 2014 (as amended). The said feature has remained operational throughout the financial year for all relevant financial transactions recorded in the software. There have been no instances of the audit trail feature being disabled or tampered with during the year.

In respect of the software used for recording inventory transactions, the audit trail (edit log) functionality was under configuration during FY 2024-25 and has been successfully implemented and activated. The feature will remain active going forward in compliance with statutory requirements.

The Company maintains payroll records externally in Excel format. While this format does not have a system-generated audit trail, appropriate manual controls and documentation are in place to ensure the integrity and traceability of payroll data.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

59 FORM NO. AOC -I

Details of Subsidiaries:

FINANCIAL INFORMATION OF SUBSIDIARY COMPANIES

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part A - Subsidiaries

Sr. No.	Name of Subsidiary	The date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments			Revenue from Operations	Profit Before Tax	Provision for Taxation	Profit After Taxation	Proposed Dividend	% of Share Holding
									Total	Subsidiary Investment	Investment in Others						
1	Suditi Design Studio Limited	Incorporated by Suditi Industries Limited (23/03/2015)	Subsidiary follows same accounting period	INR	###	#####	####	826.52	-	-	-	-	(1.90)	-	(1.90)	-	#####
2	Suditi Sports Apparel Limited	Incorporated by Suditi Industries Limited (18/03/2015)	Subsidiary follows same accounting period	INR	###	#####	####	827.91	-	-	-	####	74.26	###	####	-	60.00

- Names of Subsidiaries which are yet to commence operations
Nil
- Names of Subsidiaries which have been liquidated or sold during the year.
Nil

Part B Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates or Joint Ventures		SAA & Suditi Retail Pvt. Ltd.
1.	Latest Audited Balance Sheet Date	5/16/2025
2.	Date on which the Associate or Joint Venture was associated	9/19/2017
3.	Shares of Associate or Joint Ventures held by the Company on the year end	
	No.	50000
	Amount of Investment in Associates or Joint Venture	500000
	Extent of Holding (in percentage)	50%
4.	Description of how there is significant influence	50% of the holdings is held by the Company & 50% of Board Members are also nominated by the Company
5.	Reason why the Associate/Joint Venture is not consolidated	Consolidated as per Equity method
6.	Networth attributable to shareholding as per latest Audited Balance Sheet	Nil
7.	Profit or Loss for the year	(2.06)
	i Considered in Consolidation	Full
	ii Not Considered in Consolidation	N.A.

- Names of Associates or Joint Ventures which are yet to commence operations
Nil
- Names of Associates or Joint Ventures which have been liquidated or sold during the year.
Nil

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

60 The Financial results have been presented in accordance with the Division II of Schedule III to the Companies Act, 2013. Certain Balances of assets and liabilities as at March 31, 2025 have been regrouped/reclassified, wherever necessary, to comply with the amended Division II of Schedule III. Such reclassifications did not have a material impact on the financial results.

61 Events after the reporting date

No other adjusting or significant non-adjusting events has occurred between the reporting date (31st March, 2025) and the report release date (19th May, 2025).

62 The previous period figures have been regrouped / reclassified, wherever necessary to conform to the current period presentation.

Signatures to Notes 1 to 62

The accompanying notes are an intergral part of the standalone financial statements.

As per our report of even date attached

For and on behalf of the Board of Directors

For Chaturvedi & Partners
Chartered Accountants
(Firm Registration No.307068E)

Pawan Agarwal
Chairman
DIN: 00808731

Vivek Gangwal
Director
DIN: 01079807

Siddharth P Punamiya
Partner
(Membership No.148540)
Mumbai, 19th May, 2025

Rajagopal Raja Chinraj
Executive Director & CEO
DIN: 00158832

Krina Gala
Director
DIN: 07040989

Shweta Gupta
Company Secretary
Navi Mumbai, 19th May, 2025

Seeta Shah
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

Ref no. 250519/007/R

To,
**THE MEMBERS OF
SUDITI INDUSTRIES LIMITED**

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **SUDITI INDUSTRIES LIMITED** ("the Holding Company") its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), along with share in a joint venture, as listed in Annexure 'A' ,which comprise the Consolidated Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income) for the period ended on that date, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the report of the other auditors on separate financial statements and on the other financial information of the subsidiaries and joint venture, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with Indian Accounting Standard prescribed under section 133 of the Companies Act, 2013 ('the Act') and other accounting principles generally accepted in India, of the consolidated state of affairs (consolidated financial position) of the Group as at March 31, 2025, the consolidated profit (including other comprehensive income) for the period ended on that date, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) issued by the Institute of Chartered Accountants of India (ICAI). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, 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 and the audit evidence obtained by the other auditor in terms of their reports referred to in the Other Matters paragraph below is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter:

We draw attention to Note 58 to the Consolidated Financial Statements related to the following matter:

” Material Uncertainty Related to Going Concern” paragraph in the other Auditors Report dated 16th May, 2025 on the separate financial statements of “Suditi Design Studio Limited”, a subsidiary of the company for the financial year ended on 31st March, 2025 whose extract is produced below:

“We draw attention to Note 39 in the financial statements, which states that for the last few years the Company has incurred continuous losses; its net worth has been fully eroded and prospects of an immediate revival appear limited. As stated in Note 39, the management is currently evaluating various strategic options for the future course of action. However, pending a final decision, the financial statements have been prepared on a going concern basis.”

Our opinion is not modified in respect of this matter.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit matter description	How the scope of our audit responded to the key audit matter
Revenue from Contracts with Customers: (Refer to Note no. 4.2 to the Consolidated financial statements) Revenue from contracts with customer is recognized upon transfer of control of promised goods and is measured transaction price of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates, based on contractually defined terms. In some cases, discounts estimated will be determined on sale of goods by the customers. Also, in certain cases the Company has contracts with customers which entitles them to right of return. At year end, amount of returns, and discounts that have been incurred and not yet settled with the customer are estimated and accrued. Estimating the amount of accrual at year-end is considered a key audit matter due to the judgements required to be made by management.	The audit procedures included but were not limited to: --Assessment of the processes of the Company for adoption of the new accounting standards. --Selecting a sample from each type of the contracts with the customers, and testing the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. Carrying out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls. --Testing the relevant controls including access and change management controls of information technology systems, which are relevant for appropriate measurement and presentation of revenue and related account balances. --Performing following procedures on the samples selected: --Reading, analysing and identifying the distinct performance obligations in these contracts. --Comparing these performance obligations with that identified and recorded by the Company. --Testing sample of revenues with the performance obligation specified in the underlying contracts. --Carrying analytical procedure for reasonableness of revenue disclosed by segments. --Evaluating the appropriateness of adequate disclosures in accordance with the standards.
Allowance for Credit Losses: (Refer to Note no.4(v) and Note no.56 to the Consolidated financial statements)	Our audit procedures to test the effectiveness of controls over allowances for credit loss includes the following: •• Trade Receivables ageing report as on balance sheet date

The Company applies the ‘simplified approach’ which requires expected lifetime losses to be recognised from initial recognition of the trade receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables adjusted to reflect current and estimated future economic conditions of its customers, their industry and geography of operations. At every reporting date these historical default rates are reviewed and changes in the forward-looking estimates are analysed. In also considers other related information for its customers, including credit periods, to estimate the probability of default in future and has considered estimates of possible effects from any uncertain events/litigations etc. The Management has exercised significant judgement in estimating the allowance for credit losses making it a key audit matter.	• Development of the expected credit model for the allowance for credit losses, including consideration of the current and estimated future economic conditions. • Completeness and accuracy of information used in the estimation of probability of default • Status of recovery of trade receivables as on the report date out of the total outstanding as at March 31, 2025 • Verification of computation of the allowance for credit losses • Testing the arithmetical accuracy and computation of the allowance prepared by the Management. • Testing the allowance for credit loss through alternate scenarios, including profiling of customers based on their attributes with various sensitivities around the assumptions and reviewing the possible effects of any uncertain events/litigations to validate the Management estimates.
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Other Information:

The Holding Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the annual report—Chairman’s Statement, Directors Report, Management Discussion & Analysis and Corporate Governance Report-- other than the financial statements and our auditor’s report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement of the other information. 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.

The Directors Report, Management Discussion & Analysis and Corporate Governance Reports are expected to be made available to us after the date of this auditor's report. When we read these reports, if we conclude that the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the audit or otherwise appears to be materially misstated therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the laws and regulations.

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

The Holding Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. The Holding Company’s Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for preparation of Ind AS financial statements, Further, in terms of provisions of the Act, the respective Board of Directors of the companies included in the Group, covered under the Act, are responsible for maintenance of adequate accounting

records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing (SA's) 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls 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 Holding Company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group 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 consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are

responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in the section titled “Other Matters” in this audit report.

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

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

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

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

Other Matters

We did not audit the financial statements of two subsidiaries whose financial statements reflect total assets of Rs. 843.64 lakhs and net assets of (Rs. 810.79) (negative) lakhs as at 31st March 2025, total revenue of Rs. 1257.25 lakhs and net cash inflows amounting of Rs. 32.11 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of Rs. 2.06 lakhs for the year ended 31st March 2025, as considered in the consolidated financial statements, in respect of the joint venture company, whose financials have not been audited by us. These financial statements have been audited by other auditors whose report have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary companies and joint venture company, is based solely on the reports of the other auditors.

Our opinion above on the consolidated financial statements and our report on other legal and regulatory requirements below are not modified in respect of the above matters with respect to our reliance on the work done by and reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries and joint venture, we report to the extent applicable, 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 of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies and of its joint venture company covered under the Act, none of the Directors of the Group company and joint venture company is disqualified as on 31st March, 2025 from being appointed as a Director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal controls with reference to the financial statements of the Group companies and its joint venture company covered under the Act and the operating effectiveness of such controls, refer to our separate report in “Annexure B”. and
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditor’s) Rules, 2014, in our opinion and based on the consideration of the report of other auditors on separate financial statements as also the other financial information of the subsidiaries and joint venture and to the best of our information and according to the explanations given to us:
 - i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. (Refer Note No. 50 to the consolidated financial statements).
 - ii) The Group and its joint venture did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii) There has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and joint venture company incorporated in India.

- iv) a) The respective managements of the Company, its subsidiaries and joint venture whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any such subsidiaries or joint venture to or in any other person(s) or entities, including foreign entities ("intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Company or any of such subsidiaries or joint venture (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.

(b) The respective Managements of the Company and its subsidiaries and joint venture, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any such subsidiaries or joint venture from any person(s) or entities including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise, that such Company or any such subsidiaries or joint venture 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 guarantee, security or the like on behalf of the Ultimate beneficiaries.

Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and by the other auditors on its subsidiaries and joint venture whose financial statements have been audited under the provisions of the Act, we report that nothing has come to our notice that has caused us to believe that the representations given by the respective managements under the sub-clauses (i) and (ii) of Rule 11(e) contain any material mis-statement.

- v) The Company has not declared/ paid any dividend during the current year. Accordingly, reporting on matters specified in sub-clause (iii) of Rule 11 (f) does not apply.
- vi) Based on our examination of the books of account and other relevant records of the Company, and according to the information and explanations given to us, we report that the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility.

Further, in accordance with the requirements of the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, applicable with effect from April 1, 2023, the audit trail feature has been operated throughout the financial year ended March 31, 2025, for all transactions recorded in the software, and the audit trail has not been tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

- (h) In our opinion and according to the information and explanations given to us, the remuneration paid/payable during the current year by the Holding Company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid / payable to any director by the Holding Company is not in excess of the limit laid down under Section 197 read with Schedule V of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"--CARO) issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013, to be included in the Auditor's Report, according to the information and explanations given to us and based on the CARO reports issued by us for the Company and those given

by the other auditor's for the subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these reports.

For **Chaturvedi & Partners**
Chartered Accountants
(Firm Registration No.: 307068E)

(Siddharth Punamiya)
Partner
(Membership No.: 148540)
UDIN: 25148540BMJIBJ1808

Place: Mumbai
Date: 19th May, 2025

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

List of subsidiaries and joint venture included in the Consolidated Financial Statements

Name of entity	As at March 31, 2025	
	% holding	Consolidated as
Suditi Design Studio Ltd.	100%	Subsidiary
Suditi Sports Apparels Ltd.	60%	Subsidiary
SAA & Suditi Retail Pvt. Ltd.	50%	Joint Venture

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2025, we have audited the internal financial controls with reference to the financial statements of **Suditi Industries Ltd.**, (hereinafter referred to as "the Holding Company"), its subsidiary companies and joint venture company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company, its subsidiary companies and joint venture company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("IFCFR") issued by the Institute of Chartered Accountants of India ("ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements of the entities of the Group, which are Companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards of Auditing, both 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in the 'Other Matters' paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements 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 consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements 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 and based on the consideration of the reports of the other auditors on internal financial control with reference to financial statements and to the best of our information and according to explanations given to us, the Holding Company, its subsidiary companies and joint venture company, which are incorporated in India, have, in all material respects, an adequate internal financial control with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India”.

Other Matters

We did not audit the IFCFR in so far as it relates to joint venture company, which is a company covered under the Act, in respect of which, the Group's share of net loss of Rs. 2.06 lakhs for the year ended 31st March, 2025 has been considered in the consolidated financial statements. The IFCFR in so far as it relates to the subsidiary companies have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the IFCFR for the Holding Company, its subsidiary companies and joint venture company, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies and joint venture is based solely on the report of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the report of the other auditor.

For **Chaturvedi & Partners**
Chartered Accountants
(Firm Registration No.: 307068E)

(**Siddharth Punamiya**)
Partner
(Membership No.: 148540)
UDIN: 25148540BMJIBJ1808

Place: Mumbai
Date: 19th May, 2025

Suditi Industries Limited

Consolidated Balance Sheet as on 31-03-2025

		Amount (Rs. in Lakhs)		
	PARTICULARS	Notes	As at March 31, 2025	As at March 31, 2024
	ASSETS			
1	Non-current assets			
	a. Property, Plant and Equipment	5	1,004.13	1,119.87
	b. Capital work-in-progress		-	-
	c. Intangible assets	5	1,919.76	3.95
	d. Intangible assets under development		-	-
	e. Financial Assets			
	i. Investments			
	(a) Investments in Subsidiaries		-	-
	(b) Investments in Joint Ventures		-	-
	ii. Loans	6	91.13	102.54
	iii. Others financial assets	7	15.18	64.63
	f. Deferred tax assets	8	171.72	47.60
	g. Other non-current assets	9	0.94	0.25
	Total non-current assets		3,202.86	1,338.84
2	Current assets			
	a. Inventories	10	816.70	897.19
	b. Financial Assets			
	i. Other investments	11	2.24	2.33
	ii. Trade receivables	12	4,099.60	1,999.35
	iii. Cash and cash equivalents	13	103.93	18.26
	iv. Loans	6	2.48	1.45
	c. Current Tax Assets (Net)	14	163.42	153.56
	d. Other Current Assets	9	805.63	242.94
	Total current assets		5,994.00	3,315.08
	Total assets		9,196.86	4,653.92
	EQUITY AND LIABILITIES			
	Equity			
	a. Equity share capital	15	3,961.63	2,636.73
	b. Other equity	16	(2,207.94)	(4,762.59)
	c. Share warrants application money pending allotment		845.63	-
	Equity attributable to owners of the Company		2,599.32	(2,125.87)
	Non-Controlling Interest		(0.98)	(33.07)
	Total Equity		2,598.34	(2,158.94)
	LIABILITIES			
1	Non-current liabilities			
	a. Financial Liabilities			
	i. Borrowings	17	207.06	146.57
	b. Provisions	22	65.00	50.17
	c. Deferred tax liability	8	-	-
	d. Other non-current liabilities	18	360.61	519.65
	Total non-current liabilities		632.67	716.39
2	Current liabilities			
	a. Financial Liabilities			
	i. Borrowings	19	575.02	385.04
	ii. Trade payables	20		
	Due to Micro Enterprises & Small Enterprises		14.01	678.75
	Due to Others		2,685.03	1,586.01
	iii. Other financial liabilities	21	114.18	211.88
	b. Provisions	22	13.27	19.53
	c. Other current liabilities	23	2,564.34	3,215.26
	Total current liabilities		5,965.85	6,096.46
	Total liabilities		6,598.52	6,812.86
	Total Equity and Liabilities		9,196.86	4,653.92

The accompanying notes 1 to 64 are an integral part of the consolidated financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For Chaturvedi & Partners
Chartered Accountants
(Firm Registration No.307068E)

Pawan Agarwal
Chairman
DIN: 00808731

Vivek Gangwal
Director
DIN: 01079807

Siddharth P Punamiya
Partner
(Membership No.148540)
Mumbai, 19th May, 2025

Rajagopal Raja Chinraj
Executive Director & CEO
DIN: 00158832

Krina Gala
Director
DIN: 07040989

Shweta Gupta
Company Secretary
Navi Mumbai, 19th May, 2025

Seeta Shah
Chief Financial Officer

Suditi Industries Limited

Consolidated Statement of profit and loss for the year ended March 31, 2025

		Amount (Rs. in Lakhs)		
	Particulars	Notes	As at March 31, 2025	As at March 31, 2024
I	Revenue from operations	24	9,547.68	6,770.86
II	Other Income	25	181.79	477.78
III	Total Income (I + II)		9,729.47	7,248.64
IV	Expenses			
	Cost of materials consumed	26	6,726.22	5,245.99
	Purchase of Stock-in-Trade		-	-
	Changes in stock of finished goods, work-in-progress and stock-in-trade			
		27	129.57	117.74
	Employee benefits expense	28	402.45	479.70
	Finance costs	29	63.96	212.58
	Depreciation and amortisation expense	30	289.08	274.73
	Other Expenses	31	1,923.94	2,118.77
	Total Expenses (IV)		9,535.22	8,449.51
V	Profit/ (Loss) before exceptional items and tax (III - IV)		194.25	(1,200.86)
VI	Exceptional items		-	-
VII	Profit/(Loss) before Share of Profit/(Loss) of Associates/ Joint Ventures and tax (V - VI)		194.25	(1,200.86)
VIII	Share of profit/(loss) in Joint Venture		(2.06)	(11.06)
IX	Profit/(Loss) before tax (VII + VIII)		192.19	(1,211.92)
X	Tax expenses			
	(1). Current tax		-	-
	(2). Deferred tax		(121.99)	(30.28)
			(121.99)	(30.28)
XI	Profit/(Loss) for the period (IX - X)		314.18	(1,181.64)
	Other comprehensive income	37		
	(i) Items that will not be reclassified to Profit or Loss		(8.44)	17.54
	(ii) Income tax relating to items that will not be reclassified to Profit or Loss		2.12	(4.41)
			(6.32)	13.13
XII	Total other comprehensive income [a+b]			
XIII	Total comprehensive income for the period (XI + XII)		307.87	(1,168.51)
XIV	Total comprehensive income for the period attributable to			
	Owners of the Parent		275.79	(1,178.05)
	Non-controlling Interest		32.08	9.54
			307.87	(1,168.51)
	Earnings per equity share (for continuing operations):			
	(1). Basic (in Rs.)		1.13	(4.43)
	(2). Diluted (in Rs.)		1.11	(4.43)

The accompanying notes 1 to 64 are an integral part of the consolidated financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For Chaturvedi & Partners
Chartered Accountants
(Firm Registration No.307068E)

Pawan Agarwal
Chairman
DIN: 00808731

Vivek Gangwal
Director
DIN: 01079807

Siddharth P Punamiya
Partner
(Membership No.148540)
Mumbai, 19th May, 2025

Rajagopal Raja Chinraj
Executive Director & CEO
DIN: 00158832

Krina Gala
Director
DIN: 07040989

Shweta Gupta
Company Secretary
Navi Mumbai, 19th May, 2025

Seeta Shah
Chief Financial Officer

Suditi Industries Limited - Consolidated Results

Consolidated Cash Flow Statement for the year ended March 31, 2025

Particulars	Amount (Rs. in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Cash flows from operating activities		
Profit before Tax	194.25	(1,200.86)
Adjustments for:		
Finance cost	63.96	212.58
Depreciation and amortisation of non-current assets (continuing and discontinued operations)	289.08	274.73
Share of Profit/(loss) of joint ventures/others	(2.06)	(11.06)
Prior period account	-	-
Amortisation of Rights Issue Expenses	-	-
Tax adjustment of earlier years	-	7.85
Loss on sale of Motor Car	-	1.33
Impairment loss, net of reversals on financial assets	0.09	(1.03)
Operating cash flow before movement in working capital	545.32	(716.46)
Movements in working capital:		
(Increase)/decrease in trade and other receivables	(2,101.28)	572.62
(Increase)/decrease in amounts due from customers under construction contracts	-	-
(Increase)/ decrease in inventories	80.50	207.19
(Increase)/decrease in other assets	(572.55)	440.26
Increase/ (Decrease) in Provisions	8.56	(14.33)
Increase/ (Decrease) in trade payables	434.28	(1,327.26)
Increase/ (Decrease) in Other Current/Financial Liabilities (excl Deferred Revenue)	(757.05)	941.46
Cash generated from/(used in) operations	(2,362.21)	103.48
Income Taxes Paid	-	-
Net cash generated by/(used in) operating activities	(2,362.21)	103.48
Cash flows from investing activities		
Payments to acquire financial assets	(2,089.16)	(2.21)
Proceeds on sale of financial assets	-	0.30
Movement in Long term loans and advances	60.18	57.50
Subsidy - Interest	-	-
Insurance claim received	-	-
Movement in Non Current Investments	-	-
Net cash (used in)/generated by investing activities	(2,028.99)	55.58
Cash flows from financing activities		
Proceeds from issue of equity instruments of the Company	3,603.78	-
Share warrants application money pending allotment	845.63	-
Proceeds from Non Current borrowings (Incl Deferred revenue)	-	-
Repayment of Non Current Borrowings	-	-
Proceeds from Current Borrowings	250.47	383.81
Movement in Other long term liabilities	(159.04)	(332.60)
Interest paid	(63.96)	(212.58)
Net cash (used in)/ raised from financing activities	4,476.88	(161.37)
Net increase/(decrease) in cash and cash equivalents	85.67	(2.30)
Cash and cash equivalents at the beginning of the year	18.26	20.56
Effects of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies	-	-
Cash and cash equivalents at the end of the year	103.93	18.26
Notes:		
1. The above Cash Flow Statement has been prepared under the 'Indirect Method' in accordance with the Ind AS - 7 notified under the Section 133 of the Companies Act, 2013 & Rules made thereunder.		
2. The Statement of Cash Flow for the year ended 31/03/2025 has been approved by the Board of Directors based on the numbers provided by the respective Group Companies audited by other Auditors. Previous year figures have been regrouped where necessary.		
	(Rs. in lacs)	
	As at March 31, 2025	As at March 31, 2024
3. Cash and Cash Equivalents comprises of:		
Cash on Hand	3.91	3.94
Balances with Banks		
- Current Accounts	42.13	5.43
Fixed Deposits with maturity of less than 3 months	53.72	-
Earmarked Balances with Banks		
- Unpaid Dividend	4.17	8.90
Cash and Cash Equivalents in Cash Flow Statement	103.93	18.26
By order of Board of Directors For SUDITI INDUSTRIES LIMITED RAJAGOPAL RAJA CHINRAJ (EXECUTIVE DIRECTOR) DIN: 00158832 Place: Navi Mumbai Date: 19th May, 2025		

3. Explanatory Note on Ind AS 7

Ind AS on Cash Flow Statements requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. This disclosure is given below and there is no other impact on the financial statements.

	As at March 31, 2024	Cash Flows	Non-cash changes		As at March 31, 2025
			Fair value changes	Current/Non- current classification	
Borrowings - Non Current	146.57	60.49	-	-	207.06
Borrowings - Non Current FCD's	-	-	-	-	-
Other Non Current Financial Liabilities	519.65	(159.04)	-	-	360.61
Borrowings - Current	385.04	189.98	-	-	575.02

4. In the Cash Flow Statement, Investment made by the Company in the 50:50 Joint Venture M/s. SAA & Suditi Retail Pvt. Ltd. amounting to Rs.5 lacs is accounted as per Equity method.

The accompanying notes 1 to 64 are an integral part of the consolidated financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For Chaturvedi & Partners
Chartered Accountants
(Firm Registration No.307068E)

Pawan Agarwal
Chairman
DIN: 00808731

Vivek Gangwal
Director
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Siddharth P Punamiya
Partner
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Mumbai, 19th May, 2025

Rajagopal Raja Chinraj
Executive Director & CEO
DIN: 00158832

Krina Gala
Director
DIN: 07040989

Shweta Gupta
Company Secretary
Navi Mumbai, 19th May, 2025

Seeta Shah
Chief Financial Officer

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

Statement of changes in Equity for the year ended 31st March, 2025

a. Equity share capital

Amount (Rs. in Lakhs)

Particulars	Notes	Balance as at April 1, 2024	Changes in Equity Share Capital due to prior period errors	Restated Balance as at April 1, 2024	Changes in equity share capital during the year	Balance as at March 31, 2025
(3,96,16,291 Fully paid equity shares of Rs.10/- each (as at March 31, 2025))	15	2,636.73	-	2,636.73	1,324.90	3,961.63

Particulars	Notes	Balance as at April 1, 2023	Changes in Equity Share Capital due to prior period errors	Restated Balance as at April 1, 2023	Changes in equity share capital during the year	Balance as at March 31, 2024
(2,63,67,291 Fully paid equity shares of Rs.10/- each (as at March 31, 2024))	15	2,636.73	-	2,636.73	-	2,636.73

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

Other Equity

Particulars	Notes	Reserves & Surplus			Items of Other Comprehensive income, that will not be reclassified to Statement of Profit & Loss	Amount (Rs. in Lakhs)
		Securities Premium	Share option outstanding account	Retained Earnings		Total
Balance at April 1, 2023	16	2,304.71	19.27	(5,949.53)	33.17	(3,592.38)
Profit/ (loss) for the year				(1,185.28)		(1,185.28)
Tax adjustment of earlier years				7.85		7.85
Transfers during the year		-				-
Other comprehensive income for the year, net of income tax					4.70	4.70
Total comprehensive income for the year		-	-	(1,177.43)	4.70	(1,172.73)
Adjustment of Profit/Loss in Subsidiary				13.57		13.57
Share of Profit in Joint Venture				(11.06)		(11.06)
Balance at March 31, 2024		2,304.71	19.27	(7,124.44)	37.87	(4,762.59)
Profit for the year				237.82		237.82
Tax adjustment of earlier years				-		-
Transfers during the year		2,278.88				2,278.88
Other comprehensive income for the year, net of income tax					(6.19)	(6.19)
Total comprehensive income for the year		2,278.88	-	237.82	(6.19)	2,510.50
Adjustment of Profit/Loss in Subsidiary				46.22		46.22
Share of Profit in Joint Venture				(2.06)		(2.06)
Balance at March 31, 2025		4,583.59	19.27	(6,842.47)	31.68	(2,207.93)

The accompanying notes 1 to 64 are an integral part of the consolidated financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For Chaturvedi & Partners
Chartered Accountants
(Firm Registration No.307068E)

Pawan Agarwal
Chairman
DIN: 00808731

Vivek Gangwal
Director
DIN: 01079807

Siddharth P Punamiya
Partner
(Membership No.148540)
Mumbai, 19th May, 2025

Rajagopal Raja Chinraj
Executive Director & CEO
DIN: 00158832

Krina Gala
Director
DIN: 07040989

Shweta Gupta
Company Secretary
Navi Mumbai, 19th May, 2025

Seeta Shah
Chief Financial Officer

Notes to the Consolidated Financial Statements for the year ended 31 March 2025

1 Group overview:

- (a) The Group, Suditi Industries Limited (SIL) (Holding Company) and its Subsidiaries majorly is in the business of processing and manufacturing of knitted hosiery fabrics and readymade garments. The company is also in the business of retail sector. The manufacturing facilities of the group are situated in India.

The Holding Company is a public limited Company domiciled and incorporated in India and its Shares are publicly traded on the Bombay Stock Exchange (BSE Ltd). The Registered Office of the Company is situated at C-253/254, MIDC, TTC Industrial Area, Pawne Village, Turbhe, Navi Mumbai - 400 705.

Statement of Compliance

These Consolidated financial statements are prepared in accordance with Indian Accounting Standards (hereinafter referred to as the “Ind AS”) notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (hereinafter referred to as “the Act”), notified under Section 133 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other relevant provisions and presentation requirements of Division II of Schedule III to the Act, as applicable, to the Financial Statements.

2 Note on Recent Pronouncements

During the financial year 2024–25, there were no new Indian Accounting Standards (Ind AS) notified or amendments issued by the Ministry of Corporate Affairs (MCA) that are applicable to the financial statements for the current reporting period. Accordingly, the financial statements have been prepared in accordance with the existing notified Ind AS under the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other relevant guidance issued by the Institute of Chartered Accountants of India (ICAI).

There has been no impact on the financial statements arising from changes in accounting standards, as no new or revised Ind AS became applicable during the year.

3 Basis of preparation and measurement of Consolidated Financial Statements

- a) The Consolidated Financial Statements comprises of audited Financial statements of Suditi Industries Limited (SIL) and the followings as on 31/03/2025.

Name	Proportion of ownership interest		Financial Statements as on	For the period
	3/31/2025	3/31/2024		
Subsidiaries & Indirect Subsidiary				
Suditi Design Studio Limited	100%	100%	3/31/2025	12 Months
Suditi Sports Apparels Limited	60%	60%	3/31/2025	12 Months
Joint Venture				
SAA & Suditi Retail Private Limited	50%	50%	3/31/2025	12 Months

- b) The Financial Statements of the holding Company and its subsidiaries have been consolidated on a line by line basis by adding together the book value of like items of assets, liabilities, income and expenses, after eliminating Intra-group balances, Intra-group transactions and unrealised profits or losses in accordance with Ind AS 110 – “Consolidated Financial Statements”. The deferred tax to be recognised for temporary differences arises from elimination of profits and losses resulting from intra group transactions.
- c) Non-controlling Interest represents the equity in a subsidiary not attributable, directly or indirectly to a Parent. Noncontrolling interest in the net assets of the subsidiaries being consolidated is identified and presented in the consolidated Balance Sheet separately from the equity attributable to the Parent’s shareholders and liabilities. Profit or loss and each component of other comprehensive income are attributed to Parent and to non-controlling interest.
- d) The difference between the cost of investment and share of net assets in the subsidiaries is identified in the financial statements as Goodwill or Capital Reserve as the case may be.

- e) One of the Subsidiary i.e Suditi Design studio limited has not recognised deferred tax assets in its books as the Management does not consider it appropriate to account for the Net Deferred Tax Asset due to uncertainty of future profits. Accordingly, the same is not recognised in Consolidated Financial statements.
- f) The Accounting policies of the Holding Company, its subsidiary and Joint Venture are largely similar.
- g) The consolidated financial statements consist of Suditi Industries Ltd (SIL), its subsidiaries and joint venture. Subsidiaries are those entities in which SIL directly or indirectly has interest more than 50% of the voting rights. The Company has adopted Equity Method of Accounting while Consolidating the Financial Results of its Joint Venture Company M/s. SAA & Suditi Retail Pvt. Ltd. as per Ind AS - 28 "Investments in Associates and Joint Ventures". In terms of the Joint Venture agreement executed by the Company with Project Anushka Sharma Lifestyle Pvt. Ltd., the Company has accounted for the entire loss of the Joint Venture in the Consolidated Financial Statements together with the depletion in value of its Investment.

4 Material Accounting Policies

Material accounting policy information has been identified and disclosed based on the guidance provided under Ind AS 1. The material accounting policy information used in preparation of the Consolidated financial statements have been disclosed in the respective notes.

4.1 Key accounting estimates, assumptions and judgements

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates, assumptions and judgements that affect the reported amounts of assets and liabilities and disclosures as at the date of the consolidated financial statements and the reported amounts of income and expense for the periods reported.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates considering different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below.

(i) Deferred income tax assets and liabilities:

Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits. The amount of total deferred tax assets could change if management estimates of projected future taxable income or if tax regulations undergo a change.

(ii) Useful lives of property, plant and equipment ('PPE') and intangible assets:

Management reviews the estimated useful lives and residual value of PPE and Intangibles at the end of each reporting period. Factors such as changes in the expected level of usage, technological developments and product life-cycle, could significantly impact the economic useful lives and the residual values of these assets. Consequently, the future depreciation charge could be revised and may have an impact on the profit of the future years.

(iii) Employee benefit obligations:

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments. These include the estimation of the appropriate discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, the employee benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(iv) Provisions and contingencies:

From time to time, the Group is subject to legal proceedings, the ultimate outcome of each being subject to uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount can be reasonably estimated. Significant judgement is required when evaluating the provision including, the probability of an unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances. Contingent liabilities are disclosed in the notes forming part of the financial statements.

Contingent assets are not disclosed in the consolidated financial statements unless an inflow of economic benefits is probable.

(v) Impairment of Financial assets:

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of Financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the Financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the Financial instrument).

For trade receivables, the Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

4.2 Revenue from contracts with customers:

To determine whether to recognise revenue from contracts with customers, the Group follows a 5-step process:

1. Identifying the contract with customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when / as performance obligation(s) are satisfied.

Revenue from contracts with customers for products sold and service provided is recognised when control of promised products or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes Goods and services taxes and is net of rebates and discounts. No element of financing is deemed present as the sales are made with a credit term of 60-90 days, which is consistent with market practice. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. These activity-specific revenue recognition criteria are based on the goods or services provided to the customer and the contract conditions in each case, and are as described below.

(i) Sale of fabrics and garments:

Revenue is recognised when control of the product is transferred to the customer, being when the products are delivered, accepted and acknowledged by customers and there is no unfulfilled obligation that could affect the customer's acceptance of the product. Revenue from the sale is recognised based on the price specified in the contract, net of rebates and discounts.

(ii) Sale of scrap:

Revenue from sale of scrap is recognised as and when the control over the goods is transferred.

(iii) Dividend and interest income:

Dividend income is recognised when the unconditional right to receive the income is established. Income from interest on deposits, loans and interest bearing securities is recognised on the time proportionate method taking in to account the amount outstanding and the rate applicable.

4.3 Property, plant and equipment:

(i) Plant and equipment:

Plant and other equipment (comprising plant and machinery, furniture and fittings, electrical equipment, office equipment, computers and vehicles) are initially recognised at acquisition cost, including any costs directly attributable to bringing the assets to the location and condition necessary for them to be capable of operating in the manner intended by the management. Plant and other equipment are subsequently measured at cost less accumulated depreciation and any impairment losses. Cost of property, plant and equipment not ready for the intended use before reporting date is disclosed as capital work in progress.

(ii) Land:

Land (other than investment property) held for use in production or administration is stated at cost. As no finite useful life for land can be determined, related carrying amounts are not depreciated. Subsequent expenditure incurred on an item of property, plant and equipment is added to the book value of that asset only if this increases the future benefits from the existing asset beyond its previously assessed standard of performance.

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in the statement of profit and loss within other income or other expenses. The components of assets are capitalised only if the life of the components vary significantly and whose cost is significant in relation to the cost of respective asset. The life of components in assets are determined based on technical assessment and past history of replacement of such components in the assets. Property, plant and equipment are carried at the cost of acquisition or construction less accumulated depreciation and accumulated impairment, if any. The cost of property, plant and equipment includes non-refundable taxes, duties, freight and other incidental expenses related to the acquisition and installation of the respective assets. Property, plant and equipment which are retired from active use and are held for disposal are stated at the lower of their net book value or net realizable value. Cost of property, plant and equipment not ready for the intended use as at balance sheet date are disclosed as “capital work-in-progress”.

Capital work in progress, property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

The Company identifies and determines cost of each component/ part of Property, plant and equipment separately, if the component/ part has a cost which is significant to the total cost of the Property, plant and equipment and has useful life that is materially different from that of the remaining asset.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances and cost of assets not ready for use at the balance sheet date are disclosed under capital work- in- progress. Depreciation is calculated on a straightline basis over the estimated useful lives of the assets as prescribed under Part C of Schedule II of the Companies Act 2013 except in respect of certain categories of assets, where the useful life of the assets has been assessed based on a technical evaluation and past experience.

The company considers 5% of the acquisition cost as the salvage value for the purpose of calculating depreciation.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(iii) Intangible Assets

Recognition and Measurement:

Intangible assets are recognized when it is probable that the expected future economic benefits attributable to the asset will flow to the entity and the cost of the asset can be measured reliably. Intangible assets acquired separately are initially measured at cost, which comprises the purchase price and any directly attributable expenditure necessary to bring the asset to its intended use.

Capitalization of Brand Acquisition:

During the quarter, the Company acquired a well-known brand with a pan-India omni-channel retail presence. The acquisition included both the purchase consideration and ancillary incidental expenses. The total cost has been capitalised under "Intangible Assets" in accordance with applicable Indian accounting standards.

Subsequent Measurement:

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Amortisation:

Intangible assets are amortised over their estimated useful lives on a systematic basis. The useful life is determined based on the expected pattern of consumption of future economic benefits and is reviewed at least at the end of each reporting period. Based on a valuation conducted by a registered valuer, the acquired brand is being amortised over a useful life of 20 years. Any changes in the expected useful life or amortisation method are accounted for as changes in accounting estimates.

Internally Generated Intangible Assets:

Expenditure on research activities is recognised in profit or loss as incurred. Development expenditure is capitalised only if the recognition criteria are met.

A summary of the policies applied to the Company's intangible assets is based on technical advice and own experience is as follows:

Particular	Amortisation
Computer Software	Over a period of 3 years
Brand	Over a period of 20 years

- (iv) Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually or whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

4.4 Impairment testing of intangible assets and property, plant and equipment:

For the purpose of impairment assessment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. All individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's (or cash-generating unit's) carrying amount exceeds its recoverable amount, which is the higher of fair value less costs of disposal and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future reorganizations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect current market assessments of the time value of money and asset-specific risk factors. Impairment losses for cash-generating units reduce first the carrying amount of any goodwill allocated to that cash-generating unit. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

4.5 Depreciation and amortization:

Depreciation on property, plant and equipment is provided on straight line method and in the manner prescribed in Schedule II to the Companies Act, 2013, over its useful life specified in the Act, or based on the useful life of the assets as estimated by management based on technical evaluation and advice. The residual value is generally assessed as 5% of the acquisition cost which is considered to be the amount recoverable at the end of the asset's useful life. The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end.

4.6 Leases:

The company recognizes all the Lease agreements including Leave & License Agreements executed for tenure which is more than one year as per the requirements under Ind AS 116. Accordingly, the Company recognizes the value of the total sum of the Lease Rent Obligation for the entire period covered under the agreement as an Asset under "Right to Use" with corresponding Obligation as a Liability under "Lease Liability". The asset acquired as Right to Use over a period of more than one year as stated in the agreement is further discounted and ascertained the present value of the entitlement to use the asset. The asset is amortized over the lease period proportionately in the books as charges during the particular year. Similarly, the lease liability is proportionately reduced by accounting the monthly lease payments. Both the assets and liabilities including the charges are reflected in the books.

(a) Company as a lessee

The Company evaluates each contract or arrangement, whether it qualifies as lease as defined under Ind AS 116. The Company determines the lease term as the non-cancellable period of a lease, together with periods covered by an option to extend the lease, where the Company is reasonably certain to exercise that option. The Company at the commencement of the lease contract recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term leases) and low value assets. For these short term and low value leases, the Company recognizes the lease payments as an operating expense on a straight line basis over the lease term. The cost of the right-of-use asset comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, plus any initial direct costs, less any lease incentives received. Subsequently, the right-of-use assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets are amortised over the lease period from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The estimated useful life of right-of-use assets are determined on the same basis as those of property, plant and equipment. The Company applies Ind AS 36 to determine whether an RoU asset is impaired and accounts for any identified impairment loss as described in the impairment of nonfinancial assets below.

For lease liabilities at the commencement of the lease, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate that the Company would have to pay to borrow funds, including the consideration of factors such as the nature of the asset and location, collateral, market terms and conditions, as applicable in a similar economic environment. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. The Company recognizes the amount of the remeasurement of lease liability as an adjustment to the right-of-use assets. Where the carrying amount of the right-of use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the measurement in statement of profit and loss. Lease liability payments are classified as cash used in financing activities in the statement of cash flows.

4.7 Financial instruments:

Financial Instruments.

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

1 Financial Assets.

1.1 Definition:

Financial Assets include Cash and Cash Equivalents, Trade and Other Receivables, Investments in Securities and other eligible Current and Non-Current Assets.

At initial recognition, all financial assets are measured at fair value. The classification is reviewed at the end of each reporting period.

(i) Financial Assets at Amortised Cost:

At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates. These financial assets are intended to be held until maturity. Therefore, they are subsequently measured at amortized cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the financial asset. The EIR amortization is included as interest income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of Profit and Loss.

(ii) Financial Assets at Fair value through Other Comprehensive Income:

At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates, as well as held for selling. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognized in Other Comprehensive Income (OCI). Interest income calculated using the effective interest rate (EIR) method, impairment gain or loss and foreign exchange gain or loss are recognized in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in Other Comprehensive Income is reclassified from the OCI to the Statement of Profit and Loss.

(iii) Financial Assets at Fair value th

At the date of initial recognition, Financial assets are held for trading, or which are measured neither at Amortized Cost nor at Fair Value through OCI. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognized in the Statement of Profit and Loss.

1.2 Trade Receivables.

A Receivable is classified as a 'trade receivable' if it is in respect of the amount due from customers on account of goods sold or services rendered in the ordinary course of business. Trade receivables are recognized at fair value less provision for impairment, if any. For some trade receivables the Company may obtain security in the form of guarantee, security deposit, in cash or goods or letter of credit which can be called upon if the counterparty is in default under the terms of the agreement.

1.3 Investment in Equity Shares.

Investment in Equity Securities are initially measured at cost. Any subsequent fair value gain or loss is recognized through Profit or Loss if such investments in Equity Securities are held for trading purposes. The fair value gains or losses of all other Equity Securities are recognized in Other Comprehensive Income.

1.4 Derecognition of Financial Assets.

A Financial Asset is primarily derecognized when:

- The right to receive cash flows from asset has expired, or
- The Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement and either:
 - a) The Company has transferred substantially all the risks and rewards of the asset, or
 - b) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred or ceased the control of the asset. When the Company has transferred its right to receive cash flows from an asset or has entered into a pass through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company’s continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

2 Financial Liabilities.

2.1 Definition:

Financial liabilities include Long-term and Short-term Loans and Borrowings, Trade and Other payables and Other eligible Current and Non-current Liabilities.

(a) Initial Recognition and Measurement.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

(b) Subsequent Measurement.

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

i) Financial Liabilities at Fair Value through Profit and Loss.

Financial liabilities at fair value through profit and loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial measurement recognition at fair value through profit and loss. Financial liabilities at fair value through profit and loss are at each reporting date at fair value with all the changes recognized in the Statement of Profit and Loss.

ii) Financial Liabilities measured at Amortized Cost.

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

4.8 Inventories:

(i) Raw materials:

Raw materials are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a First in First out basis.

(ii) Work in progress and finished goods:

Work in progress and finished goods are valued at lower of cost and net realizable value. Cost includes the combined cost of material, labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes goods & services tax/excise duty, wherever applicable. Cost is determined on a First in First out basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

(iii) Stores and Spares:

Stores and spares consists of packing materials, engineering spares and consumables which are used in operating machines or consumed as indirect materials in the manufacturing process, has been valued using weighted average cost method. The cost comprises of costs of purchase, duties and taxes(other than those subsequently recoverable), conversion cost and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less estimated cost to completion and applicable selling expenses.

4.9 Post-employment benefits and short-term employee benefits:

Defined contribution plan:

Contribution to Provident Fund in India and other defined contribution plans in the other entities of the Group are in the nature of defined contribution plan and are made to a recognised fund. The Group has no legal or constructive obligations to pay contributions in addition to its fixed contributions, which are recognised as an expense in the period that related employee services are received.

(i) Provident fund:

The Holding Company makes contribution to the statutory provident fund in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952, which is a defined contribution plan, and contribution paid or payable is recognised as an expense in the period in which it falls due. Contributions to defined contribution pension scheme are recognised as an expense in the period which the related service is performed.

(ii) Other funds:

The Group's contribution towards defined contribution plan is accrued in compliance with the requirement of the domestic laws of the countries in which the consolidated entities operate in the year of which the contributions are done. Payments to defined contribution retirement benefit plans are charged as an expense as they fall due.

Defined benefit Plan:

Under the Group's defined benefit plans, the amount of benefit that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The legal obligation for any benefits remains with the Group, even if plan assets for funding the defined benefit plan have been set aside. Plan assets may include assets specifically designated to a long-term benefit fund as well as qualifying insurance policies.

The defined benefit funds maintained by the Group are as below:

(i) Gratuity:

The liability recognised in the statement of financial position for defined benefit plans is the present value of the defined benefit obligation (DBO) at the reporting date less the fair value of plan assets. The Group estimates the DBO annually with the assistance of independent actuaries. This is based on standard rates of inflation, salary growth rate and mortality. Discount factors are determined close to each year-end by reference to high quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related gratuity liability. Service cost on the Group's defined benefit plan is included in employee benefits expense. Employee contributions, all of which are independent of the number of years of service, are treated as a reduction of service cost. Actuarial gains and losses resulting from measurements of the net defined benefit liability are included in other comprehensive income.

(ii) Leave salary - compensated absences:

The Group also extends defined benefit plans in the form of compensated absences to employees. Provision for compensated absences is made on actuarial valuation basis.

4.10 Taxation:

Tax expense recognised in the statement of profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity. Calculation of current tax is based on tax rates in accordance with tax laws that have been enacted or substantively enacted by the end of the reporting period. Deferred income taxes are calculated using the liability method on temporary differences between tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at reporting date. Deferred taxes pertaining to items recognised in other comprehensive income are also disclosed under the same head. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilised against future taxable income. This is assessed based on the respective entity's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Deferred tax is not provided on the initial recognition of goodwill, or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax liabilities are generally recognised in full, although Ind AS 12 'Income Taxes' specifies limited exemptions. As a result of these exemptions the Group does not recognise deferred tax liability on temporary differences relating to goodwill, or to its investments in subsidiaries. Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in the statement of profit and loss, except where they relate to items that are recognised in other comprehensive income (such as the re-measurement of defined benefit plans) or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

4.11 Contingent liabilities and provisions:

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic resources will be required from the Group and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material. Any reimbursement that the Group is virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision. No liability is recognised if an outflow of economic resources as a result of present obligations is not probable. Such situations are disclosed as contingent liabilities if the outflow of resources is remote. The Group does not recognise contingent assets unless the realization of the income is virtually certain, however these are assessed continually to ensure that the developments are appropriately disclosed in the consolidated financial statements.

4.12 Cash and cash equivalents:

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 3 months from the date of acquisition that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

4.13 Cash flow statement:

Cash flows are reported using the indirect method, whereby profit / (loss) before exceptional items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future receipts or payments. In the cash flow statement, cash and cash equivalents includes cash in hand, cheques on hand, balances with banks in current accounts and other short- term highly liquid investments with original maturities of 3 months or less, as applicable.

5 Property, plant and equipment and capital work-in-progress

Amount (Rs. in Lakhs)

	As at March 31, 2025	As at March 31, 2024
Carrying amounts of:		
Plant & Machinery	284.04	224.02
Furniture and Fixtures	170.49	198.19
Office & Other Equipments	27.29	34.26
Computers	9.90	10.05
Electric Installation	23.48	31.78
Vehicles	27.78	3.40
Right to use Amortised Value of Assets	461.15	618.17
	1,004.13	1,119.87
Capital work-in-progress	-	-
	1,004.13	1,119.87

Intangible assets

	As at March 31, 2025	As at March 31, 2024
Carrying amounts of:		
Brand	1,914.37	-
Software	3.81	3.95
Trademark	1.59	-
	1,919.76	3.95

Property , Plant & Equipment :

Particulars	Plant and Machinery	Furniture and Fixtures	Office & Other Equipments	Computers	Electric Installation	Vehicles	Right to use Amortised Value of Assets	Total
Gross Block								
Cost or Deemed Cost								
Balance at March 31, 2024	3,108.76	832.00	231.70	203.01	200.63	20.08	838.53	5,434.72
Additions	86.23	20.21	0.99	1.39	-	25.99	16.20	151.02
Disposals/Adjustment	-	-	-	-	-	-	-	-
Balance at March 31, 2025	3,195.00	852.20	232.69	204.40	200.63	46.08	854.73	5,585.73

Accumulated depreciation and impairment								
Balance at March 31, 2024	2,884.74	633.81	197.44	192.96	168.85	16.68	220.36	4,314.85
Depreciation charge for the year	26.21	47.91	7.97	1.54	8.30	1.61	173.22	266.76
Depreciation adjustment for the year	-	-	-	-	-	-	-	-
Balance at March 31, 2025	2,910.96	681.72	205.41	194.50	177.15	18.29	393.58	4,581.60

Carrying amount								
Balance at March 31, 2024	224.02	198.19	34.26	10.05	31.78	3.40	618.17	1,119.87
Balance at March 31, 2025	284.04	170.49	27.29	9.90	23.48	27.78	461.15	1,004.13

Intangible Assets

	Brand	Software	Trademark	Total
Gross Block				
Cost or Deemed Cost				
Balance at March 31, 2024	-	45.02	3.00	48.02
Additions	1,936.54	-	1.60	1,938.14
Disposals	-	-	-	-
Balance at March 31, 2025	1,936.54	45.02	4.60	1,986.16

Accumulated depreciation and impairment				Total
Balance at March 31, 2024	-	41.07	3.00	44.07
Depreciation charge for the year	22.17	0.14	0.01	22.33
Balance at March 31, 2025	22.17	41.21	3.01	66.40

Carrying amount				Total
Balance at March 31, 2024	-	3.95	-	3.95
Balance at March 31, 2025	1,914.37	3.81	1.59	1,919.76

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

6 Loans

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	<u>Non- Current</u>		
	Unsecured, considered Good Security Deposits	91.13	102.54
	Total	91.13	102.54
	<u>Current</u>		
	Loans & Advances to Employees	2.48	1.45
	Total	2.48	1.45

7 Other Non Current Financial Assets

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	Unsecured, considered good		
	Fixed Deposit with Banks Bank deposits with original maturity for more than 12 months	15.18	64.63
	Total	15.18	64.63

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

8 Deferred Tax Assets/(Liabilities)

Amount (Rs. in Lakhs)

The following is the analysis of deferred tax assets presented in the balance sheet:

	Particulars	As at March 31, 2025	As at March 31, 2024
	Net Deferred Tax (Liability)/ Asset	171.72	47.60
	Total	171.72	47.60

	Particulars	As at March 31, 2025	As at March 31, 2024
	Deferred tax Assets		
	Related to Other Current Liabilities	346.93	(0.19)
	Related to Plant, Property & Equipment	(174.46)	48.55
	Total	172.47	48.36

	Deferred tax Liabilities		
	Total	-	-
	Deffered Tax Liability on OCI	(0.76)	(0.76)
	Impact of Change in Tax Rate	-	-
	Net deferred tax (liability) / asset	171.72	47.60

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

9 Other Assets

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
<u>(A) Other Non- Current Assets</u>		
Unsecured, Considered Good		
Prepaid Expenses	-	-
Security Deposits	0.94	0.25
Total of Other Non- Current Assets	0.94	0.25
<u>(B) Other Current Assets</u>		
Other Advances	5.47	20.10
Advance to Suppliers	242.74	13.31
Prepaid Expenses	75.16	31.79
Others:-		
- Balances with government authorities		
GST receivable	482.20	177.67
Other Current Assets	0.07	0.07
-		
Total of Other Current Assets	805.63	242.94

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

10 Inventories

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Inventories (lower of cost and net realisable value)		
- Raw materials	76.57	39.08
- Work-in-progress	38.54	30.29
- Finished goods	667.41	805.22
- Stock-in-trade	-	-
- Stores and spares	31.81	22.12
- Fuel & Oil	2.37	0.48
Total	816.70	897.19

Details of inventories pledged for Bank Borrowings as security for liabilities is as follows:

Particulars	Amount (Rupees)	Security hypothecated/ pledged against
31st March 2025		
— Raw Materials / Work-in-progress	-	During the year, the company did not have any working capital loans hence no hypothecation of securities are made.
— Finished goods / Stock-in-trade	-	
31st March 2024		
— Raw Materials / Work-in-progress	-	During the year, the company did not have any working capital loans hence no

— Finished goods / Stock-in-trade	-	loans hence no hypothetication of securities are made.
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Mode of valuation:

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials, consumables, stores,spares and packing materials:

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Finished goods and work in progress:

Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Finished goods are valued on standard cost basis that approximates to actual cost.

Traded goods: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Traded goods are valued at standard cost that approximates to actual cost.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

11 Other investments

Amount (Rs. in Lakhs)

Current

	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount (Rs. in Lakhs)	No. of Shares	Amount (Rs. in Lakhs)
(A) Investments in Equity Instruments				
Quoted- Others (At Fair Value through OCI)				
IDBI Bank Limited - Fully paid-up [2880 (Including Bonus Shares issues of 1080 shares)]	2,880	2.24	2,880	2.33
Total Aggregate Quoted Investments (A)	2,880	2.24	2,880	2.33

Investment in equity shares are recognised at fair value through profit and loss.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

12 Trade Receivables

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	<u>Current</u>		
	Secured		
	(a) Considered good		-
	— From Related Parties	1,264.61	1,262.26
	— From Others	131.93	108.26
	Unsecured		
	(a) Considered good		
	— From Related Parties	-	-
	— From Others	3,050.52	709.74
	(b) Receivables which have significant increase in credit risk		
	— From Related Parties	-	-
	— From Others	842.03	842.03
	Allowance for expected credit loss		
	(a) Receivables which have significant increase in credit risk		
	— From Related Parties	-	-
	— From Others	(1,189.49)	(922.95)
	Credit impaired	-	-
	Total	4,099.60	1,999.35

Movement in provisions of doubtful debts

(Amount in Rs.)

	Particulars	As at March 31, 2025	As at March 31, 2024
	Opening Provision	922.95	783.44
Add :	Additional Provision made	266.54	229.77
Less :	Provision write off	-	90.26
	Closing Provisions	1,189.49	922.95

Note :

- a) Allowance for bad & doubtful debts is created in accordance with 'expected credit loss' model prescribed under Ind AS 109.
- b) Trade receivables are non-interest bearing and credit period generally falls in the range of 30 to 120 days terms.
- c) The company has some balances of certain customers accumulated over a period of time which became non moving particularly after the pandemic crisis. The same continued to remain non-moving and carried forward from year to year without any major movement due to differences in the claims and counterclaims from the customer. Accordingly the company has further provided Rs.266.54 Lakhs provision during the year and now the total amount of provision stands at Rs.1189.49 Lakhs.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

12.1 Ageing for trade receivables is as follows

As at March 31, 2025

Amount (Rs. in Lakhs)

Particular	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months – 1 year	1-2 year	2-3 year	More than 3 year	Total
(i) Undisputed Trade receivables- considered good	2,315.05	121.30	62.39	11.70	1,936.62	4,447.06
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	316.32	316.32
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – considered doubtful	-	-	-	-	525.71	525.71
TOTAL	2,315.05	121.30	62.39	11.70	2,778.65	5,289.09

As at March 31, 2024

Amount (Rs. in Lakhs)

Particular	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months – 1 year	1-2 year	2-3 year	More than 3 year	Total
(i) Undisputed Trade receivables- considered good	291.43	165.14	92.39	333.27	1,198.03	2,080.26
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	316.32	316.32
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – considered doubtful	-	-	-	-	525.71	525.71
TOTAL	291.43	165.14	92.39	333.27	2,040.06	2,922.29

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

13 Cash and Cash Equivalents

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	Balances with Banks	42.13	5.43
	Cash on hand	3.91	3.94
	Fixed Deposits with maturity of less than 3 months*	53.72	-
	Others :		
	Unclaimed Dividend Accounts	4.17	8.90
	Total	103.93	18.26

* Lien Marked against TUF Loan as mentioned in Note No.17.

14 Current tax assets

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	Current tax assets		
	Income Tax (TDS Receivable, Net of Provisions)	163.42	153.56
	Total	163.42	153.56

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

15 Equity share capital

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Equity share capital	3,961.63	2,636.73
Total	3,961.63	2,636.73
Authorised Share Capital 6,00,00,000 Fully paid equity shares of Rs.10/- each: (3,00,00,000 Fully paid equity shares of Rs.10/- each)	6,000.00	3,000.00
Issued, subscribed & Paid Up (3,96,16,291 Fully paid equity shares of Rs.10/- each (as at March 31, 2025) ; (2,63,67,291 Fully paid equity shares of Rs.10/- each (as at March 31, 2024)	3,961.63	2,636.73
Total	3,961.63	2,636.73

Note: During the year, the Company has increased the Authorised Capital from Rs.3000 Lakhs to Rs.6000 Lakhs.

a) Preferential Allotment of Equity Shares:

During the year, the Company has made a preferential allotment of 1,32,49,000 equity shares of face value ₹10 each at a premium of ₹17.50 per share to certain shareholders, including promoters, on a "preferential allotment basis". The allotment was made to members holding shares as on the record date as announced by the Company.

Pursuant to the allotment, the equity share capital of the Company has increased from ₹26,36,72,910 to ₹39,61,62,910. The shares have been listed and trading approval has been obtained from the designated stock exchange, BSE Limited.

The entire issue complies with the applicable regulations and was made in accordance with the provisions of the Companies Act, 2013 and SEBI (ICDR) Regulations.

b) Issue of Convertible Equity Share Warrants:

The Company has received 25% of the consideration towards the issue of 1,23,00,000 Convertible Equity Share Warrants (“Warrants”) on a preferential basis to persons belonging to the Promoter and Non-Promoter Category, as approved by the shareholders at the Extraordinary General Meeting held on January 3, 2025.

Pursuant to the above approval, the Board of Directors, at their meeting held on February 12, 2025, allotted 1,23,00,000 Equity Share Warrants having a face value of ₹10/- each, at a premium of ₹17.50/- per warrant. Each warrant is convertible into one equity share of the Company at the option of the warrant holder, in accordance with applicable regulations and the terms of issue.

The balance amount shall be payable at the time of conversion of warrants into equity shares, within the prescribed time frame in accordance with SEBI (ICDR) Regulations and the Companies Act, 2013.

Fully paid equity shares

	Number of shares	Share capital Amount (Rs. in Lakhs)
Balance at March 31, 2024	26,367,291	2,636.73
Addition to equity share capital during the year	13,249,000	1,324.90
Balance at March 31, 2025	39,616,291	3,961.63

Fully paid equity shares, which have a par value of Rs. 10, carry one vote per share and carry a right to dividends.

Details of Ordinary (Equity) shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Name of the Shareholder	As at March 31, 2025	As at March 31, 2024

	Number of shares held	% holding of equity shares	Number of shares held	% holding of equity shares
Fully paid equity shares				
PAWAN AGARWAL	16,813,398	42.44	16,813,398	63.766
PRAKASH LAKHANI	4,000,000	10.10	-	-
BLACK GOLD LEASING PVT. LTD.	1,519,717	5.76	1,519,717	5.764
INTIME KNITS PVT. LTD.	4,000,000	10.10	-	-

The company has only one class of shares i.e. Equity Shares having a face value of Rs.10/- each. The equity shareholders are entitled to dividend only if dividend in a particular financial year is recommended by the Board of Directors and approved by the members at the annual general meeting of that year. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by share holders.

Shares reserved for issue under options

960000 shares were reserved for issue under the Employees Stock Option Plan pursuant to a special resolution passed in 20th Annual General Meeting held on 2nd September, 2011. During the year 2024-25, the Company has neither granted any options to any employees nor any options were exercised as there are no options pending which are yet to be exercised. The details of the options granted and exercised in past are as follows.

- 1) The company has so far allotted 317320 shares.
- 2) The balance as on 31st March 2025 is 642680 options which is yet to be granted to the employees from reserved portion of the equity capital.

There has been no allotment of shares pursuant to contract(s) without payment being received in (cash during 5 years immediately preceding 31st March, 2025).

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

15.1 Disclosure of Shareholding of Promoters / Promoters group

Shares held by promoters at the end of year					
		As on 31st March, 2025		As on 31st March, 2024	
Sr No.	Promoter name	No. of shares	% of total shares	No. of shares	% of total shares
1	PAWAN AGARWAL (KEY PROMOTER, DIRECTOR)	16,813,398	42.44	16,813,398	63.77
2	SHALINI AGARWAL (P/PG/PAC)	326,044	0.82	326,044	1.24
3	RAJENDRA AGARWAL (P/PG/PAC)	40,788	0.10	40,788	0.15
4	ARCHANA AGARWAL (PG/PAC)	77,000	0.19	77,000	0.29
5	HARSH AGARWAL (PG/PAC)	35,000	0.09	35,000	0.13
6	TANAY AGARWAL (PG/PAC)	35,000	0.09	35,000	0.13
7	TANUJ AGARWAL (PG/PAC)	35,000	0.09	35,000	0.13
8	MEENA GUPTA (PG/PAC)	15,555	0.04	15,555	0.06
9	SHILPA AGARWAL (PG/PAC)	3,888	0.01	3,888	0.01
10	BLACK GOLD LEASING PVT. LTD. (PG/PAC)	1,519,717	5.76	1,519,717	5.76
11	R. PIYARELALL PVT. LTD. (PG/PAC)	155	0.00	155	0.00
12	INTIME KNITS PVT. LTD. (PG/PAC)	4,000,000	10.10	-	-
Total		22,901,545	59.74	18,901,545	71.69

Note P means Promoter
 PG means Promoter Group
 PAC means Persons Acting in Concert

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

15.2 Disclosure of Shareholding of Promoters / Promoters group

Shares held by promoters at the end of year									
		As on 31st March, 2025			As on 31st March, 2024			As on 1st April 2023	
Sr No.	Promoter name	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares
1	PAWAN AGARWAL (KEY PROMOTER, DIRECTOR)	16,813,398	42.44	-21.33	16,813,398	63.77	0.00	16,813,398	63.77
2	SHALINI AGARWAL (P/PG/PAC)	326,044	0.82	-0.42	326,044	1.24	-	326,044	1.24
3	RAJENDRA AGARWAL (P/PG/PAC)	40,788	0.10	-0.05	40,788	0.15	-	40,788	0.15
4	ARCHANA AGARWAL (PG/PAC)	77,000	0.19	-0.10	77,000	0.29	-	77,000	0.29
5	HARSH AGARWAL (PG/PAC)	35,000	0.09	-0.04	35,000	0.13	-	35,000	0.13
6	TANAY AGARWAL (PG/PAC)	35,000	0.09	-0.04	35,000	0.13	-	35,000	0.13
7	TANUJ AGARWAL (PG/PAC)	35,000	0.09	-0.04	35,000	0.13	-	35,000	0.13
8	MEENA GUPTA (PG/PAC)	15,555	0.04	-0.02	15,555	0.06	-	15,555	0.06
9	SHILPA AGARWAL (PG/PAC)	3,888	0.01	-	3,888	0.01	-	3,888	0.01
10	BLACK GOLD LEASING PVT. LTD. (PG/PAC)	1,519,717	5.76	-	1,519,717	5.76	-	1,519,717	5.76
11	R. PIYARELALL PVT. LTD. (PG/PAC)	155	0.00	-	155	0.00	-	155	0.00
12	INTIME KNITS PVT. LTD. (PG/PAC)	4,000,000	10.10	10.10	-	-	-	-	-
Total		22,901,545	59.74		18,901,545	71.69		18,901,545	71.69

Note P means Promoter
 PG means Promoter Group
 PAC means Persons Acting in Concert

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

16 Other Equity

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	Retained earnings	(6,842.48)	(7,124.45)
	Securities premium reserve	4,583.59	2,304.71
	Share option outstanding account	19.27	19.27
	Items of Other Comprehensive Income	31.68	37.87
	Total	(2,207.94)	(4,762.60)

The details are as follows:-

	Retained Earnings	As at March 31, 2025	As at March 31, 2024
	Balance at the beginning of year	(7,124.45)	(5,949.53)
	Add: Profit During the year	237.82	(1,185.28)
	Add: Tax adjustment of earlier years	-	7.85
	Impact on Account of Deferred Tax	-	-
	Adjustment of Profit/Loss of Subsidiary	46.22	13.57
	Share of Profit/(Loss) in Joint Venture	(2.06)	(11.06)
	Balance at end of year	(6,842.48)	(7,124.45)

	Securities premium	As at March 31, 2025	As at March 31, 2024
	Balance at the beginning of year	2,304.71	2,304.71
	Add: Transfers during the year	2,278.88	-
	Balance at end of year	4,583.59	2,304.71

	Share option outstanding account	As at March 31, 2025	As at March 31, 2024
	Balance at the beginning of year	19.27	19.27
	Add: Transfers during the year	-	-
	Balance at end of year	19.27	19.27

	Items of other comprehensive income	As at March 31, 2025	As at March 31, 2024

Balance at the beginning of year	37.87	33.17
Add: Additions during the year	(6.19)	4.70
Balance at end of year	31.68	37.87

Description of nature & purpose of each reserve:

Retained Earnings: Created from Profit/loss of the Company, as adjusted for distribution to owners, transfers to other reserves etc.

Securities Premium: Securities premium reserve is created due to premium on issue of shares. The reserve is utilized in accordance with the provisions of the Companies Act, 2013.

Share option outstanding account: Created for recording the grant date fair value of options issued to employees under the Employees stock option schemes & is adjusted on exercise/forfeiture of options.

Items of other comprehensive income: Created for transferring the re-measurements gains & losses on defined benefit plans.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

17 Non-current borrowings

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
(i).	Secured		
	Term loans		
	- From banks*	187.78	53.10
	Less: Current maturities of Long-term debt	4.18	-
	- Others	-	70.00
	Unsecured:		
	From Related Parties	23.47	23.47
	Total non-current borrowings	207.07	146.57

- a) During the year the Holding Company has taken Term Loan of Rs.190 Lakhs from Indian Overseas Bank, Fort branch, Mumbai - 400023 for purchase and installation of machinery.

Margin: 25% of Cost of macinery

Interest: RLLR (9.10%) + 0.20% (SP) + 0.95% (CRP), i.e. 10.25% p.a. presently

Security: Hypothecation of Machinery purchased out of loan and entire Fixed Asset of the Company.

- b) * TUF Loan amounting to Rs.53.10 lakhs is secured by lien marked on Fixed Deposit (Refer Note No.7) by the Company. It is further secured by hypothecation of specific plant & machinery procured by utilization of the loan.

18 Other non-current liabilities

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	Security Deposits	7.00	-
	Lease Liability (Refer Note no.48)	353.61	519.66
	Total	360.61	519.66

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

19 Current borrowings

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
a).	Loans repayable on demand		
	- from Commercial Banks	285.06	-
	- from Directors	158.79	9.27
	- from Promoter Group	-	-
	- from others	127.00	375.77
b).	Current maturities of Long-term debt	4.18	-
	Total	575.02	385.04

During the year the Subsidiary Company has taken Cash Credit facility under SME Easy Scheme of Rs.250 Lakhs from Indian Overseas Bank, Fort branch, Mumbai - 400023.

Margin: 30% of FMV of the Property (Residual Value)

Interest: RLLR (9.35%) + 0.40% (SP) + 0.10% (RP), i.e. 9.85% p.a. presently

Security: 30% of FMV of the Residual Value Flat number 2704, 27th Floor, Rustomjee Crown, Tower/Wing B, Opposite Axis Bank and NM Medical Centre, Gokhale Road (South), Prabhadevi Village, Mahim Distric, Mumbai - 400025.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

20 Trade payables

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	(a)Total outstanding dues of micro enterprises and small enterprises	14.01	678.75
	(b) Total outstanding dues of creditors other than microenterprises and small enterprises	2,685.03	1,586.01
	Total	2,699.04	2,264.75

According to information available with the management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'), the Company has amounts due to Micro, Small and Medium Enterprises under the said Act as follows :

i)	Principal amount remaining unpaid to any supplier as at the end of the year	14.01	678.75
ii)	Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.	-	-
iii)	The amount of interest due and payable for the period of delay in making payment (Which have been paid but beyond the appointed day during the year) without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
iv)	The amount of interest due accrued and remaining unpaid at the end of each accounting year.	-	53.65
v)	Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	144.65	72.32

Note: Interest is paid by the Holding Company to the suppliers and service providers as and when demanded.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

20.1 Ageing of Trade Payables:

As at March 31, 2025

Amount (Rs. in Lakhs)

Particular	Outstanding for following periods from due date of payment				
	Less than 1 years	1-2 Years	2-3 Years	More than 3 years	Total
i) MSME	14.01	-	-	-	14.01
(ii) Other	2,238.90	410.79	4.83	30.51	2,685.03
(iii) Disputed dues – MSME	-	-	-	-	-
(iii) Disputed dues – Others	-	-	-	-	-

As at March 31, 2024

Amount (Rs. in Lakhs)

Particular	Outstanding for following periods from due date of payment				
	Less than 1 years	1-2 Years	2-3 Years	More than 3 years	Total
i) MSME	632.19	46.55	-	-	678.75
(ii) Other	472.58	832.96	266.45	14.02	1,586.01
(iii) Disputed dues – MSME	-	-	-	-	-
(iii) Disputed dues – Others	-	-	-	-	-

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

21 Other financial liabilities

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	<u>Current</u>		
a	Employee Benefits Payable	50.29	64.78
b	Outstanding Expenses	58.90	137.86
c	Vendor Payment Facility	0.82	0.34
d	Unpaid Dividend	4.17	8.90
	Total	114.18	211.88

Note: An amount of Rs.4,71,015/-, being unclaimed dividend, has been transferred during the year to the Investor Education and Protection Fund as per applicable Rules and reported to the Registrar of Companies, Ministry of Corporate Affairs.

22 Provisions

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	Non-current		
	Defined benefit liability (net)	53.72	39.21
	Other long term employee obligations	11.28	10.96
	Total	65.00	50.17
	Current		
	Defined benefit liability (net)	0.01	0.01
	Other long term employee obligations	4.48	4.22
	Audit Fees Payable	8.78	15.29
	Total	13.27	19.53

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

23 Other current liabilities

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	TDS Payable	15.99	19.16
	Professional Tax Payable	0.72	0.36
	Advance to employee	-	-
	Advances from Customers	1,095.93	1,774.06
	Lease Liability (Refer Note no.48)	181.43	153.52
	Provident fund	2.31	2.25
	ESIC	0.27	0.28
	Sales tax	-	-
	GST Payable	-	-
	Share of loss from JV	1,267.69	1,265.63
	Total	2,564.34	3,215.26

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

24 Revenue from operations

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
	A. Revenue from contracts with customers disaggregated based on nature of product or services		
(a)	Revenue from Sale of Products:		
	- Manufactured goods	9,545.72	6,761.57
	- Stock-in-trade	-	-
	Sub-Total (a)	9,545.72	6,761.57
(b)	Other operating revenues:		
	- Export incentives	-	-
	- Royalty received From subsidiaries and associates	-	-
	- Royalty received From others	-	-
	- Scrap Sales	1.96	9.29
	- Others (specify details)	-	-
	Sub-Total (b)	1.96	9.29
	Total Revenue from Operations (a+b)	9,547.68	6,770.86

	B. Revenue from contracts with customers disaggregated based on geography	As at March 31, 2025	As at March 31, 2024
	The table below presents disaggregated revenue from contracts with customers for the year ended March 2025 and March 2024. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by industry, market and other economic factors		
(a)	Domestic	9,547.69	6,770.86
(b)	Exports	-	-
	Total Revenue from Operations (a+b)	9,547.69	6,770.86

C. Reconciliation of Gross Revenue from Contracts With Customers	As at March 31, 2025	As at March 31, 2024
Gross Revenue	9,704.01	6,925.70
Less : Discount	15.58	0.07

Less : Returns	124.28	117.92
Less : price concession	16.47	36.85
Less : incentives and performance bonus	-	-
Less : Others (specify details)	-	-
Net Revenue recognised from Contracts with Customers	9,547.68	6,770.86

Notes:

C1. The amounts receivable from customers become due after expiry of credit period which on an average is less than **180 days**. There is no significant financing component in any transaction with the customers.

C2. The Company provides agreed upon performance warranty for all range of products. The amount of liability towards such warranty is immaterial.

C3. The Company does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration. There are no contracts for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated.

25 Other Income

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2025	As at March 31, 2024
(a). Interest Income from:			
- Bank deposits	4.69	3.16	
	4.69	3.16	
(b). Other non-operating income			
- Miscellaneous Income (Fees, Charges & Write Backs)	177.10	474.63	
	177.10	474.63	
(a + b)	181.79	477.78	

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

Amount (Rs. in Lakhs)

26 Cost of Materials consumed

	As at March 31, 2025	As at March 31, 2024
Opening stock	61.68	151.14
Add: Purchases	6,775.28	5,156.54
Less: Closing stock	110.75	61.68
	6,726.22	5,245.99
<u>Raw Material and packaging material consumed:</u>		
Chemicals	313.80	241.82
Dyes	150.56	118.03
Yarn & Fabric	2,981.74	3,720.98
Stores, Spares & Consumables	125.28	150.04
Packing Materials	27.49	42.32
Power & Fuel	705.39	593.99
Other Raw Materials	2,421.96	378.82
	6,726.22	5,246.00

27 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

Amount (Rs. in Lakhs)

	As at March 31, 2025	As at March 31, 2024
Inventories at the end of the year:		
Finished goods	667.41	805.22
Work-in-progress	38.54	30.29
Stock-in-trade	-	-
	705.95	835.51
Inventories at the beginning of the year:		
Finished goods	805.22	826.44
Work-in-progress	30.29	126.82
Stock-in-trade	-	-
	835.51	953.25
	129.57	117.74

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

28 Employee benefits expenses

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Salaries, Wages and Bonus	331.09	404.66
Contribution to provident funds and other funds	20.64	26.84
Staff Welfare Expenses	50.72	48.20
Total Employee benefit expenses	402.45	479.70

29 Finance Costs

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Interest and Finance charges on financial liabilities carried at amortised cost		
Interest on borrowings	25.35	3.52
Interest on Trade payables	-	81.95
Interest on TDS	-	0.01
Interest on MSME	-	53.65
Interest on Vehicle Loan	0.09	-
Other interest expenses	38.52	73.45
Total	63.96	212.58

30 Depreciation and amortisation expense

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Depreciation of property, plant and equipment	266.76	274.56
Amortisation of intangible assets	22.33	0.17
Total depreciation and amortisation expenses	289.08	274.73

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

31 Other expenses

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Sub Contracting	566.96	569.59
Cam charges	-	-
Water	70.39	61.72
Rent Including Lease Rentals	30.50	32.27
Warehousing Charges	14.23	8.00
Repairs & Maintenance:		
- Building	3.04	1.57
- Machinery	20.68	8.18
- Others	20.91	20.42
Insurance	2.36	4.17
Rates & Taxes	17.17	3.23
Telephone & Communication Charges	7.76	9.23
Travelling & Conveyance	52.75	27.54
Printing & Stationery	8.84	5.37
Commission & Brokerage	22.28	80.41
Discount on sales	-	-
Income Tax Expenses	0.12	-
Testing Expenses	3.20	8.52
Pilferage & Shortage	-	-
Royalty	131.86	201.15
Donation & Contributions	0.02	-
Legal & Professional fees	76.80	74.12
Statutory Auditors Remuneration*	9.30	9.10
Transportation Charges	122.49	110.40
Bank Charges, Commission & Others	2.63	8.10
Bank Loan Processing Charges	1.61	-
Advertisement Expenses	0.86	0.84
Motor Car Expenses	4.27	2.13
Loss on Sale of Motor Car	-	1.33
Security Charges	20.43	25.93
Registrar & Transfer Expenses	1.72	2.42
Stamp Duty & ROC Charges	0.03	-
Subscription & Membership	12.97	7.57
Prior Period Expenses	-	-
Sundry Balance w/off	48.39	329.28
Discounting charges on Amortised Assets	54.93	67.14
Trade Support Expenses	94.29	-
Provision for Bad & Doubtful Debts	266.54	234.62
Miscellaneous Expenses	17.16	9.37
Prepaid Expenses - Security Deposit	-	-
GST Expenses	20.40	66.87
Business Promotion Expense	196.06	128.18
Total	1,923.94	2,118.77

***Statutory Auditors Remuneration**

Particulars	As at March 31, 2025	As at March 31, 2024
a) For audit	9.05	9.10
b) For Certifications	0.25	-
Total	9.30	9.10

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

32 Ratio & Variance Analysis

Sr. no.	Ratio	Measurement Unit	Numerator	Denominator	2024-25	2023-24	% Variance	Reason for variance (only if variance more than 25%)
					Current period ratio	Previous period ratio		
1	Current Ratio	Times	Current Assets	Current Liabilities (inclusive of current maturities of long term debts)	1.00	0.54	84.77	Due to considerable increase in Trade Receivables.
2	Debt-Equity Ratio	Times	Total Debt (Non-current borrowings +Current borrowings+Lease liabilities)	Shareholder's Equity	0.44	(0.49)	(189.76)	Due to increased profitability, issue of equity shares and reduction in borrowings.
3	Debt Service Coverage Ratio	Times	Net Profit before tax+Depreciation+Lease rent+Interest+Profit on Sales of Fixed Assets	Interest & Lease Payments + Principal Repayments	8.56	(3.36)	(354.90)	Due to increased profitability and reduction in borrowings.
4	Return on Equity Ratio	Percentage	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	(1.40)	(0.74)	89.31	Due to enhanced operating performance leading to profitability during the year
5	Inventory Turnover Ratio	Times	Total Sales	Average Inventories	11.14	6.77	64.68	Due to increase in turnover during the year
6	Trade Receivables Turnover Ratio	Times	Net Credit Sales	Average Accounts Receivable	3.13	2.96	5.70	
7	Trade Payables Turnover Ratio	Times	Purchases+other expenses (excluding non-cash expenses)	Average Trade Payables	2.68	1.72	55.62	Due to increase in the procurement of materials
8	Net Capital Turnover Ratio	Times	Net Credit Sales	Average Working Capital (current assets-current liabilities inclusive of current maturities of long term debts)	(6.94)	(3.03)	128.67	Due to increase in turnover and increase in Trade Receivables
9	Net Profit Ratio	Percentage	Net Profit after Tax	Revenue from Operations	0.03	(0.17)	(118.68)	Due to enhanced operating performance leading to profitability during the year
10	Return on Capital Employed	Percentage	Earning before interest and taxes	Capital employed=Tangible Net Worth + Total Debt + Deferred Tax Liability	0.08	0.69	(88.46)	Due to enhanced operating performance leading to profitability during the year
11	Return on Investment	Percentage	Earning before interest and taxes	Total Assets	0.03	-0.30	(109.24)	Due to enhanced operating performance leading to profitability during the year

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

33 Details of Corporate Social Responsibility (CSR) Obligation

Amount required to be spent by the company during the year	Amount of expenditure incurred	Shortfall at the end of the year	Total of previous years shortfall	Reason for shortfall	Nature of CSR activities	Details of related party transactions	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 should be shown separately
-	-	-	-	-	-	-	N.A.

Note: The Company does not have net profit exceeding the threshold specified under Section 135 of the Company Act, 2013, hence the Company is not required to make the contribution towards CSR during the current year.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

34 Financial Risk Management Objectives & Policy

The Group's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Group also holds FVTPL investments. The Group is exposed to market risk (including foreign currency risk, interest rate risk and commodity risk, etc.), credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Board of Directors reviews Financial Risk Management Policy

1) Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from change in the price of a financial instrument. The value of a financial instrument may change as result of change in the interest rates, foreign currency exchange rates, equity prices and other market changes may affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments and deposits, foreign currency receivables, payables and loans and borrowings. Market risk comprises mainly of risks related to changes in foreign currency exchange rates, commodity prices and interest rates. The Group has a moderate risk management system monitored by Risk Management Committee to inform Board Members about

a) Foreign currency risk management

The Group's functional currency is Indian Rupees (INR). The Group is not having any significant foreign transactions; hence the Group is not prone to foreign currency risks as on the date of the balance sheet.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Group are principally denominated in rupees with a mix of fixed and floating rates of interest. The Group has exposure to interest rate risk, arising principally on changes in base lending rate. The Group uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day-to-day operations. The Group regularly scans the Market & Interest Rate Scenario to find appropriate Financial Instruments & negotiates with the Lenders in order to reduce the effect Cost of Funding. The risk is managed by the Group by maintaining an

The following table provides a break-up of the Group's fixed and floating rate borrowings:

Particulars	Amount (Rs. in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Loans in Rupees:		
a) Fixed Rate borrowings	358.60	375.77
b) Floating Rate borrowings	241.24	123.10
c) Other loan (No Interest)	182.25	32.74
Sub-Total	782.09	531.61
Add: Upfront Fees		
Total Borrowings	782.09	531.61

Interest Rate Sensitivity :

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on financial assets affected. This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings. With all other variables held constant, the Group's profit / (Loss) before tax is affected through the impact on finance cost with respect to our borrowing. as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Change in basis Points	25	25
Effect on profit / (loss) before tax	(1.96)	(1.33)
Change in Basis Points	-25	-25
Effect on profit / (loss) before tax	1.96	1.33

c) Commodity price risk:

The Group's revenue is exposed to the market risk of price fluctuations related to the sale of its products. Market forces generally determine prices for the products sold by the Company. These prices may be influenced by factors such as supply and demand, production costs (including the costs of raw material inputs) and global and regional economic conditions and growth. Adverse changes in any of these factors may reduce the revenue that the Company earns from the sale of its products.

The Group primarily purchases its raw materials in the open market from third parties. The Group is therefore subject to fluctuations in prices for the purchase of raw materials. The Group purchased substantially all of its textile grade yarn and grey fabrics from third parties in the open market during the year ended 31 March 2025.

The Group aims to sell the products at prevailing market prices. Similarly the Group procures key raw materials based on prevailing market rates as the selling prices of its products and the prices of input raw materials move in the same direction.

2) Credit risk management:

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. Group's credit risk arises principally from the trade receivables and financial instruments and deposits with banks.

Trade receivables:

Customer credit risk is managed centrally by the Group and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits defined in accordance with the assessment. Credit risk on receivables from organized and bigger buyers is mitigated by securing the same against letters of credit and guarantees of reputed nationalized and private sector banks/ part advance payments/post dated cheques

The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables. The outstanding from the trade segment is secured by two tier security – security deposit from the dealer himself, and our business associates who manage the dealers are also responsible for the outstanding from any of the dealers in their respective region. Impairment analysis is performed based on historical data at each reporting period on an individual basis

Ageing of Trade Receivables:

Particulars	As at March 31, 2025	As at March 31, 2024
Upto 6 Months	2,315.05	291.43
Above 6 months	1,784.55	1,707.91
Grand Total	4,099.60	1,999.35

Financial Instruments and Deposits with Banks:

The Group considers factors such as track record, size of institution, market reputation and service standards to select the bank with which balances and deposits are maintained. Generally, balances are maintained with the institutions with which the Group has also availed borrowings. The Group does not maintain significant cash and deposit balances other than those required for its day to day operation

3) Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Group requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Group generates sufficient cash flow for operations, which together with the available cash and cash equivalents and short term investments provide liquidity in the short-term and long term. The Group has established an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The following tables detail the Group's remaining contractual maturity for its non derivative financial liabilities with agreed repayment periods and its non-derivative financial assets. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting

Liquidity exposure as at 31 March 2025

Amount (Rs. in Lakhs)					
Particulars	Carrying Amount	< 1 year	1-5 years	> 5 years	Total
Financial assets:					
Non-current investments	-	-	-	-	-
Current investments	2.24	2.24	-	-	2.24
Loans	2.48	2.48	-	-	2.48
Trade receivables	4,099.60	2,436.36	1,663.24	-	4,099.60
Cash and cash equivalents	103.93	103.93	-	-	103.93
Bank balances other than cash and cash Equivalents	-	-	-	-	-
Other financial assets	15.18	15.18	-	-	15.18

Inventory	816.70	816.70	-	-	816.70
Total financial assets	5,040.13	3,376.89	1,663.24	-	5,040.13
Financial liabilities:					
Long term borrowings	207.06	55.93	151.12	-	207.06
Short term borrowings	575.02	575.02	-	-	575.02
Trade payables	2,699.04	2,252.91	446.13	-	2,699.04
Other financial liabilities	114.18	114.18	-	-	114.18
Total financial liabilities	3,595.29	2,998.04	597.26	-	3,595.29

Liquidity exposure as at 31 March 2024

Amount (Rs. in Lakhs)

Particulars	Carrying Amount	< 1 year	1-5 years	> 5 years	Total
Financial assets:					
Non-current investments	-	-	-	-	-
Current investments	2.33	2.33	-	-	2.33
Loans	1.45	1.45	-	-	1.45
Trade receivables	1,999.35	441.43	1,557.92	-	1,999.35
Cash and cash equivalents	18.26	18.26	-	-	18.26
Bank balances other than cash and cash Equivalents	-	-	-	-	-
Other financial assets	64.63	64.63	-	-	64.63
Inventory	897.19	897.19	-	-	897.19
Total financial assets	2,983.22	1,425.30	1,557.92	-	2,983.22
Financial liabilities:					
Long term borrowings	146.57	23.47	123.10	-	146.57
Short term borrowings	385.04	385.04	-	-	385.04
Trade payables	2,264.75	514.37	1,750.38	-	2,264.75
Other financial liabilities	211.88	211.88	-	-	211.88
Total financial liabilities	3,008.24	1,134.76	1,873.48	-	3,008.24

35 Capital Risk Management

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Group's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Group's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Group also proposes to maintain an optimal structure to reduce the cost of capital as well as to maintain proper leverage.

For the purpose of the Group's capital management, capital includes issued capital, securities premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings, less cash & cash Equivalents.

Particulars	As at March 31, 2025	As at March 31, 2024
Long term borrowings	207.06	274.22
Current maturities of long term debt and finance lease obligations	-	-
Short term borrowings	575.02	125.00
Less: Cash & Cash Equivalents	103.93	16.42
Less: Bank balances other than cash and cash equivalents	-	-
Less: Current investments	2.24	2.33
Net debt (A)	888.25	417.97
Equity Share Capital	3,961.63	2,636.73

Other Equity	(2,207.94)	(4,762.59)
Total Capital (B)	1,753.69	(2,125.86)
Capital & Net debt (C = A+B)	2,641.94	(1,707.88)
Gearing Ratio (A / C)	33.62%	-24.47%

The Group monitors capital using a gearing ratio, which is Net Debt divided by Total Capital plus Net Debt. Net Debt is calculated as total borrowings including short term and current maturities of long term debt.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

36 Fair Value of Financial Assets & Liabilities

		As at March 31, 2025		As at March 31, 2024	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
A. Financial Assets (i) At fair value through statement of Profit & Loss	Investments				
	a) IDBI Shares	2.24	2.24	2.33	2.33
	b) Trade Receivables	4,099.60	4,099.60	1,999.35	1,999.35
	Total	4,101.84	4,101.84	2,001.68	2,001.68
B. Financial Liabilities (i) At fair value through statement of Profit & Loss		-	-	-	-
	Total	-	-	-	-

Fair Valuation Techniques

1. Fair Value of Investments in quoted shares are based on the prevailing market price at the reporting date.
2. Fair Value of Trade receivables is derived after considering the expected losses of these receivables.

37 Other Comprehensive Income (OCI)

The disaggregation of changes to OCI by each type of reserves in equity is shown below

		Retained Earnings	
		As at March 31, 2025	As at March 31, 2024
	Remeasurement gains/(Losses) on defined benefit plans	(8.44)	17.54
	Tax Impact on Remeasurement gains/(Losses) on defined benefit plans	2.12	(4.41)
		(6.32)	13.13

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

Unit	For the year ended 31st March, 2025		For the year ended 31st March, 2024	
	Quantity	Amount (Rs. in Lakhs)	Quantity	Amount (Rs. in Lakhs)
Chemicals		313.80		241.82
Dyes		150.56		118.03
Yarn & Fabric	Kgs 209,720	2,981.74	435,705	3,720.98
Stores, Spares & Consumables		125.28		150.04
Packing Materials		27.49		42.32
Power & Fuel		705.39		593.99
Other Raw Materials		2,421.96		378.82
		6,726.22		5,246.00

	For the year ended 31st March, 2025		For the year ended 31st March, 2024	
	%	Amount (Rs. in Lakhs)	%	Amount (Rs. in Lakhs)
Imported	-	-	-	-
Indigenous	100.00	6,726.22	100.00	5,246.00
	100.00	6,726.22	100.00	5,246.00

Notes:

- (a) The above details of consumption consists of Raw materials which are consumed directly for manufacture of finished products and also other items which are indirectly related to manufacture of finished products, i.e. stores, spares and packing materials.

As at 01st April, 2024	As at 01st April, 2023
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Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

			Quantity	Amount	Quantity	Amount
				(Rs. in Lakhs)		(Rs. in Lakhs)
39 Opening Stock						
1.	Yarn	Kgs	1,915	3.95	13,364	32.71
2.	Grey fabric	Kgs	1,812	3.80	6,001	14.80
3.	Chemicals			15.75		19.49
4.	Stores, Spares & Other items			20.81		55.52
5.	Packing Materials			1.79		12.66
6.	Dyes			15.58		15.97
7.	Stock in trade	Kgs Pcs	- -	- -	- -	- -
8.	Work in Progress	Kgs Pcs	0 7,666	- 30.29	1,902 46,410	6.18 93.17
9.	Finished Goods					
	Finished Fabric	Kgs	37,259	117.95	22,032	97.02
	Finished Garments	Pcs	201,583	687.27	332,505	729.42
				897.19		1,076.93

As at 31st March, 2025		As at 31st March, 2024	
Quantity	Amount (Rs. in Lakhs)	Quantity	Amount (Rs. in Lakhs)

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

40 Closing Stock

1.	Yarn	Kgs	11,988	33.12	1,915	3.95
2.	Grey fabric	Kgs	1,179	2.99	1,812	3.80
3.	Chemicals			21.86		15.75
4.	Stores, Spares & Other items			32.30		20.81
5.	Packing Materials			1.89		1.79
6.	Dyes			18.61		15.58
7.	Stock in trade	Kgs Pcs	- -	- -	- -	- -
8.	Work in Progress	Kgs Pcs	3,967 3,071	14.78 23.76	- 7,666	- 30.29
9.	Finished Goods					
	Finished Fabric	Kgs	22,453	71.86	37,259	117.95
	Finished Garments	Pcs	190,886	595.55	201,583	687.27
				816.70	897.19	

For the year ended 31st March, 2025		For the year ended 31st March, 2024	
Quantity	Amount (Rs. in Lakhs)	Quantity	Amount (Rs. in Lakhs)

41 Sales

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

1.	Processed Fabric	Kgs	2,991,599	5,167.29	2,326,300	4,919.15
		Pcs	-	-	-	-
2.	Ready Made Garments	Pcs	615,913	3,363.89	364,595	1,036.17
3.	Garments & Apparels (Suditi Design & Suditi Sports)	Pcs	52,488	1,257.25	86,594	986.43
4.	Trading Sales - Fabric & Others	Mtrs	-	-	-	-
				<u>9,788.43</u>		<u>6,941.76</u>

Note: Sales figures are in gross inclusive of Intercompany Sales. Sale of Processed Fabric includes Fabrics sourced from outside.

42 Purchases of Stock-in-Trade

1.	Purchases - Fabric & Others	Mtrs	-	-	-	-
				<u>-</u>		<u>-</u>

For the year ended 31st March, 2025		For the year ended 31st March, 2024	
Quantity	Amount (Rs. in Lakhs)	Quantity	Amount (Rs. in Lakhs)

43 Expenditure in Foreign Currency

Travelling	-	-
Others	152.91	-

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

44 Earnings in Foreign Exchange

FOB Value of Exports	-	-
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45 Forward Contracts and Unhedged Foreign Currency Outstanding Balances

The company has not executed any forward contract for hedging exchange rate risk; the outstanding unhedged foreign currency balances as on 31st March, 2025 are as under:

- (a) The foreign currency outstanding balances that have not been hedged by any derivative instrument or otherwise as at the Balance Sheet date are NIL as at 31st March 2025. (31st March 2024 - NIL).

There is no amount payable in foreign currency which was outstanding as on 31st March, 2025.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

46 Employee Benefits

Gratuity:

The Group has a defined benefit gratuity plan governed by the Payments of Gratuity Act, 1972. Every employee who has completed five years or more of services is eligible for gratuity on separation at 15 days salary (last drawn salary) for each completed year of service. The Holding Company has formed a Gratuity Trust to which contribution is made and an insurance policy is taken by the trust, which is a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Holding Company is exposed to movement in interest rate, particularly, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset.

The company has classified various employee benefits as under:

(A) Defined Contribution Plans

The company has recognised the following amounts in the Statement of Profit and Loss for the year:

	For the year ended 31st March, 2025	For the year ended 31st March, 2024
	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)
(i) Contribution to Provident Fund	10.51	11.22
(ii) Contribution to Employees' State Insurance Scheme	1.54	1.94

(B) Defined Benefit Plan

Valuation in respect of Gratuity has been carried out by independent actuary, as at the Balance Sheet date, based on the following assumptions:

	For the year ended 31st March, 2025		For the year ended 31st March, 2024	
	Leave Encashment	Gratuity	Leave Encashment	Gratuity
(a) Discount Rate	6.72%	6.72%	7.21%	7.21%
(b) Salary Increase Rate	5.00%	5.00%	5.00%	5.00%

	For the year ended 31st March, 2025		For the year ended 31st March, 2024	
	Leave Encashment	Gratuity	Leave Encashment	Gratuity
	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)

(i) Changes in the Present Value of Obligation

(a) Opening Present Value of Obligation	9.06	65.92	15.50	80.27
(b) Interest Cost	0.94	4.67	1.42	5.96
(c) Past Service Cost	-	-	-	-
(d) Current Service Cost	3.62	7.81	6.73	12.18
(e) Benefits Paid	(0.39)	(9.88)	(3.42)	(14.67)
(f) Actuarial (Gain)/Loss	(3.60)	8.31	(11.17)	(17.81)
(g) Closing Present Value of Obligation	9.62	76.83	9.06	65.92

(ii) Changes in the Fair Value of Plan Assets

(a) Opening Fair Value of Plan Assets	-	29.30	-	34.44
(b) Expected Return on Plan Assets	-	2.35	-	2.81
(c) Actuarial Gain/(Loss)	-	(0.13)	-	(0.27)
(d) Employers' Contributions	-	-	-	-
(e) Benefits Paid	-	(5.82)	-	(7.68)
(f) Closing Fair Value of Plan Assets	-	25.70	-	29.30

For the year ended 31st March, 2025		For the year ended 31st March, 2024	
Leave Encashment	Gratuity	Leave Encashment	Gratuity
Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)

(iii) Amount recognised in the Balance Sheet

(a) Present Value of Obligation as at the year end	9.62	76.83	9.06	65.92
(b) Fair Value of Plan Assets as at the year end	-	25.70	-	29.30

(c) (Asset)/Liability recognised in the Balance Sheet	9.62	51.13	9.06	36.63
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	For the year ended 31st March, 2025		For the year ended 31st March, 2024	
	Leave Encashment	Gratuity	Leave Encashment	Gratuity
	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)
(iv) Expenses recognised in the Statement of Profit and Loss				
(a) Current Service Cost	3.62	7.81	6.73	12.18
(b) Past Service Cost	-	-	-	-
(c) Interest Cost	0.94	4.67	1.42	5.96
(d) Expected Return on Plan Assets	-	(2.35)	-	(2.81)
(e) Net Actuarial (Gain)/Loss	(3.60)	-	(11.17)	-
Total Expenses recognised in the Statement of Profit and Loss	0.96	10.13	(3.02)	15.33

	For the year ended 31st March, 2025		For the year ended 31st March, 2024	
	Leave Encashment	Gratuity	Leave Encashment	Gratuity
	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)

(v) Amount recognised in other Comprehensive Income

(a) Actuarial (Gain) / Loss due to Demographic Assumption changes in DBO	-	-	-	-
(b) Actuarial (Gain) / Loss due to Financial Assumption changes in DBO	-	2.33	-	0.99
(c) Actuarial (Gain) / Loss due to Experience on DBO	-	5.98	-	(18.80)
(d) Return on Plan Assets (Greater) / Less than Discount rate	-	0.13	-	0.27
(e) Changes in asset ceiling/onero us liability (excluding interest income)	-	-	-	-
(f) Total Actuarial (Gain)/Loss included in OCI	-	8.44	-	(17.54)

NOTE:

- i. Leave Encashment liability is determined by an independent actuary and relevant provisions are made in the books of account. The payment towards the liability is made by the company as and when the employee becomes eligible to claim the encashment.
- ii. The liability towards gratuity is determined by an independent actuary and the relevant amounts towards gratuity liability is paid by the company to the "Suditi Employees Group Gratuity Trust". The said Trust administers the scheme.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

47 Related Party Disclosures

The Disclosures of Transaction with the related parties as defined in the Accounting Standard are as follows:

Name of Related Parties & their Relationship

1 Key Management Personnel

- a. Mr. Pawan Agarwal - Chairman
 - a1. Relatives of Key Management Personnel:
 1. Mr. Rajendra Agarwal (Brother)
 2. Mrs. Pramila Agarwal (Sister-in-law of Pawan Agarwal)
 3. Mrs. Shalini Agarwal (Wife of Pawan Agarwal)
 4. Mrs. Archana Agarwal (Wife of Rajendra Agarwal)
 5. Mr. Harsh Agarwal (Son of Pawan Agarwal)
 6. Mr. Tanay Agarwal (Son of Pawan Agarwal)
 7. Mr. Tanuj Agarwal (Son of Pawan Agarwal)
 - a2. Enterprises under Common control of the Promoters
 1. Intime Knits Pvt. Ltd.
 2. Black Gold Leasing Pvt. Ltd.
 3. R. Piyarellal Pvt. Ltd.
 4. Suditi Design Studio Ltd.
 5. Suditi Sports Apparels Ltd.
 6. SAA & Suditi Retail Pvt. Ltd.
 7. SK BLR Knits and Apparel Pvt. Ltd.
- b. Mr. Rajagopal Raja Chinraj - Wholetime Director
(Not related to Promoter/Promoter Group)
 - b1. Relatives of Key Management Personnel:
 1. Mrs. Anita Chinraj (Wife of Rajagopal Raja Chinraj)
 - b2. Enterprises under Common control of the Wholetime Director
 1. Chendur Dress Manufacturers Pvt. Ltd.
 2. Chendur Enterprises
 3. Chendur Inc.
 4. Ve Laxmi Exim LLP
- c. Mr. Vivek Gangwal - Director
(Not related to Promoter/Promoter Group)
 - c1. Relatives of Key Management Personnel:
 1. Mrs. Priya Gangwal (Wife of Vivek Gangwal)
 - c2. Enterprises under Common control of the Director
 1. Suditi Design Studio Ltd.
 2. Suditi Sports Apparels Ltd.
 3. Soba Infosec Pvt. Ltd.
 4. Shree Swami Leela Developers Pvt. Ltd.
- d. Ms. Krina Gala - Director
(Not related to Promoter/Promoter Group)
 - d1. Relatives of Key Management Personnel:
 1. Mr. Gaurav Gala (Husband of Krina Gala)
 - d2. Enterprises under Common control of the Director
 1. Amar Lifecare LLP
- e. Mr. H. Gopalkrishnan - Company Secretary (upto 31/05/2023)
 - e1. Relationship - Not related to Promoter or any Director
 - e2. Enterprises - Nil
- f. Ms. Shweta Gupta - Company Secretary (since 16/06/2023)
 - f1. Relationship - Not related to Promoter or any Director
 - f2. Enterprises - Nil

2 Terms and conditions of transactions with related parties

The sales to and purchase from related parties are made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and settlement occurs in cash. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

3 Disclosure of transactions between the company and related parties

		Amount (Rs. in Lakhs)	
		For year ended March 2025	For year ended March 2024
a)	Key Management Personnel - Remuneration		
	1 Mr. Rajagopal Raja Chinraj	19.79	19.79
	2 Mr. H. Gopalkrishnan	-	4.34
	3 Ms. Shweta Gupta	3.60	2.85
	4 Ms. Seeta Shah	6.93	-
		30.32	26.98

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

b) Transactions with related parties:

Saifi Industries Limited

Description	Joint Ventures				Relationships of KMDs				Amount (Rs. in Lakhs)				Balance in which a director or his/her relative is a member or director
	For year ended March 2023		For year ended March 2024		For year ended March 2023		For year ended March 2024		For year ended March 2023		For year ended March 2024		
	For year ended March 2023	For year ended March 2024	For year ended March 2023	For year ended March 2024	For year ended March 2023	For year ended March 2024	For year ended March 2023	For year ended March 2024	For year ended March 2023	For year ended March 2024			
a) Sale of Goods/Related Services													
1. Intim-Kuti Pvt. Ltd.									588.80	551.36			
2. ITC, I.R.R. Kuti, and Apparel Pvt. Ltd.													
3. SAA & Sathi Retail Pvt. Ltd.	-	-	-	-									
4. Black Gold Learning Pvt. Ltd.													
5. R. Pinnafal Pvt. Ltd.									273.98	-			
6. Chander - Dhruv Manufacturers Pvt. Ltd.									12.34	18.34			
b) Purchase of Goods													
1. Intim-Kuti Pvt. Ltd.									0.31	10.36			
2. ITC, I.R.R. Kuti, and Apparel Pvt. Ltd.													
3. SAA & Sathi Retail Pvt. Ltd.									151.68	-			
4. Chander - Dhruv Manufacturers Pvt. Ltd.									-	-			
5. SAA & Sathi Retail Pvt. Ltd.	-	-	57.16										
6. Black Gold Learning Pvt. Ltd.									-	-			
c) Expenses towards Services received													
1. Intim-Kuti Pvt. Ltd.									-	-			
2. Black Gold Learning Pvt. Ltd.									70.79	121.51			
3. R. Pinnafal Pvt. Ltd.									0.40	3.65			
4. ITC, I.R.R. Kuti, and Apparel Pvt. Ltd.													
5. Chander - Dhruv Manufacturers Pvt. Ltd.									1.54	6.88			
6. Chander Enterprises									1.47	4.58			
7. Sathi Spex									1.21	5.25			
8. V. Lerna Lerna LLP									1.78	5.78			
9. SAA & Sathi Retail Pvt. Ltd.	-	-	-	-					-	-			
10. Mr. Sathi Forum Apparel							6.52						
d) Balance Outstanding as at the year end													
1. ITC, I.R.R. Kuti, and Apparel Pvt. Ltd. (Receivable)									-	-			
2. Intim-Kuti Pvt. Ltd. (Due Receivable)									-	-			
3. Intim-Kuti Pvt. Ltd. (Due Payable)									1,051.13	1,152.80			
4. Black Gold Learning Pvt. Ltd. (Debit)									-	-			
5. Black Gold Learning Pvt. Ltd. (Payable)									-	108.10			
6. Black Gold Learning Pvt. Ltd. (Receivable)									4.74	47.50			
7. R. Pinnafal Pvt. Ltd. (Payable)									101.84	12.87			
8. SAA & Sathi Retail Pvt. Ltd. (Receivable)			1,310.31	1,207.92									
9. Chander - Dhruv Manufacturers Pvt. Ltd. (Receivable)									14.97	18.81			
10. Chander - Dhruv Manufacturers Pvt. Ltd. (Payable)									0.81	2.28			
11. Chander Enterprises (Receivable)									-	-			
12. Chander Enterprises (Payable)									0.59	1.99			
13. Chander - Dhruv (Payable)									0.59	1.97			
14. V. Lerna Lerna LLP (Payable)									1.30	2.39			
e) Loans													
1. Black Gold Learning Pvt. Ltd. (Borrowed Loan)									-	-			
2. Sathi Forum Apparel (Borrowed Loan)									8.71	-			

The figures are re-grouped / re-arranged and re-classified wherever necessary.

Related parties of Subsidiaries

Saifi Design Studio Ltd.

Intim Design Studio Ltd.									Amount (Rs. in Lakhs)					relation in which a director or his/her relative is a member or director
Description	Joint Ventures				Relationships of KADs									
	For year ended March 2023	For year ended March 2024	For year ended March 2023	For year ended March 2024	For year ended March 2023	For year ended March 2024	For year ended March 2023	For year ended March 2024	For year ended March 2023	For year ended March 2024	For year ended March 2023	For year ended March 2024		
a) Sale of Goods/Related Services														
1. Intim-Kuti Pvt. Ltd.														
2. Sathi Spex-Apparel Pvt. Ltd.														
3. SAA & Sathi Retail Pvt. Ltd.														
b) Purchase of Goods														
1. SAA & Sathi Retail Pvt. Ltd.														
c) Expenses towards Services received														
1. Intim-Kuti Pvt. Ltd.														
2. R. Pinnafal Pvt. Ltd.														
3. SAA & Sathi Retail Pvt. Ltd.														
d) Balance Outstanding as at the year end														
1. Intim-Kuti Pvt. Ltd. (Due Payable)														
2. Black Gold Learning Pvt. Ltd. (Payable)														
3. R. Pinnafal Pvt. Ltd. (Payable)									21.47	21.47				
4. Sathi Spex-Apparel Pvt. Ltd. (Receivable)											6.39	6.39		
5. SAA & Sathi Retail Pvt. Ltd. (Payable)									8.28	8.28				

Saifi Sports Apparel Ltd.

Description	Joint Ventures				Relationships of KMDs				Amount (Rs. in Lakhs)				Balance in which a director or his/her relative is a member or director
	For year ended March 2023		For year ended March 2024		For year ended March 2023		For year ended March 2024		For year ended March 2023		For year ended March 2024		
	For year ended March 2023	For year ended March 2024	For year ended March 2023	For year ended March 2024	For year ended March 2023	For year ended March 2024	For year ended March 2023	For year ended March 2024	For year ended March 2023	For year ended March 2024			
a) Sale of Goods/Related Services													
1. Intim-Kuti Pvt. Ltd.									8.39	12.17			
b) Purchase of Goods													
1. Intim-Kuti Pvt. Ltd.									20.18	-			
2. Black Gold Learning Pvt. Ltd.									-	-			
3. Saifi Design Studio Ltd.									-	-			
4. SAA & Sathi Retail Pvt. Ltd.									-	(6.99)			
c) Expenses towards Services received													
1. Intim-Kuti Pvt. Ltd.									-	-			
2. R. Pinnafal Pvt. Ltd.									2.14	0.00			
3. SAA & Sathi Retail Pvt. Ltd.									-	-			
d) Balance Outstanding as at the year end													
1. Black Gold Learning Pvt. Ltd. (Payable)									-	-			
2. Black Gold Learning Pvt. Ltd. (Payable)									0.91	0.91			
3. Saifi Design Studio (Payable)									0.93	0.93			
4. SAA & Sathi Retail Pvt. Ltd. (Receivable)									-	-			
5. SAA & Sathi Retail Pvt. Ltd. (Payable)									10.66	19.66			
6. R. Pinnafal Pvt. Ltd. (Payable)									11.06	11.92			
7. Intim-Kuti Pvt. Ltd. (Receivable)									40.80	-			

* Purchase of Goods in negative on account of return of goods.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

48 Leases

The company recognizes all the Lease agreements including Leave & License Agreements executed for tenure which is more than one year as per the requirements under Ind AS 116 - Leases.

In terms of the provisions of Ind AS 116, the Lease Liability is determined as the present value of lease rentals over the period discounted at the effective interest rate applicable to the Company. An equal amount has been recognised under the head "Property, Plant and Equipment" as a 'Right to Use Asset'. This Right to Use Asset will be depreciated over the period of lease and the lease liability is reduced by accounting the monthly lease payments.

i) Lease liabilities are presented in the balance sheet is as follows:

	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Current maturities of lease liabilities (Refer note 23)	181.43	153.52
Non-current lease liabilities (Refer note 18)	353.61	519.66
Total	<u>535.04</u>	<u>673.18</u>

ii) The recognised right of use assets relate to land, buildings and plant and equipments as at 31 March 2025 and 31 March 2024:

	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Right of use assets - land, buildings and plant and equipments		
Balance at the beginning of the year	618.17	790.31
Additions for the year (Refer note 5)	16.20	-
Amortisation charge for the year (Refer note 5)	(173.22)	(172.14)
Balance at the end of the year	<u>461.15</u>	<u>618.17</u>

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

49 Earnings per Share

Basic earnings per share has been calculated by dividing profit for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year. Diluted earnings per share has been calculated by dividing profit for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date. Dilutive potential equity shares that have been converted in to equity shares during the year are included in the calculation of diluted earnings per share from the beginning of the year to the date of conversion and from the date of conversion, the resulting equity shares are included in computing both basic and diluted earnings per share. Earnings per Share has been computed as under:

	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Profit/(Loss) for the year: Amount (Rs. in Lakhs)	<u>314.18</u>	<u>(1,168.51)</u>
Weighted average number of Shares for Basic Earnings per Share	27,819,236	26,367,291
Add: Effect of Dilutive Potential Shares (Share Warrants)	468,717	-
Add: Effect of Dilutive Potential Shares (Employee Stock Options)	-	-
Add: Effect of Dilutive Fully Convertible Debentures	-	-
Weighted average number of Shares for Diluted Earnings per Share	<u>28,287,953</u>	<u>26,367,291</u>
Earnings per Share (Rs. per Equity Share of Rs. 10 each)		
Basic	1.13	(4.43)
Diluted	1.11	(4.43)

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

	<u>As at</u> <u>31st March, 2025</u> <u>Amount (Rs. in Lakhs)</u>	<u>As at</u> <u>31st March, 2024</u> <u>Amount (Rs. in Lakhs)</u>
50 Contingent Liabilities		
(i) Excise matters	32.09	32.09
(ii) Local Body Tax	-	41.51
	<u>32.09</u>	<u>73.60</u>

Note:

- (i) Future cash outflows in respect of (a)(i) and a(ii) above is determinable only on receipt of judgments/decisions pending with various authorities/forums and/or final outcome of the matters. Accordingly, no provision in the accounts has been made as management is confident that these matters would be decided in the company's favour.

Capital Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) Rs. Nil (Previous year Rs. Nil).

51 Segment Reporting

The Holding Company is primarily in the business of manufacturing and sales of textile products (i.e., Fabrics and Garments). The Chief Operating Decision Maker (CODM), the Chairman & Managing Director, performs a detailed review of the operating results, takes decisions about the allocation of resources based on the analysis of the various performance indicators of the Company as a whole. Therefore, there is only one operating segment in accordance with Ind AS 108 "Operating Segments" namely, "Textiles".

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

- 52** The Holding Company has exercised the option permitted under Section 115 BAA of the Income Tax Act, 1961 as promulgated by the Taxation Laws (Amendment) Ordinance, 2019. Section 115BAA states that domestic companies have the option to pay tax at a rate of 22% plus sc of 10% and cess of 4%. The Effective Tax rate being 25.17% from the FY 2020-21 (AY 2021-22) onwards if such domestic companies adhere to certain condition and do not avail any exemptions/incentives under different provisions of income tax like Claiming a set-off of any loss carried forward or depreciation from earlier years, if such losses were incurred in respect of the aforementioned deductions. Since the Company has carry forwards losses of previous years, hence the need for making any provision for Income Tax does not arise for F.Y. 2024-25.
- 53** During the year 2019-20, the Holding Company had received a cash refund of Rs.30,83,919/- from the Central Excise Department consequent upon receiving a favorable judgement from the Appellate Tribunal. Subsequently, the Excise Assistant Commissioner (Refund) Central Excise - Belapur division had issued an order directing the Holding Company to refund the Cash amount and to receive equivalent CENVAT credit for future setoff. The Holding Company had filed an appeal against the said order with the Commissioner (Appeals). The Excise Commissioner passed an Order in favour of the Department against which the Holding Company has filed an appeal with the Appellate authorities. There is no further development in the matter. The Management of the Holding Company strongly believes that the final outcome of the Tribunal will be in it's favour.
- 54** Physical verification of inventory was conducted by the Internal Auditor (an external Chartered Accountant firm appointed by the company) alongwith a team member of the Statutory Auditors on a periodically basis. Each item was physically examined in the presence of the company's team and any difference or variation was rectified on the spot. Only unresolved items are listed out and discussed separately with the Chief Executive Officer of the company. The report was presented before the Audit committee and also commended to the Board for noting.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

- 55** a) During the year the company has valued the remaining slow moving/unsaleable inventory at the best realizable value and accordingly has written down the value of the retail division finished goods inventory by Rs.22.58 lakhs. Accordingly, the company has passed necessary entries in the books. b) The Group has made a provision for probable estimated credit loss of Rs.251.54 lakhs & Rs.15.00 lakhs in Subsidiary - Suditi Sports Apparel Ltd. as required under Ind AS 109.
- 56** Credit loss is calculated on the basis of actual outstanding receivables based on the age wise analysis and also based on the past three year's average. Accordingly a certain specified percentage of the amount arrived based on the three years average is computed post which some adjustments are made as per the Holding Company's estimates & judgements and provided in the books. As per the prevailing trend and past experience the computed amount of Rs.266.54 lakhs has been provided in the books during the current year.
- 57** The subsidiary company, M/s. Suditi Sports Apparel Limited, operates mainly through an online shopping platform catering to the garment and apparel industry especially for the sport/ sports related activities. The company has reported net profit of Rs.80.21 Lakhs for the year 2024-25.
- 58** The other subsidiary M/s. Suditi Design Studio Limited did not record any sales during the year owing to the absence of business activity. The company's net worth has been fully eroded due to accumulated losses from previous years, and the prospects of an immediate revival appear limited. The management is currently evaluating various strategic options for the future course of action. Pending a final decision, the financial statements have been prepared on a going concern basis.
- 59** The joint venture agreement of M/s. SAA & Suditi Retail Pvt. Ltd., between M/s. Suditi Industries Limited and M/s. Project Anushka Sharma Lifestyles Pvt. Ltd., has expired. There have been no business transactions during the financial year. The company's net worth has been fully eroded and there have been continuous losses over the last few years resulting in the liabilities exceeding the assets.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

60 Additional regulatory information not disclosed elsewhere in the financial information

- (a) The Holding Company has disclosed the contingent liabilities in its financial statements in Note 51. The Company does not expect the outcome of these proceedings to have a material impact on its financial position.
- (b) The Holding Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (c) There has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company.
- (d) The Holding Company did not hold any benami property during the year.
- (e) The Holding Company has not been declared as a wilful defaulter by any bank or financial Institution or other lender.
- (f) The Holding Company did not have any transactions with struck off companies during the year under Section 248 or 560 of the Companies Act, 2013.
- (g) No loans/advances were given to promoters, directors, KMPs & other related parties that were payable on demand or without specifying any terms & conditions.
- (h) Neither any charges were created on the assets of the Holding Company during the year with the Registrar of Companies nor was satisfaction of any charge pending beyond the stipulated period.
- (i) The Holding Company did not deal in any manner whatsoever with crypto currency/virtual currency during the year.
- (j) The Holding Company has not advanced/loaned/invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall:

- (i) 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
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (k) The Holding Company has not received funds from any other person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Holding Company shall:
 - (i) 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
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (l) The Holding Company neither declared nor paid any Dividend during the financial year. Hence, disclosure under provisions of Section 123 are not applicable.
- (m) The Holding Company did not have any transaction which were not recorded in the books of accounts that had been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 such as search, survey or any other provisions of the Income Tax Act, 1961.
- (n) The Holding Company has used borrowings from Banks and Financial Institutions for the specific purpose for which it was obtained.
- (o) Quarterly returns or statements of current assets filed by the Holding Company with Banks or Financial Institutions are in agreement with the books of accounts.
- (p) The title deeds of all immovable properties (other than immovable properties where the Holding Company is the lessee and the lease agreements are duly executed in favour of the Holding Company) disclosed in the financial statements included in property, plant and equipment and capital work in process are held in the name of the Holding Company as at the Balance Sheet date.
- (q) The Holding company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

- (r) The Holding Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

- (s) The Holding Company has maintained its books of account using accounting software that includes the audit trail (edit log) feature, as mandated under Rule 3 of the Companies (Accounts) Rules, 2014 (as amended). The said feature has remained operational throughout the financial year for all relevant financial transactions recorded in the software. There have been no instances of the audit trail feature being disabled or tampered with during the year.

In respect of the software used for recording inventory transactions, the audit trail (edit log) functionality was under configuration during FY 2024-25 and has been successfully implemented and activated. The feature will remain active going forward in compliance with statutory requirements.

The Holding Company maintains payroll records externally in Excel format. While this format does not have a system-generated audit trail, appropriate manual controls and documentation are in place to ensure the integrity and traceability of payroll data.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

61 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates / Joint Ventures.

Name of the entity in the	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (Rs. in Lakhs)	As % of consolidated profit or loss	Amount (Rs. in Lakhs)	As % of consolidated other comprehensive income	Amount (Rs. in Lakhs)	As % of total comprehensive income	Amount (Rs. in Lakhs)
1	2	3	4	5	6	7	8	9
Parent: Suditi Industries Limited	126.32%	4,888.81	82.83%	237.82	97.94%	(6.19)	74.73%	231.63
Subsidiaries: Indian:								
1. Suditi Sports Apparel Limited	(0.09%)	(3.33)	27.98%	80.34	0.02	(0.13)	25.88%	80.21
2. Suditi Design Studio Limited	(20.86%)	(807.46)	(0.66%)	(1.90)	-	-	(0.61%)	(1.90)
Foreign:								
Minority Interests in all subsidiaries	(0.03%)	(0.98)	(11.17%)	(32.08)	-	-	-	-
Associates (Investment as per the equity method) Indian								
1.	-	-	-	-				
2.	-	-	-	-				
3.	-	-	-	-				
Foreign:								
1.	-	-	-	-				
2.	-	-	-	-				
3.	-	-	-	-				
Joint Ventures (as per proportionate consolidation/investment as per the equity method) Indian								
1. SAA & Suditi Retail Pvt. Ltd.	-	-	(0.72%)	(2.06)	-	-	-	-
2.	-	-	-	-				
3.	-	-	-	-				
Foreign:								
1.	-	-	-	-				
2.	-	-	-	-				
3.	-	-	-	-				
Eliminations	(5.35%)	(207.00)	1.74%	5.00				
	100.00%	3,870.04	100.00%	287.11	100.00%	(6.33)	100.00%	309.94

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

62 The Financial results have been presented in accordance with the Division II of Schedule III to the Companies Act, 2013. Certain Balances of assets and liabilities as at March 31, 2025 have been regrouped/reclassified, wherever necessary, to comply with the amended Division II of Schedule III. Such reclassifications did not have a material impact on the financial results.

63 Events after the reporting date

No other adjusting or significant non-adjusting events has occurred between the reporting date (31st March, 2025) and the report release date (19th May, 2025).

64 The previous period figures have been regrouped / reclassified, wherever necessary to conform to the current period presentation.

Signatures to Notes 1 to 64

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

For and on behalf of the Board of Directors

For Chaturvedi & Partners
Chartered Accountants
(Firm Registration No.307068E)

Pawan Agarwal
Chairman
DIN: 00808731

Vivek Gangwal
Director
DIN: 01079807

Siddharth P Punamiya
Partner
(Membership No.148540)
Mumbai, 19th May, 2025

Rajagopal Raja Chinraj
Executive Director & CEO
DIN: 00158832

Krina Gala
Director
DIN: 07040989

Shweta Gupta
Company Secretary
Navi Mumbai, 19th May, 2025

Seeta Shah
Chief Financial Officer

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