

06th September, 2025

To
BSE Limited
Listing Dept. / Dept. of Corporate Services
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400001

Scrip Code: 526638

Dear Sir/Madam,

Sub: Submission of Annual Report for the Financial Year 2024-25

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report of the Company for the financial year 2024-25 along with the Notice of 36th Annual General Meeting (“AGM”) of the Company to be held on Monday, 29th September, 2025 at 12:30 p.m. IST through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”).

The Annual Report along with the Notice of AGM is also available on the website of the Company at www.geotexelin.com.

Further, pursuant to Regulation 36(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing the web-link of the Annual Report is being sent to those members who have not registered their email address, is also enclosed and is available on the website of the Company at www.geotexelin.com.

Kindly take the same on record.

Thanking you,
Yours faithfully,
For Texel Industries Limited

Shubham Kiran Shah
Company Secretary & Compliance Officer

Encl: As above

36TH ANNUAL REPORT 2024-25



"SAFEGUARD CROP, MAXIMISE HARVEST"



www.geotexelin.com

TEXEL INDUSTRIES LIMITED

CIN - L29100GJ1989PLC012576

CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mr. Shailesh Ramniklal Mehta	DIN - 01457666	Chairman & Managing Director
Mr. Naresh Ramniklal Mehta	DIN - 02888018	Non-Executive Director
Ms. Jasmin Nahidakhtar Vhora (upto 12 th February, 2025)	DIN - 07173838	Independent Director
Mr. Umesh Arvindbhai Vyas	DIN - 07979266	Independent Director
Ms. Avni Chouhan	DIN- 08716231	Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Shubham Shah

CHIEF FINANCIAL OFFICER

Mr. Parth Niphadkar

STATUTORY AUDITORS

M/s. Sunil Poddar & Company
Chartered Accountants,
Ahmedabad

INTERNAL AUDITORS

M/s. CNK & Associates (upto 31st March, 2025)
Chartered Accountants,
Mumbai

M/s. Sweta Patel & Associates (w.e.f. 1st April, 2025)
Chartered Accountants,
Ahmedabad

SECRETARIAL AUDITORS

M/s. SPANJ & Associates
Company Secretaries,
Ahmedabad

BANKERS

HDFC Bank
Kotak Mahindra Bank
ICICI Bank

REGISTERED & CORPORATE OFFICE**Registered Office:**

Unit No. P-2, Prime Industrial and
Logistics Hub, Harijala, Kheda, Matar,
Gujarat, India-387570

Corporate Office:

806- Swati Clover, Shilaj Circle,
Sardar Patel Ring Road, Thaltej Road,
Ahmedabad, Gujarat, India- 380054

Phone – +918980026220/ 26110**Email** – finance@geotexelin.com**Website** – www.geotexelin.com**REGISTRAR & SHARE TRANSFER AGENT****MUFG Intime India Private Limited**

5th Floor, 506 to 508,
Amarnath Business Centre – 1 (ABC-1),
Beside Gala Business Centre,
Nr. St. Xavier's College Corner,
Off C G Road, Ellisbridge,
Ahmedabad – 380 006

Phone – (079) 2646 5179 / 86 / 87**Email** - ahmedabad@in.mpms.mufg.com**Website** - www.in.mpms.mufg.com**GST NUMBER: 24AAACT7085R1ZN****SECURITY CODE: BSE - 526638****ISIN NUMBER: INE594V01028**

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TEXEL INDUSTRIES LIMITED**CIN:** L29100GJ1989PLC012576**Regd. Office:** Unit No. P-2, Prime Industrial and Logistics Hub, Harijala,
Kheda, Matar, Gujarat, India, 387570**Phone:** 8980026110/ 8980026220, **E-Mail:** finance@geotexelin.com,**Website:** www.geotexelin.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **THIRTY- SIXTH (36th) Annual General Meeting ("AGM")** of the Members of **TEXEL INDUSTRIES LIMITED** will be held on **Monday, 29th September, 2025 at 12:30 p.m. IST** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:**1. To receive, consider and adopt:**

- (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2025 and the Report of the Auditors thereon.

2. To appoint a Director in place of Mr. Shailesh Ramniklal Mehta (DIN: 01457666), who retires by rotation and being eligible, offers himself for re-appointment.**SPECIAL BUSINESS:****3. Re-appointment of Mr. Shailesh Ramniklal Mehta (DIN: 01457666, as Chairman & Managing Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other approvals as are necessary read with Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Shailesh Ramniklal Mehta (DIN: 01457666) as Chairman & Managing Director of the Company for a period of three years with effect from 15th February, 2026, on the terms and conditions including remuneration (including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the aforesaid period) as set out in the explanatory statement, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration mentioned in the Explanatory Statement shall be paid to Mr. Shailesh Ramniklal Mehta, as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 and as may be amended from time to time.

RESOLVED FURTHER THAT Nomination and Remuneration Committee of the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Mr. Shailesh Ramniklal Mehta, the remuneration payable to him by way of an Annual Increment upto 25% of last salary drawn, subject to the overall limits laid down in Section 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) subject to the approval of the Board of Directors without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any duly constituted Committee thereof) or any Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. Appointment of Secretarial Auditors of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 204 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) as recommended by the Board of Directors of the Company, M/s. SPANJ & Associates, Company Secretaries, (Firm Registration No. P2014GJ034800), be and are hereby appointed as Secretarial Auditors of the Company, for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be decided by the Board of Directors."

RESOLVED FURTHER THAT the Board of Directors of the Company (including any duly constituted Committee thereof) or any Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Registered Office:

Unit No. P-2, Prime Industrial and Logistics Hub,
Harijala, Kheda, Matar, Gujarat-387570

Place : Ahmedabad

Date : 14th August, 2025

By Order of the Board of Directors

Shubham Kiran Shah

Company Secretary & Compliance Officer

Membership No.: ACS 72784

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto.
2. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 09/2024, dated September 19, 2024 read together with circulars dated April 8, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "**MCA Circulars**"), permitted the holding of the Annual General Meeting ('AGM') through VC or OAVM without the physical presence of the members at the meeting. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ('**the Act**') read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the 36th AGM of the Company is being held through VC or OAVM on **Monday, 29th September, 2025 at 12:30 p.m.** The deemed venue for the 36th AGM shall be the Registered Office of the Company. Therefore, members can attend and participate in the 36th AGM through VC or OAVM mode only.
3. SINCE THE 36TH AGM OF THE COMPANY IS BEING HELD THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND SEBI LISTING REGULATIONS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE 36TH AGM ARE NOT ANNEXED TO THIS NOTICE.
4. Corporate members are requested to send to the Company on the email id: finance@geotexelin.com, the certified true copy of Board Resolution pursuant to the provisions of Section 113 of the Companies Act, 2013 authorizing their representatives to attend the AGM on their behalf through VC or OAVM and to vote through e-Voting in the AGM or through remote e-Voting.
5. Details as required, pursuant to the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Director seeking appointment/ re-appointment at the AGM are provided in Annexure-A to this Notice.
6. In case of joint holders attending the meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
7. Members holding shares in electronic form, are requested to intimate any change in their address or any other changes with regard to their Identity proof to their Depository Participants with whom they are maintaining their demat accounts.
8. The Company through their RTA has sent individual letters to the Members holding shares of the Company in physical form whose KYC and Nomination details are not registered with the Company/ RTA for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to furnish PAN, KYC and Nomination details to RTA of the Company at the following address:

MUFG Intime India Private Limited
5th Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1),
Beside Gala Business Centre, Nr. St. Xavier's College Corner,
Off C G Road, Ellisbridge, Ahmedabad - 380006.
Phone – 079 2646 5179/86/87, Email - ahmedabad@in.mpms.mufg.com.
9. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members in electronic mode up to the date of the 36th Annual General Meeting. Members can inspect the same by sending an email to the Company through their registered email id at finance@geotexelin.com.

10. Members desirous of getting any information on the Accounts at the Annual General Meeting, are requested to send an email to finance@geotexelin.com, at least 7 days before the Annual General Meeting so as to enable the Management to keep the information ready on the date of AGM.
11. In compliance with the MCA Circulars and Regulation 36(1)(a) of the SEBI Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Registrar and Share Transfer Agent/ Depository Participants/ Depositories. Further, in compliance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Share Transfer Agent / Depository Participants / Depositories. Members may note that this Notice and the Annual Report for the F.Y. 2024-25 will be available on the Company's website viz. www.geotexelin.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) at www.evotingindia.com.
12. To support the 'Green Initiative' of the Ministry of Corporate Affairs, the Members who have not registered their e-mail addresses are requested to register the same with MUFG Intime India Private Limited (RTA)/Depository Participant(s) as under:
For Physical shareholders:-
Please submit Form ISR-1 (available on the website of RTA) duly filled and signed with requisite supporting documents to the RTA.
For Demat shareholders:-
Please contact your Depository Participant (DP) and register your email ID, Mobile No. & PAN No. with your DP as per the process advised by your DP.
13. The Company has a designated Email ID: "invrelations@geotexelin.com" for redressal of Shareholders'/Investors complaints/grievances. In case you have any queries, complaints/grievances, then kindly write to the above mentioned email address.
14. If any of the members are holding shares in the same name or in the same order of names, under different folios, then members are requested to notify the same to the RTA of the Company for consolidation of their shareholding into a single folio.

Process and manner for voting through electronic means:

1. 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 Regulations read with circular of SEBI on e-voting Facility provided by Listed Entities, dated December 9, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 36th AGM. The facility of casting votes by a member using remote e-voting as well as e-voting system during the 36th AGM will be provided by CDSL. Instructions for remote e-voting are provided herein below at point no. (A.). Members whose email ids are not registered with the Company/RTA/Depositories, for obtaining Annual Report & the login credentials for e-voting for the resolutions are requested to refer the instructions provided at point no. (B.). Instructions for shareholders attending the 36th AGM through VC or OAVM are given at point no. (C.). Further, instructions for e-voting during the 36th AGM are provided at point no. (D.)
2. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting through VC or OAVM but shall not be entitled to cast their vote again.
3. The Members can join the 36th AGM in the VC or OAVM mode 15 minutes before the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the 36th AGM through VC or OAVM is limited upto 1000 members on first come first served basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 36th AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the 36th AGM through VC or OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, 22nd September, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system at the 36th AGM.
6. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and holding shares as on the **Cut-off date i.e. Monday, 22nd September, 2025**, shall be entitled to exercise his/her vote electronically. i.e. through remote e-voting or through e-voting system at the 36th AGM. Such members may obtain Sequence No. for e-voting by sending a request at finance@geotexelin.com and cast vote after following the instructions as provided in the Notice convening the meeting, which is available on the websites of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.

7. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
8. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the **Cut-off date i.e. Monday, 22nd September, 2025.**
9. **M/s. D. A. Rupawala & Associates, Chartered Accountants, Ahmedabad (Firm Regn. No. 108902W; Membership No. 37674),** has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting system on the date of 36th AGM in a fair and transparent manner.
10. The voting results declared along with the Scrutinizers Report shall be placed on the Company's website www.geotexelin.com and on the website of CDSL i.e. www.evotingindia.com not later than two working days of the conclusion of the 36th Annual General Meeting of the Company and shall also be communicated to the Bombay Stock Exchange (BSE) where the shares of the Company are listed.

(A.) The instructions for shareholders for remote e-voting and joining virtual meetings are as under:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The remote E-voting period will commence at 10:00 a.m. on Thursday, 25th September, 2025 and will end at 5:00 p.m. on Sunday, 28th September, 2025 (both days inclusive). During this period shareholders of the Company holding shares either in physical form or dematerialized form as on the Cut-off date i.e. Monday, 22nd September, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders /retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

THE INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 and select New System Myeasi tab and then use existing my easi username & password.

Type of shareholders	Login Method
	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of 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 e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>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 & Myeasi New (Token) Tab and then click on registration option</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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</p> <p>3) 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 held 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned websites.

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

Login type	Helpdesk details
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 toll free at no.: 1800 21 09911
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.co.in or call at.: 022 - 4886 7000 and 022 - 2499 7000

(v) Login Method for e-voting and joining virtual meeting for shareholders holding shares in physical mode and non-individual shareholders in demat mode:

1. The shareholders should log on to the e-voting website www.evotingindia.com
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

	For Physical Shareholders and other than Individual Shareholders holding shares in demat form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN of Texel Industries Limited on which you choose to vote.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.

13. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional facility for Non – Individual shareholders and Custodians – for remote evoting only:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the "Corporates" Module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email addresss viz rupawala_ca@yahoo.co.in and finance@geotexelin.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(B) The Process for those Shareholders whose email addresses are not registered with the Company/ Depositories, for obtaining AGM Notice along with Annual Report & login credentials for e-Voting:

1. For Physical shareholders:-

Please provide necessary details like 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 Company at invrelations@geotexelin.com and Company's RTA at ahmedabad@in.mpms.mufig.com.

2. For Demat shareholders:-

Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders:-

Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

(C) Instructions for Shareholders attending the AGM through VC/OAVM & E-voting during meeting are as under:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at finance@geotexelin.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk. evoting@cdslindia.com or contact toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 21 09911.

Registered Office:

Unit No. P-2, Prime Industrial and Logistics Hub,
Hariala, Kheda, Matar, Gujarat, India, 387570

Place : Ahmedabad

Date : 14th August, 2025

By Order of the Board of Directors

Shubham Kiran Shah

Company Secretary & Compliance Officer
Membership No.: 72784

ANNEXURE TO THE NOTICE

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

ITEM NO. 3

The Board of Directors of the Company, at its meeting held on May 29, 2025, on the recommendation of Nomination and Remuneration Committee, has re-appointed Mr. Shailesh Ramniklal Mehta (DIN: 01457666) as Chairman & Managing Director of the Company for a period of 3 (three) years with effect from February 15, 2026, on the terms and conditions including remuneration, subject to the approval of the shareholders of the company.

The principal terms and conditions of re-appointment of Mr. Shailesh Ramniklal Mehta, Chairman & Managing Director are as under:

1. Period of Re-appointment:

The period of re-appointment is for the period from 15th February, 2026 to 14th February, 2029.

2. Remuneration:

(Amount in ₹)

Salary Components	Per annum
Basic Salary	48,96,725/-
House Rent Allowance	8,64,085/-
Total (a):	57,60,810/-
Perquisites	
Medical Insurance Premium	2,00,000/-
Accidental Insurance Premium	1,50,000/-
Utility (Electricity, Telephone, Property tax etc.)	3,00,000/-
Total (b):	6,50,000/-
Grand Total (a)+(b):	64,10,810/-

Gratuity: The Company shall pay gratuity as per the Company's rules.

He shall be liable to retire by rotation.

He will be entitled for Annual Increment upto 25% of last salary drawn as may be recommended by Nomination and Remuneration Committee and approved by the Board of Directors. The first annual increment shall fall due on 1st April, 2026.

In addition to above, he will be entitled for performance bonus up to 10% of the Net Profits of the preceding financial year, subject to the overall limits of the managerial remuneration as per Schedule V of the Companies Act, 2013.

Explanation:

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost. The Medical Insurance Premium and Accidental Insurance Premium will cover Insurance Policies of Chairman & Managing Director and his family members.

Note:

Family members mean the following:

Self, Spouse, Children (whether or not dependent and whether or not married)

Conveyance facilities:

The Company shall provide repairs, maintenance and running expenses for car owned by Chairman & Managing Director.

Income Tax:

Income tax will be deducted at source as per applicable laws / rules.

The other terms and conditions of the re-appointment of Mr. Shailesh Ramniklal Mehta, shall be governed as per the draft agreement to be executed by and between the Company and Mr. Shailesh Ramniklal Mehta, Chairman & Managing Director of the Company.

This statement containing following information is given as per Section II of Part II of Schedule V of the Companies Act, 2013:

I	General Information:		
(1)	Nature of industry	Plastic Manufacturing Industry	
(2)	Date or expected date of commencement of commercial production	The Company has been engaged in the business of manufacturing technical textile products since August, 1989.	
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
(4)	Financial performance based on given indicators on Standalone basis	2024-25 (RS IN LACS)	2023-24 (RS IN LACS)
	Revenue from Operations	11,570.83	9,489.35
	Other Income	546.61	33.39
	Profit before Tax	472.31	(841.11)
	Total Tax Expense	(16.20)	-
	Profit after Tax	488.51	(841.11)
	Other Comprehensive Income	1.27	0.22
	Total Comprehensive Income	489.78	(840.89)
(5)	Foreign investments or collaborations, if any.	For details of foreign investments made by the company, please refer to Note no. 3 of the Standalone Financial Statements forming part of the Annual Report for FY 2024-25.	
		The Company has not entered into any Foreign collaboration.	
II	Information about the appointee:		
(1)	Background details	Mr. Shailesh Ramniklal Mehta is one of the promoter and founder of the Company. He is in Board since 1989 and has wide experience in the management of the affairs of the Company. He also has rich experience and knowledge in the areas of manufacturing, finance and administration.	
(2)	Past remuneration	During F.Y. 2024-25, he was paid annual remuneration of ₹ 59,67,323/-.	
(3)	Recognitions and Awards	None	
(4)	Job Profile and his suitability	Mr. Shailesh Ramniklal Mehta, Chairman & Managing Director is responsible for the day to day management of the Company and he is assisted by Departmental and Functional Heads. He is working under the superintendence and control of the Board of Directors. He has vast experience of Plastic Industry and he has continuously contributed in the growth of the Company.	
(5)	Remuneration Proposed	As per details given above.	
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The proposed remuneration is commensurate with the skills and experience of the appointee Mr. Shailesh Ramniklal Mehta, Chairman & Managing Director of the Company. The remuneration proposed is in line with and prevailing in similar industry and having regard to the size of the Company.	
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Shailesh Ramniklal Mehta has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholding in the Company.	
(III)	Other information:		
(1)	Reasons of loss or inadequate profits	The company has not suffered losses during the F.Y. 2024-25.	
(2)	Steps taken or proposed to be taken for improvement	The Company's products are well accepted in the domestic and international markets. By broadening its product mix and focusing on profitability, the Company is working towards strengthening its financial position.	
(3)	Expected increase in productivity and profits in measurable terms.	The Company is focusing on cost optimization by improving production efficiencies, while also investing in the development of new products and the enhancement of its existing offerings, technologies, and processes. This will enable the Company to improve its turnover and profits in years to come. The Company has taken various steps under the guidance of Mr. Shailesh Ramniklal Mehta for improvement and development of the Company.	

IV. Disclosures

(1)	The remuneration package of Mr. Shailesh Ramniklal Mehta is as mentioned above in the Explanatory Statement. A copy of the draft agreement which will be executed with the Chairman & Managing Director shall be open for inspection by the Members in electronic mode up to the date of ensuing Annual General Meeting. Members can inspect the same by sending an email through registered email id at finance@geotexelin.com .
(2)	The required disclosures to the shareholders of the Company are given in the Corporate Governance Report annexed to the Board's Report.

The appointment and remuneration of Mr. Shailesh Ramniklal Mehta has been approved by the Board of Directors. The Board of Directors of your Company recommends the approval of the re-appointment of Mr Shailesh Ramniklal Mehta, with effect from 15th February, 2026 for a period of three years.

Mr. Shailesh Ramniklal Mehta satisfies all the conditions as set out in Part I of Schedule V as also under Section 196 of the Companies Act, 2013 for being eligible to be re-appointed as a Chairman & Managing Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Chairman & Managing Director. The Company has also received declaration from Mr. Shailesh Ramniklal Mehta that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

The Board of Directors are of the opinion that the re-appointment of Mr. Shailesh Ramniklal Mehta as the Chairman & Managing Director is in the interest of the Company and accordingly, your directors recommend the resolution set out at Item No. 3 for approval of the members as a Special Resolution.

Except Mr Shailesh Ramniklal Mehta being an appointee, Mr Naresh Ramniklal Mehta and their relatives, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

ITEM NO. 4

Pursuant to the provision of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), every listed entity is required to appoint a peer reviewed Company Secretary in practice or a Firm of Company Secretaries in practice as a Secretarial Auditor on the basis of recommendation of the Board of Directors and the same is required to be approved by the Members of the Company.

The Board of Directors of the Company, at its meeting held on August 14, 2025, has on the recommendation of the Audit Committee and after considering the experience and expertise recommended to the Members of the Company, appointment of M/s. SPANJ & Associates, Company Secretaries, Ahmedabad (Firm Registration No. P2014GJ034800), as Secretarial Auditors for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30 on such remuneration as may be decided by the Board of Directors of the Company from time to time.

M/s. SPANJ & Associates, a peer reviewed firm of Company Secretaries (Unique ID No. P2014GJ034800) having a Peer Review Certificate No.6467/2025 is managed by four qualified Company Secretaries, who hold multiple academic & professional qualifications. The Firm operates out of modern & well systematized offices located in Ahmedabad and Mumbai. With a professional impetus achieved from an ideal mix of the extensive experience of more than three decades of the principal partner CS Ashish Doshi, a visionary and experienced partner CS S. J. Bhikadia who also has experience of more than three decades and the fresh outlook of other two dynamic research oriented partners CS Jigar Gandhi and CS Nirali Patel having experience of more than Ten years, backed by a team of qualified Company Secretaries in the firm and other trained staff members having requisite knowledge and experience of handling compliances of listed and closely held companies. The Firm provides a wide gamut of services to a wide network of clients in matters relating to Corporate Laws including Company Law. The Firm plays a pro-active role in its continuous support services to leading Business houses having establishments across the country, Government Corporations and Joint Ventures, MNCs and leading Bank. The focus areas of services of the firm includes advisory services on Companies Act and Rules framed thereunder, listing compliances, SEBI Act and Rules, restructuring, revival and rehabilitation, appearance before National Company Law Tribunal, Ministry of Corporate Affairs (MCA Offices), SEBI, SAT, Due diligence etc. The Firms also provides advisory and support services to leading Law Firms and Corporate Advisory services Firms and SEBI Registered Merchant Bankers.

M/s. SPANJ & Associates, Practicing Company Secretaries, have consented to their appointment as the Secretarial Auditors, if appointed and have confirmed that they are eligible for appointment as the Secretarial Auditors and are free from any disqualifications.

The proposed remuneration to be paid to the Secretarial Auditors for the financial year 2025-26 is ₹ 1,20,000/-. The remuneration for the subsequent years of their term shall be decided by the Board of Directors based on the recommendation of the Audit Committee of the Company.

The Board of Directors recommends the resolution set out at Item No. 4 for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

ANNEXURE - A TO THE NOTICE

Details of the Director seeking appointment/re-appointment at the Annual General Meeting

(Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Name of Director	Mr. Shailesh Ramniklal Mehta
DIN	01457666
Date of Birth	29/01/1960
Qualification	Bachelor of Commerce
Experience	More than 30 years
Original Date of Appointment	02-08-1989
Expertise in specific functional area	Plastic Manufacturing Industry
Details of Directorship held in other Listed entities	Nil
Details of Membership/ Chairmanship held in other Companies	Nil
Skills and Capabilities	As mentioned above in the Explanatory Statement
Shareholding in the company	20,02,817
No. of Board meeting attended during the year (2024-25)	7
Relationship with other Directors and Key Managerial Personnel of the Company	Brother of Mr. Naresh Mehta, Non-Executive Director

Registered Office:

Unit No. P-2, Prime Industrial and Logistics Hub,
Harijala, Kheda, Matar, Gujarat, India, 387570

Place : Ahmedabad

Date : 14th August, 2025

By Order of the Board of Directors

Shubham Kiran Shah

Company Secretary & Compliance Officer
Membership No.: ACS 72784

DIRECTORS' REPORT

To,
The Members,

Your Directors take pleasure in presenting the 36th Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2025.

1. FINANCIAL PERFORMANCE:

The financial performance of your Company on standalone basis for the Financial Year ended 31st March, 2025 is summarized below:

(₹ in Lakhs)

Particulars	Financial Year ending	
	31 st March, 2025	31 st March, 2024
Total Revenue	12117.44	9522.74
Profit/ (Loss) before Interest, Depreciation & Tax (EBIDTA)	1481.14	257.69
Less: Finance Cost	457.64	552.74
Less: Depreciation	551.19	546.06
Profit/ (Loss) Before Tax (PBT)	472.31	(841.11)
Less: Provisions for Taxation including Deferred Tax	(16.20)	-
Profit/ (Loss) for the Year	488.51	(841.11)
Other Comprehensive Income	1.27	0.22
Total Comprehensive Income for the Year	489.78	(840.89)

The Standalone and Consolidated Financial Statements for the Financial Year ended 31st March, 2025, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs.

2. PERFORMANCE AT A GLANCE ON STANDALONE BASIS:

During the Financial Year 2024-25, the Company achieved total Revenue of ₹ 12117.44 lakhs in the current year, against ₹9522.74 lakhs in the previous year, thereby registering Increase of 27.25 % as compared to the previous year. The Company has registered Net Profit of ₹ 488.51 lakhs in the current year, against Loss of ₹ 841.11 lakhs in the previous year.

3. MATERIAL CHANGES AND COMMITMENTS:

There are no material changes and commitments, affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate on the date of this report.

4. CHANGE IN THE NATURE OF BUSINESS:

There has been no change in the nature of business of the Company during the financial year 2024-25.

5. DIVIDEND:

The Board of Directors has not recommended any dividend on the Equity Share Capital of the Company for the financial year ended 31st March, 2025.

6. TRANSFER TO RESERVES:

During the Financial Year 2024-25, no amount has been transferred to reserves.

7. DEPOSITS:

During the year under review, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) from the public or the members and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

8. FUND RAISING – PREFERENTIAL ISSUE:

During the year under review, (i) the company has issued 49,67,302 (Forty-Nine Lakh Sixty Seven Thousand Three Hundred Two) equity shares on a preferential basis at an issue price of ₹38.25 aggregating to ₹18,99,99,301.50 to allottees under Promoter and Non-Promoter

Category. The said amount of ₹18,99,99,301.50 were fully received on October 22, 2024 and allotment of 49,67,302 Equity Shares was completed.

- (ii) The Company has also issued 7,84,312 (Seven Lakh Eighty-Four Thousand Three Hundred Twelve) warrants convertible into equity shares within a period of 18 months from the date of allotment of Warrants, on a preferential basis at an issue price of ₹ 38.25 aggregating to ₹ 2,99,99,934/- to allottees under Promoter Category. Out of ₹2,99,99,934/-, an amount which is equivalent to 25% i.e. ₹9.5625 per Warrant aggregating to ₹74,99,983.50 has been received by the Company at the time of allotment of the Warrants, and the balance 75% i.e. ₹28.6875 of per Warrant price shall be payable to the Company at the time of issue and allotment of the equity shares upon exercise of the option attached to the relevant Warrants.

There has been no deviation in the utilization of preferential issue proceeds from the objects stated in the private placement offer cum application letter.

9. SHARE CAPITAL:

The Paid-up Equity Share Capital of the Company as on 31st March, 2025 stands at ₹ 13,30,69,910/- i.e. 1,33,06,991 Equity Shares of ₹ 10/- each.

During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on 31st March, 2025, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

CHANGES TO SHARE CAPITAL:

During the year under review, the Company has allotted 49,67,302 (Forty-Nine Lakh Sixty-Seven Thousand Three Hundred Two) equity shares on a preferential basis at an issue price of ₹38.25 (including a premium of ₹ 28.25) per Equity Share, for a total consideration of ₹18,99,99,301.50.

10. SUBSIDIARY COMPANY:

The Company has a Wholly Owned Subsidiary Company in the name of "Texel Industries (Africa) Limited" (hereinafter referred as WOS).

During the period under review, the Board of Directors reviewed the affairs of its WOS. In accordance with Section 129(3) of Companies Act, 2013, the Consolidated Financial Statements of the Company and its WOS in accordance with the relevant accounting standards have been prepared which forms part of the Annual Report. Further, a statement containing the salient features of the financial statements of the WOS in Form AOC-1 forms an integral part of this report and is annexed as Annexure – E.

11. POLICY FOR DETERMINING MATERIAL SUBSIDIARY:

The Company has a Policy for determining Material Subsidiary in line with the requirements of Regulations 16(1)(c) and 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The said policy is available on the website of the Company viz.

https://cdn.prod.website-files.com/66aba4a3fcdeb2e1f9831db2/67977a8665595be1179c31bb_Policy-for-determining-Material-Subsidiary-1.pdf

12. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in a separate section and forms an integral part of this Report and is annexed as **Annexure – A**.

13. CORPORATE GOVERNANCE REPORT:

Your Company always endeavors to adhere to the highest standards of corporate governance, which are within the control of the Company. A comprehensive Report on Corporate Governance inter-alia highlighting the endeavors of the Company in ensuring transparency, integrity and accountability in its functioning has been incorporated as a separate section, forming a part of the Annual Report as **Annexure B**. The certificate issued by the Statutory Auditors on Compliance with Corporate Governance is annexed to the Report on Corporate Governance.

14. ANNUAL RETURN:

Pursuant to the amendments in Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return (Form MGT-7) for the financial year ended March 31, 2025, is available on the Company's website and can be accessed at

https://cdn.prod.website-files.com/66aba4a3fcdeb2e1f9831db2/68b00cda797f6b15159c809a_Annual%20Return%202024-25.pdf

15. RELATED PARTY TRANSACTIONS:

All related party transactions are placed before the Audit Committee for approval. The omnibus approval is obtained on a yearly basis for related party transactions which are of repetitive nature. A statement containing details of all Related Party Transactions are placed before the Audit Committee and the Board of Directors for review and approval on a quarterly basis.

All the related party transactions for the year under review were in the ordinary course of business and at an arm's length basis and therefore disclosure in Form AOC-2 is not required.

No material related party transactions, were entered with related parties during the year under review.

The details of the related party transactions as per Indian Accounting Standard (Ind-As) are mentioned in Note [No. 39] in the notes to the accounts of the Financial Statements.

The Company has a 'Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions'. The said policy is available on the website of the Company viz. <https://www.geotexelin.com> and can be downloaded from the weblink: https://cdn.prod.website-files.com/66aba4a3fcdeb2e1f9831db2/6836bfc66bd97f5e187690ff_Policy%20on%20Related%20Party%20Transactions.pdf

16. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL & PARTICULARS OF EMPLOYEES:

The disclosures relating to remuneration and other details required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report.

The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report.

In terms of the provisions of the second proviso to Section 136 of the Companies Act, 2013, the Annual Report excluding the aforesaid information is being sent to the members and others entitled thereto. If any member is interested in obtaining the above information, such member may write to the Company Secretary on email id: finance@geotexelin.com.

17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY:

The Company has not granted any loans or provided any guarantees or made any investments under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 during the year under review.

For details of investments made in shares of Wholly Owned Subsidiary Company (WOS), M/s. Texel Industries (Africa) Limited, please refer Note [No.3] and for loans granted to WOS, please refer Note [No.4] of the Standalone Financial Statements forming part of the Annual Report for F.Y. 2024-25.

18. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Appointment/ Resignation/ Regularization/Cessation during the Financial Year:

- (i) Mr. Pallav Vasavada resigned from the post of Chief Financial Officer of the Company with effect from close of business hours on 13th April, 2024.
- (ii) Mr. Umesh Arvindbhai Vyas (DIN: 07979266) was appointed as an Additional Independent Director of the Company with effect from 28th May, 2024.
- (iii) Mr. Kirit N. Mehta (DIN: 00444837) resigned from the post of Chairman and Independent Director of the Company with effect from close of business hours on 28th May, 2024.
- (iv) Mr. Parth P. Nipadkar was appointed as Chief Financial Officer (Key Managerial Personnel) of the Company with effect from 13th July, 2024.
- (v) Ms. Avni Chouhan (DIN: 08716231) was appointed as an Additional Independent Director of the Company with effect from 13th July, 2024.
- (vi) Special Resolution was passed at the AGM held on 24th August, 2024 for regularization of Mr. Umesh Arvindbhai Vyas (DIN: 07979266) for Five-year term starting from 28th May, 2024 to 27th May, 2029 and Ms. Avni Chouhan (DIN: 08716231) for Five-year term starting from 13th July, 2024 to 12th July, 2029 as Independent Directors of the company.
- (vii) Ms. Jasmin N. Vhora (DIN: 07173838), Independent Director of the Company ceased to be a Director of the Company with effect from 13th February, 2025, upon completion of her second term as an Independent Director of the Company.

Retirement by rotation:

In accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Shailesh Ramniklal Mehta (DIN: 01457666), Chairman & Managing Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting ("AGM") and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

Annual Evaluation made by the Board of its own Performance and that of its Committee and Individual Directors:

The Nomination and Remuneration Policy of the Company empowers the Nomination and Remuneration Committee to formulate a process for evaluating the performance of Directors, Committees of the Board and the Board as a whole.

Pursuant to the provisions of the Companies Act, 2013 read with Rule 8(4) of the Companies (Accounts) Rules, 2014 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the process for evaluation of the performance of the Directors/ Board / Committees of the Board was initiated by the Nomination and Remuneration Committee.

The Board has carried the evaluation of its own performance, individual Directors, its Committees, including the Chairman of the Board on the basis of attendance, contribution and various criteria as recommended by the Nomination and Remuneration Committee of the Company and has also evaluated the fulfillment of independence criteria of the Independent Directors as specified under Section 149(6) of the Companies Act, 2013 and under Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and their independence from the management. The evaluation of the working of the Board, its committees, individual directors, experience and expertise, performance of specific duties and obligations etc. were carried out. The Directors expressed their satisfaction over the evaluation process.

The Board evaluation was conducted through questionnaire having qualitative parameters and feedback based on ratings.

In the Corporate Governance Report attached to this report the manner in which the evaluation process was carried out has been explained.

19. COMMITTEES OF THE BOARD:

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and the Committees function under their respective Charters. These Committees play an important role in the overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board for noting.

The Board of Directors of the Company have constituted the following Committees:

- A. Audit Committee
- B. Nomination & Remuneration Committee
- C. Stakeholders Relationship Committee
- D. Finance and Investment Committee
- E. Risk Management Committee

The Details with regards to Composition, Duties, Terms of Reference, Meetings and Attendance of Meetings of the Committees are discussed in detail and it forms a part of Corporate Governance Report annexed to the Report as **Annexure B**.

20. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) & Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- a) In the preparation of the annual accounts, the applicable accounting standards and Schedule III of the Companies Act, 2013 has been followed along with proper explanation relating to material departures;
- b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the 31st March, 2025 and of the profit and loss of the Company for financial year ended 31st March, 2025;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a going concern basis;
- e) proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

21. AUDIT REPORTS AND AUDITORS:

A. STATUTORY AUDITORS:

M/s. Sunil Poddar & Co., Chartered Accountants (FRN: 110603W), Ahmedabad are the Statutory Auditors of the Company. M/s Sunil Poddar & Co. were appointed as Statutory Auditors of the company for the second term of five consecutive years i.e. from the F.Y. 2022-23 to F.Y. 2026-27 and shall hold office till the conclusion of 38th Annual General Meeting of the Company, subject to compliance of provisions of Companies Act, 2013.

AUDITOR'S REPORT:

- The Auditors' Report for the Financial Year ended 31st March, 2025 does not contain any qualifications, reservations or adverse remarks.
- As regards the comments made in the Auditors' Report, the Board is of the opinion that they are self-explanatory and does not require further clarification.

B. SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. SPANJ & Associates, Company Secretaries, (Firm Registration No. P2014GJ034800), to conduct Secretarial Audit of the Company for the Financial Year 2024-25.

The Secretarial Audit Report in Form No. MR-3 for the financial year ended 31st March, 2025 forms an integral part of this report and is annexed as **Annexure – C**.

The Secretarial Audit Report for the Financial Year ended 31st March, 2025 does not contain any qualifications, reservations or adverse remarks.

Pursuant to the provisions of Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has recommended to the Members of the Company, the appointment of M/s. SPANJ & Associates, Company Secretaries, (Firm Registration No. P2014GJ034800), as the Secretarial Auditors of the Company for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30 to conduct Secretarial Audit of the Company.

C. INTERNAL AUDITORS:

The Board of Directors had appointed M/s. CNK & Associates LLP, Chartered Accountant (FRN: 101961W/W-100036), as Internal Auditors of the Company for the Financial Year 2024-25.

22. INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS:

The Statutory Auditors, the Secretarial Auditors and Internal Auditors of the Company have not reported any instances of fraud to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

23. CORPORATE SOCIAL RESPONSIBILITY:

The provisions of Section 135 of the Companies Act, 2013 and Rules made thereunder are not applicable to the Company for the Financial Year 2024-25.

24. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Particulars as prescribed under sub-section (3)(m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, forms an integral part of this report and is annexed as **Annexure – D**.

25. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATIONS IN FUTURE:

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

26. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has an adequate internal financial control system commensurate with the nature of its business and the size and complexity of its operations and is operating effectively with no material weakness.

During the year under review, no material or serious observation has been received from the Statutory Auditors and the Internal Auditors of the Company on the inefficiency or inadequacy of the said internal financial control system.

27. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT:

The Business Responsibility and Sustainability Report as per Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company as the Company does not fall under top 1000 listed Companies on the basis of market capitalization.

28. DIVIDEND DISTRIBUTION POLICY:

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, top 1000 listed entities based on market capitalization are required to formulate a Dividend Distribution Policy. Accordingly, your Company is not required to formulate the Dividend Distribution Policy.

29. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (the 'Act') and Rules made thereunder, your Company has a policy and framework for employees (all female employees on the rolls of the Company including those on deputation, contract, temporary, part time or working as consultants are covered under this Policy) to report sexual harassment cases at workplace and its process ensures complete anonymity and confidentiality of information.

The Company has constituted an Internal Complaints Committee to redress complaints relating to sexual harassment. During the year, no complaints with allegations of sexual harassment were received by the Company. The details of which are given below:

- (i) Number of sexual harassment complaints received during the year: Nil
- (ii) Number of complaints resolved during the year: Nil
- (iii) Number of cases pending for more than ninety days: Nil

30. MATERNITY BENEFIT ACT COMPLIANCE:

During the year under review, the Company has complied with the provisions of the Maternity Benefit Act, 1961.

31. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a Vigil Mechanism which also incorporates a Whistle Blower Policy ("this Policy") in compliance with the provisions of Section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of the SEBI (LODR) Regulations, 2015.

This Policy has been formulated with a view to provide a mechanism / channel for employees, directors and other stakeholders of the Company to raise concerns of suspected frauds, any violations of legal / regulatory requirements or Code of Conduct for Directors and Senior Management of the Company, incorrect or misrepresentation of any financial statements and reports or any instance(s) of leakage / suspected leakage of UPSI etc.

The Vigil Mechanism / Whistle Blower Policy may be accessed on the Company's website at the link:

https://cdn.prod.website-files.com/66aba4a3fcdeb2e1f9831db2/67977a8648dbb17d41f750d5_Whistle-Blower-Policy.pdf

32. COST RECORDS:

The Company has duly prepared and maintained the cost records of the business activities carried out by the Company during the financial year 2024-25 as required pursuant to the provisions of Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014. However, the appointment of Cost Auditor for undertaking audit of the cost records of the company is not applicable to your Company.

33. RISK MANAGEMENT POLICY:

The Company has a robust Risk Management framework which enables it to take certain risks to remain competitive and achieve higher growth and at the same time mitigate other risks to maintain sustainable results.

Under the framework, the Company has laid down a Risk Management Policy ("Policy") which defines the process for identification of risks, its assessment, mitigation measures, monitoring and reporting.

The main objective of this Policy is to achieve sustainable business growth with stability and to promote a proactive approach in identifying, reporting, evaluating and resolving risks associated with the Company's business which, in the opinion of the Risk Management Committee, may threaten the growth, stability and existence of the Company.

For a detailed risk management policy please refer the website link:

https://cdn.prod.website-files.com/66aba4a3fcdeb2e1f9831db2/67977a8617b5b55f22f8ba60_Policy-on-Risk-Management.pdf

34. ACCREDITATIONS AND RECOGNITIONS:

Your Company has received the following accreditations and recognitions:

1. ISO 9001:2015 (Quality Management System Standard)
2. ISO 14001:2015 (The Environmental Management System Standard)
3. ISO45001:2018 (The Occupational Health & Safety Management System Standard)
4. 1st Company in India to obtain ISI license for marking under IS: 15351
5. Carries ISI mark as per BIS standard IS 15351:2015 for Agro Textiles Laminated High Density Polyethylene (HDPE) woven geomembrane for water proof lining.
6. Carries ISI mark as per BIS standard IS 7903:2017 for Textiles Tarpaulins made from High Density Polyethylene (HDPE) woven fabric.
7. Carries ISI mark as per BIS standard IS 15907:2010 for Agro Textiles High Density Polyethylene (HDPE) woven beds for vermiculture.
8. Carries ISI mark as per BIS standard IS 17374:2020 for Geosynthetics — Reinforced HDPE Membrane for Effluents and Chemical Resistance Lining.

35. ENVIRONMENT AND SAFETY:

- A. Health & Safety: The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.
- B. Environment: The Company always strives hard to give importance to environmental issues in normal course of operations. Adherence to Environmental and Pollution Control Norms as per Gujarat Pollution Control Board guideline is of high concern to the Company.

36. LISTING FEES:

The Company's Equity Shares are listed with Bombay Stock Exchange (BSE). The Company has paid Listing Fees for the financial year 2025-26 to BSE within the prescribed time period.

37. SECRETARIAL STANDARDS

The Company has followed the applicable Secretarial Standards with respect to 'Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

38. OTHER DISCLOSURES:

- a.) There was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year.
- b.) There was no instance of onetime settlement with any Bank or Financial Institution.

39. APPRECIATION:

The Board of Directors place on record sincere gratitude and appreciation for all the employees at all levels for their hard work, cooperation and dedication during the year.

The Board conveys its appreciation for its customers, shareholders, suppliers as well as vendors, bankers, business associates, regulatory and government authorities for their continued support.

For and on behalf of the Board

Place : Ahmedabad
Date : 14th August, 2025

Shailesh R. Mehta
Chairman & Managing Director
DIN:01457666

Umeshbhai A. Vyas
Independent Director
DIN: 07979266

“Annexure – A”

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34(2) (e) and Schedule V of SEBI (LODR) Regulations, 2015

Your Directors have pleasure in presenting the “Management Discussion and Analysis Report” for the Financial Year ended 31st March, 2025

A. OVERVIEW OF THE COMPANY “TEXEL INDUSTRIES LIMITED”:

Texel Industries Limited (“Texel”) has been engaged in the business of manufacturing technical textile products with over 35 years of experience in the industry. The company has proven its capabilities in manufacturing a wide range of technical textile products which includes geomembranes, geotextiles and ground covers among others. Our products have applications in agriculture, aquaculture, horticulture, animal husbandry, civil engineering, water harvesting, water conservation and disaster relief, landscaping, transportation, pollution control and waste management.

Texel is having total installed manufacturing capacity of about 23,680 metric tonnes at its Kheda facility. The total practical capacity is about 19,080 metric tonnes.

The Company continues to focus on cost optimization by improving production efficiencies, while also investing in the development of new products and the enhancement of its existing offerings, technologies, and processes. Your Company remains committed to upholding the confidence of its stakeholders and is consistently working towards strengthening revenues and profitability.

Your Company continues to witness healthy demand across domestic and international markets. By broadening its product mix and focusing on profitability, the Company is working towards strengthening its financial position and ensuring consistent growth.

B. OVERVIEW OF THE GLOBAL ECONOMY:

According to the International Monetary Fund’s World Economic Outlook Update (July 2025), the global economy is forecast to grow by 3.0 percent in 2025, with a slight recovery to 3.1 percent in 2026. Growth in advanced economies is expected to remain subdued—projected at around 1.4 percent in 2025 —while emerging market and developing economies are forecast to expand at approximately 3.7 percent in 2025. Global inflation is anticipated to continue its downward trajectory, though inflation in the United States may remain above target, partly due to enduring trade-related pressures. The IMF highlights several downside risks to this outlook, including heightened policy uncertainty, ongoing geopolitical tensions, trade disruptions, and elevated tariff regimes—all of which exert a drag on investment and trade, dampening near-term growth options. Despite these challenges, the global economy demonstrates tentative resilience; however, achieving stable and sustainable growth will require careful calibration of policy trade-offs, rebuilding of buffers, and a focused commitment to structural reforms.

C. OVERVIEW OF THE INDIAN ECONOMY:

According to the United Nations World Economic Situation and Prospects (mid-2025 update), India’s economy grew by about 6.8% in 2024 and is expected to grow by 6.3% in 2025, rising further to 6.5% in 2026. Growth is being supported by government spending on infrastructure and steady household consumption. India is also benefiting from global companies moving parts of their supply chains here. Key industries such as pharmaceuticals, chemicals, electronics, and IT services are expected to perform well, even though demand for exports is weak in many countries.

Inflation is projected to fall from 4.8% in 2024 to about 4.3% in 2025, which keeps it within the Reserve Bank of India’s comfort zone. Together with healthy job creation, this will support local demand in FY 2025-26. Risks remain from global trade tensions, tariffs, and geopolitical issues, but India is still the fastest-growing major economy, backed by strong fundamentals like high foreign exchange reserves, solid public investment, a young workforce, and resilient private consumption.

D. OPPORTUNITIES AND THREATS:

India’s focus on world-class infrastructure, along with the Government’s push for technical textiles, continues to create a strong growth environment. A favorable monsoon forecast, supported by the newly launched Bharat Forecasting System (BFS), strengthens agricultural planning and is expected to drive demand for products used in farming and water management. At the same time, new applications of geosynthetics are gaining traction across multiple industries.

On the risk side, global trade policies such as the U.S. tariff regime may create pricing pressures in certain markets, but they also encourage Indian manufacturers to diversify exports and improve competitiveness. Geopolitical tensions and fluctuations in shipping and freight rates remain factors to watch, though their impact is expected to be temporary and manageable. With resilient domestic demand, government infrastructure spending, and an agile operating model, your Company is well positioned to navigate these external challenges while continuing to capture growth opportunities.

Your Company’s risk management and control frameworks are aligned with its overall risk profile and appetite, though no system can provide complete assurance. To safeguard business operations, comprehensive insurance coverage has been maintained for all key

assets, helping to minimize potential losses. Your Company is also planning to migrate from the current ERP system to a customized ERP to mitigate risks.

E. SEGMENT-WISE PERFORMANCE:

Your Company remains committed to innovation and leadership in the Indian market by delivering high-quality products and steadily expanding its geographical presence. A brief overview of the segment-wise performance is provided below.

Technical Textile (Manufacturing) Segment:

- **Geomembranes**

The concept of geomembrane-lined farm ponds is rapidly gaining recognition across India, supported by various government initiatives aimed at water conservation and sustainable agriculture. As adoption continues to rise, these ponds are creating new opportunities in the country for the Company's products. This growing acceptance positions your Company's geomembrane products at the forefront of a significant expansion of the market, offering long-term growth potential and strengthening its role in advancing resilient agricultural practices.

During FY 2024-25, the Company registered Annual Sales of about ₹ 4959.60 lakhs, thereby contributing about 42.86 % to the total turnover of the Company.

- **Tarpaulins**

Your Company's HDPE Tarpaulins remained a steady contributor to performance during FY 2024-25, with sales of ₹ 2585.98 Lakhs, accounting for 22.35 % of total turnover. Supported by government schemes in the agro segment and sustained demand from industry and retail markets, this product line continues to provide a stable revenue base.

Alongside, the technical textile products manufactured at the Kheda facility are steadily strengthening their market presence, reflecting growing acceptance and long-term potential.

- **Geotextiles**

Your Company's woven geotextiles are witnessing growing acceptance in international markets, with exports steadily contributing to volumes. During FY 2024-25, this segment generated revenues of ₹ 846.58 Lakhs, reflecting its rising importance in the portfolio.

- **Other Technical Textile Products**

Your Company is also manufacturing following products, namely:

- Ground covers: It is used for protection of the soil from frost and other elements of nature and also to prevent growth of weeds.
- Lumber covers: It is used for covering lumber which is used in construction.
- Metal wrap: It is used for preventing corrosion of metal coils.
- Geo Tank – It is a portable structure that facilitates for aquaculture and water storage;
- Azolla Bed – used for azolla fern cultivation in animal husbandry, dairy industry and also used in aquaculture industry;
- Vermibed – used for organic farming;
- Grow Bags – used in terrace gardening or nursery and also for vegetable cultivation;
- Geo Tube or Lay Flat tube – used for water supply and water conveyance;
- Water Proof Membrane – used for preventing the ingress of water into roofs, walls and basements.

Your Company is focusing on increasing sales of these products also.

- **Land, Building & Property Development Segment:**

During the year, the Company also initiated surplus property development as part of its strategy to unlock value from non-core assets. With the consolidation of operations at the Kheda plant, surplus property was repurposed for development, thereby contributing to the turnover and strengthening the overall revenue mix.

During FY 2024-25, the Company registered Annual Sales of about ₹ 707.81 lakhs in this segment, thereby contributing about 6.12 % to the total turnover of the Company.

F. OUTLOOK:

Your Company's performance remains closely tied to the overall pace of economic growth, inflationary trends, and consumer spending power. To stay ahead in a competitive environment, we have placed strong emphasis on operational efficiency, innovation in value-added products, and selective expansion into new markets with the objective of strengthening margins and building resilience.

We are pursuing growth across all product lines, geographies, and customer segments, while maintaining a disciplined financial approach.

At the same time, your Company continues to build on its long-standing strength in water conservation solutions, an area where our expertise has consistently created impact. Expanding the product portfolio and venturing into untapped markets remain key priorities to achieve stability in both operations and profitability.

Looking ahead, your Company is committed to delivering sustainable, year-on-year growth. With scale and execution discipline, we expect revenue expansion to be accompanied by improvement in EBITDA margins, enabling long-term value creation for all stakeholders.

G. RISKS AND CONCERNS:

Risk is inherent to every business, and your Company has adopted a comprehensive Risk Management Policy to systematically identify, evaluate, mitigate, and monitor potential threats. These risks span across strategy, finance, operations, foreign exchange, environment, technology, regulation, reputation, personnel, and political factors, among others. To ensure effective oversight, the Audit Committee of the Board regularly reviews and strengthens the Company's risk management framework, enabling proactive responses and safeguarding business continuity.

H. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Company has established a robust system of internal financial controls in line with the requirements of the Companies Act, 2013, aimed at strengthening transparency and accountability. These controls are designed to safeguard assets, ensure their optimal use, and maintain accuracy in financial reporting. The Internal Auditors regularly review operations across departments and present their findings to the Audit Committee on a quarterly basis. The management remains committed to maintaining strong internal control systems across business operations, statutory compliances, and financial reporting.

I. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During F.Y. 2024-25, the revenue from operations was ₹ about 11,530.83 lakhs. The Company reported a Profit of ₹488.51 lakhs during the year against a loss of ₹ 841.11 lakhs in the previous year. The Management was able to stabilize operations through its efforts.

Your Company is working towards achieving better financial performance in the years to come. The financial performance of the Company has been summarized in the Directors' Report under the heading 'Financial Performance'.

J. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS FRONT:

The Company firmly believes that its people are its greatest strength and the driving force behind its continued progress. Their integrity, commitment, and passion have been central to achieving consistent improvements. We strive to provide a workplace culture and HR practices that encourage innovation, collaboration, merit-based growth, continuous learning, and leadership development.

Our Human Resource strategy remains focused on enhancing productivity, optimizing manpower costs, and strengthening skill development. At the same time, we are committed to fostering motivation and engagement through diverse initiatives that create a sense of belonging and inspire employees to contribute their best.

As on 31.03.2025, there are total 66 (Sixty-Six) employees working on the pay roll of the Company and there are 226 (Two Hundred Twenty-Six) workers working on contract basis.

K. THE KEY FINANCIAL RATIOS ARE GIVEN BELOW:

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018, the Company is required to provide details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations.

Key Financial Ratios	FY 2024-25	FY 2023-24	% Change	Explanation
Debtors Turnover Ratio	9.62	6.31	52.46%	Due to better collection efficiency and lower average receivables compared to last year.
Inventory Turnover Ratio	3.57	3.57	0%	-
Interest Coverage Ratio	3.24	0.71	356.34%	Significant improvement due to higher earnings before interest and tax (turnaround from loss to profit) along with reduced interest burden.
Current Ratio	1.08	0.83	30.12%	Increase mainly due to reduction in current liabilities while current assets have increased moderately.
Debt Equity Ratio	0.19	4.90	-96.12%	Substantial increase in shareholders' equity (profit retention, new infusion, or reserves) combined with a decrease in borrowings.

Key Financial Ratios	FY 2024-25	FY 2023-24	% Change	Explanation
Operating Profit Margin (%)	8.04	16.08	-50.00%	Decline in margin mainly due to increased input costs and other operating expenses, despite revenue growth. However, operations have turned profitable compared to the loss in previous year.
Net Profit Margin (%)	4.22	-8.86	-147.63%	Improvement due to turnaround from net loss in FY 2023-24 to net profit in FY 2024-25 & supported by better operational performance and cost control.

L. DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THERE OF:

Particulars	FY 2024-25	FY 2023-24
Return on Net Worth (%)	11.88	-51.09

The Net worth as on 31st March, 2025 has increased to ₹ 4,110.40 Lakhs as compared to ₹ 1645.63 lakhs in the previous year, so the Return on Net Worth is 11.88% as compared to (-) 51.09 % in the previous year.

The Company's Return on Net Worth improved from -51.09% in FY 2023-24 to 11.88% in FY 2024-25. The negative ratio in the previous year was primarily due to losses incurred during FY 2023-24. With improved financial performance and profitability during FY 2024-25, the Company achieved a positive return on net worth. The change is mainly attributable to better operating results and efficient cost management.

M. CONCLUSION:

The Management Discussion and Analysis Report ("this Report") has been prepared on the basis of available data as well as certain assumptions as to the economic conditions, various factors affecting raw material prices, selling prices, consumer demands & preferences, governing laws, political factors and other incidental factors. The Company's actual results, performance may differ considerably from those presented herein. The Company's performance is dependent upon global and national economic conditions, change in the geopolitical scenario, the price of commodities, business risk, change of Government's rules and regulations and other incidental factors over which the Company do not have any direct/indirect control.

For and on behalf of the Board

Place : Ahmedabad
Date : 14th August, 2025

Shailesh R. Mehta
Chairman & Managing Director
DIN:01457666

Umeshbhai A. Vyas
Independent Director
DIN: 07979266

“Annexure – B”

CORPORATE GOVERNANCE REPORT

Your Directors present the Company's Report on Corporate Governance for the financial year ended 31st March, 2025 in compliance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

1. THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is a synthesis of business elements & ethics encompassing accountability, transparency, fairness, responsibility, risk management and sustainability that not only enhances the organizational growth and values but also generates trust among all its shareholders and other stakeholders.

The Directors and Management of the Company believe in constructive and progressive Corporate Governance principle and are committed to maintain high standards of Corporate Governance in conducting its business and ensure that an effective self-regulatory mechanism exists to protect the interest of all the Stakeholders be it Investors, Customers, Employees, Suppliers, Financiers, Government and Community at large.

The Company is in compliance with the requirements stipulated under the provisions of Regulations 17 to 27 and clauses (b) to (i) and (t) of sub regulation (2) of regulation 46 read with Regulation 34(2) and Schedule V of the SEBI Listing Regulations.

2. BOARD OF DIRECTORS

A. COMPOSITION AND CATEGORY OF DIRECTORS:-

The Board of Directors is the apex body constituted by shareholders, for overseeing the Company's overall functioning. It provides strategic direction, leadership and guidance to the Company's management as also monitors the performance of the Company with the objective of creating long-term value for the Company's stakeholders.

The following is the Composition of the Board as at 31st March, 2025:

Names of the Director	Category
Mr. Shailesh Ramniklal Mehta	Chairman & Managing Director (Promoter)
Mr. Naresh Ramniklal Mehta	Non-Executive Director (Promoter)
Mr. Umesh Arvindbhai Vyas	Independent Director
Ms. Avni Chouhan	Independent Director

During the year under review, the composition of the Board of Directors was in conformity with the provisions of Section 149 and 152 of the Companies Act, 2013 ('the Act') and Regulation 17 of the SEBI Listing Regulations during the period under review. The strength of the Board of Directors as on 31st March, 2025 consisted of Four (4) Directors comprising of One (1) Executive Director, one (1) Non Executive- Non-Independent Director and Two (2) Non-Executive Independent Directors (including One Independent Woman Director). The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities. The Board presently, does not have any nominee director.

The Independent Directors constitute 50% of the Board as per the requirement of the Companies Act, 2013 and the SEBI Listing Regulations. 1 out of 4 members is a Woman Director.

The Company has received confirmation from all the existing Independent Directors of their registration on the Independent Directors Database maintained by the Institute of Corporate Affairs pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Based on the disclosures received from all the Independent Directors, the Board is of the opinion that the Independent Directors fulfill the conditions of Independence as specified in the Act, the SEBI Listing Regulations and they are independent of the Management.

None of the Directors on the Board hold the office of Director in more than 20 companies, including 10 public companies, as disclosed under Section 184 of the Act read with Rules framed thereunder. None of the Independent Directors serve as Independent Directors in more than 7 listed entities and none of the Independent Directors are Whole-time Directors / Managing Directors in any listed entity. Furthermore, none of the Whole-time Directors of the Company serve as Independent Directors in more than 3 listed entities. In accordance with Regulation 26 of the SEBI Listing Regulations, none of the Directors are members in more than 10 committees or act as Chairperson of more than 5 committees [the committees being, Audit Committee and Stakeholders' Relationship Committee] across all public limited companies in which he/she is a Director. All Non- Independent Directors are liable to retire by rotation.

Pursuant to Regulation 27(2) of the SEBI Listing Regulations, the Company also submits a quarterly compliance report on Corporate Governance to the Bombay Stock Exchange, where it is listed within the prescribed time period from the close of every quarter. The Chairman & Managing Director and the Chief Financial Officer ('CFO') have certified to the Board inter alia, on the accuracy of the

financial statements and adequacy of internal controls for financial reporting, in accordance with Regulation 17(8) read together with Part B of Schedule II of the SEBI Listing Regulations, pertaining to CEO and CFO certification for the Financial Year ended March 31, 2025.

In view of the scope and the nature of the Company's operations, the present size of the Board is appropriate for effective decision making. The Board of Directors has ultimate responsibility for the management, general affairs, direction, performance and long-term success of business.

B. ATTENDANCE OF DIRECTORS AT BOARD & ANNUAL GENERAL MEETING: -

The Board meets at regular intervals on a quarterly basis to discuss and decide on business policies and strategies apart from other Board businesses. An ad-hoc meeting is convened as and when circumstances require. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which are noted and confirmed in the subsequent Board Meeting.

The Company in consultation with the Directors prepares the Annual calendar of meetings and circulates a tentative Schedule for the meeting of the Board and Committee in order to facilitate the Directors to plan their schedules.

During the F.Y. 2024-25, the Board meetings were held physically and through electronic mode i.e. through Audio Visual means at the Corporate Office of the Company. The details of attendance of the Directors at the Board Meeting during the year and at Annual General Meeting are given below:

Name of Director	Category of Directors	Board Meeting attended	Last AGM Attended
Mr. Shailesh Mehta	Executive Director- Chairman & Managing Director	7	Yes
Mr. Naresh Mehta	Non-Executive – Non-Independent Director	1	No
Mr. Kirit Mehta *	Chairman and Non-Executive Independent Director	1	No
Mrs. Jasmin Vhora @	Non-Executive - Independent Director	3	Yes
Mr. Umesh Arvindbhai Vyas §	Non-Executive - Independent Director	7	Yes
Ms. Avni Chouhan #	Non-Executive - Independent Director	2	Yes

* Mr. Kirit N. Mehta (DIN: 00444837) had resigned from the post of Chairman and Independent Director of the Company with effect from close of business hours on 28th May, 2024.

@ Ms. Jasmin N. Vhora (DIN: 07173838), Independent Director of the Company ceased to be a Director of the Company with effect from 13th February, 2025, upon completion of her second term as an Independent Director of the Company.

§ Mr. Umesh Arvindbhai Vyas (DIN: 07979266) was appointed as an Additional Independent Director of the Company with effect from 28th May, 2024.

Ms. Avni Chouhan (DIN: 08716231) was appointed as an Additional Independent Director of the Company with effect from 13th July, 2024.

C. DIRECTORSHIP AND MEMBERSHIP IN COMMITTEES: -

The Company has obtained the requisite disclosures from the Directors in respect of their Directorship and Membership in Committees of other Companies, the details of which are given below:

Name of Director	Category of Directors	No. of Directorship in other Companies including this listed entity *	Names of other listed entities along with category of directorship	No. of Committee Positions held in Indian Companies **	
				Member	Chairperson
Mr. Shailesh Mehta	Executive Director- Chairman & Managing Director	2	None	2	0
Mr. Naresh Mehta	Non-Executive - Non Independent Director	1	None	0	0
Mr. Umesh Arvindbhai Vyas	Non-Executive - Independent Director	3	None	2	2
Ms. Avni Chouhan	Non-Executive - Independent Director	5	SVS VENTURES LIMITED – Independent Director HIPOLIN LTD.- Independent Director MONARCH NETWORTH CAPITAL LIMITED- Independent Director ONE GLOBAL SERVICE PROVIDER LIMITED- Independent Director	10	3

* Includes Directorships held in Listed and Unlisted Public Limited Companies and Private Limited Companies including Texel Industries Limited

**Committees considered are Audit Committee & Stakeholder's Relationship Committee of all the Public Limited Companies including Texel Industries Limited.

All the Directors are in compliance with the provisions of the Act and SEBI Listing Regulations, in this regard.

D. NUMBER OF BOARD MEETINGS HELD: -

During the year under review, 7 Board Meetings were held on 28.05.2024, 13.07.2024, 12.08.2024, 10.09.2024, 14.11.2024, 04.02.2025, 08.02.2025. The quorum for the meeting of the Board of Directors is one-third of the Board of Directors or two Directors, whichever is higher, including at least one Independent Director and during the year, the requisite quorum was present for all Board meetings. The maximum gap between any two Board Meetings was less than one hundred and twenty days.

E. DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTOR INTER-SE: -

Except Mr. Shailesh Mehta and Mr. Naresh Mehta who are related to each other, none of the Directors of the Company have any inter-se relationship.

F. NUMBER OF SHARES HELD BY NON-EXECUTIVE DIRECTORS: -

Particulars of number of Equity Shares held by the Non-Executive Directors as on 31st March, 2025 are given below:

Name of Non-Executive Director	No. of Equity Shares held
Mr. Naresh Mehta	99,801
Mr. Umesh Arvindbhai Vyas	Nil
Ms. Avni Chouhan	Nil

G. FAMILIARISATION PROGRAMME OF INDEPENDENT DIRECTOR: -

Pursuant to the provisions of Regulation 25(7) and Regulation 46 of the SEBI Listing Regulations, kindly refer to the Company's website https://cdn.prod.website-files.com/66aba4a3fcdeb2e1f9831db2/67977a865281912c0ef9fe05_Familiarization-Programme-for-Independent-Directors.pdf for details of the familiarization programme for Independent Directors.

Independent Directors are taken through a detailed induction and familiarization Programme when they join the Board of your Company. As part of the induction sessions, the Chairman & Managing Director provide an overview of the organization, history, culture, values and purpose. The Business and Functional Heads take the Independent Directors through their respective businesses and functions.

H. SKILLS/EXPERTISE/COMPETENCIES OF THE BOARD OF DIRECTORS

The Board as on 31st March, 2025 comprises of qualified members who bring in the required skills, competencies and expertise that allow them to make effective contributions to the Board and its Committees.

The matrix below summarizes the list of core skills, expertise, competencies identified by the Board as required in the context of the Company's business and as possessed by individual members of the Board. –

Name of Director	Entrepreneur/ Leadership	Strategic Planning	Finance	Taxation	Technical Expertise	Production	Marketing	Research and Development	Legal and Regulatory
Mr. Shailesh Ramniklal Mehta	√	√	√	√	√	√	√	√	√
Mr. Naresh Ramniklal Mehta	√	√	-	-	√	√	√	√	√
Mr. Umesh Arvindbhai Vyas	√	-	√	√	-	-	-	-	√
Ms. Avni Chouhan	√	-	√	√	-	-	-	-	√

I. INDEPENDENT DIRECTORS: -

Independent Directors play an important role in the governance processes of the Board. They bring with them their expertise and experience for fruitful discussions and deliberations at the Board. This improves the decision making process at the Board.

The Independent Directors have been appointed for a fixed term of 5 (five) years from their respective dates of appointment with an option to retire from the office at any time during the term of appointment. Their appointment has been approved by the Members of the Company. The Independent Directors have confirmed that they meet with the criteria of independence laid down under the Act, the Code and Listing Regulations.

Pursuant to the requirements of Section 150 of the Companies Act, 2013 read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, all the Independent Directors of the Company have registered their names in the Data Bank maintained with the Indian Institute of Corporate Affairs, Manesar ("IICA"), the authority notified by the Ministry of Corporate Affairs.

J. KEY MANAGERIAL PERSONNEL:

Pursuant to Section 203 of the Companies Act, 2013, the following are the Key Managerial Personnel of the Company as on 31st March, 2025:

Mr. Shailesh Ramniklal Mehta	Chairman & Managing Director
Mr. Shubham Shah	Company Secretary & Compliance Officer
Mr. Parth Niphadkar	Chief Financial Officer

K. SEPARATE MEETING OF INDEPENDENT DIRECTOR: -

In accordance with provisions of Regulation 25(3) of the SEBI Listing Regulation read with Schedule IV of the Companies Act, 2013 the Independent Directors separately met on 29th March, 2025, without the attendance of Non-Independent Directors and Management Personnel of the Company. At such meeting, the Independent Directors (i) reviewed the performance of Non-Independent Directors and the Board as a whole, (ii) reviewed the performance of Chairman of the Company after taking into account views of Executives and Non-Executive Directors and (iii) assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

L. ISSUANCE OF LETTER OF APPOINTMENT: -

The Independent Directors are given a formal appointment letter inter alia containing the term of appointment, role, duties and responsibilities, time commitment, remuneration, insurance, code of conduct, training and development, performance evaluation process, disclosure, confidentiality, etc.

M. BOARD'S ROLE: -

The Board's role is to:

- a. provide entrepreneurial leadership, set strategic objectives, and ensure that the necessary financial and human resources are in place for the Company to meet its objectives;
- b. establish a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of shareholders' interests and the Company's assets;
- c. set the Company's values and standards (including ethical standards), and ensure that obligations to shareholders and other stakeholders are understood and met;
- d. Consider sustainability issues, e.g. environmental, governance and social factors, as part of its strategic formulations
- e. review and approve the recommended remuneration framework and packages for the Board and key management personnel;
- f. review the performance of the Board, set the criteria for selection of directors and to nominate directors for shareholders' approval; and
- g. Ensure that communications with shareholders are accurate, adequate and timely.
- h. To assist the Board in the execution of its responsibilities, the Board has constituted various Board committees, namely the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Finance and Investment Committee and Risk Management Committee.

The role and function of each committee is disclosed in subsequent sections in this report. While these committees are delegated with responsibilities as provided in their Terms of Reference, the decision making powers have been delegated to the Board of Directors as a whole.

All Board Committees are constituted with clear Terms of Reference to assist the Board in discharging its functions and responsibilities.

3. COMMITTEES OF THE BOARD OF DIRECTORS: -

The Committees constituted by the Board focus on specific areas and take informed decisions within the framework designed by the Board and make specific recommendations to the Board on matters in their areas or purview.

All decisions and recommendations of the Committees are placed before the Board for information or for approval, if required. To enable better and more focused attention on the affairs of the Company, the Board has delegated particular matters to the Committees of the Board set up for the purpose.

The Board has constituted Five (5) statutory committees as on 31st March 2025:

- Audit Committee (AC)
- Nomination and Remuneration Committee (NRC)
- Stakeholders Relationship Committee (SRC)
- Finance and Investment Committee (FIC)
- Risk Management Committee (RMC)

The terms of reference of the Committees are determined by the Board from time to time. The respective Chairman of the Committee informs the summary of discussions held in the Committee Meetings to the Board.

The Minutes of the Committee Meetings are tabled at the respective Committee Meetings. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below.

A. AUDIT COMMITTEE

The Board has constituted a qualified and independent Audit Committee in line with the provisions of Regulation 18 of the SEBI Listing Regulations, read with Section 177 of the Companies Act, 2013 and is in due compliance of all the provisions stated therein. The Committee has full access to financial information.

i. TERMS OF REFERENCE: -

The Terms of Reference of the Audit Committee are broadly as follows:

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Modified opinion(s) in the draft audit report;
- 5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- 7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- 8) Approval or any subsequent modification of transactions of the company with related parties;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 14) Discussion with internal auditors of any significant findings and follow up there on;
- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- 16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 18) To review the functioning of the Whistle Blower mechanism;
- 19) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- 20) Reviewing the Management letters/ letters of Internal Control weaknesses issued by Statutory Auditors;
- 21) Review of Management discussion and analysis of financial condition and results of operations;
- 22) Review of internal audit reports relating to internal control weaknesses;
- 23) Review of appointment, removal and terms of remuneration of the Chief internal auditor;
- 24) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower;

- 25) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the company and its shareholders;
- 26) Review of the following statement of deviations:
 - a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1);
 - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7);
- 27) Approval of all Related Party Transactions and subsequent material modifications of transactions of the company with related parties;
- 28) Review of the information provided by the company for approval of proposed Related Party Transactions;
- 29) Review of the status of long-term (more than one year) or recurring Related Party Transactions on an annual basis; and
- 30) Carrying out any other function as may be required in pursuance of the decision of the Board of Directors of the Company or any provisions under the Companies Act, 2013 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, or any other applicable laws.

ii. COMPOSITION OF AUDIT COMMITTEE: -

As on 31st March, 2025, the Audit Committee is comprised of Three (3) Directors. All members of the Audit Committee are financially literate having expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. The composition of the Audit Committee is given below:

Name of the Director	Category
Mr. Umesh Arvindbhai Vyas, Chairman	Non-Executive - Independent Director
Mr. Shailesh Ramniklal Mehta, Member	Chairman & Managing Director
Ms. Avni Chouhan, Member	Non-Executive - Independent Director

iii. MEETINGS AND ATTENDANCE: -

During the Financial Year ending on 31st March, 2025 the Audit Committee met Four (6) times on 28.05.2024, 13.07.2024, 12.08.2024, 06.09.2024, 14.11.2024 & 08.02.2025. The time elapsed between any two consecutive meetings did not exceed 120 days.

Names of the Director	No. of meetings attended
Mr. Kirit Narotamdas Mehta, Chairman *	1
Mr. Shailesh Ramniklal Mehta, Member	6
Mrs. Jasmin Nahidakhtar Vhora, Member @	5
Mr. Umesh Arvindbhai Vyas, Chairman §	5
Ms. Avni Chouhan #, Member	1

* Mr. Kirit N. Mehta (DIN: 00444837), ceased to be the Chairman and Member of the Audit Committee due to resignation from the post of Chairman and Independent Director of the Company with effect from close of business hours on 28th May, 2024.

@ Ms. Jasmin N. Vhora (DIN: 07173838), ceased to be the Member of the Audit Committee, upon completion of her second term as an Independent Director of the Company with effect from 13th February, 2025.

§ Mr. Umesh Arvindbhai Vyas (DIN: 07979266) was appointed as a Chairman and Member of the Audit Committee with effect from 29th May, 2024.

Ms. Avni Chouhan (DIN: 08716231) was appointed as a Member of the Audit Committee with effect from 13th July, 2024.

All the Audit Committee Meetings are attended by Chief Financial Officer of the company as an Invitee. Partner of Internal Auditors- M/s. CNK & Associates LLP also attends the audit committee meetings as an invitee.

The Committee relies on the expertise and knowledge of the Management and the Internal Auditor, in carrying out its oversight responsibilities. The Audit Committee also considers taking professional advice from external experts, as and when required.

The minutes of Audit Committee Meetings are placed in the next meeting of the Board.

Total fees for all services paid by the Company to the Statutory Auditors is given below:

(₹ In Lakhs)

M/s. Sunil Poddar & Co.	FY 2024-25
Audit Fees	2.00
Total:	2.00

B. NOMINATION AND REMUNERATION COMMITTEE (NRC)

The NRC of the Company functions according to its terms of reference, its objectives, composition, meeting requirements, authority and power, responsibilities, reporting and evaluation functions in accordance with Section 178 of the Act and Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations.

i. TERMS OF REFERENCE: -

The Nomination and Remuneration Committee (NRC) aims at establishing a formal and transparent process for the appointment / re-appointment of Directors. The Nomination Committee is responsible to:

The role of Nomination and Remuneration Committee, inter alia, includes:

- 1) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
- 2) Recommend to the Board, all remuneration, in whatever form, payable to senior management;
- 3) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- 4) Formulation of criteria for evaluation of performance of independent director and the board of directors;
- 5) To carry out evaluation of every Director's performance;
- 6) Ensure that level and composition of remuneration is reasonable and sufficient, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- 7) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage;
- 8) To ensure that as per the prevailing HR policy of the Company there is an appropriate induction program for newly appointed Key Managerial Personnel and Senior Management personnel;
- 9) To provide the Key Managerial Personnel and Senior Management personnel with reward based fixed and incentive pay which is directly linked to their efforts, performance, dedication, achievement and operations of the Company;
- 10) To assist the Board in fulfilling its responsibilities;
- 11) To perform such other functions as may be necessary or appropriate for the performance of its duties;
- 12) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates;
- 13) Devising a policy on diversity of Board of Directors; and
- 14) Whether to extend or continue the terms of appointment of the independent director, on the basis of the report of performance evaluation of independent director.

ii. COMPOSITION & MEETINGS OF NOMINATION AND REMUNERATION COMMITTEE: -

As on 31st March, 2025, the Nomination & Remuneration Committee is comprised of two (2) Non-Executive Independent Directors and One (1) Non-Executive Non-Independent Director. The Nomination and Remuneration Committee held two meetings during the financial year 2024-25 on 28th May, 2024 and 13th July, 2024.

The composition of the Nomination & Remuneration Committee and the details of meetings attended by its members are appearing hereinafter:

Name of the Director	Category	No. of Meetings attended
Mrs. Jasmin Nahidakhtar Vhora, Chairperson [@]	Non-Executive - Independent Director	2
Mr. Kirit Narotamdas Mehta, Member [*]	Non-Executive - Independent Director	1
Ms. Avni Chouhan, Chairperson [#]	Non-Executive - Independent Director	0
Mr. Umesh Arvindbhai Vyas, Member [§]	Non-Executive - Independent Director	1
Mr. Naresh Ramniklal Mehta, Member	Non-Executive – Non-Independent Director	0

@Ms. Jasmin N. Vhora (DIN: 07173838), ceased to be the Chairperson and Member of the Nomination and Remuneration Committee, upon completion of her second term as an Independent Director of the Company with effect from 13th February, 2025.

* Mr. Kirit N. Mehta (DIN: 00444837), ceased to be the Member of the Nomination and Remuneration Committee, due to resignation from the post of Chairman and Independent Director of the Company with effect from close of business hours on 28th May, 2024.

#Ms. Avni Chouhan (DIN: 08716231) was appointed as a Member of the Nomination and Remuneration Committee with effect from 13th July, 2024 and was recategorized to act as the Chairperson of the Nomination and Remuneration Committee with effect from 13th February, 2025.

§Mr. Umesh Arvindbhai Vyas (DIN: 07979266) was appointed as a Member of the Nomination and Remuneration Committee with effect from 29th May, 2024.

iii. REMUNERATION POLICY

The detailed Nomination and Remuneration Policy for Directors, KMP and other employees, in accordance with the provisions of the Act and the SEBI Listing Regulations is available on the website at the weblink https://cdn.prod.website-files.com/66aba4a3fcdeb2e1f9831db2/67977abba8e8ff8ff529d530_Nomination-and-Remuneration-Policy.pdf

iv. ANNUAL PERFORMANCE EVALUATION OF BOARD OF DIRECTORS & INDIVIDUAL DIRECTORS: -

The Nomination and Remuneration Committee (NRC) has laid down criteria for evaluation of the performance of the Board of Directors, Committees of the Board and individual directors (Independent and Non-Independent Directors) Pursuant to the provisions of the Act and Listing Regulations, the NRC and the Board of Directors have carried out the Annual performance evaluation of the Board of Directors, Committees of the Board and individual directors (Independent and Non-Independent Directors) based on the criteria laid down by NRC.

An exercise was carried out to evaluate the performance of individual Directors. The Chairman of the Board of Directors and the Chairperson of Nomination and Remuneration Committee met the Directors individually to get an overview of functioning of the Board and its constituents inter alia on the following broad criteria:

- attendance and acquaintance with business level of participation,
- independence of judgment exercised by Independent Directors,
- vision and strategy
- Interpersonal relationship etc.
- effective participation, domain knowledge.

v. PECUNIARY RELATIONSHIP OR TRANSACTION: -

During the current financial year 2024-25 there was no pecuniary relationship or transaction with Non-Executive Directors of the company other than payment of Sitting Fees to Independent Directors for attending Board Meetings.

vi. PAYMENT TO NON-EXECUTIVE DIRECTORS: -

The Non-Executive-Independent Directors are paid sitting fees for attending Board Meetings. The Sitting fees are subject to ceiling limit provided in Companies Act, 2013 and rules made thereunder.

The details of sitting fees paid to Non-Executive -Independent Directors for the year ended 31st March, 2025 are as under:

(₹ in Lakhs)

Names of Non Executive Director	Sitting Fees
Mr. Kirit Narotamdas Mehta*	0.10
Mrs. Jasmin Nahidakhtar Vhora®	0.30
Mr. Umesh Arvindbhai Vyas §	0.70
Ms. Avni Chouhan#	0.20
Total:	1.30

* Mr. Kirit N. Mehta (DIN: 00444837) had resigned from the post of Chairman and Independent Director of the Company with effect from close of business hours on 28th May, 2024.

@ Ms. Jasmin N. Vhora (DIN: 07173838), Independent Director of the Company ceased to be a Director of the Company with effect from 13th February, 2025, upon completion of her second term as an Independent Director of the Company.

§ Mr. Umesh Arvindbhai Vyas (DIN: 07979266) was appointed as an Additional Independent Director of the Company with effect from 28th May, 2024.

Ms. Avni Chouhan (DIN: 08716231) was appointed as an Additional Independent Director of the Company with effect from 13th July, 2024.

vii. REMUNERATION TO EXECUTIVE DIRECTOR: -

In FY 2024-25, the Company has paid ₹ 59.68 Lakhs as Salary and Perquisites to Mr. Shailesh Mehta, Chairman & Managing Director of the Company. The remuneration paid is within the limits approved by the Shareholders.

Given below are details pertaining to payment of Managerial Remuneration to Mr. Shailesh Mehta, the Chairman & Managing Director for FY 2024-25:

(₹ In Lakhs)

Particulars	Remuneration
Gross Salary	57.61
Perquisites	2.07
Total	59.68

The Company is paying remuneration to its Executive Director in compliance with Section II of Part II of Schedule V of the Companies, Act, 2013.

The Company does not have any Employee Share Option Scheme or Employee Stock Purchase Scheme or any long-term incentive scheme.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has constituted the Stakeholders Relationship Committee (SRC) in line with the provisions of Regulation 20 of the SEBI Listing Regulations, read with Section 178 of the Companies Act, 2013 and is in due compliance of all the provisions stated therein.

i. TERMS OF REFERENCE: -

- 1) To allot the Equity Shares of the Company, and to supervise and ensure;
- 2) To attend to requests from the shareholders for transfer / transmission of shares and all matters incidental or related thereto;
- 3) To attend to matters relating dematerialization / re-materialization of shares / other securities and all matters incidental or related thereto;
- 4) To advise the Board on matters incidental or relating to issue of Bonus Shares & Rights Shares, etc.;
- 5) To consider and resolve grievances of the security holders of the Company, including complaints related to the transfer / transmission of shares, non-receipt of annual report and non-receipt of declared dividends;
- 6) To review the measures taken for effective exercise of voting rights by shareholders;
- 7) To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- 8) To review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- 9) To investigate complaints relating to allotment of shares, approval of transfer or transmission of shares or any other securities;

- 10) To attend to issue of duplicate certificates and new certificates on split / consolidation / renewal;
- 11) To attend to matters relating to compliance with the SEBI (LODR) Regulations, 2015 and other statutory requirements concerning the interests of holders of shares and other securities; and
- 12) To carry out any other function as may be required in pursuance of the decision of the Board of Directors of the Company or any provision under the Companies Act, 2013 or SEBI (LODR) Regulations, 2015 or any other applicable law.

ii. COMPOSITION & MEETINGS OF SRC :-

In compliance of provisions of Section 178 of Companies Act, 2013 & Regulation 20 of the SEBI Listing Regulations, the Board has constituted Stakeholders' Relationship Committee. As on 31st March, 2025, the Stakeholders' Relationship Committee is comprised of Two (2) Non-Executive Independent Directors and One (1) Executive Director. One (1) meeting of the SRC was held on 08.02.2025.

The composition of the SRC and the details of meetings attended by its members are appearing hereinafter:

Names of the Director	Category	No. of Meetings attended
Mr. Umesh Arvindbhai Vyas - Chairman ^s	Non-Executive - Independent Director	1
Mr. Shailesh Ramniklal Mehta- Member	Chairman & Managing Director	1
Mrs. Jasmin Nahidakhtar Vhora- Member [@]	Non-Executive - Independent Director	1
Ms. Avni Chouhan-Member [#]	Non-Executive - Independent Director	0

@Ms. Jasmin N. Vhora (DIN: 07173838), ceased to be the Member of SRC, upon completion of her second term as an Independent Director of the Company with effect from 13th February, 2025.

#Ms. Avni Chouhan (DIN: 08716231) was appointed as a Member of the SRC with effect from 13th July, 2024.

\$Mr. Umesh Arvindbhai Vyas (DIN: 07979266) was appointed as a Chairman and Member of the SRC with effect from 29th May, 2024.

During the year under review, 7 (Seven) shareholders' complaint were received and 6 (Six) were resolved. 1 (One) shareholders' complaint was pending as on 31st March, 2025.

iii. REDRESSAL OF INVESTOR GRIEVANCES:

The Company and its Registrar and Share Transfer Agent address the complaints and grievances of its shareholders expeditiously and replies are sent usually within 15 days except in case of dispute over facts or other legal impediments and procedural issues. The Company endeavors to implement suggestions as and when received from the investors.

D. RISK MANAGEMENT COMMITTEE

The Risk Management Committee as per Regulation 21(5) of the SEBI Listing Regulations is not applicable to the Company as the Company does not fall under top 1000 listed Companies on the basis of market capitalization. However, as a part of good corporate governance, your Company has constituted a Risk Management Committee in compliance with Regulation 21(1) of the SEBI Listing Regulations.

As per Regulation 17(9) of the SEBI Listing Regulations, the Company is required to lay down the procedures about the risk assessment and minimization procedures.

The meeting of Risk Management Committee was not held during the year under review.

i. The Composition of the Risk Management Committee as on 31st March, 2025 is as under:

Name of Members	Designation	Category of Director
Mr. Shailesh Ramniklal Mehta	Chairman	Chairman & Managing Director
Mr. Umesh Arvindbhai Vyas	Member	Independent Director
Ms. Avni Chouhan	Member	Independent Director

ii. The Terms of Reference of the Risk Management Committee are broadly as follows:

- 1) To ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management;
- 2) To establish a framework for the Company's risk management process and to ensure its implementation;
- 3) To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices; and
- 4) To achieve business growth with financial stability.

The detailed terms of reference of the Risk Management Committee is available on the website of the Company at www.geotexelin.com and can be downloaded from the web link: https://cdn.prod.website-files.com/66aba4a3fcdeb2e1f9831db2/67977a8617b5b55f22f8ba60_Policy-on-Risk-Management.pdf

E. SENIOR MANAGEMENT:

Particulars of Senior Management Personnel including the changes therein during the financial year 2024-25:

Sr. No.	Names of Senior Management Personnel	Designation
1	Mr. Shah Shubham Kiran	Company Secretary & Compliance Officer
2	Mr. Hitesh Panchal	Deputy Manager – Accounts & Finance
3	Ms. Avishi Sharedalal	AGM (HR, Business Development & Legal)
4	Ms. Anisha Mehta	AGM (Marketing & HR)
5	Mr. Parth P. Nipadhkar ^{\$\$}	Chief Financial Officer
6	Mr. Ganesh Dhomse ^{\$\$\$}	Head Sales - Domestic and Export (Sales & Marketing)
7	Mr. Pancholi Ketulkumar	Manager - Maintenance
8	Mr. Chandra Prakash Shukla	General Manager - Operations
9	Mr. Pallav Vasavada [#]	Chief Financial Officer
10	Mr. Kanaiyalal Patel [@]	Manager - Production
11	Mr. Pareshkumar Rohit [*]	Manager - HR & Admin
12	Mr. Bhanubhai Dudhabhai Rathod	Manager - Purchase & Stores

^{\$\$} Mr. Parth P. Nipadhkar was appointed as Chief Financial Officer with effect from 13th July, 2024.

^{\$\$\$} Mr. Ganesh Dhomse has ceased to be Head Sales - Domestic and Export (Sales & Marketing) with effect from 31st December, 2024.

[#] Mr. Pallav Vasavada has ceased to be Chief Financial Officer with effect from 14th April, 2024.

[@] Mr. Kanaiyalal Patel has ceased to be Manager- Production with effect from 15th September, 2024.

^{*} Mr. Pareshkumar Rohit has ceased to be Manager- HR & Admin with effect from 15th February, 2025.

F. FINANCE AND INVESTMENT COMMITTEE:

In order to take the monetary decisions quickly, your company has constituted Finance and Investment Committee ("Committee"). The Minutes of the committee meeting is noted in the subsequent meeting of the Board.

i. Meeting and Attendance:

During the Financial Year 2024-25, the Committee met twice on 18th October, 2024 and 22nd October, 2024.

ii. Composition of the Finance and Investment Committee as on 31st March, 2025 is as under:

Name of Members	Designation	Category of Director	No. of Finance and Investment Committee Meeting Attended
Mr. Shailesh Ramniklal Mehta	Chairman	Chairman & Managing Director	2
Mr. Umesh Arvindbhai Vyas	Member	Independent Director	2
Ms. Avni Chouhan	Member	Independent Director	0

iii. The Terms of Reference of the Finance and Investment Committee are broadly as follows:

- To borrow money;
- To Invest funds of the company;
- To grant loans or give guarantee or provide security in respect of loans;
- To review the adequacy of term debt, fund based and non-fund based borrowings and all banking arrangements and cash management and to approve any modification, addition and reduction of the same;
- To make application for new loans and facilities, negotiate and finalize the terms, acceptance of sanction letters, loan documents, security documents such as mortgage, hypothecation deeds etc. and such other related matters with respect to obtaining new loans/facilities or change in the terms and conditions of existing loans within the overall limits of the board powers;

- f) To convey acceptance of Sanction Letters, to approve the execution of Letters of Acknowledgment of Debts, Revival Letters, to negotiate, deal, and make settlement with Lenders, Balance Confirmation Letters that may be received from various Banks and Financial Institutions;
- g) To approve the exercise of guarantees as may be required by Banks, Financial Institutions, lenders etc. on any matter pertaining to the working affairs of the Company;
- h) To review and approve short term and long term investment transactions, including deployment of surplus funds in various instruments;
- i) To review and approve from time to time various business arrangements, projects, purchase of equipment's and apparatus for the existing and new business;
- j) To approach and negotiate with various debtors and creditors with proposals to settle the outstanding dues etc., and to approve the execution of any type of payment arrangement with the consenting parties etc.;
- k) To make recommendations to the Board relating to the capital structure and issuance of securities etc., including the authority to approach Investors (Institutional/ Private) for infusion of funds by way of equity and to accept equity investment offers as may be received and which are suitable to the Company and to carry out effective execution of such capital infusion subject to such regulatory approvals as may be necessary;
- l) To open, operate and close bank accounts with various Banks as may be necessary from time to time and to delegate authority to any of the Officials of the Company to open, operate and conduct all required banking transaction including issue, negotiate and receive cheques, bills of exchanges, letter of credit, promissory notes, etc. and close the Banking accounts so opened and execute necessary documents to open, operate and close the bank accounts, subject to such ceiling as committee may in its discretion decide for the transactions to be entered into by such officials of the Company; and
- m) To make and submit whether by committee itself or delegate authority to the Officials of the Company various representations, applications, agreements etc., as may be necessary from time to time with various Banks and Financial Institutions including Letters of Credits, Amendments to Letters of Credit etc., among others for availing financial assistance - long term and short term including working capital proposals, restructuring of the said financial assistance etc.

4. GENERAL BODY MEETINGS: -

The details of date, time and location of Annual General Meetings (AGM) held in last 3 years and Special Resolutions passed are as under: -

Financial Year	Date & Time	Venue	Special – Resolutions passed
2023-24	24.08.2024 at 12:39 p.m.	Through Video Conferencing at the Registered office of the Company at Unit No. P-2, Prime Industrial and Logistics Hub, Harijala, Kheda, Matar, Gujarat- 387570	<ol style="list-style-type: none"> i. Appointment of Mr. Umesh Arvindbhai Vyas (DIN: 07979266) as an Independent Director of the Company. ii. Appointment of Ms. Avni Chouhan (DIN: 08716231) as an Independent Director of the Company.
2022-23	29.09.2023 at 11:40 a.m.	Through Video Conferencing at the Registered office of the Company at Block No. 2106, Santej-Khatraj Road, Nr. Shah Alloys Ltd., Vill: Santej, Tal: Kalol, Dist: Gandhinagar – 382 721	<ol style="list-style-type: none"> i. Alteration of Object Clause of the Memorandum of Association of the Company. ii. Shifting of Registered Office of the Company.
2021-22	29.09.2022 at 11:00 a.m.	Through Video Conferencing at the Registered office of the Company at Block No. 2106, Santej-Khatraj Road, Nr. Shah Alloys Ltd., Vill: Santej, Tal: Kalol, Dist: Gandhinagar – 382 721	<ol style="list-style-type: none"> i. Re-appointment of Mr. Shailesh Ramniklal Mehta, as Managing Director of the Company. ii. Payment of remuneration to Dr. Christy Leon Fernandez, Independent Director of the Company pursuant to the provisions of Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of Special Resolution passed last year through postal ballot:

No postal ballot was conducted during the financial year 2024-25. Hence, details of voting pattern or procedure of the Postal Ballot are not disclosed.

Whether any special resolution is proposed to be conducted through postal ballot:

Any Special Resolution, if required to be passed through Postal ballot during FY 2025-26 shall be passed as per the procedure prescribed under the Companies Act, 2013 and Rules framed thereunder.

5. OTHER DISCLOSURES: -

A. Disclosure of Material Transactions: - Related Party Transaction: -

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirement) Regulation, 2015 during the financial year were in the ordinary course of business and on an arm's length price.

There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (Ind-AS 24) has been made in the notes to the Financial Statements in this Annual Report. The Policy on Related Party Transaction has been placed on the Company's website at https://cdn.prod.website-files.com/66aba4a3fcdeb2e1f9831db2/6836bfc66bd97f5e187690ff_Policy%20on%20Related%20Party%20Transactions.pdf

B. Vigil Mechanism / Whistle Blower Policy: -

In line with Regulation 22 of the SEBI Listing Regulations and Section 177 of the Act, the Company has formulated a Whistle Blower Policy / Vigil Mechanism for Directors and employees to report genuine concerns about instance of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Whistle Blower Policy is posted on the website of the Company at https://cdn.prod.website-files.com/66aba4a3fcdeb2e1f9831db2/67977a8648dbb17d41f750d5_Whistle-Blower-Policy.pdf

During the year under review, no complaint has been received under the Vigil Mechanism /Whistle Blower Policy.

C. Compliance with SEBI Listing Regulations: -

The Company has complied with all the mandatory requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There was no Non-Compliance by the Company and no penalties or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to the capital markets during the F.Y. 2024-2025.

D. As required under the SEBI Listing Regulations, M/s SPANJ & Associates, Practicing Company Secretaries, has certified that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of the Company by the Ministry of Corporate Affairs or any such statutory authority.

E. Prevention of Sexual Harassment (POSH) of Women at workplace: -

Pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013, the Company has framed a policy on prevention of Sexual Harassment of women at workplace. The Status of complaints during FY 2024-25 is as under: -

Period	Complaints
Opening as on 01.04.2024	Nil
Received during – 01.04.2024 to 31.03.2025	Nil
Disposed of during – 01.04.2024 to 31.03.2025	Nil
Pending as at 31.03.2025	Nil

F. Disclosure of Material Subsidiaries: -

Texel Industries (Africa) Limited" is the Wholly Owned Subsidiary of the Company. The Company does not have any Material Subsidiary as on 31.03.2024.

The Material Subsidiary Policy is posted on the website of the Company at : https://cdn.prod.website-files.com/66aba4a3fcdeb2e1f9831db2/67977a8665595be1179c31bb_Policy-for-determining-Material-Subsidiary-1.pdf

G. Certificate on Corporate Governance: -

The Company has obtained a certificate from the Statutory Auditors of the Company, M/s. Sunil Poddar & Co., Chartered Accountants, regarding compliance of conditions of Corporate Governance prescribed under the SEBI Listing Regulations, which forms part of this report.

H. Shareholder's Information: -

This Chapter read with the information given in the section titled General Shareholders' information constitutes the compliance report on Corporate Governance.

I. Code of Conduct: -

The Company has adopted a code of conduct for its Directors and Senior Management Personnel. All the Board Members and Senior Management Personnel have agreed to follow compliance of code of conduct. The code has been posted on the Company's website at https://cdn.prod.website-files.com/66aba4a3fcdeb2e1f9831db2/67977a865281912c0ef9fe08_Code-of-Conduct-for-Board-Senior-Management.pdf

J. Management Discussion and Analysis Report: -

The Management Discussion and Analysis Report on Company's financial and operational performance, Industry trends etc. is presented as the Separate chapter in the Annual Report which forms part of this report as Annexure A.

K. Insider Trading: -

The Company has in place "Code of Conduct to regulate, monitor and report Trading by Insider" and accordingly Company Secretary of the Company closes window for trading in Equity Shares of the Company at the end of every quarter in addition to specific event, if any to comply with said Insider Trading Code.

L. Disclosures regarding Re-appointment of Directors: -

As per the Articles of Association of the Company, one third of the Directors are liable to retire by rotation every year and if eligible, they offer themselves for re-appointment by the shareholders at the Annual General Meeting. No Alternate Director has been appointed on the Board of Directors of the Company. The independent Directors are not liable to retire by rotation.

M. Transfer of shares to Investor Education and Protection Fund (IEPF): -

There was no amount which were required to be transferred, to the Investor Education and Protection Fund by the Company.

N. Discretionary Requirements: -

The table below summarizes compliance status of discretionary requirements of Part E of Schedule II of SEBI Listing Regulations.

Sr. No.	Particulars	Status
1.	Modified Opinion in Audit Report	The Audit Opinion on Financial Statements as on 31 st March, 2025 is unmodified.
2.	Reporting of Internal Auditor	The Internal Auditor of the company reports to the Audit Committee at the Audit Committee Meeting held on quarterly basis.

O. Means of Communication: -

i. Financials Results: -

The quarterly and year to date financial results (unaudited / audited) are published in English language in "FREE PRESS GUJARAT" and in Gujarati Language in "LOKMITRA".

ii. Website Display: -

The Company's policies, financial results, all information submitted to stock exchange, etc. are displayed on the Company's website: www.geotexelin.com.

6. GENERAL SHAREHOLDER INFORMATION: -

Annual General Meeting:	29 th September, 2025 at 12.30 p.m. (IST) through Video Conferencing /Other Audio Visual Means (VC).
Financial Year:	April 01, 2024 to March 31, 2025
Dividend Payment Date:	N.A.
Listing Details:	Equity Shares are listed on the following Stock Exchanges: BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. The Annual Listing Fees for the year 2025-2026 has been paid to BSE Limited
Stock Code:	BSE Ltd. – 526638
ISIN Number:	INE594V01028
Corporate Identification Number:	L29100GJ1989PLC012576
Registrar and Share Transfer Agent:	MUFG Intime India Private Limited 5 th Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad – 380006 Phone – 079 26465179/ 86/ 87 E-mail: ahmedabad@in.mpms.mufig.com Website: www.in.mpms.mufig.com
Share Transfer System:	MUFG Intime India Private Limited, is Registrar & Share Transfer Agent of the Company. The Share Transfer and Share Dematerialization is processed by MUFG Intime India Private Limited, Ahmedabad. The transfer of shares in Depository mode is not required to be approved by the Company. The physical transfers of shares are approved by Stakeholders Relationship Committee.

Distribution of Shareholding & Category-wise Distribution:	Refer Table A & B		
Dematerialization of shares and liquidity:	As on 31 st March, 2025, 91.59% of the paid-up share capital (face value of Equity Shares of ₹ 10/- each) is held in Demat form with NSDL and CDSL.		
	Mode	No. of Equity Shares	% to Total Share Capital
	Physical	1119527	8.41
	Electronic		
	NSDL	7356855	55.29
	CDSL	4830609	36.30
	Total:	13306991	100.00
Outstanding GDR / ADR / Warrants or any Convertible Instruments and their likely impact on Equity:	NIL		
Commodity price risk or foreign exchange risk and hedging activities:	NIL		
Plant Locations:	Unit No. P-2, Prime Industrial and Logistics Hub, Harijala, Kheda, Matar, Gujarat- 387570, India		
Address for Correspondence:	All enquiries, clarification and correspondence should be addressed to the Company Secretary and Compliance Officer: Mr. Shubham Shah Corporate Office: 806- Swati Clover, Shilaj Circle, Sardar Patel Ring Road, Thaltej Road, Ahmedabad, Gujarat- 380054 Tel : +91 9099949050 E-mail: finance@geotexelin.com		
Credit Ratings	The company has obtained Credit Ratings from Brickwork Ratings India Pvt. Ltd for Bank Loan Facilities in Financial Year 2021-22. For Fund Based: BWR BB+/Stable Assignment For Non-Fund Based: BWR A4+/Stable Assignment No revision was obtained for this credit rating during current financial year. Since the Bank loan facilities for which the rating was obtained has been fully paid off, the Company will approach Brickwork Ratings India Pvt. Ltd. for the withdrawal of the Credit ratings.		
SEBI Complaints Redress System (SCORES)	Investor complaints are processed at SEBI in a centralised web-based complaints redress system. The salient features of this system are centralised database of all complaints, online upload of Action Taken Reports by the companies and online viewing by investors of actions taken on the complaint(s) and their current status.		
Online Dispute Resolution Portal (ODR)	SEBI vide its Circular dated July 31, 2023 issued guidelines for members to resolve their grievances by way of ODR through a common ODR portal. Members are requested to first take up their grievance, if any, with the Company's RTA viz. MUFG Intime India Private Limited. If the grievance is not redressed satisfactorily, the Member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines; and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at https://smartodr.in/login		

TABLE A
Distribution of Shareholding as on 31.03.2025

Category	Shareholders		Total Equity Shares of ₹10/- each	
	Number	Percentage	Number	Percentage
1-500	6562	84.46	643601	4.84
501-1000	534	6.87	444905	3.34
1001-2000	263	3.39	397181	2.98
2001-3000	104	1.34	270766	2.03
3001- 4000	52	0.67	187224	1.41
4001- 5000	56	0.72	268675	2.02
5001-10000	98	1.26	723578	5.44
10001- & ABOVE	100	1.29	10371061	77.94
Total:	7769	100.00	13306991	100.00

TABLE B
Shareholding Pattern as on 31.03.2025

Sr. No.	Category	No. of Shares	Total Value (Rs)	Percentage
I.	Promoters Shareholding:			
	Promoters and Promoter Group	3547893	35478930	26.66
II	Public Shareholding:			
1	Body Corporate - Limited Liability Partnership	80614	806140	0.61
2	Unclaimed or Suspense or Escrow Account	900	9000	0.01
3.	Hindu Undivided Family	617917	6179170	4.64
4	Non-Resident Indians	776613	7766130	5.84
5.	Other Bodies Corporate	439259	4392590	3.30
6.	Individuals	7843795	78437950	58.94
	Total:	13306991	133069910	100.00

For and on behalf of the Board

Place : Ahmedabad
Date : 14th August, 2025

Shailesh R. Mehta
Chairman & Managing Director
DIN:01457666

Umeshbhai A. Vyas
Independent Director
DIN: 07979266

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

Regulation 34 (3) read with Schedule V (D) of the SEBI (LODR), 2015

I do hereby declare that pursuant to Schedule V (D) read with Regulation 34(3) of the Listing Regulations, all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2025.

For and on behalf of the Board

Place : Ahmedabad
Date : 14th August, 2025

Shailesh R. Mehta
Chairman & Managing Director
DIN: 01457666

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Texel Industries Limited
Unit No. P-2, Prime Industrial and Logistics Hub
Harijala, Kheda, Matar, Gujarat-387570

1. We have examined the compliance of conditions of Corporate Governance of Texel Industries Limited ("the Company") for the year ended on March 31, 2025 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and other applicable regulations of Chapter IV pertaining to Corporate Governance and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [collectively referred to as "SEBI Listing Regulations"].

Management's Responsibility for compliance with the conditions of SEBI Listing Regulations

2. The compliance with the conditions of Corporate Governance is the responsibility of the management of the Company, including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

Our Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with the Corporate Governance requirements by the Company.
5. We have conducted our examination in accordance with the Guidance Note on Corporate Governance Certificate and the Guidance Manual on Quality of Audit & Attestation Services issued by the Institute of Company Secretaries of India ("ICSI").

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us and the representation made by the directors and the management, we hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations.
7. We further 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. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Sunil Poddar & Co.
Chartered Accountants
Firm Reg. No. 11603W

CA Harshil Lohia
Partner

Place: Ahmedabad
Date : 14th August, 2025

M. No. 192753
UDIN: 25192753BMIZBB8878

CEO & CFO CERTIFICATION

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
Texel Industries Limited
Unit No. P-2, Prime Industrial and Logistics Hub
Hariala, Kheda, Matar, Gujarat-387570

We hereby certify that:

- a. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2025 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of 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 they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - i. there are no significant changes in internal control over financial reporting during the year;
 - ii. there are no significant changes in the accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iii. there are no instance during the year, of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over the financial reporting.

Place: Ahmedabad
Date : 29th May, 2025

Shailesh R. Mehta
Chairman & Managing Director
DIN: 01457666

Parth P. Niphadkar
Chief Financial Officer

“Annexure – C”**Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 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
TEXEL INDUSTRIES LIMITED
CIN: L29100GJ1989PLC012576
Unit No. P-2, Prime Industrial and Logistics Hub,
Hariala, Kheda, Matar – 387570, Gujarat, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TEXEL INDUSTRIES LIMITED** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2025 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to an extent, in the manner and subject to the reporting made hereinafter:

We 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 Byelaws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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 (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

However, it has been found that there were no instances requiring compliance with the provisions of the laws indicated at point (d), (e), (h) and (i) of para (v) mentioned hereinabove during the period under review. However, there were no instances of any Foreign Direct Investment or External Commercial Borrowings.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with the Stock Exchange i.e. BSE Limited and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended).

- (vi) We further report that having regard to the compliance management system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has compliance management system for the sector specific laws applicable specifically to the company.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned hereinabove. We have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other sector specific laws applicable to the Company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors and committees of the Board during the period under review, except following changes:

- Ms. Pallav Vasavada resigned from the post of Chief Financial Officer of the Company with effect from close of business hours on 13th April, 2024;
- Mr. Umesh Arvindbhai Vyas (DIN: 07979266) was appointed as an Additional Independent Director of the Company with effect from 28th May, 2024;
- Mr. Kirit N. Mehta (DIN: 00444837) had resigned from the post of Chairman and Independent Director of the Company with effect from close of business hours on 28th May, 2024
- Mr. Parth P. Nipadkar was appointed as Chief Financial Officer (Key Managerial Personnel) of the Company with effect from 13th July, 2024;
- Ms. Avni Chouhan (DIN: 08716231) was appointed as an Additional Independent Director of the Company with effect from 13th July, 2024;
- Special Resolution was passed at the AGM held on 24th August, 2024 for regularization of Mr. Umesh Arvindbhai Vyas (DIN: 07979266) for Five year term starting from 28th May, 2024 to 27th May, 2029 and Ms. Avni Chouhan (DIN: 08716231) for Five year term starting from 13th July, 2024 to 12th July, 2029 as Independent Directors of the company;
- Ms. Jasmin N. Vhora (DIN: 07173838), Independent Director of the Company ceases to be a Director of the Company with effect from 13th February, 2025, upon completion of her second term as an Independent Director of the Company.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on the agenda were sent at least seven days in advance (except in case of meetings convened on a shorter notice, if any), and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision at the Board Meetings as represented by the management were carried out unanimously whereas, as informed, there is a system of capturing the views of dissenting members' and recording the same as part of the minutes, wherever required.

We further report that based on review of compliance mechanism established by the company and on the basis of the compliance certificate(s) issued by the whole time company secretary/KMP of the company and taken on record by the board of directors at their meeting(s), we are of the opinion that the management has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable rules, regulations and guidelines as referred hereinabove.

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

- Special Resolution was passed at the EGM held on 05th October, 2024 for Preferential Issue of Warrants by way of preferential issue on private placement basis to persons belonging to the Promoter Category;
- Special Resolution was passed at the EGM held on 05th October, 2024 for Preferential Issue of Equity Shares by way of preferential issue on private placement basis to persons belonging to Promoter Category and Non-Promoter Category;
- Allotment of 65,359 (Sixty Five Thousand Three Hundred Fifty Nine) fully convertible equity warrants ("Warrant(s)") at an issue price of ₹38.25 (Rupees Thirty Eight and Paise Twenty Five Only) (including a premium of ₹ 28.25) per Warrant on a preferential basis to Promoters of the Company in the Finance and Investment Committee Meeting held on 18th October, 2024;
- Allotment of 35,94,760 (Thirty-Five Lakh Ninety Four Thousand Seven Hundred Sixty) Equity Shares of face value ₹ 10/- (Rupees Ten Only) each at an issue price ₹ 38.25 (Rupees Thirty-Eight and Paise Twenty-Five Only) (including a premium of ₹ 28.25 (Rupees Twenty-Eight and Paise Twenty-Five Only) per Equity Share, for a total consideration of ₹13,74,99,570/- (Rupees Thirteen Crore Seventy Four Lakh Ninety Nine Thousand Five Hundred Seventy only), on preferential basis to persons belonging to Promoter Category and Non-Promoter Category in the Finance and Investment Committee Meeting held on 18th October, 2024;
- Allotment of 7,18,953 (Seven Lakh Eighteen Thousand Nine Hundred Fifty-Three) fully convertible equity warrants ("Warrant(s)") at an issue price of ₹38.25 (Rupees Thirty-Eight and Paise Twenty-Five Only) (including a premium of ₹ 28.25) per Warrant on a preferential basis to Promoters of the Company in the Finance and Investment Committee meeting held on 22nd October, 2024;

- Allotment of 13,72,542 (Thirteen Lakh Seventy-Two Thousand Five Hundred Forty-Two) Equity Shares of face value ₹ 10/- (Rupees Ten Only) each at an issue price ₹ 38.25 (Rupees Thirty-Eight and Paise Twenty-Five Only) (including a premium of ₹ 28.25 (Rupees Twenty-Eight and Paise Twenty-Five Only) per Equity Share, for a total consideration of ₹5,24,99,731.50 (Rupees Five Crore Twenty-Four Lakh Ninety-Nine Thousand Seven Hundred Thirty-One and Paise Fifty Only), on preferential basis to persons belonging to Promoter Category and Non-Promoter Category in the Finance and Investment Committee meeting held on 22nd October, 2024.

ASHISH C DOSHI, PARTNER

SPANJ & ASSOCIATES

Company Secretaries

FCS No.: F3544

COP No.: 2356

Date: 14th August, 2025

Place : Ahmedabad

P R Certificate No. : 6467/2025

UDIN : F003544G001009120

Note: 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

To,
The Members

TEXEL INDUSTRIES LIMITED

CIN: L29100GJ1989PLC012576

Unit No. P-2, Prime Industrial and Logistics Hub,

Harijala, Kheda, Matar – 387570, Gujarat, India

Sir,

Sub: Secretarial Audit Report for the Financial Year ended on 31st March, 2025

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

ASHISH C DOSHI, PARTNER

SPANJ & ASSOCIATES

Company Secretaries

FCS No.: F3544

COP No.: 2356

Date: 14th August, 2025

Place : Ahmedabad

P R Certificate No. : 6467/2025

UDIN : F003544G001009120

“Annexure – D”

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND
FOREIGN EXCHANGE EARNINGS AND OUTGO**

[Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

(A) Conservation of energy		
(i)	the steps taken or impact on conservation of energy;	No additional investments were made in this area during the year under review.
(ii)	the steps taken by the company for utilizing alternate sources of energy;	A 1 MW solar system has been installed and is expected to be operational from August 2025.
(iii)	the capital investment on energy conservation equipment's;	No new investment was made during the year under review.
(B) Technology absorption		
(i)	the efforts made towards technology absorption;	No new technology was absorbed during the year under review.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution;	No new technology was absorbed during the year, and consequently, no benefits were derived from it.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	
	(a) the details of technology imported;	No new technology was imported last year.
	(b) the year of import;	Not Applicable
	(c) whether the technology been fully absorbed;	Not Applicable
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;	Not Applicable
(iv)	the expenditure incurred on Research and Development	No new expenditure was incurred during the year under review.
(C) Foreign exchange earnings and outgo		
(i)	Foreign Exchange earnings	₹ 833.51 lakhs
(ii)	Foreign Exchange outgo	₹ 21.47 lakhs

For and on behalf of the Board

Place : Ahmedabad
Date : 14th August, 2025

Shailesh R. Mehta
Chairman & Managing Director
DIN:01457666

Umeshbhai A. Vyas
Independent Director
DIN: 07979266

“Annexure – E”

FORM NO.AOC-1

(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

(Amount in ₹)

Sr. No	Particulars	Details
1	Name of the subsidiary	Texel Industries (Africa) Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
3	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	1KES=0.6607INR
4	Share Capital	66,070
5	Reserves & Surplus	(24,801,031.34)
6	Total Assets	8,39,024.48
7	Total Liabilities	2,55,73,985.82
8	Investments	0
9	Turnover	0
10	Profit before taxation	(38,97,702)
11	Provision for taxation	0
12	Profit after taxation	(38,97,702)
13	Proposed Dividend	0
14	% of shareholding	100%

PART “B”: ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:

Sr. No	Name of Associates/Joint Ventures	
1	Latest audited Balance Sheet Date	Not Applicable
2	Shares of Associate/Joint Ventures held by the company on the year end	
	i. No.	
	ii. Amount of Investment in Associates/Joint Venture	
	iii. Extend of Holding %	
3	Description of how there is significant influence	
4	Reason why the associate/joint venture is not consolidated	
5	Net worth attributable to Shareholding as per latest audited Balance Sheet	
6	Profit / Loss for the year	
	i. Considered in Consolidation	
	ii. Not Considered in Consolidation	

For and on behalf of the Board

Place : Ahmedabad
Date : 14th August, 2025

Shailesh R. Mehta
Chairman & Managing Director
DIN:01457666

Umeshbhai A. Vyas
Independent Director
DIN: 07979266

Independent Auditor's Report

To the Members of Texel Industries Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying standalone Ind AS financial statements of Texel Industries Limited ('the Company'), which comprise the balance sheet as at 31st March 2025, the statement of profit and loss, including statement of other comprehensive income, cash flow statement and statement of changes in equity for the year ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2025, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs 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 ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules 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 is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

- We draw attention to the Note No 3 and 4 of the standalone financial statement regarding Investment and unsecured loans granted to Texel Industries (Africa) Limited, a wholly owned subsidiary of the Company. As on balance sheet date, the net worth of the said wholly owned subsidiary has been fully eroded. The management of the company has tested said investment and unsecured loan for impairment, based on their assessment there was impairment loss of ₹ 0.69 Lacs and ₹ 53.64 Lacs for investment and unsecured loans respectively.
- We draw attention to Note no. 12 of the standalone financial statement regarding Other Current Financial Assets that includes Subsidy Receivables amounting to ₹409.36 lakhs as of March 31, 2025. The company applied for Interest subsidy and Power Tariff under Textile Policy – 2019. The Management has assured that, based on their judgment and the terms and conditions of the subsidy approval criteria, the amount is recoverable despite the fact that approval from the relevant authority is awaited.

Our opinion is not modified in respect of this matter.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended 31st March, 2025. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the Standalone Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Financial Statements.

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
1.	The Company has recognised right of use assets and lease liability of ₹ 847.53/- lacs and Rs 1,098.74/- lacs respectively at year end. Application of Ind AS 116 requires significant judgement and estimate in determining the right of use assets and lease liabilities based on terms of the underlying lease agreements, hence we considered this as a key audit matter.	As part of our audit procedures, our procedures included the following: <ul style="list-style-type: none"> Read and assessed the Company's accounting policies in accordance with the requirements of Ind AS 116. Obtained an understanding, evaluated the design and tested the operating effectiveness of controls that the Company has in relation to accounting of leases under Ind AS116;

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
		<ul style="list-style-type: none"> - Tested the accuracy and completeness of the underlying lease master by agreeing the underlying data pertaining to lease rentals, term, escalation and other relevant terms and conditions to lease agreements and recomputed the calculations involved on a sample basis. - Evaluated the underlying assumptions and estimates including the discount rates. - Assessed the disclosures made in the financial statements by the Company in this regard.
2	This is a key audit matter as the amount of investments and loans to subsidiaries is material to the standalone financial statements of the company and the determination of recoverable value for impairment assessment involves significant management judgement.	<ul style="list-style-type: none"> - We evaluated the cash flow forecasts (with underlying economic growth rate) by comparing them to the approved budgets and our understanding of the internal and external factors. - We Evaluated the Disclosures Made in the Standalone Financial Statements.

Information Other than the Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules 2015 as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The board of directors are responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the audit of Standalone Ind AS 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it

exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements for the financial year ended 31st March, 2025 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The balance sheet, the statement of profit and loss including other comprehensive income, the cash flow statement and statement of changes in equity dealt with by this Report are in agreement with the books of account;

- (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the companies (Indian Accounting Standards) Rules 2015 as amended.
- (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 controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and
- (g) In our opinion, the managerial remuneration for the year ended 31st March, 2025 has been paid / provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
- (h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position–

The company has filed Special Civil Application on 18/05/2016, before Honourable Gujarat High Court for quash and to set aside the notice of demand raised by Employees Provident Fund Organisation for ₹11.31/- lacs on late payment of remittance for the period November, 1998 to January, 2014, vide its notice dated 25.04.2016 and to put a stay on the notice of demand dated 25.04.2016 during Pending admission and hearing of the present petition.

- ii. The Company is not required to make provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts as the company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amount which were required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (i) The management has represented that, to the best of its knowledge and belief, other than disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (iii) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

For, **SUNIL PODDAR & CO.**
Chartered Accountants
Firm Reg. No 110603W

[CA Harshil Lohia]
Partner

M. No. 192753

UDIN: 25192753BMIYZL7675

Place: Ahmedabad
Date: 29th May, 2025

ANNEXURE A TO THE AUDITOR'S REPORT REFERRED TO IN PARAGRAPH 1 OUR REPORT OF EVEN DATE:

The Annexure referred to in Independent Auditor's Report of even date to the members of **TEXEL INDUSTRIES LIMITED** on the financial statements of the company for the year ended 31st March, 2025, we report that:

- (i) (a) (A) The Company has maintained the proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The company has maintained proper records showing full particulars of intangible asset.
- (b) The fixed assets were physically verified during the year by the management in accordance with a program of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of the company.
- (d) 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 revalued any of its Property, Plant and Equipment and intangible assets during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) (a) The physical verification of Inventory has been conducted at reasonable intervals by the Management during the year end and, in our opinion, the coverage and procedure of such verification by Management is appropriate. The discrepancies noticed on physical verification of Inventory by the Management as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) In our opinion and according to the information and explanation given to us, the procedures for physical verification of Inventories followed by the management is reasonable and adequate in relation to the size of the company and the nature of business.
- (c) The company has maintained reasonable records for Inventories of raw material and finished goods lying at factory premises. As regards to work in process, we were informed that though it is not possible to compare individual items with the available records, on an overall basis, no discrepancy was disclosed. The discrepancy noticed on physical verification of stores and spares on comparison to books of records were not material and as informed to us would be dealt with in the books of account after enquiry / reconciliation.
- (b) The Company has not been sanctioned working capital limits in excess of five crores in aggregate form banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii) (b) of the Order is not applicable to the Company.
- (iii) The company has made investments in firm and granted unsecured loans or advances in the nature of loans, to companies or any other parties during the year, in respect of which:
 - (a) The Company has provided loans during the year and details of which are given below, The Company has not provided any advances in the nature of loan or guarantee or security to any other entity during the year.

Particulars	Loan (₹ In Lakhs)
A. Aggregate amount granted/ provided during the year:	
Subsidiary	96.99
Others (Loan to Staff)	10.54
B. Balance outstanding as at Balance Sheet date in respect of above cases:	
Subsidiary	316.01
Others (Loan to Staff)	5.33

- (b) In our opinion, the investments made and the terms and conditions of the grant of loans are prima facie, not prejudicial to the Company's interest.
- (c) In respect of loans granted by the Company, no schedule of repayment of principal and payment of interest has been stipulated, hence question of regularity of repayment or receipts does not arise.
- (d) According to the information and explanation given to us and based on the audit procedures performed, in respect of loans granted, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) No loan granted by the Company has fallen due during the year and has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- (f) The company has granted loans repayable on demand to its employees, the aggregate amount of which stands at ₹ 325.00 thousands, which is 100% of the total loans granted by the Company during the year.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) During the year, company has accepted deposits from its members and such deposits does not exceed ten per cent of the aggregate of the Paid-up share capital, free Reserves and securities premium account of the company, thus company is exempted to comply the provision of section 73(2)(a) to (e).

Further as per information and explanations provided to us for our verification, there is no violation of provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.

Also, according to information furnished to us, no order has been passed on the Company by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal for noncompliance with the provisions of Chapter V of the Companies Act, 2013.

- (vi) According to the explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 for any of the products manufactured/ services rendered by the company. Hence reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, duty of excise, service tax, cess and other material statutory dues were in arrears as at 31st March 2025 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues referred to in clause (a) above as at 31st March, 2025 which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us and the records of the Company examined by us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted in repayment of loans or other borrowings to any lender.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the Company has not been declared wilful defaulter by any bank of financial institution or government or any government authority.
- (c) The term loans have been applied for the purposes for which they were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year 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, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate firm.
- (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 associate firm.

- (x) (a) The Company has not raised monies by way of Initial Public Offer or Further Public Offer (including debt instruments) during the year.
- (b) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has made preferential allotment or private placement of shares. The requirements of Section 42 and Section 62 of the Companies Act, 2013, have been complied with, and the funds raised have been used for the purposes for which the funds were raised.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) According to the information and explanations given to us no whistle-blower complaints, if any, received during the year by the Company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion the company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) The internal audit reports of the company issued till date of the audit report, for the period under audit have been considered by us.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) (a) In our opinion the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) The company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3(xvi)(b) is not applicable.
- (c) According to the information and explanations provided to us during the course of audit, there is no core investment company within the group (as defined in the Core Investment Companies (Reserve Bank Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable.
- (xvii) The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly reporting under clause 3(xviii) of the Order is not applicable.

- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) Since the provisions of section 135 of the Companies Act, 2013 with regard to corporate social responsibility are not applicable to the company hence the clause 3(xx) of the Order is not applicable.
- (xxi) There are no Companies of which reports are included in the consolidated financial statements. Hence, reporting under clauses 3(xxi) of the Order is not applicable.

For, **SUNIL PODDAR & CO.**
Chartered Accountants
Firm Reg. No 110603W

[CA Harshil Lohia]
Partner

M. No. 192753

UDIN: 25192753BMIYZL7675

Place: Ahmedabad
Date: 29th May, 2025

**ANNEXURE - B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE IND AS
FINANCIAL STATEMENT OF THE TEXEL INDUSTRIES LIMITED ("THE COMPANY")**

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of Texel Industries Limited ("the Company") as of 31st March 2025 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting with reference to these Standalone Financial Statements

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these Standalone Financial Statements and such internal financial controls over financial reporting with reference to these Standalone Financial Statements were operating effectively as at 31st March, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, **SUNIL PODDAR & CO.**
Chartered Accountants
Firm Reg. No 110603W

[CA Harshil Lohia]
Partner

M. No. 192753

UDIN: 25192753BMYZL7675

Place: Ahmedabad
Date: 29th May, 2025

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2025

[₹ in Lakhs]

Particulars	Notes	As at 31 st March, 2025	As at 31 st March, 2024
(I) ASSETS			
1. Non Current Assets			
Property, Plant and Equipment	2	3,302.12	3,938.86
Right to use Assets	2	855.70	1,067.93
Capital Work in Progress	2	444.30	2.54
Financial Assets			
- Investments	3	-	-
- Loans	4	262.37	195.31
- Other Financial Assets	5	385.16	249.82
Other non-current assets	6	0.80	11.90
Total Non Current Assets		5,250.45	5,466.35
2. Current Assets			
Inventories	7	2,403.87	1,716.31
Financial Assets			
- Trade Receivables	8	1,038.07	1,366.61
- Cash and cash equivalents	9	28.41	1.36
- Bank balances other than Cash and Cash Equivalents	10	4.44	21.87
- Loans	11	5.33	2.33
- Other Financial Assets	12	450.94	382.37
Other Current Assets	13	1,212.70	806.19
Current Tax (Net)	14	18.33	8.72
Total Current Assets		5,162.10	4,305.76
Total		10,412.55	9,772.11
(II) EQUITY AND LIABILITIES			
1. Shareholders' Funds			
- Equity Share Capital	15	1,330.70	833.97
- Other Equity	16	2,779.70	811.66
Total		4,110.40	1,645.63
2. Non Current liabilities			
Financial Liabilities			
- Borrowings	17	407.01	420.73
- Lease Liability	18	928.63	1,099.75
- Other financial liabilities	19	89.50	13.00
(b) Provisions	20	42.39	70.58
(c) Deferred tax liabilities (Net)	21	40.63	58.10
Total		1,508.16	1,662.17
3. Current liabilities			
Financial Liabilities			
- Borrowings	22	374.40	728.01
- Lease Liability	23	170.10	188.79
- Trade Payables	24		
- Total outstanding dues of micro and small enterprise		38.72	35.40
- Total outstanding dues of creditors other than micro and small enterprise		2,214.92	2,867.81
Other current liabilities	25	1,910.61	2,516.02
Provisions	26	85.23	128.28
Liability For current Tax (Net)		4,793.99	6,464.31
Total		10,412.55	9,772.11
Significant Accounting Policies	1		

Accompanying Notes are an integral part of the Financial Statements

In terms of our report attached

For Sunil Poddar & Co.
Chartered Accountants
Firm. Reg. No. 110603W

CA. Harshil Lohia
Partner
Membership No. 192753
UDIN No: 25192753BMYZL7675

Place : Ahmedabad
Date : 29th May, 2025

For and On Behalf of the Board of Director

Shailesh R. Mehta
Chairman & Managing Director
DIN: 01457666

Shubham Kiran Shah
Company Secretary
M. No.: ACS 72784

Place : Ahmedabad
Date : 29th May, 2025

Umeshbhai A. Vyas
Independent Director
DIN: 07979266

Parth P. Niphadkar
Chief Financial Officer

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2025

[₹ in Lakhs]

Particulars	Notes	Year ended 31 st March, 2025	Year ended 31 st March, 2024
Revenue			
Revenue from Operations	27	11,570.83	9,489.35
Other Income	28	546.61	33.39
Total Revenue (I)		12,117.44	9,522.74
Expenses			
Cost of Materials Consumed	29	7,344.86	6,688.82
Purchases of Stock-In-Trade	30	1,269.53	586.54
Changes In Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	31	(587.43)	(128.03)
Employees Benefits Expense	32	564.34	623.10
Finance Costs	33	457.64	552.74
Depreciation and Amortisation expense	2	551.19	546.06
Other Expenses	34	2,044.99	1,494.62
Total Revenue (II)		11,645.12	10,363.85
Profit Before Exceptional item and Tax (I)-(II)		472.31	(841.11)
Exceptional items		-	-
Profit Before Tax		472.31	(841.11)
Tax Expense			
Current Tax		-	-
Deferred Tax (PL)		(16.20)	-
Total Tax Expense		(16.20)	-
Profit from continuing operations (III)		488.51	(841.11)
Profit from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit from discontinued operations (after tax) (IV)		-	-
Profit for the period V (III+IV)		488.51	(841.11)
OTHER COMPREHENSIVE INCOME / (EXPENSES)			
Items that will not be reclassified to profit or loss		1.59	0.29
Income tax relating to items that will not be reclassified to profit or loss		(0.32)	(0.07)
Other Comprehensive Income for the year (VI)		1.27	0.22
Total Comprehensive Income for the year (V)+(VI)		489.78	(840.89)
Earnings Per Equity Share (Face Value ₹ 10 each)			
Basic (In ₹)	35	4.62	(10.09)
Diluted (In ₹)		4.55	(10.09)
Significant Accounting Policies	1		

Accompanying Notes are an integral part of the Financial Statements

In terms of our report attached

For Sunil Poddar & Co.
Chartered Accountants
Firm. Reg. No. 110603W

CA. Harshil Lohia
Partner
Membership No. 192753
UDIN No: 25192753BMYZL7675

Place : Ahmedabad
Date : 29th May, 2025

36th Annual Report 2024-25

For and On Behalf of the Board of Director

Shailesh R. Mehta
Chairman & Managing Director
DIN: 01457666

Shubham Kiran Shah
Company Secretary
M. No.: ACS 72784

Place : Ahmedabad
Date : 29th May, 2025

Umeshbhai A. Vyas
Independent Director
DIN: 07979266

Parth P. Niphadkar
Chief Financial Officer

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

[₹ in Lakhs]

Particulars	For the Year ended 31 st March, 2025	For the Year ended 31 st March, 2024
A Cash flow from operating activities		
Profit/(loss) before tax	472.31	(841.11)
Adjustment for		
Depreciation / Amortisation	551.19	546.06
Profit/Loss on discard of Assets	472.57	2.57
Interest expense	457.64	552.74
Interest income	(39.30)	(33.39)
Operating cash flow before working capital changes	1,914.41	226.87
(Increase) / Decrease in Trade Receivable	328.54	269.94
(Increase) / Decrease in Inventories	(687.57)	306.10
(Increase) / Decrease in Loans and Advances	(70.06)	-
(Increase) / Decrease in Other Financial Assets	(94.02)	(121.04)
(Increase) / Decrease in Other Assets	(405.03)	239.16
Increase / (Decrease) in Trade Payable	(649.56)	(450.62)
Increase / (Decrease) in Other Financial Liabilities	76.50	124.67
Increase / (Decrease) in Other Liabilities	(605.41)	894.48
Increase / (Decrease) in Provisions	(71.24)	-
Cash generated from operations	(263.44)	1,489.55
Income taxes paid (net)	-	-
Net cash generated by operating activities	(263.44)	1,489.55
B Cash flow from investing activities		
Net Purchase/ discarded/sales of property, plant and equipment	(616.55)	(85.38)
Investment in Non-Current Bank Fixed deposits	(109.89)	(15.31)
Interest received	39.30	33.39
Net cash used in investing activities	(687.14)	(67.31)
C Cash flow from financing activities		
Proceeds from equity	1,974.99	-
Proceeds from non-current borrowing	(13.72)	(573.87)
Proceeds from current borrowing	(353.62)	(99.22)
Payment of Lease Liabilities	(189.80)	(242.16)
Interest paid	(457.64)	(552.74)
Net cash generated from / used in financing activities	960.21	(1,467.97)
Net (decrease)/increase in cash & cash equivalents (A+B+C)	9.62	(45.73)
Cash and cash equivalents at the beginning of the period		
Balances with banks in current accounts and deposit account	21.87	67.82
Cash on hand	1.36	1.14
Cash and cash equivalents at the end of the period (Refer Note 9 & 10)	32.85	23.23

The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discontinuing operations.

Significant Accounting Policies

1

Accompanying Notes are an integral part of the Financial Statements

In terms of our report attached

For Sunil Poddar & Co.
Chartered Accountants
Firm. Reg. No. 110603W

CA. Harshil Lohia
Partner
Membership No. 192753
UDIN No: 25192753BMYZL7675

Place : Ahmedabad
Date : 29th May, 2025

For and On Behalf of the Board of Director

Shailesh R. Mehta
Chairman & Managing Director
DIN: 01457666

Shubham Kiran Shah
Company Secretary
M. No.: ACS 72784

Place : Ahmedabad
Date : 29th May, 2025

Umeshbhai A. Vyas
Independent Director
DIN: 07979266

Parth P. Niphadkar
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY

A. EQUITY SHARE CAPITAL

(1) As at 31st March, 2025

[₹ in Lakhs]

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
833.97	-	-	496.73	1,330.70

(2) As at 31st March, 2024

[₹ in Lakhs]

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
833.97	-	-	-	833.97

B. OTHER EQUITY

As at 31st March, 2025

[₹ in Lakhs]

Particulars	Reserves and Surplus				Money Received Against Share Warrants	Other Comprehensive income Remeasurement gain/(loss) on defined benefit plans	Total
	Securities Premium Account	Capital Redemption Reserve	Capital Reserve	Surplus as per Statement of Profit and Loss			
Balance at the beginning of the current reporting period	1,076.93	163.33	292.29	(779.78)	-	58.89	811.66
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	-	-	1.27	1.27
DIVIDENDS	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	488.51	-	-	488.51
Money received against share warrants	-	-	-	-	75.00	-	75.00
Remeasurement of the Net Defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	-
Right Issue Premium (Net)	1,403.26	-	-	-	-	-	1,403.26
Balance at the end of the current reporting period	2,480.19	163.33	292.29	(291.27)	75.00	60.16	2,779.70

STATEMENT OF CHANGES IN EQUITY (CONTD.)

As at 31st March, 2024

[₹ in Lakhs]

Particulars	Reserves and Surplus				Money Received Against Share Warrants	Other Comprehensive income Remeasurement gain/(loss) on defined benefit plans	Total
	Securities Premium Account	Capital Redemption Reserve	Capital Reserve	Surplus as per Statement of Profit and Loss			
Balance at the beginning of the current reporting period	1,076.93	163.33	292.29	61.33	-	58.68	1,652.56
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	-	-	0.22	0.22
DIVIDENDS	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	(841.11)	-	-	(841.11)
Money received against share warrants	-	-	-	-	-	-	-
Remeasurement of the Net Defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	-
Right Issue Premium (Net)	-	-	-	-	-	-	-
Balance at the end of the current reporting period	1,076.93	163.33	292.29	(779.78)	-	58.89	811.66

Nature and purpose of reserves:

a) Security Premium :

Securities premium is used to record the premium on issue of equity shares. The Securities premium amount is utilised in accordance with the provision of the companies Act 2013.

b) Capital reserve :

Capital Reserve was created on account of reduction of shares capital as per the order passed Hon'ble High Court of Gujarat and can be utilised in accordance with the provision of compnaies act 2013.

(C) Capital redemption reserve

The capital redemption account is created on account of redemption of preference shares and to be utilised in accordenace of the provision of the companies Act 2013.

(d) Money Received Against Share Warrants

The Company has issued convertible warrants on a preferential basis to promoters. These warrants are convertible into equity shares within a stipulated period from the date of allotment. A portion of the total issue price was received at the time of allotment, with the remaining balance to be payable upon exercise of the conversion option by the warrant holders.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

1. CORPORATE INFORMATION

Texel Industries Limited is a public limited company incorporated in India under the provisions of the Companies Act, 1956. The Company's registered office is situated at Unit No. P-2, Prime Industrial and Logistics Hub, Harijala, Kheda, Matar, Gujarat – 387570, India. The equity shares of the Company are listed on BSE Limited.

The Company is primarily engaged in the manufacturing of products related to technical textiles. In addition to its core operations, the Company is also involved in land and property development activities on a secondary basis.

Significant accounting policies followed by the company:

1.1 Basis of preparation

(i) Statement of compliance

The financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the "Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("Act") read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other accounting principal generally accepted in India.

(ii) Basis of Measurement

These financial statements prepared and presented on accrual basis and under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair value by Ind AS. The fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participant at the measurement date.

The Financial Statements have been presented in Indian Rupees (INR), which is also the Company's functional currency. All values are rounded off to the nearest rupees, unless otherwise indicated.

(iii) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- Level 1: Quoted Prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: Inputs that are observable, either directly or indirectly, other than quoted prices included within Level 1 for the asset or liability.

- Level 3: Inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

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.

(iv) Use of estimates and judgments

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected. Significant judgments and estimates about the carrying amount of assets and liabilities include useful lives of tangible and intangible assets, impairment of tangible assets, intangible assets including goodwill, investments, employee benefits and other provisions and recoverability of deferred tax assets.

1.2 The significant estimates and assumption are required in particulars for the following

(i) Property, plant and equipment.

This involves determination of the estimated useful life of the property, plant and equipment and intangible assets and any the assessment as to which component of those may be capitalised. The useful life of the assets is based on the life as prescribed in the schedule II to the Companies Act 2013 or based on the technical estimate, taking in to account the nature of the assets, estimated usages, expected residual value and operating conditions of the assets. The Management reviews its estimate of the useful lives of depreciable assets at each reporting dates, based on the expected utility of the assets.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

(ii) Impairment of Non-Financial Assets.

Determining Whether property, plant and equipment and other intangible assets are impaired requires an estimation of the value in use of the relevant cash generating units. The value in its use calculation is based on a discounted the cash flow model over the estimated useful life of the underlying assets or cash generating unit. Further, the cash flow projection is based on the estimates and assumption relating to expected revenue, operational performance of the assets, market price of the related product or services, inflation, terminal value etc. Which are considered by the management.

(iii) Income Taxes.

The companies tax jurisdiction in India, the significant judgements are involved in estimating budgeted profit for the purpose of the paying advances taxes, determining the provision for income tax, including amount of income tax expected to be paid. The significant management judgement also required to determine the amount of deferred tax assets that can be recognised, based on timing and level of future taxable profit.

(iv) Fair value measurement of the financial instruments.

In estimating the fair value of the financial assets and financial liability, the company uses market observable data to the extent available. Where such level 1 inputs are not available, the company establishes appropriate valuation techniques and inputs to the model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair value. The judgement includes considerations inputs such as liquidity risk, credit risk and volatility. The changes in assumptions about these factors could affect the reported fair value of the financial instruments.

(v) Defined benefits plans (Gratuity Benefits).

The cost of the defined benefit of gratuity plan and present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual development in future. These includes the determination of the discount rate, future salary increase / decrease and mortality rates. Due to complexity involved in the valuation and its long-term nature, a defined benefit obligations is highly sensitive to changes in these assumptions. All assumptions are reviewed at each balance sheet date.

(vi) Classification of Assets, current and non-current.

The assets or liability is classified as current, if it satisfies the any of the following condition.

- (i) The assets / Liability expected to be realised or paid in the company's normal operating cycle.
- (ii) The assets are intended for sales or consumption.
- (iii) The assets / liability held for the purpose of trade or business.
- (iv) The Assets / Liability is expected to be realised/ settled within 12 months After reporting period.
- (v) The assets are cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after reporting date.
- (vi) In case of liability, the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

All other assets or liabilities are classified as non-current. Deferred assets and Deferred liability are classified as current assets or liability respectively.

For the purpose of current / non-current classification of assets and liabilities, the company has ascertained its normal operating cycles 12 months. This is based on nature of the business and the time between the acquisition of assets or inventories for processing and their realisation in cash or cash equivalents.

1.3 Summary of significant accounting policies

1. Property, Plant and Equipment.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Depreciation methods, estimated useful lives and residual value

Depreciation is provided using straight line method (SLM) as specified schedule II of the companies Act 2013. Depreciation on assets acquired / disposed off during the year if any, is provided on pro-rata basis with reference to the date of addition / disposal. The estimated useful lives of assets are as under:

Class of assets	Useful Life
Building	30 Years
Plant & Machinery	15 Year
Furniture & Fixtures	10 Years
Office Equipment	5 Years
Vehicles	8 Years
Computers	3 Years

The management believes that the useful life as given above the best represent the period over which the management expects to use these assets. The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Depreciation on assets added/sold or discarded during the year is being provided on pro-rata basis up to the date on which such assets are added/sold or discarded.

Gains/Losses on disposals/de-recognition of property, plant and equipment are determined by comparing proceeds with carrying amount and these are recognized in statement of profit & Loss.

Capital work in process

Expenditure related to and incurred during the implementation of capital project, to get the assets ready for intended use is shown under 'capital work in process'. The same is allocated to the respective items' property, plant and equipment on completion of construction / erection of the capital assets. The cost of assets not put to use before the year end capital inventory are disclosed under Capital work in process.

Impairment of Tangible Assets

The Company reviews at each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the reporting period, there is an

indication that there is change in the previously assessed impairment loss, the recoverable amount is reassessed, and the asset is reflected at the recoverable amount. 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 recognized immediately in the Statement of Profit and Loss.

2. Inventories

Inventories of Raw Materials, Work-in-Progress, Stores and spares, Finished Goods and Stock-in-trade are stated 'at cost or net realisable value, whichever is lower' except for Waste / Scrap which are valued at net realisable value. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulae used are First-in-First-out, 'Specific identification', as applicable.

Due allowance is estimated and made for defective and obsolete items, wherever necessary.

3. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker (CODM). The Company has identified its Managing Director as CODM who is responsible for allocating resources and assessing performance of the operating segments and makes strategic decisions.

4. Borrowings

Borrowings are initially recognised at net transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowing using the effective interest method.

Preference shares, which are mandatorily redeemable on a specific date are classified as liabilities. The dividend on these preference shares is recognised in Statement of Profit and Loss as finance costs.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

5. Borrowing costs

Borrowing cost directly attributable to the acquisition, construction of qualifying asset that necessarily takes a substantial period of time to get ready for its intended use, capitalised as part of cost of asset. The borrowing costs includes interest and transaction cost that a company incurs in connection with the borrowing of the funds. Other interest and borrowing costs are charged to Statement of Profit and Loss.

6. Provisions and contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Contingent liabilities are disclosed in respect of possible obligations that arise from past event but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

7. Revenue recognition

The revenue from contract with customer is recognised upon transfer of control of promised product or services to the customer in an amount that reflect the consideration, which the company expect to receive in exchange of product or service. The revenue is measured based on the transaction price, which is the consideration, adjusted for discount and other incentives if any. The Amount of consideration to which the company expect to be entitled in exchange for transferring promised goods or service to a customer excluding amounts collected on behalf of third parties (Duties & Taxes on behalf of Government).

The specific recognition criteria from various stream of revenue are described as under:

(i) Sales of Goods:

Revenue from sales of the goods is recognised when the control of the goods has been passed to the customers as per terms of agreement and there is no continuing effective control or managerial involvement with goods.

(ii) Interest Income:

Interest income is accrued on a time basis, by reference to the principal outstanding amount and at the effective interest rate applicable, the future cash receipt through the expected life of the financial asset to that asset's carrying amount on initial recognition.

8. Trade Receivable

A receivable represents the company's right to an amount of consideration that is unconditional i.e., only passage of time required before payment of consideration is due.

The Expected credit loss is mainly based on the historical experience. The receivables are assessed on an individual basis for credit loss. The trade receivables are written off on case-to-case basis, if deemed not to be collectable on assessment and circumstances.

9. Employee benefits

Employee's benefit includes gratuity, compensated absences, contribution to provided fund, employees state insurance and superannuation fund.

(i) Short-term Benefits

Employee benefit payable wholly within 12 months of rendering services are classified as short-term employee benefit and recognised in the period which the employee renders services. These are recognised at the undiscounted amount of the benefit expected to be paid in exchange for those services.

(ii) Post-employment Benefit

(a) Defined contribution Plan

Retirement benefit in the form of provident fund and superannuation fund are defined contribution schemes. The company has no obligation other than the contribution payable to the provident fund. The company recognises contribution payable to such funds as an expenditure, when an employee renders services.

(b) Defined Benefit Plans

The company operates a defined benefit gratuity plan. The cost of providing benefit under the defined benefit plan is determined based on actuarial valuation, carried out by an independent actuary.

Remeasurement gains or losses arising from changes in actuarial assumptions, the same are recognised immediately in balance sheet through other comprehensive income in the period in which they occurred.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

(c) *Other Long-term employee Benefits*

Other long-term employee benefits include compensated absences / leaves. The actuarial valuation is done as per projected unit method. Remeasurement gains or losses arising from changes in actuarial assumptions, the same are recognised immediately in balance sheet through other comprehensive income in the period in which they occurred.

(d) For the purpose of the presentation of the defined benefit plans and other long-term benefits, the allocation between current and noncurrent provision has been made as determined by the actuary.

10. Foreign currency translation

a) **Functional and presentation currency**

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

b) **Transactions and balances**

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

11. Earnings Per Share

Basic earnings per share (EPS) is computed by dividing the profit or loss attributable to the equity shareholders of the company by the weighted average number of equities shares outstanding during the year.

Diluted earnings per share is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of equity shares, for the effects of all diluted potential equity shares.

12. Government Grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on a straight-line basis over the expected lives of related assets and presented within other income.

13. Cash and Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

14. Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are set off where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

1.4 Recent Pronouncement

The following standards / amendments to standards have been issued and will be effective from 1st April 2022. The Company is evaluating the requirements of these standards, improvements and amendments and has not yet determined the impact on the financial statements.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

- **Indian Accounting Standard (Ind AS) 103 – Business Combinations** – Qualifications prescribed for recognition of the identifiable assets acquired and liabilities assumed, as part of applying the acquisition method – should meet the definition of assets and liabilities in the Conceptual Framework for Financial Reporting under Ind AS (Conceptual Framework) issued by the ICAI at the acquisition date.
- Modification to the exceptions to recognition principle relating to contingent liabilities and contingent assets acquired in a business combination at the acquisition date.
- **Indian Accounting Standard (Ind AS) 109 – Financial Instruments** – Modification in accounting treatment of certain costs incurred on derecognition of financial liabilities.
- **Indian Accounting Standard (Ind AS) 16 - Property, Plant and Equipment** – Modification in treatment of excess of net sale proceeds of items produced over the cost of testing as part of cost of an item of property, plant, and equipment.
- **Indian Accounting Standard (Ind AS) 37 - Provisions, Contingent Liabilities and Contingent Assets** – Modifications in application of recognition and measurement principles relating to onerous contracts.

STANDALONE NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

2 Property, Plant & Equipment, Intangible Assets, Capital Work-in-Progress and Intangible Assets Under Development.

As at 31st March 2025

[₹ In Lakhs]

Particulars	Gross Block			Depreciation / Amortisation		Net Block As at 31 st March, 2025
	As at 1 st April, 2024	Additions	Deductions / Adjustments	As at 31 st March, 2025	As at 1 st April, 2024	As at 31 st March, 2025
A. PROPERTY, PLANT & EQUIPMENT :						
TANGIBLE ASSETS						
Freehold Land	24.04	-	24.04	-	-	-
Buildings	442.25	-	277.16	165.09	149.61	67.27
Plant and Equipments	4,213.31	48.30	187.04	4,074.57	724.78	995.10
Furniture and Fixtures	80.44	-	-	80.44	29.02	36.43
Vehicles	60.00	-	-	60.00	32.88	39.99
Office Equipments	79.13	2.72	-	81.84	61.90	65.48
Electric Installations	59.68	14.43	20.37	53.74	21.80	9.28
Total	4,958.85	65.45	508.62	4,515.68	1,020.00	1,213.56
B. RIGHT TO USE ASSETS :						
Right to use Assets [¶]	1,830.66	-	-	1,830.66	779.72	203
Computer Software	27.88	-	-	27.88	10.88	8.83
Total	1,858.54	-	-	1,858.54	790.61	212.24
C. Capital Work-in-Progress :						
Capital Work-in-Progress	2.54	441.77	-	444.30	-	-
TOTAL	2.54	441.77	-	444.30	-	-
Total (A+B+C)	6,819.93	507.21	508.62	6,818.52	1,810.60	551.19
As at 31st March, 2024						
TANGIBLE ASSETS						
Freehold Land	24.04	-	-	24.04	-	-
Buildings	442.25	-	-	442.25	113.21	36.40
Plant and Equipments	4,181.24	54.65	22.58	4,213.31	459.40	271.17
Furniture and Fixtures	48.37	32.07	-	80.44	22.77	6.26
Vehicles	60.00	-	-	60.00	25.73	7.14
Office Equipments	75.29	3.84	-	79.13	54.07	7.83
Electric Installations	53.18	6.51	-	59.68	16.75	5.04
Total Tangible Assets	4,884.37	97.06	22.58	4,958.85	691.94	333.85
B. RIGHT TO USE ASSETS :						
Right to use Assets [¶]	1,830.66	-	-	1,830.66	576.32	203
Computer Software	27.88	-	-	27.88	2.08	8.80
Total Intangible Assets	1,858.54	-	-	1,858.54	578.40	212.21
C. CAPITAL WORK-IN-PROGRESS :						
Total Capital Work-in-Progress	-	2.54	-	2.54	-	-
TOTAL	-	2.54	-	2.54	-	-
Total (A+B+C)	6,742.91	99.60	22.58	6,819.93	1,270.33	546.06

[₹ In Lakhs]

Particulars	Gross Block			Depreciation / Amortisation		Net Block As at 31 st March, 2024
	As at 1 st April, 2023	Additions	Deductions	As at 31 st March, 2024	As at 1 st April, 2023	As at 31 st March, 2024
TANGIBLE ASSETS						
Freehold Land	24.04	-	-	24.04	-	-
Buildings	442.25	-	-	442.25	113.21	36.40
Plant and Equipments	4,181.24	54.65	22.58	4,213.31	459.40	271.17
Furniture and Fixtures	48.37	32.07	-	80.44	22.77	6.26
Vehicles	60.00	-	-	60.00	25.73	7.14
Office Equipments	75.29	3.84	-	79.13	54.07	7.83
Electric Installations	53.18	6.51	-	59.68	16.75	5.04
Total Tangible Assets	4,884.37	97.06	22.58	4,958.85	691.94	333.85
B. RIGHT TO USE ASSETS :						
Right to use Assets [¶]	1,830.66	-	-	1,830.66	576.32	203
Computer Software	27.88	-	-	27.88	2.08	8.80
Total Intangible Assets	1,858.54	-	-	1,858.54	578.40	212.21
C. CAPITAL WORK-IN-PROGRESS :						
Total Capital Work-in-Progress	-	2.54	-	2.54	-	-
TOTAL	-	2.54	-	2.54	-	-
Total (A+B+C)	6,742.91	99.60	22.58	6,819.93	1,270.33	546.06

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

2.1 Capital Work-in-Progress (CWIP) aging schedule :

As at 31st March, 2025

[₹ In Lakhs]

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Year	
Projects in progress	441.77	2.54	-	-	444.30
Projects temporarily suspended	-	-	-	-	-
Total	441.77	2.54	-	-	444.30

As at 31st March, 2024

[₹ In Lakhs]

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Year	
Projects in progress	2.54	-	-	-	2.54
Projects temporarily suspended	-	-	-	-	-
Total	2.54	-	-	-	2.54

2.2 Property, Plant and Equipments as recognized in financial statements as at the date of transition to Ind ASs measured as per the previous GAAP and use that as its deemed cost as at the date of transition and accordingly, Presentation has been made during the year (with corresponding restatement of comparative amounts).

2.3 Disclosure on Reclassification of Property, Plant & Equipment (PPE) into Inventory

During the current financial year, the Company has reclassified certain land and buildings from Property, Plant and Equipment (PPE) to Inventories, amounting to 166.72 ₹ in lakh (Land: 15.60 ₹ in lakh, Building: 151.12 ₹ in lakh).

This reclassification was made pursuant to a change in the intended use of these assets — from use in operations to sale in the ordinary course of business as part of the Company's real estate development activities.

The assets were transferred at their carrying amounts in accordance with Ind AS 16 and Ind AS 2, and are now included under Inventories as "Work in progress" as applicable.

2.4 During the year, the Company has sold Freehold land classified under Property, Plant and Equipment, which was not held for sale in the ordinary course of business. The details of the transaction are as follows:

Description of Asset:	Freehold Land located at Santej
Locations:	Santej, Kalol, Gandhinagar
Date of Sale:	11 th July 2024
"Gross Book Value : (at the time of sale)"	8.43 (₹ in lakh)
Sale Consideration :	481.00 (₹ in lakh)
Profit on sale of Freehold Land:	472.57 (₹ in lakh)

The Company has derecognized the asset from its books upon completion of the sale transaction and recorded the resultant gain/loss in the Statement of Profit and Loss under Note No 28 of Other Income, in accordance with the principles laid down in Ind AS 16 – Property, Plant and Equipment.

3. INVESTMENTS- NON CURRENT

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
In Wholly owned Subsidiaries:		
Equity Instruments: Unquoted (At Cost)		
Texel Industries (Africa) Limited.	69.01	69.01
10,000 Equity Shares of KES 10 each fully paid		
Less Impairment in Value of Investment	(69.01)	(69.01)
	0.00	0.00

Note: The Company has made Investment to Texel Industries (Africa) Limited, a wholly owned subsidiary of the Company. As on Balance Sheet date, the net worth of the said wholly owned subsidiary company has been fully eroded. The company has tested said investment for impairment, based on assessment there was impairment loss of ₹ 0.69 lakhs and same has been recognized in the books.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

4. LOANS - NON CURRENT

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Unsecured, considered good.		
Loans to Related Parties		
To wholly owned subsidiary	316.01	248.95
Less Allowance for credit impaired	(53.64)	(53.64)
Total	262.37	195.31

Note: Inter Corporate Loan has been given in accordance with Section 186(4) of the Companies Act, 2013 and the same has been given for general business purpose.

5. OTHER NON-CURRENT FINANCIAL ASSETS

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Security Deposits	181.48	156.03
Fixed Deposits with Bank (Maturity more than twelve Months)	203.68	93.79
Total	385.16	249.82

Note: Total Bank deposits maturity Greater than twelve Months ₹ 203.68 lakhs (PY 93.79 lakhs) are given as margin against bank guarantee.

6. OTHER NON-CURRENT ASSETS

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Balances with Government Authorities	0.80	11.90
Total	0.80	11.90

7. INVENTORIES

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Raw Materials	435.06	319.41
Work-in-Progress* #	871.88	538.00
Finished Goods	922.67	652.09
Stores and Spare parts	166.97	182.29
Waste / Scrap (valued at net realisable value)	7.30	24.51
Total	2,403.87	1,716.31

* Includes land, development cost and inventory on completion of projects.

Refer Note No 2.3 for the disclosure on reclassification of Property, Plant & Equipment (PPE) into Inventory.

8. TRADE RECEIVABLES

[₹ In Lakhs]

Particulars	Amount As at 31 st March, 2025	Amount As at 31 st March, 2024
Trade receivable (Unsecured, Considered Good)	1,038.07	1,366.61
Total	1,038.07	1,366.61

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Trade receivable Ageing Schedule as at 31st March, 2025

[₹ In Lakhs]

Sr. No.	Particulars	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Undisputed Trade receivables - considered good	541.78	47.75	242.72	99.02	111.35	1,042.62
(ii)	Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables -credit impaired	-	-	-	-	-	-
(iv)	Disputed Trade Receivables -considered good	-	-	-	-	-	-
(v)	Disputed Trade Receivables -which have significant increase in credit risk	-	-	-	-	-	-
(vi)	Disputed Trade Receivables -credit impaired	-	-	-	-	-	-
	Total	541.78	47.75	242.72	99.02	111.35	1,042.62
	Less: Expected Credit Loss (ECL)	-	-	-	-	4.55	4.55
	Total	541.78	47.75	242.72	99.02	106.80	1,038.07

Trade receivable Ageing Schedule as at 31st March, 2024

[₹ In Lakhs]

Sr. No.	Particulars	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Undisputed Trade receivables - considered good	1,156.63	48.89	38.22	127.41	-	1,371.16
(ii)	Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables -credit impaired	-	-	-	-	-	-
(iv)	Disputed Trade Receivables -considered good	-	-	-	-	-	-
(v)	Disputed Trade Receivables -which have significant increase in credit risk	-	-	-	-	-	-
(vi)	Disputed Trade Receivables -credit impaired	-	-	-	-	-	-
	Total	1,156.63	48.89	38.22	127.41	-	1,371.16
	Less: Expected Credit Loss (ECL)	-	-	-	4.55	-	4.55
	Total	1,156.63	48.89	38.22	122.87	-	1,366.61

9. CASH AND CASH EQUIVALENTS

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Balances with Banks	11.03	1.07
Cash on Hand	17.39	0.29
Total	28.41	1.36

10. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Fixed Deposits with Banks (Maturity upto twelve months)	4.44	21.87
Total	4.44	21.87

Note: Total Bank deposits maturity less than twelve months ₹ 4.44 lakhs (PY 21.87 lakhs) are given as margin against Bank Guarantee.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

11. LOANS - CURRENT

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Loan to Employees	5.33	2.33
Total	5.33	2.33

12. OTHER CURRENT FINANCIAL ASSETS

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Subsidy Receivable	409.36	0.00
Income Accrued But Not Due	41.57	382.37
Total	450.94	382.37

13. OTHER CURRENT ASSETS

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Prepaid Expenses	60.72	53.57
Balances with Government Authorities (c)	988.22	647.24
Other Short-Term Loans and Advances (including Advances to Suppliers etc.)	163.76	105.38
Total	1,212.70	806.19

14. CURRENT TAX (NET)

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Current Tax Assets (Net)	18.33	8.72
Total	18.33	8.72

15. EQUITY SHARE CAPITAL

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Authorised		
1,65,00,000 (PY 1,65,00,000) Equity Shares of ₹ 10 each	1,650.00	1,650.00
35,00,000 Unclassified Shares of ₹ 10 each (PY 35,00,000 Preference Shares of ₹ 10 each)	350.00	350.00
Total	2,000.00	2,000.00

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Issued, Subscribed and Fully Paid Equity Shares		
1,33,06,991 (PY 83,39,689) Equity Shares of ₹ 10 each fully paid	1,330.70	833.97
Total	1,330.70	833.97

Notes:

- The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share held.
- The Board of Directors has not recommended any dividend for the year ended 31st March, 2025.
- In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

15.3 Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year [₹ In Lakhs]

Particulars	Number of Shares	Number of Shares
As at 1st April, 2023	83,39,689	833.97
Changes in equity share capital*	-	-
As at 31st March, 2024	83,39,689	833.97
Changes in equity share capital	49,67,302	496.73
As at 31st March, 2025	1,33,06,991	1,330.70

Notes:

- (i) The Company has also issued 7,84,312 (Seven Lakh Eighty-Four Thousand Three Hundred Twelve) warrants convertible into equity shares within a period of 18 months from the date of allotment of Warrants, on a preferential basis at an issue price of ₹ 38.25 aggregating to ₹ 2,99,99,934/- to allottees under Promoter Category. Out of ₹2,99,99,934/-, an amount which is equivalent to 25% i.e. ₹9.5625 per Warrant aggregating to ₹74,99,983.50 has been received by the Company at the time of allotment of the Warrants, and the balance 75% i.e. ₹28.6875 of per Warrant price shall be payable to the Company at the time of issue and allotment of the equity shares upon exercise of the option attached to the relevant Warrants.
- (ii) the company has issued 49,67,302 (Forty-Nine Lakh Sixty Seven Thousand Three Hundred Two) equity shares on a preferential basis at an issue price of ₹38.25 aggregating to ₹18,99,99,301.50 to allottees under Promoter and Non-Promoter Category. The said amount of ₹18,99,99,301.50 were fully received on 22nd October, 2024 and allotment of 49,67,302 Equity Shares was completed.

15.4 List of Shareholders holding more than 5 % shares in the Equity Share Capital of the Company: [₹ In Lakhs]

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares				
Shailesh R Mehta	20,02,817.00	24.02	20,02,817.00	24.02
Krishnakant G Vakharia	4,43,227.00	5.31	4,43,227.00	5.31
Ashish Rameshchandra Kacholia	10,45,750.00	7.86	0.00	0.00
Pankaj Prasoon	8,76,791.00	6.59	0.00	0.00

15.5 SHAREHOLDING OF PROMOTERS [₹ In Lakhs]

Particulars	As at 31 st March, 2025			As at 31 st March, 2024		
	No. of Shares	% of Total Shares	% Change	No. of Shares	% of Total Shares	% Change
Shares held by Promoters						
Ashesh Dilipbhai Bhakta	0	0.00	-100.00	1,700	0.02	-
Avani Shailesh Mehta	2,51,059	1.89	108.62	1,20,341	1.44	-
Avishi Anuj Sharedalal	68,362	0.51	2,176.46	3,003	0.04	-
Bhupendra Ramnik Mehta	2,35,832	1.77	38.34	1,70,473	2.04	-
D D Shah Fragrances Pvt. Ltd.	1,29,064	0.97	-	1,29,064	1.55	-
Harsha Shailesh Shah	16,393	0.12	-	16,393	0.20	-
Kapila Rashmikant Mehta	8,947	0.07	-13.18	10,305	0.12	-
Krishnakant G Vakharia	4,43,227	3.33	-	4,43,227	5.31	-
Lilaben Krishnakant Vakharia	2,716	0.02	-	2,716	0.03	-
Ramaniklal Vrajilal Mehta	1,49,153	1.12	-	1,49,153	1.79	-
Riddhi Sahil Parikh	3,355	0.03	-	3,355	0.04	-
Rishita Pravrit Parikh	7,120	0.05	-	7,120	0.09	-
Shailesh Dwarkadas Shah	6,120	0.05	-	6,120	0.07	-
Shailesh Ramniklal Mehta	20,02,817	15.05	-	20,02,817	24.02	-
Sonal Bhupendra Mehta	15,115	0.11	-	15,115	0.18	-
Sunil Dwarkadas Shah	878	0.01	-	878	0.01	-
Vikram Rashmikant Mehta	0	0.00	-100.00	1,342	0.02	1.11
Foreign						

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	As at 31 st March, 2025			As at 31 st March, 2024		
	No. of Shares	% of Total Shares	% Change	No. of Shares	% of Total Shares	% Change
Rajendrakumar Bhikhabhai Bhakta	36,000	0.27	-84.46	2,31,683	2.78	-
Naresh Ramniklal Mehta	99,801	0.75	-	99,801	1.20	-
Mahendrakumar B Bhakta	52,084	0.39	-	52,084	0.62	-
Sujata Naresh Mehta	19,650	0.15	-	19,650	0.24	-
Aman Naresh Mehta	200	0.00	-	200	0.00	-

15.6 EQUITY SHARE FORFEITED

During the year 2021-2022, the Company has allotted 31,22,398 Equity Shares of face value of ₹ 10/- each pursuant to Rights Issue of Equity Shares of the Company and out of which 5,630 Equity Shares were forfeited due to non payment of First and Final Call Money.

16. OTHER EQUITY

[₹ In Lakhs]

Particulars	Reserves and Surplus				Money Received Against Share Warrants	Other Comprehensive income Remeasurement gain/(loss) on defined benefit plans	Total
	Securities Premium Account	Capital Redemption Reserve	Capital Reserve	Surplus as per Statement of Profit and Loss			
Balance as at 1st April, 2023	1,076.93	163.33	292.29	61.33	-	58.68	1,652.56
Profit For The Year				(841.11)			(841.11)
Add: Right Issue Premium	-	-	-	-	-	-	-
Less: Right Issue Exps.	-	-	-	-	-	-	-
Add:- Money received against share warrants	-	-	-	-	-	-	-
Add:- Remeasurement gain/(loss) on defined benefit plans	-	-	-	-	-	0.22	0.22
Balance as at 31st March, 2024	1,076.93	163.33	292.29	(779.78)	-	58.89	811.66
Balance as at 1st April, 2024	1,076.93	163.33	292.29	(779.78)	-	58.89	811.66
Profit For The Year				488.51			488.51
Add:- Right Issue Premium	1,403.26	-	-	-	-	-	1,403.26
Less: Right Issue Exp	-	-	-	-	-	-	-
Add:- Money received against share warrants	-	-	-	-	75.00	-	75.00
Add:- Remeasurement gain/(loss) on defined benefit plans	-	-	-	-	-	1.27	1.27
Balance as at 31st March, 2025	2,480.19	163.33	292.29	(291.27)	75.00	60.16	2,779.70

17. NON-CURRENT BORROWINGS

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Secured		
Term loans from Banks		
The Small Industries Development Bank of India (SIDBI)	335.97	0.00
HDFC Bank - Car Loan	-	2.29
Kotak Mahindra Bank	-	293.44
Term loans from NBFC		
Siemens Financial Services Pvt Ltd	24.90	90.13
Sundaram Finance Ltd Loan A/c	1.73	6.77
Total	362.60	392.63
Unsecured		
Loans From NBFC	44.41	28.10
Total	44.41	28.10
Total	407.01	420.73

Note:

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

- (i) Solar Penal loans has been secured by way of hypothecation of the Solar purchased from the SIDBI loan.
- (ii) SIDBI Loan repayable in 54 monthly EMI ending on October, 2029. , Out of above loans, The EMI falling due within period of one year from reporting date, have been grouped under " Current maturity of long term Debts".
- (iii) Vehicle loans has been secured by way of hypothecation of the vehicle purchased from the loan.
- (iv) HDFC Bank Loan repayable in 60 monthly EMI ending on January, 2026. , Out of above loans, The EMI falling due within period of one year from reporting date, have been grouped under " Current maturity of long term Debts".

18. LEASE LIABILITY - NON CURRENT

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Lease Liability	928.63	1,099.75
Total	928.63	1,099.75

19. OTHER NON CURRENT FINANCIAL LIABILITIES

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Trade - Deposit	89.50	13.00
Total	89.50	13.00

20. PROVISIONS - NON CURRENT

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
For Employees Benefits		
Provision for Gratuity	32.69	57.46
Provision for Sick Leave	2.95	3.34
Provision for Leave encashment	6.75	9.79
Total	42.39	70.58

21. DEFERRED TAX LIABILITIES (NET)

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Deferred tax liabilities (Net)	40.63	58.10
Total	40.63	58.10

22. CURRENT BORROWINGS

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Unsecured		
Intercompany Loan	175.83	336.91
Current Maturity of Long Term Debts	6.05	12.40
Secured		
Loan Repayable On demand	-	55.64
Current Maturity of Long Term Debts	192.52	323.06
Total	374.40	728.01

Note:-

Inter corporate Loan carries interest at variuos rates between 12% to 15% and payable on quarterly basis. Further the said loan is repayable on demand.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

23. LEASE LIABILITIES - CURRENT

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Lease Liability	170.10	188.79
Total	170.10	188.79

24. TRADE PAYABLES

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Due to Micro and Small Enterprise	38.72	35.40
Due to Others	2,214.92	2,867.81
Total	2,253.64	2,903.20

24.1 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2024-25, to the extent the company has received intimation from the "Suppliers" regarding their status under the Act.

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
a. Principal and interest amount remaining unpaid.	38.72	35.40
b. Interest due thereon remaining unpaid.	8.32	-
c. Interest paid by the company in terms of section 16 of the Micro, Small and Medium enterprise Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day.	-	-
d. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Macro, Small and Medium Enterprise Act, 2006.	-	-
e. Interest accrued and remaining unpaid.	-	-
f. 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 enterprises.	-	-

24.2 Trade Payable Ageing Schedule as at 31st March, 2025

[₹ In Lakhs]

Sr. No.	Particulars	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	MSME	38.72	-	-	-	38.72
(ii)	Others	2,050.98	82.83	81.10	-	2,214.92
(iii)	Disputed dues – MSME	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-

24.3 Trade Payable Ageing Schedule as at 31st March, 2024

[₹ In Lakhs]

Sr. No.	Particulars	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	MSME	35.40	-	-	-	35.40
(ii)	Others	2,272.44	589.06	2.63	3.67	2,867.81
(iii)	Disputed dues – MSME	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

25. OTHER CURRENT LIABILITIES

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Statutory Liabilities	16.49	21.91
Advances From Customer	1,431.83	737.08
Payable on Purchase of Property, Plant & Equipment & Expences	365.15	352.02
Salary and Wages payable	45.19	29.18
Other Advances	-	1,301.75
Other payables	51.95	74.08
Total	1,910.61	2,516.02

26. CURRENT PROVISIONS

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Provision for Gratuity	27.47	1.30
Provision for Sick Leave	0.31	0.29
Provision for Leave encashment	1.81	1.51
Provision for Bonus	1.97	0.00
Provision for Expenses	53.67	125.17
Total	85.23	128.27

27. REVENUE FROM OPERATIONS

[₹ In Lakhs]

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
i Sale of Products	11,254.99	9,124.61
ii Other Operating Revenues		
- Sale of Waste	315.83	364.74
Total	11,570.83	9,489.35

27.1 Disclosure pursuant to Ind AS 115 -Revenue from Contracts with Customers:

The company dervies revenue from sale of products and scrap from its contract with customers.

(a) Disaggregation of revenue from contracts with customers

[₹ In Lakhs]

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Revenue from contracts with customers		
Revenue from Operations		
Domestic	10,639.69	8,585.67
Exports	931.13	903.68
Total	11,570.82	9,489.35

28. OTHER INCOME

[₹ In Lakhs]

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Interest Income on :		
Interest Income on others	34.38	26.20
Interest Income on Income Tax Refund	1.13	-
Interest on Bank FD	3.79	7.18
Export Incentives	-	-
Profit on sale of Freehold Land #	472.57	-

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Other Misc. Income	0.12	-
Provision for post-sales support & warranties	20.40	-
Provision for foreign exchange markup gain	14.22	-
Total	546.61	33.39

Refer Note No. 2.4 for detailed disclosures and additional information

29. COST OF MATERIALS CONSUMED

[₹ In Lakhs]

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Opening Stock	319.41	739.80
Add : Purchases, Including Incidental Expenses	7,460.51	6,268.44
Less : Closing Stock	435.06	319.41
Total	7,344.86	6,688.82

30. PURCHASE OF STOCK-IN-TRADE

[₹ In Lakhs]

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Traded Goods	1,269.53	586.54
Total	1,269.53	586.54

31. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

[₹ In Lakhs]

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Opening Inventories		
Finished Goods	651.90	619.89
Process Stock (WIP)	538.00	443.82
Waste/Scrap	24.51	22.87
	1,214.41	1,086.57
Closing Inventories		
Finished Goods	922.67	652.09
Process Stock (WIP) #	871.88	538.00
Waste/Scrap	7.30	24.51
	1,801.84	1,214.60
(Increase) / Decrease in Stocks	(587.43)	(128.03)
Total	(587.43)	(128.03)

* Includes land, development cost and inventory on completion of projects.

Refer Note No 2.3 for the disclosure on reclassification of Property, Plant & Equipment (PPE) into Inventory.

32. EMPLOYEES BENEFIT EXPENSES

[₹ In Lakhs]

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Salaries and Wages	504.56	587.02
Contribution to Provident and other Funds	12.46	16.59
Staff Welfare Expenses	47.31	19.49
Total	564.34	623.10

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

33. FINANCE COSTS

[₹ In Lakhs]

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Interest on Borrowing	84.84	171.83
Interest Expenses AS 116	78.19	89.60
Processing Fees Expense	10.33	11.22
Interest Exp. (OD A/c.)	3.15	5.81
Interest on Credit Card	1.63	-
Factoring Charges	31.12	23.87
Bill Discount Charges	83.88	65.01
Interest on Trade payable	164.51	185.39
Total	457.64	552.74

34. OTHER EXPENSES

A) Manufacturing Expenses

[₹ In Lakhs]

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Consumption of Stores, Spare Parts and Components and Incidental Expenses	289.49	22.85
Processing Charges	689.88	396.58
Power & Fuel	304.14	405.85
Repairs to Buildings	0.87	1.34
Repairs to Machinery	12.81	22.71
Total (A)	1,297.19	849.33

B) Administration, Selling and Distribution Expenses

[₹ In Lakhs]

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Advertisement and Sales Promotion	7.19	11.38
Insurance	12.55	13.88
Internet and Domain Expenses	4.92	-
House Keeping Expenses	18.74	-
Rates and Taxes	6.31	2.74
Directors' Sitting Fees	1.30	0.80
Bank Charges & Commission	6.44	2.55
Brokerage Exps.	0.30	0.08
Repairs & Maintenance- Computer & Other	11.58	9.72
Conveyance Exp.	9.55	7.63
Freight and forwarding	262.40	204.50
Interest - GST	2.44	0.85
Legal and professional charges	94.18	34.30
Post & Telegram	2.14	2.54
Printing and stationery	5.75	6.16
Sales commission	20.50	61.32
Security Charges	23.66	16.54

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Sundry balance w/off	0.57	5.45
Telephone Expenses	1.39	0.02
Site Expense	40.17	25.62
Rounding Off	(0.23)	(0.03)
Fixed Asset Written Off	1.03	-
Foreign Exchange Flucation	-	0.00
Travelling Expenses	15.33	2.67
Rent Expenses	98.86	0.75
Other General & Miscellaneous Expenses	98.27	223.59
Bad debts/advance written off	-	(0.01)
Late Fees - GST	0.00	-
Expected Credit Loss	-	4.55
Loss on Sale of Asset	-	2.57
Payments to the Auditors (Refer Note No. 34.1)	2.00	2.64
Tender Fees	0.43	2.49
Total (B)	747.80	645.29
Total (A+B)	2,044.99	1,494.62

34.1 Payments to the Auditors:

[₹ In Lakhs]

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Payments to Statutory Auditors:		
Audit Fee	2.00	2.64
Total	2.00	2.64

35. EARNINGS PER SHARE:

Particulars		For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Net profit for the year attributable to equity shareholders	₹ In Lakhs	488.51	(841.11)
Weighted-average-number of equity shares outstanding(For Basic)	No. of shares	1,05,71,573	83,39,689
Weighted-average-number of equity shares outstanding(For Diluted)	No. of shares	1,07,46,801	83,39,689
Basic Earnings Per Share (Face Value of ₹ 10 each)	In Rupees	4.62	(10.09)
Diluted Earnings Per Share (Face Value of ₹ 10 each)	In Rupees	4.55	(10.09)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

36. INCOME TAX EXPENSES

Tax expense recognized in the statement of Profit and Loss

[₹ In Lakhs]

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Current Tax		
Current Tax on taxable income for the year	-	-
Total current tax expense	-	-
Deferred tax		
Deferred tax charges/(credit)	(16.20)	-
Total deferred income tax expense/(benefit)	(16.20)	-
Total income tax expense	(16.20)	-

A) reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

[₹ In Lakhs]

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Enacted income tax rate in India applicable to the company	25.168%	25.168%
Profit Before Tax	472.31	(841.11)
Current Tax expenses on Profit Before tax expenses at the enacted income tax rate in India	118.87	(211.69)
Tax effect of the amount which are not deductible/(taxable) in calculating taxable income		
Permanent Disallowances	32.56	1.69
Income not considered for tax purpose	(118.95)	5.71
Expenses not allowed for tax purpose	800.79	492.86
Additional Allowables for tax purpose	(817.07)	(224.76)
Deferred Tax for Current Year	(16.20)	(63.82)
Other	-	-
Total Income tax expense/(Credit)	(0.00)	0.00

Consequent to reconciliation items shown above, the effective tax rate is 25.168% (2024-25: 25.168%)

B) The Movement in deferred tax assets and liabilities during the year ended 31st March, 2024 and 31st March, 2025

[₹ In Lakhs]

Particulars	As at 31 st March, 2023 - Deferred Tax Liabilities/ (Asset)	Charge/ (Credit) in statement of Profit and Loss	As at 31 st March, 2024 - Deferred Tax Liabilities/ (Asset)	Charge/ (Credit) in statement of Profit and Loss	As at 31 st March, 2025 - Deferred Tax Liabilities/ (Asset)
Depreciation	150.18	-	150.18	(28.84)	121.33
Provision for Gratuity	(12.95)	-	(12.95)	(2.19)	(15.14)
Lease Payment AS 116	(54.01)	-	(54.01)	6.24	(47.77)
Remeasurment of defined benefit Plan	(1.17)	(3.69)	(4.86)	(10.28)	(15.14)
Provision on Loan subsidiary (P&L)	(13.67)	-	(13.67)	13.67	-
Provision for Leave Encashment	(2.38)	-	(2.38)	0.22	(2.15)
Provision of Bonus	(0.66)	-	(0.66)	0.16	(0.50)
Provision of Warranty	(3.54)	-	(3.54)	3.54	-
Total Deferred Tax Liabilities/(Asset)	61.80	(3.69)	58.10	(17.47)	40.63

Note : The Company has elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has recognised provision for taxation and remeasured its deferred tax liabilities based on the rate prescribed in the said Section as introduced by the Taxation Laws (Amendment) Ordinance, 2019.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

37. COMMITMENTS AND CONTINGENT LIABILITIES:

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
37.1 Capital Commitments		
Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:		
- Property, Plant and Equipments	-	2.54
37.2 Contingent Liabilities		
(a) EPF Interest and Damages	11.31	11.31
(The company has filed Special Civil Application on 18/05/2016, before Honourable Gujarat High Court for quash and set aside the notice of demand raised by Employees Provident Fund Organisation for ₹1,131.46 thousand on late payment of remittance for November, 1998 to January, 2014 vide notice dated 25.04.2016 and to stay on the notice of demand dated 25.04.2016 during pending admission and hearing of the present petition).*		
(b) Income Tax demand raised by Income tax Department for Assessemnt year 2018-2019, Against that Appeal has been filed at Commissioner of Income Tax - Appeal. *	0.73	14.62
(c) Income Tax demand was raised by the Income Tax Department for the Assessment Year 2020-21 under intimation u/s 143.*	1.07	-
(d) Bank Guarantee (against 100% margin money in form of deposits)	43.13	45.99

* Cash outflows for the above cases are determinable only on receipt of judgements pending at various forums/authorities.

38. LEASES

The Ministry of Corporate Affairs has notified Indian Accounting Standard 116 ('Ind AS 116'), Leases, with effect from April 1, 2019. The Standard primarily requires the Company, as a lessee, to recognize, at the commencement of the lease a right-to-use asset and a lease liability (representing present value of unpaid lease payments). Such right-to-use assets are subsequently depreciated and the lease liability reduced when paid, with the interest on the lease liability being recognized as finance costs, subject to certain remeasurement adjustments.

The Company has adopted the modified prospective transition method recognising the lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the date of initial application and recognised the Right of Use Asset (ROU) an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application.

The Company's leases comprises of leasing of factory land. The Company has adopted Ind AS 116, effective annual reporting period beginning 1st April, 2019 and applied the standard to its leases applying modified retrospective approach.

(i) As Lessee

Maturity Analysis of Lease Liabilities

[₹ In Lakhs]

Contractual undiscounted Cash Flows	As at 31 st March, 2025	As at 31 st March, 2024
Less than one year	280.33	267.99
One to five years	982.43	1,262.76
More than five years	-	-
Total Undiscounted Lease Liabilities	1,262.76	1,530.75
Lease Liabilities included in the Statement of Financial Position		
Non Current	928.63	1,099.75
Current	170.10	188.79
Total	1,098.74	1,288.54

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Following are the changes in Liability arising form financing activities for the year ended 31st March, 2025

[₹ In Lakhs]

Particulars	Amount
Balance as at March 31, 2023	1,453.20
Cash flow	(254.26)
Interest Expenses	89.60
Balance as at March 31, 2024	1,288.54
Cash flow	(267.99)
Interest Expenses	78.19
Balance as at March 31, 2025	1,098.74

Amount Recognized in the Statement of Profit & Loss

[₹ In Lakhs]

Particulars	Amount For the year ended 31 st March, 2025	Amount For the year ended 31 st March, 2024
Interest Expenses AS 116	78.19	89.60
Depreciation on Lease Asset	203.41	203.41

39. Details of Related Party Disclosure

List of Related Parties with whom the Company has entered into transactions during the year.

(A) Subsidiary company	Texel Industries (Africa) Limited.
(B) Key Managerial Person (KMP)	Kirit Mehta (Chairman & Independent Director) (Up to 28 th May,2024)
	Shailesh R Mehta (Chairman & Managing Director)
	Naresh R Mehta (Non-Executive Director)
	Jasmin Nahidakhtar Vhora (Independent Director)
	Avani Chouhan (Independent Director)
	Umeshbhai Arvindbhai Vyas (Independent Director)
	Shubham Shah (Company Secretary)
	Pallav Vasavada (Chief Financial Officer)
	Parth Niphadkar (Chief Financial Officer)
(C) Relative of KMP	Anisha Mehta
	Avishi Sharedalal
(D) Entity in which KPM/Relative of KMP having significant influence	Moneeto Plasti Fab Pvt Ltd
	Grow Materials LLC
	Risha Aquapruv Infrastructures LLP
	Risha Infrastructures
	Pima Controls Pvt Ltd
	Anjaneya Enterprise
	Anjaneya Plastech Private Limited
	C R Sharedalal & Co
	Crossland Housing & Const. Limited
	Mehta & Dholabhai

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

(A) Key Managerial Personnel Compensation:

[₹ In Lakhs]

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Short-term employee benefits	71.26	70.40
Terminal Benefits	0.27	-
Other Benefits	1.30	0.70
Total Compensation	72.83	71.10

(B) The following transactions were carried out with the related parties in ordinary course of business during the year:

[₹ In Lakhs]

Particulars	KMP	Relative of KMP	Entity in which KPM/Relative of KMP having significant influence	Subsidiary
A) Transaction During the year				
Remuneration to Managing Director				
Shailesh R Mehta	57.61	-	-	
	(57.61)	-	-	
Remuneration to other Directors				
Shailesh R Mehta	2.07	-	-	
	-	-	-	
Remuneration of KMP				
Dhruvi Patel	-	-	-	
	(1.19)	-	-	
Pallav Vasavada	0.27	-	-	
	(11.61)	-	-	
Parth Niphadkar	8.84	-	-	
		-	-	
Shubham Shah	2.75	-	-	
		-	-	
Remuneration Relative of KMP				
Avishi Shiredalal	-	7.42	-	
	-	(6.02)	-	
Anisha Mehta	-	3.81	-	
	-	(2.97)	-	
Director Sitting Fees				
Kirit Mehta	0.10	-	-	-
	(0.40)	-	-	-
Avani Chouhan	0.20	-	-	-
	(0.10)	-	-	-
Umeshbhai Arvindbhai Vyas	0.70	-	-	-
	-	-	-	-
Jasmin Nahidakhtar Vhora	0.30	-	-	-
	(0.30)	-	-	-

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

[₹ In Lakhs]				
Particulars	KMP	Relative of KMP	Entity in which KMP/Relative of KMP having significant influence	Subsidiary
Legal and professional fees				
C R Shredalal & Co	-	2.50	-	-
	-	-	-	-
Rent Expenses				
Shailesh R Mehta	-	-	-	-
	(0.30)	-	-	-
Reimbursement of Expenses (Sponsorship Expense, etc.)				
Anisha Mehta	-	23.34	-	-
	-	-	-	-
Reimbursement of Expenses (Site Expenses, Freight and forwarding , etc.)				
Risha Aquapruf Infrastructure LLP	-	-	59.10	-
	-	-	(24.56)	-
Purchase of Capital Goods				
Pima Controls Pvt Ltd	-	-	0.15	-
	-	-	(0.19)	-
Purchase				
Grow Materials LLC	-	-	193.24	-
	-	-	(18.97)	-
Risha Aquapruf Infrastructure LLP	-	-	1.31	-
	-	-	-	-
Moneeto Plasti-Feb Pvt. Ltd.	-	-	2.79	-
	-	-	-	-
Anjaneya Enterprise	-	-	-	-
	-	-	(575.44)	-
Sales				
Grow Materials LLC	-	-	25.91	-
	-	-	(80.18)	-
Risha Aquapruf Infrastructure LLP	-	-	0.06	-
	-	-	-	-
Anjaneya Plastech Private Limited	-	-	92.90	-
	-	-	-	-
Moneeto Plasti-Feb Pvt. Ltd.	-	-	-	-
	-	-	(23.59)	-
Anjaneya Enterprise	-	-	-	-
	-	-	(458.39)	-
Commission				
Moneeto Plasti-Feb Pvt. Ltd.	-	-	4.24	-
	-	-	-	-
Interest On Loan				
Texel Industries (Africa) Limited.	-	-	-	25.24
	-	-	-	(23.72)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

[₹ In Lakhs]				
Particulars	KMP	Relative of KMP	Entity in which KMP/Relative of KMP having significant influence	Subsidiary
B) Closing balances				
Payable to				
Anjaneya Enterprise	-	-	-	-
	-	-	(17.10)	-
Moneeto Plasti-Feb Pvt. Ltd.	-	-	7.88	-
	-	-	-	-
Risha Infrastructure	-	-	12.68	-
	-	-	(22.10)	-
Risha Aquapruf Infrastructure LLP	-	-	42.99	-
	-	-	(5.16)	-
Shailesh R Mehta	-	-	3.30	-
	(5.69)	-	-	-
Pallav Vasavada	-	-	-	-
	(2.34)	-	-	-
Parth Niphadkar	0.75	-	-	-
	-	-	-	-
Avishi Sharedalal	-	0.76	-	-
	-	-	-	-
Avishi Sharedalal	-	0.62	-	-
	-	(0.62)	-	-
Grow Materials LLC	-	-	7.93	-
	-	-	(95.49)	-
G P Kapadia & Co.	-	-	1.00	-
	-	-	(1.00)	-
C R Sharedalal & Co	-	-	5.59	-
	-	-	(2.89)	-
Loans & Advances - Receivable				
Crossland Housing & Const. Limited	-	-	10.00	-
	-	-	(10.00)	-
Mehta & Dholabhai	-	-	6.15	-
	-	-	(6.15)	-
Texel Industries (Africa) Limited.	-	-	-	316.01
	-	-	-	(248.95)

Figures in brackets relates to previous year ended on 31st March, 2024

40. EMPLOYEE BENEFITS
[A] Defined contribution plans:

The Company makes contributions towards provident fund to defined contribution retirement benefit plan for qualifying employees. The provident fund contributions are made to Government administered Employees Provident Fund. Both the employees and the Company make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee's salary. The Company recognised ₹ 12.46 lakhs (P.Y ₹ 16.59 lakhs) for contributions to various funds in the Statement of Profit and Loss.

[B] Defined benefit plans:

The Company has adopted Accounting Standard 19 (Ind AS-19) "Employee Benefits" which is mandatory from accounting periods starting from 1st April, 2017. Accordingly, the Company has provided for gratuity based on actuarial valuation done as per Projected Unit Credit Method.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

The following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at 31st March, 2025.

I. Reconciliation of opening and closing balance of Defined Benefit Obligation (Unfunded) [₹ In Lakhs]

Particulars	Amount For the year ended 31 st March, 2025	Amount For the year ended 31 st March, 2024
Present value of obligation as at the beginning	58.74	51.46
Current service cost	6.15	5.64
Past Service Cost	-	-
Interest cost	4.24	3.85
Benefits paid	(5.59)	(1.91)
Actuarial (Gain) / Loss	(3.37)	(0.29)
Present value of obligation as at the end (Unfunded)	60.16	58.74

II. Reconciliation of opening and closing balance of fair value of plan assets

Not applicable as Gratuity is unfunded.

III. Reconciliation of fair value of assets and obligation

Not applicable as Gratuity is unfunded.

IV. Reconciliation of Defined benefit obligation and fair value of plan assets: [₹ In Lakhs]

Particulars	Amount For the year ended 31 st March, 2025	Amount For the year ended 31 st March, 2024
Present value of benefit obligation at the end of the period	60.16	58.74
Fair value of planned assets at the end of year	-	-
Net asset/(liability) recognised in the balance sheet	60.16	58.74

V. Expense recognised during the year [₹ In Lakhs]

Particulars	Amount For the year ended 31 st March, 2025	Amount For the year ended 31 st March, 2024
Service cost	6.15	5.64
Interest cost	4.24	3.85
Actuarial (Gain) / Loss	(3.37)	(0.29)
Net cost included in 'Employee Benefit Expense'	7.01	9.20

VI. Investment Details

Not applicable as Gratuity is unfunded.

VII. Actuarial Assumptions for Gratuity [₹ In Lakhs]

Particulars	For the Year ended 31 st March, 2025	For the Year ended 31 st March, 2024
Discount rate (per annum)	6.82%	7.21%
Expected rate of return on plan assets (per annum)	N.A.	N.A.
Rate of escalation in salary (per annum)	7.00%	7.00%

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

VIII. Other disclosures

[₹ In Lakhs]

Particulars	Amount For the year ended 31 st March, 2025	Amount For the year ended 31 st March, 2024
Present value of obligation as at the end - Gratuity	60.16	58.74
Surplus/(deficit) - Gratuity	(60.16)	(58.74)
Experience adjustment on plan liability - Gratuity	(4.51)	(1.11)
Actuarial Loss / (Gain) due to change in assumptions - Gratuity	1.13	0.82

41. SEGMENT REPORTING:

(1) Segment Revenue

[₹ In Lakhs]

Particulars	Amount For the year ended 31 st March, 2025	Amount For the year ended 31 st March, 2024
Technical Textile	10,863.02	9,489.35
Land, Building & Property Development	707.81	-
Net Revenue from Operations	11,570.83	9,489.35

(2) Segment Results

[₹ In Lakhs]

Particulars	Amount For the year ended 31 st March, 2025	Amount For the year ended 31 st March, 2024
Technical Textile	(151.51)	(321.75)
Land, Building & Property Development	534.85	-
Total Segment Profit before Interest and Tax	383.34	(321.75)
Less : Finance Cost	457.64	552.74
Less : other unallocable expenditures	-	-
Add : Unallocable Income	546.61	33.39
Profit Before Tax	472.31	(841.10)
Less : Provision of Tax	(16.20)	-
Profit After Tax	488.51	(841.10)
Add : Other Comprehensive Income (Net of Tax)	1.27	0.22
Total Comprehensive Income	489.78	(840.89)

This is the first year in which the Company has identified a new operating segment, namely "Land, Building & Property Development". Accordingly, there are no corresponding figures for this segment in the previous year, as it did not exist then. In the previous years, the Company operated only in a single segment, "Technical Textile", and hence all amounts for those periods were reported under that segment alone.

BUSINESS SEGMENTS:

Based on the "management approach" as defined in Ind-AS 108 - Operating Segments prescribed under Section 133 of the Companies Act, 2013 read with relevant rules, the Managing Director/Decision Maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along with these business segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments.

SEGMENT ASSETS AND LIABILITIES:

The Company is engaged mainly in production of Technical Textile. Most of the assets, liabilities of the aforesaid reportable segments are interchangeable or not practically allocable and any forced allocation would not result in any meaningful segregation. Accordingly, segment assets, liabilities have not been presented.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

42. FINANCIALS INSTRUMENTS:

Financial assets and financial liabilities are recognized when Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

(i) Categories of Financial Instruments

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Financial Assets (Measured at Amortized Cost)		
- Trade & Other Receivable	1,038.07	1,366.61
- Cash & Cash Equivalents	28.41	1.36
- Other Bank Balance	4.44	21.87
- Loans	5.33	2.33
- Other Financial Assets	836.09	632.19
- Investments	0.69	0.69
Total	1,913.05	2,025.06
Financial Liabilities (Measured at Amortized Cost)		
- Borrowings	781.41	1,148.75
- Trade Payable	2,253.64	2,903.20
- Other Financial Liabilities	1,098.74	1,288.54
Total	4,133.79	5,340.50

The carrying amount of current financial assets and liabilities as at the end of each year presented approximate the fair value because of their short-term nature. The trade receivables, trade payables, borrowings, capital creditors and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

(ii) Fair value measurements

This note provide information about how the company determines fair value of various financial assets. Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements approximates their fair values.

(iii) Fair Value Hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1: Inputs are quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs are other than quoted price included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs are not based on observable market data. Fair values are determined in whole or in part using a valuation model based on the assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

43. FINANCIAL RISK MANAGEMENT:

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 trade and other receivables, receivables from government authorities, security deposits and cash and cash equivalents that derive directly from its operations. The company also holds investments. The corporate treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the company through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The company seeks to minimise the effects of these risks by using derivative financial instruments to hedge risk exposures. The company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

The Corporate Treasury function reports quarterly to the Board of Directors of the company for monitoring risks and reviewing policies implemented to mitigate risk exposures.

(i) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. Financial instruments affected by market risk includes loan and borrowings. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. All such transactions are carried out within the guidelines set by the Board of Directors and Risk Management Committee. There have been no significant changes to the company's exposure to market risk or the methods in which they are managed or measured.

(a) Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The company's exposure to currency risk relates primarily to the company's operating activities and borrowings when transactions are denominated in a different currency from the company's functional currency. The company manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 12-month period for hedges of forecasted sales and borrowings.

(b) Price Risk

The Company's investments in listed securities, mutual funds, other funds and debentures are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the price risk through diversification and by placing limits on individual and total equity instruments. Reports on the portfolio are submitted to the Company's senior management on a regular basis.

(c) 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's exposure to the risk of changes in market interest rates relates primarily to the company's long-term debt obligations with floating interest rates. The loans advanced as at 31st March, 2025 is ₹ 262.37 lakhs (previous year ₹ 195.31 lakhs) which are interest bearing and interest rates are variable.

(ii) Liquidity Risk

(a) Maturities of financial liabilities

The following tables detail the company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted contractual 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.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

[₹ In Lakhs]

Particulars	Less than 1 Year	More than 1 Year	Total
As on 31.03.2025			
Non-interest bearing			
- Borrowings	374.40	407.01	781.41
- Trade payable	2,089.71	163.93	2,253.64
- Lease Liability	170.10	928.63	1,098.73
- Other financial liabilities	-	89.50	89.50
Total	2,634.21	1,589.07	4,223.29
As on 31.03.2024			
Non-interest bearing			
- Borrowings	728.01	420.73	1,148.74
- Trade payable	2,307.84	595.37	2,903.21
- Lease Liability	188.79	1,099.75	1,288.54
- Other financial liabilities	-	13.00	13.00
Total	3,224.64	2,128.85	5,353.49

(b) Liquidity risk management

The company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Chief Financial Officer of the company is responsible for liquidity risk management who 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 Chief Financial Officer reports the same to the Board of Directors on quarterly basis.

44. CAPITAL MANAGEMENT:

The Company's objective when managing capital is to:

- Safeguard its ability to continue as going concern so that the company is able to provide maximize return to stakeholders and benefits for other stakeholders.
- Maintain an optimal capital structure to reduce the cost of capital.

The company board of directors reviews the capital structure on a regular basis. As part of this review, the board considers cost of capital, risk associated with each class of capital requirements and maintenance of adequate liquidity.

Disclosure

This section gives an overview of the significance of financial instruments for the company and provides additional information on balance sheet item that contain financial instruments. The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized in respect of each class of financial asset, financial liability and equity instrument are disclosed in notes.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

45. ACCOUNTING RATIOS

SN	Particulars	Numerator	Denominator	FY 2024-25		FY 2023-24		% Variance	Reasons for variance (if +/- 25%)
1	Current Ratio	Current Asset	Current Liabilities	5,162.10 4,793.99	1.08	4,305.75 5,162.56	0.83	29.11%	Increase mainly due to reduction in current liabilities while current assets have increased moderately.
2	Debt-Equity Ratio	Short+Long Term Debt	Shareholders' Equity	781.41 4,110.40	0.19	8,068.38 1,645.63	4.90	-96.12%	Substantial increase in shareholders' equity (profit retention, new infusion, or reserves) combined with a decrease in borrowings.
3	Debt Service Coverage Ratio	Earnings available for Debt service	Debt service	1,481.14 457.64	3.24	(394.29) 552.74	-0.71	-553.71%	Significant improvement due to Increase in earnings before interest and tax (turnaround from loss to profit) & Reduction in debt servicing obligations.
4	Return on Equity Ratio	Net profit After Tax	Average Net worth	488.51 2,878.02	0.17	(841.11) 2,066.08	(0.41)	-141.69%	Movement from loss in FY 2023-24 to profit in FY 2024-25 changed net profit figures sharply & Negative base in previous year exaggerated the % movement.
5	Inventory Turnover Ratio	Cost of goods sold	Average Value of Inventory	7,344.86 2,060.09	3.57	6,688.82 1,869.35	3.58	-0.36%	-
6	Trade Receivables turnover ratio (in times)	Net sales	Average Trade Receivable	11,570.83 1,202.34	9.62	9,489.35 1,501.58	6.32	52.28%	Due to better collection efficiency and lower average receivables compared to last year.
7	Trade Payable turnover ratio (in times)	Net Purchase / Services	Average Trade Payable	1,269.53 2,578.43	0.49	586.54 3,128.52	0.19	162.62%	Increase reflects faster payments to suppliers and higher purchases/services availed.
8	Net capital turnover ratio (in times)	Net Sales	Working Capital	11,570.83 368.11	31.43	9,489.35 (2,158.56)	(4.40)	-815.01%	Large change due to a shift from negative working capital in FY 2023-24 to positive working capital in FY 2024-25 & better management of short-term assets & liabilities improved ability to generate sales.
9	Net profit ratio (in %)	Net profit After Tax	Total Sales	488.51 11,570.83	4.22%	(841.11) 9,489.35	-8.86%	-147.63%	Improvement due to turnaround from net loss in FY 2023-24 to net profit in FY 2024-25 & Supported by better operational performance and cost control.
10	Return on Capital employed (in %)	Earning Before Interest and Tax	Capital Employed	929.95 4,110.40	22.62%	(394.29) 3,307.80	-11.92%	-289.80%	Major improvement due to Turnaround from operating losses to operating profits (EBIT positive) & Better efficiency in utilizing capital employed.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025**46. OTHER STATUTORY DISCLOSURES**

- a) The company do not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
 - b) The company has not carried out any revaluation of it's Property, Plant and Equipment.
 - c) The company holds all properties in it's own name.
 - d) The company do not have any transactions with struck off companies.
 - e) The company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
 - f) The company have not traded or invested in Crypto currency or Virtual Currency during the year.
 - g) The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding 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
 - h) The company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
 - (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 on behalf of the Ultimate Beneficiaries,
 - i) The company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 47.** Previous year figures have been regrouped, whenever necessary to current year classification.
- 48.** The financial statements were authorized for issue in accordance with a resolution passed by the Board of Directors on 29th May, 2025. The financial statements as approved by the Board of Directors are subject to final approval by its Shareholders.

Accompanying Notes are an integral part of the Financial Statements

For Sunil Poddar & Co.
Chartered Accountants
Firm. Reg. No. 110603W

CA. Harshil Lohia
Partner
Membership No. 192753
UDIN No: 25192753BMYZL7675

Place : Ahmedabad
Date : 29th May, 2025

For and On Behalf of the Board of Director

Shailesh R. Mehta
Chairman & Managing Director
DIN: 01457666

Shubham Kiran Shah
Company Secretary
M. No.: ACS 72784

Place : Ahmedabad
Date : 29th May, 2025

Umeshbhai A. Vyas
Independent Director
DIN: 07979266

Parth P. Nipadkar
Chief Financial Officer

Independent Auditor's Report

To the Members of Texel Industries Limited

REPORT ON THE AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated Ind AS financial statements of Texel Industries Limited (hereinafter referred to as "the Holding Company"), its wholly owned subsidiary (the Holding Company and its subsidiary together referred to as "the Group") comprising of the consolidated balance sheet as at 31st March, 2025 the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of separate financial statements and on the other financial information of the subsidiary, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2025 their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note no. 10 of the consolidated financial statement regarding Other Current Financial Assets that includes Subsidy Receivables amounting to ₹ 409.36 lakhs as of March 31, 2025. The company applied for Interest subsidy and Power Tariff under Textile Policy – 2019. The Management has assured that, based on their judgment and the terms and conditions of the subsidy approval criteria, the amount is recoverable despite the fact that approval from the relevant authority is awaited.

Our opinion is not modified in respect of this matter.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended 31st March, 2025. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the Standalone Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Financial Statements.

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
1.	The Company has recognised right of use assets and lease liability of ₹ 847.53/- lacs and ₹ 1,098.74/- lacs respectively at year end. Application of Ind AS 116 requires significant judgement and estimate in determining the right of use assets and lease liabilities based on terms of the underlying lease agreements, hence we considered this as a key audit matter.	As part of our audit procedures, our procedures included the following: <ul style="list-style-type: none"> - Read and assessed the Company's accounting policies in accordance with the requirements of Ind AS 116.

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
		<ul style="list-style-type: none"> - Obtained an understanding, evaluated the design and tested the operating effectiveness of controls that the Company has in relation to accounting of leases under Ind AS116; - Tested the accuracy and completeness of the underlying lease master by agreeing the underlying data pertaining to lease rentals, term, escalation and other relevant terms and conditions to lease agreements and recomputed the calculations involved on a sample basis. - Evaluated the underlying assumptions and estimates including the discount rates. - Assessed the disclosures made in the financial statements by the Company in this regard.
2.	This is a key audit matter as the amount of investments and loans to subsidiaries is material to the standalone financial statements of the company and the determination of recoverable value for impairment assessment involves significant management judgement.	<ul style="list-style-type: none"> - We evaluated the cash flow forecasts (with underlying economic growth rate) by comparing them to the approved budgets and our understanding of the internal and external factors. - We Evaluated The Disclosures Made In The Standalone Financial Statements.

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 but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated AS financial statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associates 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 the 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 Ind AS 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 Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group and of its associates 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 Group or to cease operations, or has no realistic alternative but to do so.

Those charged with Governance of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the audit of consolidated Ind AS financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS 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 Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the 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 Holding company or business activities within the Group of which we are the independent auditors to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated Ind AS financial statement of which we are independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by 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.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors 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 Ind AS financial statements for the financial year ended 31st March, 2025 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 Matter

The Consolidated Financial Statements include the Group's share of total assets amounting ₹ 8.39 lacs for the year ended 31st March, 2025, as considered in the Consolidated Financial Statements, in respect of one wholly owned subsidiary, whose financial statements have not been audited by us. These financial statements and other financial information 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 this wholly owned subsidiary, and our report in terms of sub-sections (3) of Section 143 of the Act, insofar as it relates to the aforesaid wholly owned subsidiary, is based solely on the information furnished to us.

Our opinion on the Consolidated Financial Statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the 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 considerations of report of management on separate financial statements as noted in the 'other matter' paragraph 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.
 - (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books;
 - (c) The consolidated balance sheet, the consolidated statement of profit and loss including other comprehensive income, the consolidated cash flow statement and consolidated statement of changes in equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the companies (Indian Accounting Standards) Rules 2015 as amended.
 - (e) on the basis of the written representations received from the directors of Holding company as on 31st March 2025 taken on record by the Board of Directors of holding company, 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 controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
 - (g) In our opinion, the managerial remuneration for the year ended 31st March, 2025 has been paid / provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
 - (h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its consolidated financial position- The company has filed Special Civil Application on 18/05/2016, before Honourable Gujarat High Court for quash and to set aside the notice of demand raised by Employees Provident Fund Organisation for ₹11.31/- lacs on late payment of remittance for the period November, 1998 to January 2014, vide its notice dated 25.04.2016 and to put a stay on the notice of demand dated 25.04.2016 during Pending admission and hearing of the present petition.
 - ii. The Group is not required to make provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts as the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amount which were required to be transferred, to the Investor Education and Protection Fund by the Group.
 - iv. A. The Holding Company Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds)

by the Holding Company, its subsidiaries and its associates to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, its subsidiaries and its associates ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- B. The Holding Company Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company, its subsidiaries and its associates from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company, its subsidiaries and its associates shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- v. Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under above contain any material mis-statement.
- vi. No dividend has been declared or paid during the year by the Holding Company and its Subsidiary Company. Hence, provisions of section 123 of the Companies Act, 2013 are not applicable.
2. 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 Act, 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 its Subsidiary 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 CARO reports.

For, **SUNIL PODDAR & CO.**
Chartered Accountants
Firm Reg. No 110603W

[CA Harshil Lohia]
Partner

M. No. 192753

UDIN : 25192753BMIYZM6553

Place: Ahmedabad
Date: 29th May, 2025

ANNEXURE - A TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED IND AS FINANCIAL STATEMENT OF THE TEXEL INDUSTRIES LIMITED ("THE COMPANY")

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 Ind AS financial statements of Texel Industries Limited as of and for the year ended 31st March, 2025, we have audited the internal financial controls over financial reporting of Texel Industries Limited (hereinafter referred to as the "Holding Company") and its wholly owned subsidiary company, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, and its subsidiary company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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 the respective 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under Section 143(10) of the Act, 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 over financial reporting with reference to these consolidated Ind AS 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 over financial reporting with reference to these consolidated Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated 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 judgement, 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 internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion the holding company and its wholly owned subsidiary, in all material respects, have maintained an adequate internal financial controls system over financial reporting and were operating effectively as at 31st March, 2025, based on the internal control over financial reporting criteria established by the holding 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 ICAI.

For, **SUNIL PODDAR & CO.**
Chartered Accountants
Firm Reg. No 110603W

[CA Harshil Lohia]
Partner

M. No. 192753

UDIN : 25192753BMYZM6553

Place: Ahmedabad
Date: 29th May, 2025

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2025

[₹ in Lakhs]

Particulars	Notes	As at 31 st March, 2025	As at 31 st March, 2024
(I) ASSETS			
1. Non Current Assets			
(a) Property, Plant and Equipment	2	3,302.15	3,938.89
(b) Right to use Assets	2	855.70	1,067.93
(c) Capital Work in Progress	2	444.30	2.54
(d) Financial Assets			
- Investments		-	-
- Loans		-	-
- Other Financial Assets	3	385.16	249.82
(e) Other non-current assets	4	0.80	11.90
Total Non Current Assets		4,988.11	5,271.08
2. Current Assets			
(a) Inventories	5	2,408.66	1,720.88
(b) Financial Assets			
- Trade Receivables	6	1,038.07	1,366.61
- Cash and cash equivalents	7	28.55	1.55
- Bank balances other than Cash and Cash Equivalents	8	4.44	21.87
- Loans	9	5.33	2.33
- Other Financial Assets	10	450.94	358.66
(c) Other Current Assets	11	1,216.13	809.45
(d) Current Tax (Net)	12	18.33	8.72
Total Current Assets		5,170.45	4,290.07
Total Assets		10,158.56	9,561.15
(II) EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Equity Share Capital	13	1,330.70	833.97
(b) Other Equity	14	2,503.66	579.29
Total Equity		3,834.36	1,413.26
2. Non-current liabilities			
(a) Financial Liabilities			
- Borrowings	15	407.01	420.73
- Lease Liability	16	928.63	1,099.75
- Other financial liabilities	17	89.50	13.00
(b) Provisions	18	42.39	70.59
(c) Deferred tax liabilities (Net)	19	60.94	78.40
Total Non Current Liability		1,528.47	1,682.47
3. Current liabilities			
(a) Financial Liabilities			
- Borrowings	20	374.40	728.01
- Lease Liability	21	170.10	188.79
- Trade Payables	22		
(i) Total outstanding dues of micro and small enterprise		38.72	35.40
(ii) Total outstanding dues of creditors other than micro and small enterprise		2,214.92	2,867.81
- Other financial liabilities			
(b) Other current liabilities	23	1,912.36	2,517.15
(c) Provisions	24	85.23	128.26
(d) Liability For current Tax (Net)			-
Liability For current Tax (Net)		4,795.73	6,465.42
Total Equity and Liability		10,158.56	9,561.15
Significant Accounting Policies	1		
Accompanying Notes are an integral part of the Consolidated Financial Statements			

In terms of our report attached

As per our Report of even date attached

For Sunil Poddar & Co.

Chartered Accountants
Firm. Reg. No. 110603W

CA. Harshil Lohia

Partner
Membership No. 192753
UDIN No: 25192753BMIYZM6553

Place : Ahmedabad

Date : 29th May, 2025

For and On Behalf of the Board of Director

Shailesh R. Mehta

Chairman & Managing Director
DIN: 01457666

Shubham Kiran Shah

Company Secretary
M. No.: ACS 72784

Place : Ahmedabad

Date : 29th May, 2025

Umeshbhai A. Vyas

Independent Director
DIN: 07979266

Parth P. Niphadkar

Chief Financial Officer

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2025

[₹ In Lakhs]

Particulars	Notes	Year ended 31 st March, 2025	Year ended 31 st March, 2024
Revenue			
Revenue from Operations	25	11,570.82	9,489.35
Other Income	26	513.72	9.67
Total Revenue (I)		12,084.54	9,499.02
Expenses			
Cost of Materials Consumed	27	7,344.64	6,689.04
Purchases of Stock-In-Trade	28	1,269.53	586.54
Changes In Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	29	(587.43)	(128.03)
Employees Benefits Expense	30	564.34	623.10
Finance Costs	31	457.64	552.74
Depreciation and Amortisation expense	2	551.19	546.06
Other Expenses	32	2,045.54	1,495.62
Total Expenses (II)		11,645.46	10,365.07
Profit Before Exceptional item and Tax (I)-(II)		439.08	(866.05)
Exceptional items		-	-
Profit Before Tax		439.08	(866.05)
Tax Expense			
Current Tax		-	-
Deferred Tax (PL)		(16.19)	-
Total Tax Expense		(16.19)	-
Profit from continuing operations (III)		455.27	(866.05)
Profit from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit from discontinued operations (after tax) (IV)		-	-
Profit for the period V (III+IV)		455.27	(866.05)
Other Comprehensive Income / (Expenses)			
A Items that will not be reclassified to profit or loss		1.59	0.29
Income tax relating to items that will not be reclassified to profit or loss		(0.32)	(0.07)
B Items that will be reclassified to profit or loss		(10.43)	(6.19)
Income tax relating to items that will be reclassified to profit or loss		-	-
Other Comprehensive Income for the year (VI)		(9.17)	(5.97)
Total Comprehensive Income for the year (V)+(VI)		446.10	(872.02)
Earnings Per Equity Share (Face Value ₹ 10 each)			
Basic (In Rupees)	33	4.24	(10.38)
Diluted (In Rupees)		4.17	(10.38)
Significant Accounting Policies	1		
Accompanying Notes are an integral part of the Financial Statements			

In terms of our report attached

As per our Report of even date attached

For Sunil Poddar & Co.

Chartered Accountants
Firm. Reg. No. 110603W

CA. Harshil Lohia

Partner
Membership No. 192753
UDIN No: 25192753BMIYZM6553

Place : Ahmedabad

Date : 29th May, 2025

For and On Behalf of the Board of Director

Shailesh R. Mehta

Chairman & Managing Director
DIN: 01457666

Shubham Kiran Shah

Company Secretary
M. No.: ACS 72784

Place : Ahmedabad

Date : 29th May, 2025

Umeshbhai A. Vyas

Independent Director
DIN: 07979266

Parth P. Niphadkar

Chief Financial Officer

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

[₹ In Lakhs]

Particulars	Year ended 31 st March, 2025	Year ended 31 st March, 2024
A Cash flow form operating activities		
Profit/(loss) before tax	439.08	(866.05)
Adjustment for		
Depreciation / Amortisation	551.19	546.06
Unrealized foreign exchange (gain) / loss	(10.43)	-
Profit/Loss on discard/sale of Assets	472.57	2.57
Interest expense	457.64	552.74
Interest income	(14.03)	(9.67)
Operating cash flow before working capital changes	1,896.02	225.65
(Increase) / Decrease in Trade Receivable	328.54	269.94
(Increase) / Decrease in Inventories	(687.78)	306.31
(Increase) / Decrease in Loans and Advances	(3.00)	-
(Increase) / Decrease in Other Financial Assets	(117.73)	(93.79)
(Increase) / Decrease in Other Assets	(405.20)	238.78
Increase / (Decrease) in Trade Payable	(649.56)	(455.16)
Increase / (Decrease) in Other Financial Liabilities	76.50	131.31
Increase / (Decrease) in Other Liabilities	(604.79)	889.40
Increase / (Decrease) in Provisions	(71.23)	-
Cash generated from operations	(238.23)	1,512.45
Income taxes paid (net)	-	-
Net cash generated by operating activities	(238.23)	1,512.45
B Cash flow from investing activities		
Net Purchase/ discarded/sales of property, plant and equipment	(616.55)	(85.41)
Investment in Non-Current Bank Fixed deposits	(109.89)	(15.31)
Interest received	14.03	9.67
Net cash used in investing activities	(712.42)	(91.05)
C Cash flow from financing activities		
Proceeds from equity	1,974.99	-
Proceeds from non-current borrowing	(13.72)	(573.87)
Proceeds from current borrowing	(353.61)	(99.22)
Payment of Lease Liabilities	(189.80)	(242.16)
Interest paid	(457.64)	(552.74)
Net cash generated from / used in financing activities	960.22	(1,467.97)
Net (decrease)/increase in cash & cash equivalents (A+B+C)	9.57	(46.58)
Cash and cash equivalents cash flow statement at beginning of period		
Balances with banks in current accounts and deposit account	21.87	68.86
Cash on hand	1.55	1.14
Cash and cash equivalents at the end of period (Refer Note 9 & 10)	32.99	23.42

The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discontinuing operations.

See accompanying notes forming part of the financial statements

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In terms of our report attached

As per our Report of even date attached

For Sunil Poddar & Co.

Chartered Accountants
Firm. Reg. No. 110603W

CA. Harshil Lohia

Partner
Membership No. 192753
UDIN No: 25192753BMIYZM6553

Place : Ahmedabad

Date : 29th May, 2025

For and On Behalf of the Board of Director

Shailesh R. Mehta

Chairman & Managing Director
DIN: 01457666

Shubham Kiran Shah

Company Secretary
M. No.: ACS 72784

Place : Ahmedabad

Date : 29th May, 2025

Umeshbhai A. Vyas

Independent Director
DIN: 07979266

Parth P. Nipadkar

Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY

A. EQUITY SHARE CAPITAL

(1) As at 31st March, 2025

[₹ In Lakhs]

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
833.97	-	-	496.73	1,330.70

(2) As at 31st March, 2024

[₹ In Lakhs]

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
833.97	-	-	-	833.97

B. OTHER EQUITY

(1) As at 31st March, 2025

[₹ In Lakhs]

Particulars	Reserves and Surplus				Money Received Against Share Warrants	Other Comprehensive income		Total
	Securities Premium Account	Capital Redemption Reserve	Capital Reserve	Surplus as per Statement of Profit and Loss		Foreign Currency Translation Reserve	Remeasurement gain/(loss) on defined benefit plans	
Balance at the beginning of the current reporting period	1,076.93	163.33	292.29	(988.44)	-	(23.71)	58.89	579.29
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	455.27	-	-	-	455.27
Money received against share warrants	-	-	-	-	75.00	-	-	75.00
Remeasurement of the Net Defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	1.27	1.27
Right Issue Premium (Net)	1,403.26	-	-	-	-	-	-	1,403.26
Add: Foreign Currency Translation Reserves	-	-	-	-	-	(10.43)	-	(10.43)
Balance at the end of the current reporting period	2,480.19	163.33	292.29	(533.16)	75.00	(34.15)	60.16	2,503.66

STATEMENT OF CHANGES IN EQUITY (CONTD.)

(2) As at 31st March, 2024

[₹ In Lakhs]

Particulars	Reserves and Surplus				Money Received Against Share Warrants	Other Comprehensive income		Total
	Securities Premium Account	Capital Redemption Reserve	Capital Reserve	Surplus as per Statement of Profit and Loss		Foreign Currency Translation Reserve	Remeasurement gain/(loss) on defined benefit plans	
Balance at the beginning of the current reporting period	1,076.93	163.33	292.29	(122.38)	-	(17.52)	58.68	1,451.32
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	(866.05)	-	-	-	(866.05)
Money received against share warrants	-	-	-	-	-	-	-	-
Remeasurement of the Net Defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	0.22	0.22
Right Issue Premium (Net)	-	-	-	-	-	-	-	-
Add: Foreign Currency Translation Reserves	-	-	-	-	-	(6.19)	-	(6.19)
Balance at the end of the current reporting period	1,076.93	163.33	292.29	(988.44)	-	(23.71)	58.89	579.29

Nature and purpose of reserves:

a) Security Premium :

Securities premium is used to record the premium on issue of equity shares. The Securities premium amount is utilised in accordance with the provision of the companies Act 2013.

b) Capital reserve :

Capital Reserve was created on account of reduction of shares capital as per the order passed Hon'ble High Court of Gujarat and can be utilised in accordance with the provision of compnaies act 2013.

(C) Capital redemption reserve

The capital redemption account is created on account of redemption of prefence shares and to be utlised in accordenace of the provision of the companies Act 2013.

(d) Money Received Against Share Warrants

The Company has issued convertible warrants on a preferential basis to promoters. These warrants are convertible into equity shares within a stipulated period from the date of allotment. A portion of the total issue price was received at the time of allotment, with the remaining balance to be payable upon exercise of the conversion option by the warrant holders.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

1. CORPORATE INFORMATION

Texel Industries Limited is a public limited company incorporated in India under the provisions of the Companies Act, 1956. The Company's registered office is situated at Unit No. P-2, Prime Industrial and Logistics Hub, Harijala, Kheda, Matar, Gujarat – 387570, India. The equity shares of the Company are listed on BSE Limited.

The Company is primarily engaged in the manufacturing of products related to technical textiles. In addition to its core operations, the Company is also involved in land and property development activities on a secondary basis.

Significant accounting policies followed by the company:

1.1 Basis of preparation

(i) Statement of compliance

The consolidated financial statements of the group have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the "Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("Act") read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other accounting principal generally accepted in India.

(ii) Principles of Consolidation

The consolidated financial statements comprise the financial statements of the company and its wholly owned subsidiary. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in consolidated financial statements, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all the entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company.

(iii) Basis of Measurement

These consolidated financial statements prepared and presented on accrual basis and under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair value by Ind AS. The fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participant at the measurement date.

The Financial Statements have been presented in Indian Rupees (INR), which is also the Company's functional currency. All values are rounded off to the nearest rupees, unless otherwise indicated.

(iv) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. The group categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- Level 1: Quoted Prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: Inputs that are observable, either directly or indirectly, other than quoted prices included within Level 1 for the asset or liability.
- Level 3: Inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Group's assumptions about pricing by market participants.

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the group 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.

(v) Use of estimates and judgments

The estimates and judgments used in the preparation of the consolidated financial statements are continuously evaluated by the Group and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Group believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected. Significant judgments and estimates about the carrying amount of assets and liabilities include useful lives of tangible and intangible assets, impairment of tangible assets, intangible assets including goodwill, investments, employee benefits and other provisions and recoverability of deferred tax assets.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

1.2 The significant estimates and assumption are required in particulars for the following

(i) Property, plant and equipment.

This involves determination of the estimated useful life of the property, plant and equipment and intangible assets and any the assessment as to which component of those may be capitalised. The useful life of the assets is based on the life as prescribed in the schedule II to the Companies Act 2013 or based on the technical estimate, taking in to account the nature of the assets, estimated usages, expected residual value and operating conditions of the assets. The Management reviews its estimate of the useful lives of depreciable assets at each reporting dates, based on the expected utility of the assets.

(ii) Impairment of Non Financial Assets.

Determining Whether property, plant and equipment and other intangible assets are impaired requires an estimation of the value in use of the relevant cash generating units. The value in use calculation is based on a discounted the cash flow model over the estimated useful life of the underlying assets or cash generating unit. Further, the cash flow projection is based on the estimates and assumption relating to expected revenue, operational performance of the assets, market price of the related product or services, inflation, terminal value etc. Which are considered by the management.

(iii) Income Taxes.

The group's tax jurisdiction in India, the significant judgements are involved in estimating budgeted profit for the purpose of the paying advances taxes, determining the provision for income tax, including amount of income tax expected to be paid. The significant management judgement also required to determine the amount of deferred tax assets that can be recognised, based on timing and level of future taxable profit.

(iv) Fair value measurement of the financial instruments.

In estimating the fair value of the financial assets and financial liability, the group uses market observable data to the extent available. Where such level 1 inputs are not available, the group establishes appropriate valuation techniques and inputs to the model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair value. The judgement includes considerations inputs such as liquidity risk, credit risk and volatility. The changes in assumptions about these factors could affect the reported fair value of the financial instruments.

(V) Defined benefits plans (Gratuity Benefits).

The cost of the defined benefit of gratuity plan and present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves

making various assumptions that may differ from actual development in future. These includes the determination of the discount rate, future salary increase / decrease and mortality rates. Due to complexity involved in the valuation and its long-term nature, a defined benefit obligations is highly sensitive to changes in these assumptions. All assumptions are reviewed at each balance sheet date.

(vi) Classification of Assets, current and non-current.

The assets or liability is classified as current, if it satisfies the any of the following condition.

- (i) The assets / Liability expected to be realised or paid in the Group's normal operating cycle.
- (ii) The assets are intended for sales or consumption.
- (iii) The assets / liability held for the purpose of trade or business.
- (iv) The Assets / Liability is expected to be realised/ settled within 12 months After reporting period.
- (v) The assets are cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after reporting date.
- (vi) In case of liability, the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

All other assets or liabilities are classified as non-current. Deferred assets and Deferred liability are classified as current assets or liability respectively.

For the purpose of current / non-current classification of assets and liabilities, the group has ascertained its normal operating cycles 12 months. This is based on nature of the business and the time between the acquisition of assets or inventories for processing and their realisation in cash or cash equivalents.

1.3 Summary of significant accounting policies

1. Property, Plant and Equipment.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Depreciation methods, estimated useful lives and residual value

Depreciation is provided using straight line method (SLM) as specified schedule II of the companies Act 2013. Depreciation on assets acquired / disposed off during the year if any, is provided on pro-rata basis with reference to the date of addition / disposal. The estimated useful lives of assets are as under:

Class of assets	Useful Life
Building	30 Years
Plant & Machinery	15 Year
Furniture & Fixtures	10 Years
Office Equipment	5 Years
Vehicles	8 Years
Computers	3 Years

The management believes that the useful life as given above the best represent the period over which the management expects to use these assets. The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Depreciation on assets added/sold or discarded during the year is being provided on pro-rata basis up to the date on which such assets are added/sold or discarded.

Gains/Losses on disposals/de-recognition of property, plant and equipment are determined by comparing proceeds with carrying amount and these are recognized in statement of profit & Loss.

Capital work in process

Expenditure related to and incurred during the implementation of capital project, to get the assets ready for intended use is shown under 'capital work in process'.

The same is allocated to the respective items' property, plant and equipment on completion of construction / erection of the capital assets. The cost of assets not put to use before the year end capital inventory are disclosed under Capital work in process.

Impairment of Tangible Assets

The group reviews at each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the reporting period, there is an indication that there is change in the previously assessed impairment loss,

the recoverable amount is reassessed, and the asset is reflected at the recoverable amount. 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 recognized immediately in the Statement of Profit and Loss.

2. Inventories

Inventories of Raw Materials, Work-in-Progress, Stores and spares, Finished Goods and Stock-in-trade are stated 'at cost or net realisable value, whichever is lower' except for Waste / Scrap which are valued at net realisable value. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulae used are First-in-First-out, 'Specific identification', as applicable.

Due allowance is estimated and made for defective and obsolete items, wherever necessary.

3. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker (CODM). The group has identified its Managing Director as CODM who is responsible for allocating resources and assessing performance of the operating segments and makes strategic decisions.

4. Borrowings

Borrowings are initially recognised at net transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowing using the effective interest method.

Preference shares, which are mandatorily redeemable on a specific date are classified as liabilities. The dividend on these preference shares is recognised in Statement of Profit and Loss as finance costs.

5. Borrowing costs

Borrowing cost directly attributable to the acquisition, construction of qualifying asset that necessarily takes a substantial period of time to get ready for its intended

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

use, capitalised as part of cost of asset. The borrowing costs includes interest and transaction cost that a group company incurs in connection with the borrowing of the funds. Other interest and borrowing costs are charged to Statement of Profit and Loss.

6. Provisions and contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Contingent liabilities are disclosed in respect of possible obligations that arise from past event but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

7. Revenue recognition

The revenue from contract with customer is recognised upon transfer of control of promised product or services to the customer in an amount that reflect the consideration, which the company expect to receive in exchange of product or service. The revenue is measured based on the transaction price, which is the consideration, adjusted for discount and other incentives if any. The Amount of consideration to which the group expect to be entitled in exchange for transferring promised goods or service to a customer excluding amounts collected on behalf of third parties (Duties & Taxes on behalf of Government).

The specific recognition criteria from various stream of revenue are described as under:

(i) Sales of Goods:

Revenue from sales of the goods is recognised when the control of the goods has been passed to the customers as per terms of agreement and there is no continuing effective control or managerial involvement with goods.

(ii) Interest Income:

Interest income is accrued on a time basis, by reference to the principal outstanding amount and at the effective interest rate applicable, the future cash receipt through the expected life of the financial asset to that asset's carrying amount on initial recognition.

8. Trade Receivable

A receivable represents the company's right to an amount of consideration that is unconditional i.e., only passage of time required before payment of consideration is due.

The Expected credit loss is mainly based on the historical experience. The receivables are assessed on an individual basis for credit loss. The trade receivables are written off on case-to-case basis, if deemed not to be collectable on assessment and circumstances.

9. Employee benefits

Employee's benefit includes gratuity, compensated absences, contribution to provided fund, employees state insurance and superannuation fund.

(i) Short-term Benefits

Employee benefit payable wholly within 12 months of rendering services are classified as short-term employee benefit and recognised in the period which the employee renders services. These are recognised at the undiscounted amount of the benefit expected to be paid in exchange for those services.

(ii) Post-employment Benefit

(a) Defined contribution Plan

Retirement benefit in the form of provident fund and superannuation fund are defined contribution schemes. The company has no obligation other than the contribution payable to the provident fund. The company recognises contribution payable to such funds as an expenditure, when an employee renders services.

(b) Defined Benefit Plans

The company operates a defined benefit gratuity plan. The cost of providing benefit under the defined benefit plan is determined based on actuarial valuation, carried out by an independent actuary.

Remeasurement gains or losses arising from changes in actuarial assumptions, the same are recognised immediately in balance sheet through other comprehensive income in the period in which they occurred.

(c) Other Long-term employee Benefits

Other long-term employee benefits include compensated absences / leaves. The actuarial valuation is done as per projected unit method. Remeasurement gains or losses arising from changes in actuarial assumptions, the same are recognised immediately in balance sheet through other comprehensive income in the period in which they occurred.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

- (d) For the purpose of the presentation of the defined benefit plans and other long-term benefits, the allocation between current and noncurrent provision has been made as determined by the actuary.

10. Foreign currency translation

a) Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Group's functional and presentation currency.

b) Transactions and balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

11. Earnings Per Share

Basic earnings per share (EPS) is computed by dividing the profit or loss attributable to the equity shareholders of the company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of equity shares, for the effects of all diluted potential equity shares.

12. Government Grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the group will comply with all attached conditions.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on a straight-line basis over the expected lives of related assets and presented within other income.

13. Cash and Cash Equivalents

The group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

14. Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are set off where the group has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

CONSOLIDATED NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

2

PROPERTY, PLANT & EQUIPMENT, INTANGIBLE ASSETS, CAPITAL WORK-IN-PROGRESS AND INTANGIBLE ASSETS UNDER DEVELOPMENT.

As at 31st March, 2025

[₹ In Lakhs]

Particulars	Gross Block			Depreciation / Amortisation		Net Block
	As at 1 st April, 2024	Additions	Deductions/ Adjustments	As at 31 st March, 2025	As at 31 st April, 2024	
A. Property, Plant & Equipment :						
TANGIBLE ASSETS						
Freehold Land	24.04	-	24.04	-	-	-
Buildings	442.25	-	277.16	165.09	149.61	67.27
Plant and Equipments	4,213.31	48.30	187.04	4,074.57	724.75	995.07
Furniture and Fixtures	80.44	-	-	80.44	29.02	36.43
Vehicles	60.00	-	-	60.00	32.88	39.99
Office Equipments	79.13	2.72	-	81.84	61.90	65.48
Electric Installations	59.68	14.43	20.37	53.74	21.80	9.28
Total Tangible Assets	4,958.85	65.45	508.62	4,515.68	1,019.97	1,213.53
B. Right to use Assets :						
INTANGIBLE ASSETS						
Right to use Assets ^a	1,830.66	-	-	1,830.66	779.72	983.13
Computer Software	27.88	-	-	27.88	10.88	19.71
Total Intangible Assets	1,858.54	-	-	1,858.54	790.61	1,002.84
C. Capital Work-in-Progress :						
Capital Work-in-Progress	2.54	441.77	-	444.30	-	-
Total Capital Work-in-Progress	2.54	441.77	-	444.30	-	444.30
Total (A+B+C)	6,819.93	507.21	508.62	6,818.52	1,810.58	2,216.37
As at 31st March, 2024						
A. Property, Plant & Equipment :						
TANGIBLE ASSETS						
Freehold Land	24.04	-	-	24.04	-	24.04
Buildings	442.25	-	-	442.25	113.21	149.61
Plant and Equipments	4,181.24	54.65	22.58	4,213.31	459.37	724.75
Furniture and Fixtures	48.37	32.07	-	80.44	22.77	29.02
Vehicles	60.00	-	-	60.00	25.73	32.88
Office Equipments	75.29	3.84	-	79.13	54.07	61.90
Electric Installations	53.18	6.51	-	59.68	16.75	21.80
Total Tangible Assets	4,884.37	97.06	22.58	4,958.85	691.94	1,020.00
B. RIGHT TO USE ASSETS :						
Right to use Assets ^a	1,830.66	-	-	1,830.66	576.32	779.72
Computer Software -	27.88	-	-	27.88	2.08	10.88
Total Intangible Assets	1,858.54	-	-	1,858.54	578.40	790.61
C. Capital Work-in-Progress :						
Capital Work-in-Progress	-	2.54	-	2.54	-	2.54
TOTAL	-	2.54	-	2.54	-	2.54
Total (A+B+C)	6,742.91	99.60	22.58	6,819.93	1,270.33	1,810.60

[₹ In Lakhs]

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

2.1 CAPITAL WORK-IN-PROGRESS (CWIP) AGING SCHEDULE : AS AT 31ST MARCH 2025

[₹ In Lakhs]

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Year	
Projects in progress	441.77	2.54	-	-	444.30
Projects temporarily suspended	-	-	-	-	-
Total	441.77	2.54	-	-	444.30

2.1 CAPITAL WORK-IN-PROGRESS (CWIP) AGING SCHEDULE : AS AT 31ST MARCH 2024

[₹ In Lakhs]

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Year	
Projects in progress	2.54	-	-	-	2.54
Projects temporarily suspended	-	-	-	-	-
Total	2.54	-	-	-	2.54

- 2.2** Property, Plant and Equipments as recognized in financial statements as at the date of transition to Ind ASs measured as per the previous GAAP and use that as its deemed cost as at the date of transition and accordingly, Presentation has been made during the year (with corresponding restatement of comparative amounts).

2.3 Disclosure on Reclassification of Property, Plant & Equipment (PPE) into Inventory

During the current financial year, the Company has reclassified certain land and buildings from Property, Plant and Equipment (PPE) to Inventories, amounting to 166.72 ₹ in lakh (Land: 15.60 ₹ in lakh, Building: 151.12 ₹ in lakh).

This reclassification was made pursuant to a change in the intended use of these assets — from use in operations to sale in the ordinary course of business as part of the Company's real estate development activities.

The assets were transferred at their carrying amounts in accordance with Ind AS 16 and Ind AS 2, and are now included under Inventories as "Work in progress" as applicable.

- 2.4** During the year, the Company has sold **Freehold land** classified under Property, Plant and Equipment, which was not held for sale in the ordinary course of business. The details of the transaction are as follows:

Description of Asset:	Freehold Land located at Santej
Locations:	Santej, Kalol, Gandhinagar
Date of Sale:	11 th July 2024
Gross Book Value : (at the time of sale)	8.43 (₹ in lakh)
Sale Consideration :	481.00 (₹ in lakh)
Profit on sale of Freehold Land:	472.57 (₹ in lakh)

The Company has derecognized the asset from its books upon completion of the sale transaction and recorded the resultant gain/loss in the Statement of Profit and Loss under Note No 26 of Other Income, in accordance with the principles laid down in Ind AS 16 – Property, Plant and Equipment.

3. OTHER NON-CURRENT FINANCIAL ASSETS

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Security Deposits	181.48	156.03
Fixed Deposits with Bank (Maturity more than twelve Months)	203.68	93.79
Total	385.16	249.82

Note : Total Bank deposits maturity Greater than twelve Months ₹ 203.68 lakhs (PY 93.79 lakhs) are given as margin against bank guarantee.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

4. OTHER NON-CURRENT ASSETS

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Balances with Government Authorities	0.80	11.90
Total	0.80	11.90

5. INVENTORIES

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Raw Materials	439.86	323.99
Work-in-Progress * #	871.88	538.00
Finished Goods	922.67	652.09
Stores and Spare parts	166.97	182.29
Waste / Scrap (valued at net realisable value)	7.30	24.51
Total	2,408.66	1,720.88

* Includes land, development cost and inventory on completion of projects.

Refer Note No 2.3 for the disclosure on reclassification of Property, Plant & Equipment (PPE) into Inventory.

6. TRADE RECEIVABLES

[₹ In Lakhs]

	As at 31 st March, 2025	As at 31 st March, 2024
Trade receivable (Unsecured, Considered Good)	1,038.07	1,366.61
Total	1,038.07	1,366.61

Trade receivable Ageing Schedule as at 31st March, 2025

[₹ In Lakhs]

Sr. No.	Particulars	Amount in CWIP for a period of					Total
		Less than 6 months	6 months -1 year	1-2 Years	2-3 Years	More than 3 Year	
(i)	Undisputed Trade receivables - considered good	541.78	47.75	242.72	99.02	111.35	1,042.62
(ii)	Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables -credit impaired	-	-	-	-	-	-
(iv)	Disputed Trade Receivables -considered good	-	-	-	-	-	-
(v)	Disputed Trade Receivables -which have significant increase in credit risk	-	-	-	-	-	-
(vi)	Disputed Trade Receivables -credit impaired	-	-	-	-	-	-
	Total	541.78	47.75	242.72	99.02	111.35	1,042.62
	Less: Expected Credit Loss (ECL)	-	-	-	-	4.55	4.55
	Total	541.78	47.75	242.72	99.02	106.80	1,038.07

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Trade receivable Ageing Schedule as at 31st March, 2024

As at 31st March, 2024

[₹ In Lakhs]

Sr. No.	Particulars	Amount in CWIP for a period of					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i)	Undisputed Trade receivables - considered good	1,156.63	48.89	38.22	127.41	-	1,371.16
(ii)	Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables -credit impaired	-	-	-	-	-	-
(iv)	Disputed Trade Receivables -considered good	-	-	-	-	-	-
(v)	Disputed Trade Receivables -which have significant increase in credit risk	-	-	-	-	-	-
(vi)	Disputed Trade Receivables -credit impaired	-	-	-	-	-	-
	Total	1,156.63	48.89	38.22	127.41	-	1,371.16
	Less: Expected Credit Loss (ECL)	-	-	-	4.55	-	4.55
	Total	1,156.63	48.89	38.22	122.87	-	1,366.61

7. CASH AND CASH EQUIVALENTS

[₹ In Lakhs]

	As at 31 st March, 2025	As at 31 st March, 2024
Balances with Banks	11.17	1.26
Cash on Hand	17.39	0.29
Total	28.55	1.55

8. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

[₹ In Lakhs]

	As at 31 st March, 2025	As at 31 st March, 2024
Fixed Deposits with Banks (Maturity upto twelve months)	4.44	21.87
Total	4.44	21.87

Note: Total Bank deposits maturity less than twelve months ₹ 4.44 lakhs (PY 21.87 lakhs) are given as margin against Bank Guarantee.

9. LOAN

[₹ In Lakhs]

	As at 31 st March, 2025	As at 31 st March, 2024
Loan to Employees	5.33	2.33
Total	5.33	2.33

10. OTHER CURRENT FINANCIAL ASSETS

[₹ In Lakhs]

	As at 31 st March, 2025	As at 31 st March, 2024
Subsidy Receivable	409.36	0.00
Income Accrued But Not Due	41.57	358.66
Total	450.94	358.66

11. OTHER CURRENT ASSETS

[₹ In Lakhs]

	As at 31 st March, 2025	As at 31 st March, 2024
Prepaid Expenses	60.72	53.57
Balances with Government Authorities (c)	991.65	650.52
Other Short-Term Loans and Advances (including Advances to Suppliers etc.)	163.76	105.37
Total	1,216.13	809.45

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

12. CURRENT TAX (NET)

[₹ In Lakhs]

	As at 31 st March, 2025	As at 31 st March, 2024
Current Tax Assets (Net)	18.33	8.72
Total	18.33	8.72

13. EQUITY SHARE CAPITAL

13.1 Authorised

[₹ In Lakhs]

	As at 31 st March, 2025	As at 31 st March, 2024
1,65,00,000 (PY 1,65,00,000) Equity Shares of ₹ 10 each	1,650.00	1,650.00
35,00,000 Unclassified Shares of ₹ 10 each (PY 35,00,000 Preference Shares of ₹ 10 each)	350.00	350.00
Total	2,000.00	2,000.00

13.2 Issued, Subscribed and Fully Paid Equity Shares

[₹ In Lakhs]

	As at 31 st March, 2025	As at 31 st March, 2024
1,33,06,991 (PY 83,39,689) Equity Shares of ₹ 10 each fully paid	1,330.70	833.97
Total	1,330.70	833.97

1. The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share held.
2. The Board of Directors has not recommended any dividend for the year ended 31st March, 2025.
3. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

13.3 Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year

[₹ In Lakhs]

	Number of Shares	Amount (INR)
As at 1st April, 2023	83,39,689	833.97
Changes in equity share capital	-	-
As at 31st March, 2024	83,39,689	833.97
Changes in equity share capital	49,67,302	496.73
As at 31st March, 2025	1,33,06,991	1,330.70

Notes:

- (i) The Company has also issued 7,84,312 (Seven Lakh Eighty-Four Thousand Three Hundred Twelve) warrants convertible into equity shares within a period of 18 months from the date of allotment of Warrants, on a preferential basis at an issue price of ₹ 38.25 aggregating to ₹ 2,99,99,934/- to allottees under Promoter Category. Out of ₹ 2,99,99,934/-, an amount which is equivalent to 25% i.e. ₹9.5625 per Warrant aggregating to ₹74,99,983.50 has been received by the Company at the time of allotment of the Warrants, and the balance 75% i.e. ₹ 28.6875 of per Warrant price shall be payable to the Company at the time of issue and allotment of the equity shares upon exercise of the option attached to the relevant Warrants.
- (ii) the company has issued 49,67,302 (Forty-Nine Lakh Sixty Seven Thousand Three Hundred Two) equity shares on a preferential basis at an issue price of ₹38.25 aggregating to ₹18,99,99,301.50 to allottees under Promoter and Non-Promoter Category. The said amount of ₹18,99,99,301.50 were fully received on 22nd October, 2024 and allotment of 49,67,302 Equity Shares was completed.

13.4 List of Shareholders holding more than 5 % shares in the Equity Share Capital of the Company:

	As at 31 st March, 2025		As at 31 st March, 2024	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares				
Shailesh R Mehta	20,02,817.00	24.02	20,02,817.00	24.02
Krishnakant G Vakharia	4,43,227.00	5.31	4,43,227.00	5.31
Ashish Rameshchandra Kacholia	10,45,750.00	7.86	0.00	0.00
Pankaj Prasoon	8,76,791.00	6.59	0.00	0.00

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

14 Shareholding of Promoters

	As at 31 st March, 2025			As at 31 st March, 2024		
	No. of Shares	% of Total Shares	% Change	No. of Shares	% of Total Shares	% Change
Ashesh Dilipbhai Bhakta	0	0.00	-100.00	1,700	0.02	-
Avani Shailesh Mehta	2,51,059	1.89	108.62	1,20,341	1.44	-
Avishi Anuj Sharedalal	68,362	0.51	2,176.46	3,003	0.04	-
Bhupendra Ramnik Mehta	2,35,832	1.77	38.34	1,70,473	2.04	-
D D Shah Fragrances Pvt. Ltd.	1,29,064	0.97	-	1,29,064	1.55	-
Harsha Shailesh Shah	16,393	0.12	-	16,393	0.20	-
Kapila Rashmikan Mehta	8,947	0.07	-13.18	10,305	0.12	-
Krishnakant G Vakharia	4,43,227	3.33	-	4,43,227	5.31	-
Lilaben Krishnakant Vakharia	2,716	0.02	-	2,716	0.03	-
Ramaniklal Vrajlal Mehta	1,49,153	1.12	-	1,49,153	1.79	-
Riddhi Sahil Parikh	3,355	0.03	-	3,355	0.04	-
Rishita Pravrit Parikh	7,120	0.05	-	7,120	0.09	-
Shailesh Dwarkadas Shah	6,120	0.05	-	6,120	0.07	-
Shailesh Ramniklal Mehta	20,02,817	15.05	-	20,02,817	24.02	-
Sonal Bhupendra Mehta	15,115	0.11	-	15,115	0.18	-
Sunil Dwarkadas Shah	878	0.01	-	878	0.01	-
Vikram Rashmikan Mehta	0	0.00	-100.00	1,342	0.02	1.11
Foreign						
Rajendrakumar Bhikhabhai Bhakta	36,000	0.27	-84.46	2,31,683	2.78	-
Naresh Ramniklal Mehta	99,801	0.75	-	99,801	1.20	-
Mahendrakumar B Bhakta	52,084	0.39	-	52,084	0.62	-
Sujata Naresh Mehta	19,650	0.15	-	19,650	0.24	-
Aman Naresh Mehta	200	0.00	-	200	0.00	-

14. Equity share forfeited

During the year 2021-2022, the Company has allotted 31,22,398 Equity Shares of face value of ₹ 10/- each pursuant to Rights Issue of Equity Shares of the Company and out of which 5,630 Equity Shares were forfeited due to non payment of First and Final Call Money.

14. OTHER EQUITY

[₹ In Lakhs]

Particulars	Reserves and Surplus				Money Received Against Share Warrants	Other Comprehensive income		Total
	Securities Premium Account	Capital Redemption Reserve	Capital Reserve	Surplus as per Statement of Profit and Loss		Foreign Currency Translation Reserve	Remeasurement gain/(loss) on defined benefit plans	
Balance as at 1st April, 2023	1,076.93	163.33	292.29	(122.38)	-	(17.52)	58.68	1,451.32
Profit For The Year	-	-	-	(866.05)	-	-	-	(866.05)
Add: Right Issue Premium	-	-	-	-	-	-	-	-
Less: Right Issue Exps.	-	-	-	-	-	-	-	-
Add:- Remeasurement gain/(loss) on defined benefit plans	-	-	-	-	-	-	0.22	0.22

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	Reserves and Surplus				Money Received Against Share Warrants	Other Comprehensive income		Total
	Securities Premium Account	Capital Redemption Reserve	Capital Reserve	Surplus as per Statement of Profit and Loss		Foreign Currency Translation Reserve	Remeasurement gain/(loss) on defined benefit plans	
Add : Foreign Currency Translation Reserve	-	-	-	-	-	(6.19)	-	(6.19)
Balance as at 31st March, 2024	1,076.93	163.33	292.29	(988.44)	-	(23.71)	58.89	579.29
Balance as at 1st April, 2024	1,076.93	163.33	292.29	(988.44)	-	(23.71)	58.89	579.29
Profit For The Year	-	-	-	455.27	-	-	-	455.27
Add:- Right Issue Premium	1,403.26	-	-	-	-	-	-	1,403.26
Less: Right Issue Exp	-	-	-	-	-	-	-	-
Add:- Money received against share warrants	-	-	-	-	75.00	-	-	75.00
Add:- Remeasurement gain/(loss) on defined benefit plans	-	-	-	-	-	-	1.27	1.27
Add: Foreign Currency Translation Reserve	-	-	-	-	-	(10.43)	-	(10.43)
Balance as at 31st March, 2025	2,480.19	163.33	292.29	(533.16)	75.00	(34.15)	60.16	2,503.66

15. NON-CURRENT BORROWINGS

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Secured		
Term loans from Banks		
The Small Industries Development Bank of India (SIDBI)	335.97	0.00
HDFC Bank - Car Loan	-	2.29
Kotak Mahindra Bank	-	293.44
Term loans from NBFC		
Siemens Financial Services Pvt Ltd	24.90	90.13
Sundaram Finance Ltd Loan A/c	1.73	6.77
Total	362.60	392.63
Unsecured		
Loans From NBFC	44.41	28.10
Total	44.41	28.10
Total	407.01	420.73

Notes:

- Solar Penal loans has been secured by way of hypothecation of the Solar purchased from the SIDBI loan.
- SIDBI Loan repayable in 54 monthly EMI ending on October, 2029. , Out of above loans, The EMI falling due within period of one year from reporting date, have been grouped under " Current maturity of long term Debts".
- Vehicle loans has been secured by way of hypothecation of the vehicle purchased from the loan.
- HDFC Bank Loan repayable in 60 monthly EMI ending on January, 2026. , Out of above loans, The EMI falling due within period of one year from reporting date, have been grouped under " Current maturity of long term Debts".

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

16. LEASE LIABILITY NON CURRENT

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Lease Liability	928.63	1,099.75
Total	928.63	1,099.75

17. OTHER NON CURRENT FINANCIAL LIABILITIES

[₹ In Lakhs]

	As at 31 st March, 2025	As at 31 st March, 2024
Trade - Deposit	89.50	13.00
Total	89.50	13.00

18. PROVISIONS NON CURRENT

[₹ In Lakhs]

	As at 31 st March, 2025	As at 31 st March, 2024
For Employees Benefits		
Provision for Gratuity	32.69	57.46
Provision for Sick Leave	2.95	3.34
Provision for Leave encashment	6.75	9.79
Total	42.39	70.59

19. DEFERRED TAX LIABILITIES (NET)

[₹ In Lakhs]

	As at 31 st March, 2025	As at 31 st March, 2024
Deferred tax liabilities (Net)	60.94	78.40
Total	60.94	78.40

20. CURRENT BORROWINGS

[₹ In Lakhs]

	As at 31 st March, 2025	As at 31 st March, 2024
Unsecured		
Intercompany Loan	175.83	336.91
Current Maturity of Long Term Debts	6.05	12.40
Secured		
Loan Repayable On demand	-	55.64
Current Maturity of Long Term Debts	192.52	323.06
Total	374.40	728.01

Note:-

Inter company Loan carries interest at various rates between 12% to 15% and payable on quarterly basis. Further the said loan is repayable on demand.

21. LEASE LIABILITY - CURRENT

[₹ In Lakhs]

	As at 31 st March, 2025	As at 31 st March, 2024
Lease Liability	170.10	188.79
Total	170.10	188.79

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

22. TRADE PAYABLES

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Due to Micro and Small Enterprise	38.72	35.40
Due to Others	2,214.92	2,867.81
Total	2,253.64	2,903.20

Note:-

Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2024-25, to the extent the company has received intimation from the "Suppliers" regarding their status under the Act.

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
a. Principal and interest amount remaining unpaid	38.72	35.40
b. Interest due thereon remaining unpaid	8.32	-
c. Interest paid by the company in terms of section 16 of the Micro, Small and Medium enterprise Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
d. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Macro, Small and Medium Enterprise Act, 2006	-	-
e. Interest accrued and remaining unpaid	-	-
f. 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 enterprises	-	-

22.2 Trade Payable Ageing Schedule as at 31st March, 2025

[₹ In Lakhs]

Sr. No.	Particulars	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	MSME	38.72	-	-	-	38.72
(ii)	Others	2,050.98	82.83	81.10	-	2,214.92
(iii)	Disputed dues – MSME	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-

22.3 Trade Payable Ageing Schedule as at 31st March, 2024

[₹ In Lakhs]

Sr. No.	Particulars	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	MSME	35.40	-	-	-	35.40
(ii)	Others	2,272.44	589.06	2.63	3.67	2,867.81
(iii)	Disputed dues – MSME	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

23. OTHER CURRENT LIABILITIES

[₹ In Lakhs]

	As at 31 st March, 2025	As at 31 st March, 2024
Statutory Liabilities	16.49	21.91
Advances From Customer	1,431.83	737.08
Payable on Purchase of Property, Plant & Equipment & Expences	366.89	353.14
Salary and Wages payable	45.19	29.18
Other Advances	-	1,301.75
Other payables	51.95	74.09
Total	1,912.36	2,517.15

23. PROVISIONS - CURRENT

[₹ In Lakhs]

	As at 31 st March, 2025	As at 31 st March, 2024
Provision for Gratuity	27.47	1.29
Provision for Sick Leave	0.31	0.29
Provision for Leave encashment	1.81	1.51
Provision for Bonus	1.97	0.00
Provision for Expenses	53.67	125.17
Total	85.23	128.26

25. REVENUE FROM OPERATIONS

[₹ In Lakhs]

	For the Year ended 31 st March, 2025	For the Year ended 31 st March, 2024
i Sale of Products	11,254.99	9,124.61
ii Other Operating Revenues		
- Sale of Waste and Others	315.83	364.74
Total	11,570.83	9,489.35

25.1 Disclosure pursuant to Ind AS 115 -Revenue from Contracts with Customers:

The company dervies revenue from sale of products and scrap from its contract with customers.

(a) Disaggregation of revenue from contracts with customers

[₹ In Lakhs]

Particulars	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
Revenue from contracts with customers		
Revenue from Operations		
Domestic	10,639.69	8,585.67
Exports	931.13	903.68
Total	11,570.82	9,489.35

26. OTHER INCOME

[₹ In Lakhs]

Particulars	For the Year ended 31 st March, 2025	For the Year ended 31 st March, 2024
Interest Income on :		
Interest Income on others	9.11	2.49
Interest Income on Income Tax Refund	1.13	-
Interest on Bank FD	3.79	7.18
Export Incentives	-	-
Profit on sale of Freehold Land #	472.57	-
Other Misc. Income	0.12	-
Provision for post-sales support & warranties	20.40	-
Provision for foreign exchange markup gain	6.60	-
Total	513.72	9.67

Refer Note No. 2.4 for detailed disclosures and additional information

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

27. COST OF MATERIALS CONSUMED

[₹ In Lakhs]

Particulars	For the Year ended 31 st March, 2025	For the Year ended 31 st March, 2024
Opening Stock	323.99	744.59
Add : Purchases and Incidental Expenses	7,460.51	6,268.44
Less : Closing Stock	439.86	323.99
Total	7,344.64	6,689.04

28. PURCHASES OF STOCK-IN-TRADE

[₹ In Lakhs]

Particulars	For the Year ended 31 st March, 2025	For the Year ended 31 st March, 2024
Traded Goods	1,269.53	586.54
Total	1,269.53	586.54

29. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

[₹ In Lakhs]

Particulars	For the Year ended 31 st March, 2025	For the Year ended 31 st March, 2024
Opening Inventories		
Finished Goods	651.90	619.89
Process Stock (WIP)	538.00	443.82
Waste/Scrap	24.51	22.87
	1,214.41	1,086.57
Closing Inventories		
Finished Goods	922.67	652.09
Process Stock (WIP)*	871.88	538.00
Waste/Scrap	7.30	24.51
	1,801.84	1,214.60
(Increase) / Decrease in Stocks	(587.43)	(128.03)
Total	(587.43)	(128.03)

* Includes land, development cost and inventory on completion of projects.

Refer Note No 2.3 for the disclosure on reclassification of Property, Plant & Equipment (PPE) into Inventory.

30. EMPLOYEES BENEFIT EXPENSES

[₹ In Lakhs]

Particulars	For the Year ended 31 st March, 2025	For the Year ended 31 st March, 2024
Salaries and Wages	504.56	587.02
Contribution to Provident and other Funds	12.46	16.59
Staff Welfare Expenses	47.31	19.49
Total	564.34	623.10

31. FINANCE COSTS

[₹ In Lakhs]

Particulars	For the Year ended 31 st March, 2025	For the Year ended 31 st March, 2024
Interest on Borrowing	84.84	171.83
Interest Expenses AS 116	78.19	89.60
Processing Fees Expense	10.33	11.22
Interest Exp. (OD A/c.)	3.15	5.81

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	For the Year ended 31 st March, 2025	For the Year ended 31 st March, 2024
Interest on Credit Card	1.63	-
Factoring Charges	31.12	23.87
Bill Discount Charges	83.88	65.01
Interest on Trade payable	164.51	185.39
Total	457.64	552.74

32. OTHER EXPENSES

A Manufacturing Expenses

[₹ In Lakhs]

Particulars	Year ended 31 st March, 2025	Year ended 31 st March, 2024
Consumption of Stores, Spare Parts and Components and Incidental Expenses	289.49	22.85
Processing Charges	689.88	396.58
Power & Fuel	304.14	405.85
Repairs to Buildings	0.87	1.34
Repairs to Machinery	12.81	22.71
Total	1,297.19	849.33

B Administration, Selling and Distribution Expenses

[₹ In Lakhs]

Particulars	Year ended 31 st March, 2025	Year ended 31 st March, 2024
Advertisement and Sales Promotion	7.19	11.38
Insurance	12.55	13.88
Internet and Domain Expenses	4.92	-
House Keeping Expenses	18.74	-
Rates and Taxes	6.31	2.74
Directors' Sitting Fees	1.30	0.80
Bank Charges & Commission	6.49	2.61
Brokerage Exps.	0.30	0.08
Repairs & Maintenance- Computer & Other	11.58	9.72
Conveyance Exp.	9.55	7.63
Freight and forwarding	262.40	204.50
Interest - GST	2.44	0.85
Legal and professional charges	94.64	35.26
Post & Telegram	2.14	2.54
Printing and stationery	5.75	6.16
Sales commission	20.50	61.32
Security Charges	23.66	16.54
Sundry balance w/off	0.57	5.45
Telephone Expenses	1.39	0.02
Site Expense	40.17	25.62
Rounding Off	(0.23)	(0.03)
Fixed Asset Written Off	1.03	-
Foreign Exchange Flucation	-	0.00
Travelling Expenses	15.33	2.67
Rent Expenses	98.86	75.28
Other General & Miscellaneous Expenses	98.32	149.07

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

[₹ In Lakhs]

Particulars	Year ended 31 st March, 2025	Year ended 31 st March, 2024
Bad debts/advance written off	-	(0.01)
Late Fees - GST	0.00	-
Expected Credit Loss	-	4.55
Loss on Sale of Asset	-	2.57
Payments to the Auditors (Refer Note No. 32.1)	2.00	2.64
Tender Fees	0.43	2.49
Total (B)	748.35	646.30
Total (A+B)	2,045.54	1,495.62

32.1 Payments to the Auditors:

[₹ In Lakhs]

Particulars	For the Year ended 31 st March, 2025	For the Year ended 31 st March, 2024
Payments to Statutory Auditors:		
Audit Fee	2.00	2.64
Total	2.00	2.64

33 Earnings Per Share:

[₹ In Lakhs]

Particulars		For the Year ended 31 st March, 2025	For the Year ended 31 st March, 2024
Net profit for the year attributable to equity shareholders	₹ In Lakhs	455.27	(866.05)
Weighted-average-number of equity shares outstanding (For Basic)	Number of Shares	1,07,46,801	83,39,689
Weighted-average-number of equity shares outstanding (For Diluted)	Number of Shares	1,09,22,029	83,39,689
Basic Earnings Per Share (Face Value of ₹ 10 each)	In Rupees	4.24	(10.38)
Diluted Earnings Per Share (Face Value of ₹ 10 each)	In Rupees	4.17	(10.38)

34. INCOME TAX EXPENSES

Tax expense recognized in the statement of Profit and Loss

[₹ In Lakhs]

Particulars	For the Year ended 31 st March, 2025	For the Year ended 31 st March, 2024
Current Tax		
Current Tax on taxable income for the year	-	-
Total current tax expense	-	-
Deferred tax		
Deferred tax charges/(credit)	(16.19)	-
Total deferred income tax expense/(benefit)	(16.19)	-
Total income tax expense	(16.19)	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

- A) reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

[₹ In Lakhs]

Particulars	For the Year ended 31 st March, 2025	For the Year ended 31 st March, 2024
Enacted income tax rate in India applicable to the company	25.168%	25.168%
Profit Before Tax	439.08	(866.05)
Current Tax expenses on Profit Before tax expenses at the enacted income tax rate in India	110.51	(217.97)
Tax effect of the amount which are not deductible/(taxable) in calculating taxable income		
Permanent Disallowances	34.65	1.69
Income not considered for tax purpose	(118.95)	5.71
Expenses not allowed for tax purpose	807.05	492.86
Additional Allowables for tax purpose	(817.07)	(224.76)
Deferred Tax for Current Year	(16.19)	(57.54)
Other	-	-
Total Income tax expense/(Credit)	(0.00)	(0.00)

Consequent to reconciliation items shown above, the effective tax rate is 25.168% (2024-25: 25.168%)

- B) The Movement in deferred tax assets and liabilities during the year ended 31st March, 2024 and 31st March, 2025

[₹ In Lakhs]

Particulars	As at 31 st March, 2023 - Deferred Tax Liabilities/ (Asset)	Charge/(Credit) in statement of Profit and Loss	As at 31 st March, 2024 - Deferred Tax Liabilities/ (Asset)	Charge/(Credit) in statement of Profit and Loss	As at 31 st March, 2025 - Deferred Tax Liabilities/ (Asset)
Depreciation	150.16	-	150.16	(28.84)	121.31
Provision for Gratuity	(12.95)	-	(12.95)	(2.19)	(15.14)
Lease Payment AS 116	(54.01)	-	(54.01)	6.24	(47.77)
Remeasurment of defined benefit Plan	(1.17)	2.95	1.78	3.41	5.19
Provision for Leave Encashment	(2.38)	-	(2.38)	0.22	(2.15)
Provision of Bonus	(0.66)	-	(0.66)	0.16	(0.50)
Provision of Warranty	(3.54)	-	(3.54)	3.54	-
Total Deferred Tax Liabilities/(Asset)	75.45	2.95	78.40	(17.45)	60.95

Note : The Company has elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has recognised provision for taxation and remeasured its deferred tax liabilities based on the rate prescribed in the said Section as introduced by the Taxation Laws (Amendment) Ordinance, 2019.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

35. COMMITMENTS AND CONTINGENT LIABILITIES:

₹ In Lakhs

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
35.1 Commitments		
(a) Capital Commitments		
Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:		
- Property, Plant and Equipments	-	2.54
36.2 Contingent Liabilities		
(a) EPF Interest and Damages		
EPF Interest and Damages	11.31	11.31
(The company has filed Special Civil Application on 18/05/2016, before Honourable Gujarat High Court for quash and set aside the notice of demand raised by Employees Provident Fund Organisation for ₹1,131.46 thousand on late payment of remittance for November, 1998 to January, 2014 vide notice dated 25.04.2016 and to stay on the notice of demand dated 25.04.2016 during pending admission and hearing of the present petition).*		
(b) Income Tax demand raised by Income tax Department for Assessment year 2018-2019, Against that Appeal has been filed at Commissioner of Income Tax - Appeal. *	0.73	14.62
(c) Income Tax demand was raised by the Income Tax Department for the Assessment Year 2020-21 under intimation u/s 143.*	1.07	-
(d) Bank Guarantee (against 100% margin money in form of deposits)	43.13	45.99

* Cash outflows for the above cases are determinable only on receipt of judgements pending at various forums/authorities.

36. LEASES

The Ministry of Corporate Affairs has notified Indian Accounting Standard 116 ('Ind AS 116'), Leases, with effect from April 1, 2019. The Standard primarily requires the Company, as a lessee, to recognize, at the commencement of the lease a right-to-use asset and a lease liability (representing present value of unpaid lease payments). Such right-to-use assets are subsequently depreciated and the lease liability reduced when paid, with the interest on the lease liability being recognized as finance costs, subject to certain remeasurement adjustments.

The Company has adopted the modified prospective transition method recognising the lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the date of initial application and recognised the Right of Use Asset (ROU) an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application.

The Company's leases comprises of leasing of factory land. The Company has adopted Ind AS 116, effective annual reporting period beginning 1st April, 2019 and applied the standard to its leases applying modified retrospective approach.

(i) As Lessee

Maturity Analysis of Lease Liabilities

[₹ In Lakhs]

Contractual undiscounted Cash Flows	As at 31 st March, 2025	As at 31 st March, 2024
Less than one year	280.33	267.99
One to five years	982.43	1,262.76
More than five years	-	-
Total Undiscounted Lease Liabilities	1,262.76	1,530.75
Lease Liabilities included in the Statement of Financial Position		
Non Current	928.63	1,099.75
Current	170.10	188.79
Total	1,098.74	1,288.54

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Following are the changes in Liability arising from financing activities for the year ended 31st March, 2025

[₹ In Lakhs]

Particulars	Amount
Balance as at 1st April, 2023	1,453.20
Cash flow	(254.26)
Interest Expenses	89.60
Balance as at 31st March, 2024	1,288.54
Cash flow	(267.99)
Interest Expenses	78.19
Balance as at 31st March, 2025	1,098.74

Amount Recognized in the Statement of Profit & Loss

[₹ In Lakhs]

Particulars	For the Year ended on 31 st March, 2025	For the Year ended on 31 st March, 2024
Interest Expenses AS 116	78.19	89.60
Depreciation on Lease Asset	203.41	203.41

37. Details of Related Party Disclosure

List of Related Parties with whom the Company has entered into transactions during the year.

(A) Subsidiary company	Texel Industries (Africa) Limited.
(B) Key Managerial Person (KMP)	Kirit Mehta (Chairman & Independent Director) (Up to 28 th May, 2024)
	Shailesh R Mehta (Chairman & Managing Director)
	Naresh R Mehta (Non-Executive Director)
	Jasmin Nahidakhtar Vhora (Independent Director)
	Avani Chouhan (Independent Director)
	Umeshbhai Arvindbhai Vyas (Independent Director)
	Shubham Shah (Company Secretary)
	Pallav Vasavada (Chief Financial Officer)
	Parth Niphadkar (Chief Financial Officer)
(C) Relative of KMP	Anisha Mehta
	Avishi Sharedalal
(D) Entity in which KPM/Relative of KMP having significant influence	Moneeto Plasti Fab Pvt Ltd
	Grow Materials LLC
	Risha Aquapruv Infrastructures LLP
	Risha Infrastructures
	Pima Controls Pvt Ltd
	Anjaneya Enterprise
	Anjaneya Plastech Private Limited
	C R Sharedalal & Co
	Crossland Housing & Const. Limited
	Mehta & Dholabhai

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

(A) Key Managerial Personnel Compensation:

[₹ In Lakhs]

Particulars	For the Year ended 31 st March, 2025	For the Year ended 31 st March, 2024
Short-term employee benefits	71.26	70.40
Terminal Benefits	0.27	-
Other Benefits	1.30	0.70
Total Compensation	72.83	71.10

(B) The following transactions were carried out with the related parties in ordinary course of business during the year:

[₹ In Lakhs]

Particulars	KMP	Relative of KMP	Entity in which KMP/Relative of KMP having significant influence	Subsidiary
A) Transaction During the year				
Remuneration to Managing Director				
Shailesh R Mehta	57.61	-	-	
	(57.61)	-	-	
Perquisites to Managing Director				
Shailesh R Mehta	2.07	-	-	
	-	-	-	
Remuneration of KMP				
Dhruvi Patel	-	-	-	
	(1.19)	-	-	
Pallav Vasavada	0.27	-	-	
	(11.61)	-	-	
Parth Niphadkar	8.84	-	-	
	-	-	-	
Shubham Shah	2.75	-	-	
	-	-	-	
Remuneration Relative of KMP				
Avishi Sharedalal	-	7.42	-	
	-	(6.02)	-	
Anisha Mehta	-	3.81	-	
	-	(2.97)	-	
Director Sitting Fees				
Kirit Mehta	0.10	-	-	-
	(0.40)	-	-	-
Ms. Avani Chouhan	0.20	-	-	-
	(0.10)	-	-	-
Umeshbhai Arvindbhai Vyas	0.70	-	-	-
	-	-	-	-
Jasmin Nahidakhtar Vhora	0.30	-	-	-
	(0.30)	-	-	-
Legal and professional fees				
C R Sharedalal & Co	-	2.50	-	-
	-	-	-	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	KMP	Relative of KMP	Entity in which KMP/Relative of KMP having significant influence	Subsidiary
Rent Expenses				
Shailesh R Mehta	-	-	-	-
	(0.30)	-	-	-
Reimbursement of Expenses (Sponsorship Expense, etc.)				
Anisha Mehta	-	23.34	-	-
	-	-	-	-
Reimbursement of Expenses (Site Expenses, Freight and forwarding , etc.)				
Risha Aquapru Infrastructure LLP	-	-	59.10	-
	-	-	(24.56)	-
Purchase of Capital Goods				
Pima Controls Pvt Ltd	-	-	0.15	-
	-	-	(0.19)	-
Purchase				
Grow Materials LLC	-	-	193.24	-
	-	-	(18.97)	-
Risha Aquapru Infrastructure LLP	-	-	1.31	-
	-	-	-	-
Moneeto Plasti-Feb Pvt. Ltd.	-	-	2.79	-
	-	-	-	-
Anjaneya Enterprise	-	-	-	-
	-	-	(575.44)	-
Sales				
Grow Materials LLC	-	-	25.91	-
	-	-	(80.18)	-
Risha Aquapru Infrastructure LLP	-	-	0.06	-
	-	-	-	-
Anjaneya Plastech Private Limited	-	-	92.90	-
	-	-	-	-
Moneeto Plasti-Feb Pvt. Ltd.	-	-	-	-
	-	-	(23.59)	-
Anjaneya Enterprise	-	-	-	-
	-	-	(458.39)	-
Commission				
Moneeto Plasti-Feb Pvt. Ltd.	-	-	4.24	-
	-	-	-	-
Interest on Loan				
Texel Industries (Africa) Limited.	-	-	-	25.24
	-	-	-	(23.72)
B) Closing balances				
Payable to				
Anjaneya Enterprise	-	-	-	-
	-	-	(17.10)	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	KMP	Relative of KMP	Entity in which KPM/Relative of KMP having significant influence	Subsidiary
Moneeto Plasti-Feb Pvt. Ltd.	-	-	7.88	-
	-	-	-	-
Risha Infrastructure	-	-	12.68	-
	-	-	(22.10)	-
Risha Aquapruv Infrastructure LLP	-	-	42.99	-
	-	-	(5.16)	-
Shailesh R Mehta	-	-	3.30	-
	(5.69)	-	-	-
Pallav Vasavada	-	-	-	-
	(2.34)	-	-	-
Parth Niphadkar	0.75	-		
	-	-		
Avishi Sharedalal	-	0.76	-	-
	-	-	-	-
Avishi Sharedalal	-	0.62	-	-
	-	(0.62)	-	-
Grow Materials LLC	-	-	7.93	-
	-	-	(95.49)	-
G P Kapadia & Co.			1.00	-
			(1.00)	-
C R Sharedalal & Co	-	-	5.59	-
	-	-	(2.89)	-
Loans & Advances - Receivable				
Crossland Housing & Const. Limited	-	-	10.00	-
	-	-	(10.00)	-
Mehta & Dholabhai	-	-	6.15	-
	-	-	(6.15)	-
Texel Industries (Africa) Limited.	-	-	-	316.01
	-	-	-	(248.95)

Figures in brackets relates to previous year ended on 31st March, 2024

38. EMPLOYEE BENEFITS

[A] Defined contribution plans:

The Company makes contributions towards provident fund to defined contribution retirement benefit plan for qualifying employees. The provident fund contributions are made to Government administered Employees Provident Fund. Both the employees and the Company make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee's salary. The Company recognised ₹ 12.46 lakhs (P.Y ₹ 16.59 lakhs) for contributions to various funds in the Statement of Profit and Loss.

[B] Defined benefit plans:

The Company has adopted Accounting Standard 19 (Ind AS-19) "Employee Benefits" which is mandatory from accounting periods starting from 1st April, 2017. Accordingly, the Company has provided for gratuity based on actuarial valuation done as per Projected Unit Credit Method.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

The following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at 31st March, 2025.

I. Reconciliation of opening and closing balance of Defined Benefit Obligation (Unfunded) ₹ In Lakhs

Particulars	Year ended on 31 st March, 2025	Year ended on 31 st March, 2024
Present value of obligation as at the beginning	58.74	51.46
Current service cost	6.15	5.64
Past Service Cost	-	-
Interest cost	4.24	3.85
Benefits paid	(5.59)	(1.91)
Actuarial (Gain) / Loss	(3.37)	(0.29)
Present value of obligation as at the end (Unfunded)	60.16	58.74

II. Reconciliation of opening and closing balance of fair value of plan assets

Not applicable as Gratuity is unfunded.

III. Reconciliation of fair value of assets and obligation

Not applicable as Gratuity is unfunded.

IV. Reconciliation of Defined benefit obligation and fair value of plan assets: ₹ In Lakhs

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Present value of benefit obligation at the end of the period	60.16	58.74
Fair value of planned assets at the end of year	-	-
Net asset/(liability) recognised in the balance sheet	60.16	58.74

V. Expense recognised during the year ₹ In Lakhs

Particulars	Year ended 31 st March, 2025	Year ended 31 st March, 2024
Service cost	6.15	5.64
Interest cost	4.24	3.85
Actuarial (Gain) / Loss	(3.37)	(0.29)
Net cost included in 'Employee Benefit Expense'	7.01	9.20

VI. Investment Details

Not applicable as Gratuity is unfunded.

VII. Actuarial Assumptions for Gratuity ₹ In Lakhs

Particulars	For the Year ended 31 st March, 2025	For the Year ended 31 st March, 2024
Discount rate (per annum)	6.82%	7.21%
Expected rate of return on plan assets (per annum)	N.A.	N.A.
Rate of escalation in salary (per annum)	7.00%	7.00%

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

VIII. Other disclosures

₹ In Lakhs

Particulars	For the Year ended 31 st March, 2025	For the Year ended 31 st March, 2024
Present value of obligation as at the end - Gratuity	60.16	58.74
Surplus/(deficit) - Gratuity	(60.16)	(58.74)
Experience adjustment on plan liability - Gratuity	(4.51)	(1.11)
Actuarial Loss / (Gain) due to change in assumptions - Gratuity	1.13	0.82

39. SEGMENT REPORTING:

1) Segment Revenue

₹ In Lakhs

Particulars	Year ended 31 st March, 2025	Year ended 31 st March, 2024
Technical Textile	10,863.00	9,489.35
Land, Building & Property Development	707.81	-
Net Revenue from Operations	11,570.82	9,489.35

2) Segment Results

₹ In Lakhs

Particulars	Year ended 31 st March, 2025	Year ended 31 st March, 2024
Technical Textile	(151.85)	(322.97)
Land, Building & Property Development	534.85	-
Total Segment Profit before Interest and Tax	383.00	(322.97)
Less : Finance Cost	457.64	552.74
Less : other unallocable expenditures	-	-
Add : Unallocable Income	513.72	9.67
Profit Before Tax	439.07	(866.04)
Less : Provision of Tax	(16.19)	-
Profit After Tax	455.26	(866.04)
Add : Other Comprehensive Income (Net of Tax)	-9.17	-5.97
Total Comprehensive Income	446.10	-872.02

This is the first year in which the Company has identified a new operating segment, namely "Land, Building & Property Development". Accordingly, there are no corresponding figures for this segment in the previous year, as it did not exist then. In the previous years, the Company operated only in a single segment, "Technical Textile", and hence all amounts for those periods were reported under that segment alone.

Business segments:

Based on the "management approach" as defined in Ind-AS 108 - Operating Segments prescribed under Section 133 of the Companies Act, 2013 read with relevant rules, the Managing Director/Decision Maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along with these business segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments.

Segment assets and liabilities:

The Company is engaged mainly in production of Technical Textile. Most of the assets, liabilities of the aforesaid reportable segments are interchangeable or not practically allocable and any forced allocation would not result in any meaningful segregation. Accordingly, segment assets, liabilities have not been presented.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

40. FINANCIALS INSTRUMENTS:

Financial assets and financial liabilities are recognized when Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

(i) Categories of Financial Instruments

[₹ In Lakhs]

Particulars	As at 31 st March, 2025	As at 31 st March, 2024
Financial Assets (Measured at Amortized Cost)		
- Trade & Other Receivable	1,038.07	1,366.61
- Cash & Cash Equivalents	28.55	1.55
- Other Bank Balance	4.44	21.87
- Loans	5.33	2.33
- Other Financial Assets	836.09	608.48
- Investments	-	-
Total	1,912.50	2,000.84
Financial Liabilities (Measured at Amortized Cost)		
- Borrowings	781.41	1,148.75
- Trade Payable	2,253.64	2,903.20
- Other Financial Liabilities	1,098.74	1,288.54
Total	4,133.79	5,340.50

The carrying amount of current financial assets and liabilities as at the end of each year presented approximate the fair value because of their short-term nature. The trade receivables, trade payables, borrowings, capital creditors and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

(ii) Fair value measurements

This note provide information about how the company determines fair value of various financial assets. Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements approximates their fair values.

(iii) Fair Value Hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1: Inputs are quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs are other than quoted price included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs are not based on observable market data. Fair values are determined in whole or in part using a valuation model based on the assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

41. FINANCIAL RISK MANAGEMENT:

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 trade and other receivables, receivables from government authorities, security deposits and cash and cash equivalents that derive directly from its operations. The company also holds investments. The corporate treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the company through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The company seeks to minimise the effects of these risks by using derivative financial instruments to hedge risk exposures. The company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

The Corporate Treasury function reports quarterly to the Board of Directors of the company for monitoring risks and reviewing policies implemented to mitigate risk exposures.

(i) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. Financial instruments affected by market risk includes loan and borrowings. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. All such transactions are carried out within the guidelines set by the Board of Directors and Risk Management Committee. There have been no significant changes to the company's exposure to market risk or the methods in which they are managed or measured.

(a) Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The company's exposure to currency risk relates primarily to the company's operating activities and borrowings when transactions are denominated in a different currency from the company's functional currency. The company manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 12-month period for hedges of forecasted sales and borrowings.

(b) Price Risk

The Company's investments in listed securities, mutual funds, other funds and debentures are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the price risk through diversification and by placing limits on individual and total equity instruments. Reports on the portfolio are submitted to the Company's senior management on a regular basis.

(c) 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's exposure to the risk of changes in market interest rates relates primarily to the company's long-term debt obligations with floating interest rates. The loans advanced as at 31st March, 2025 is ₹ 262.37 lakhs (previous year ₹ 195.31 lakhs) which are interest bearing and interest rates are variable.

(ii) Liquidity Risk

(a) Maturities of financial liabilities

The following tables detail the company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted contractual 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.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

[₹ In Lakhs]

Particulars	Less than 1 Year	More than 1 Year	Total
As on March 31, 2025			
Non-interest bearing			
- Borrowings	374.40	407.01	781.41
- Trade payable	2,089.71	163.93	2,253.64
- Lease Liability	170.10	928.63	1,098.73
- Other financial liabilities		89.50	89.50
Total	2,634.21	1,589.07	4,223.29
As on March 31, 2024			
Non-interest bearing			
- Borrowings	728.01	420.73	1,148.74
- Trade payable	2,307.84	595.37	2,903.21
- Lease Liability	188.79	1,099.75	1,288.54
- Other Financial Liabilities	-	13.00	13.00
Total	3,224.64	2,128.85	5,353.49

(b) Liquidity risk management

The company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Chief Financial Officer of the company is responsible for liquidity risk management who 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 Chief Financial Officer reports the same to the Board of Directors on quarterly basis.

42. CAPITAL MANAGEMENT:

The Company's objective when managing capital is to:

- Safeguard its ability to continue as going concern so that the company is able to provide maximize return to stakeholders and benefits for other stakeholders.
- Maintain an optimal capital structure to reduce the cost of capital.

The company board of directors reviews the capital structure on a regular basis. As part of this review, the board considers cost of capital, risk associated with each class of capital requirements and maintenance of adequate liquidity.

Disclosure

This section gives an overview of the significance of financial instruments for the company and provides additional information on balance sheet item that contain financial instruments. The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized in respect of each class of financial asset, financial liability and equity instrument are disclosed in notes..

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

43. ACCOUNTING RATIOS

SN	Particulars	Numerator	Denominator	FY 2024-25		FY 2023-24		% Variance	Reasons for variance (if +/- 25%)
1	Current Ratio	Current Asset	Current Liabilities	5,170.45	1.08	4,290.08	0.83	29.74%	Increase mainly due to reduction in current liabilities while current assets have increased moderately.
				4,795.73		5,162.56			
2	Debt-Equity Ratio	Short+Long Term Debt	Shareholders' Equity	781.41	0.20	8,069.47	5.71	-96.43%	Substantial increase in shareholders' equity (profit retention, new infusion, or reserves) combined with a decrease in borrowings.
				3,834.36		1,413.27			
3	Debt Service Coverage Ratio	Earnings available for Debt service	Debt service	1,447.91	3.16	(419.23)	-0.76	-517.14%	Significant improvement due to Increase in earnings before interest and tax (turnaround from loss to profit) & Reduction in debt servicing obligations.
				457.64		552.74			
4	Return on Equity Ratio	Net profit After Tax	Average Net worth	455.27	0.17	(866.05)	-0.47	-137.05%	Movement from loss in FY 2023-24 to profit in FY 2024-25 changed net profit figures sharply & Negative base in previous year exaggerated the % movement.
				2,623.81		1,849.28			
5	Inventory Turnover Ratio	Cost of goods sold	Average Value of Inventory	7,344.64	3.56	6,689.04	3.57	-0.34%	-
				2,064.77		1,874.04			
6	Trade Receivables turnover ratio (in times)	Net sales	Average Trade Receivable	11,570.82	9.62	9,489.35	6.32	52.28%	Due to better collection efficiency and lower average receivables compared to last year.
				1,202.34		1,501.58			
7	Trade Payable turnover ratio (in times)	Net Purchase / Services	Average Trade Payable	1,269.53	0.49	586.54	0.19	162.81%	Increase reflects faster payments to suppliers and higher purchases/services availed.
				2,578.43		3,130.79			

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

SN	Particulars	Numerator	Denominator	FY 2024-25		FY 2023-24		% Variance	Reasons for variance (if +/- 25%)
8	Net capital turnover ratio (in times)	Net Sales	Working Capital	11,570.82	30.88	9,489.35	-4.36	-807.85%	Large change due to a shift from negative working capital in FY 2023-24 to positive working capital in FY 2024-25 & better management of short-term assets & liabilities improved ability to generate sales.
				374.72		(2,175.33)			
9	Net profit ratio (in %)	Net profit After Tax	Total Sales	455.27	3.93%	(866.05)	-9.13%	-143.11%	Improvement due to turnaround from net loss in FY 2023-24 to net profit in FY 2024-25 & Supported by better operational performance and cost control.
				11,570.82		9,489.35			
10	Return on Capital employed (in %)	Earning Before Interest and Tax	Capital Employed	896.72	34.18%	(419.23)	-13.54%	-352.37%	Major improvement due to Turnaround from operating losses to operating profits (EBIT positive) & Better efficiency in utilizing capital employed.
				2,623.81		3,095.73			

44. OTHER STATUTORY DISCLOSURES

- The company do not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
- The company has not carried out any revaluation of it's Property, Plant and Equipment.
- The company holds all properties in it's own name.
- The company do not have any transactions with struck off companies.
- The company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The company have not traded or invested in Crypto currency or Virtual Currency during the year.
- The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- The company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

- i) The company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

45. Previous year figures have been regrouped, whenever necessary to conform to current year classification.

46. The financial statements were authorized for issue in accordance with a resolution passed by the Board of Directors on 29th May, 2025. The financial statements as approved by the Board of Directors are subject to final approval by its Shareholders.

**In terms of our report attached
As per our Report of even date attached
For Sunil Poddar & Co.**
Chartered Accountants
Firm. Reg. No. 110603W

CA. Harshil Lohia
Partner
Membership No. 192753
UDIN No: 25192753BMYZM6553

Place : Ahmedabad
Date : 29th May, 2025

For and On Behalf of the Board of Director
Shailesh R. Mehta
Chairman & Managing Director
DIN: 01457666

Shubham Kiran Shah
Company Secretary
M. No.: ACS 72784

Place : Ahmedabad
Date : 29th May, 2025

Umeshbhai A. Vyas
Independent Director
DIN: 07979266

Parth P. Niphadkar
Chief Financial Officer



Registered Office:

Unit No. P 2, Prime Industrial & Logistics Hub,
Hariala, Matar, Kheda - 387570, Gujarat,
India. CIN: L29100GJ1989PLC012576

Phone: +91 - 8980026110

+91 - 8980026220

Email: info@geotexelin.com

finance@geotexelin.com



TEXEL INDUSTRIES LIMITED
CIN: L29100GJ1989PLC012576

Regd. Office: Unit No. P-2, Prime Industrial and Logistics Hub, Harijala, Kheda, Matar, Gujarat, India, 387570

E-Mail Id: finance@geotexelin.com; **Website:** www.geotexelin.com; **Phone:** 8980026220/ 26110

Dear Shareholder(s),

Sub: Annual Report for the Financial Year 2024-25

We are pleased to inform you that the **36th Annual General Meeting ("AGM") of Texel Industries Limited (the "Company")** will be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") on **Monday, 29th September, 2025 at 12:30 p.m. IST.**

As per Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') as amended, the web-link, including the exact path, where complete details of the Annual Report are available is required to be sent to those member(s) who have not registered their email address(es) either with the Company or with any Depository or MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), Registrar & Share Transfer Agent (RTA) of the Company.

Accordingly, the web-link, including the exact path where complete details of the Annual Report for the Financial Year 2024-25 are available at: <https://www.geotexelin.com/annual-report>

This letter is being sent to those member(s) who have not registered their email address(es) either with the Company or with any Depository or RTA of the Company.

This is also a reminder to update KYC details pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, and to dematerialize physical securities. The circular issued by SEBI mandates all the listed companies to record PAN, Address with PIN code, Mobile Number, Bank Account details, Specimen Signature and choice of Nomination of security holders holding securities in physical mode. While updating Email ID is optional, the security holders are requested to register email id also to avail online services. This is applicable for all security holders holding securities in physical mode.

The formats for choice of Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 are available on the website as mentioned below:

<https://www.in.mpms.mufg.com> > Resources > Downloads > KYC > Formats for KYC

The aforesaid SEBI Circular also mandates that security holders holding in physical mode whose folios do not have PAN, Choice of Nomination, Contact details, Bank Account details and Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 1, 2024.

Moreover, you are also requested to update your email address at the earliest either through your depository participants for electronic holding or send a communication to us / our RTA to facilitate the updation to continue receiving all important information & documents thereafter and encourage Green Initiative.

Yours faithfully,

For Texel Industries Limited

Sd/-

Shubham Kiran Shah

Company Secretary & Compliance Officer