



# TUNI TEXTILE MILLS LTD.

**WORKS** : B-5, MIDC INDUSTRIAL AREA, MURBAD, DIST. THANE - 421 401. ❖ TEL. : (02524) 222453  
**REGD. OFF.** : GALA No. 207, BUILDING No. 3-A, 2ND FLOOR, MITTAL INDUSTRIAL ESTATE,  
ANDHERI KURLA ROAD, ANDHERI (E), MUMBAI - 400 059.  
TEL. : 022 4604 3970 ❖ FAX : 022 4970 7633 ❖ EMAIL : info@tunitextiles.com  
WEBSITE : www.tunitextiles.com ❖ CIN No. L17120MH1987PLC043996

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June 2, 2025

**The Deputy Manager**

Dept. of Corporate Services

**BSE Limited**

P. J. Towers, Dalal Street, Fort

Mumbai – 400 001

Ref: Scrip Code 531411

Sub: Notice of Annual General Meeting and Annual Report for FY 2024-25

Respected Sir or Madam,

Pursuant to Regulation 30 and 34 read with Para A of Part A of Schedule III to the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015, please find enclosed herewith the Annual Report 2023-24 together with Notice of 38<sup>th</sup> Annual General Meeting (AGM) of the Company scheduled to be held on Monday, June 2, 2025 at 2.00 PM IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in accordance with the applicable provisions of the Companies Act, 2013 (Act, 2013) and Ministry of Corporate Affairs (MCA) & SEBI General Circulars.

The Annual Report for the Financial Year 2024-25 along with the Notice of the AGM is also made available on the Company website, viz. www.tunitextiles.com

Thanking You,

Yours Faithfully,

For **TUNI TEXTILE MILLS LIMITED**

**NARENDRA KR. SUREKA**

**DIN: 01963265**

**MANAGING DIRECTOR**

Enclosed: As stated above

# Tuni Textile Mills Limited



**38<sup>TH</sup> ANNUAL REPORT**  
**2024-25**

Corporate Identification No. L17120MH1987PLCo43996

**BOARD OF DIRECTORS**

|                           |                                |
|---------------------------|--------------------------------|
| Narendra Kumar Sureka     | Chairman & Managing Director   |
| Pradeep Kumar Sureka      | Executive, Whole Time Director |
| Urmila Sureka             | Non - Executive Director       |
| Gaurishankar Ramlal Saraf | Independent Director           |
| Mahendra S Agarwal        | Independent Director           |
| Gaurav Tibe               | Independent Director           |

**KEY MANAGERIAL PERSONNEL**

|                   |                         |
|-------------------|-------------------------|
| Mr. Archit Sureka | Chief Financial Officer |
| Ms. Jyoti Kothari | Company Secretary       |

**AUDITORS**

M/s. K. K. Jhunjunwala & Co.,  
Chartered Accountants, Mumbai

**BANKERS**

ICICI Bank Limited  
Indian Overseas Bank  
Union Bank of India

**REGISTERED OFFICE**

Unit No. 207, 2<sup>nd</sup> Floor, Building No. 3A, Mittal  
Industrial Estate, Andheri Kurla Road, Andheri (E),  
Mumbai 400 059

**WORKS**

B-5, MIDC Murbad, Dist. Thane (Maharashtra)

**REGISTRAR & SHARE TRANSFER AGENT**

Purva Sharegistry (India) Pvt. Ltd.  
No. 9, Shiv Shakti Ind. Estate  
Gr. Floor, J. R. Boricha Marg  
Lower Parel, Mumbai-400 011

**ANNUAL GENERAL MEETING**

Date 25<sup>th</sup> June, 2025  
Time 2.00 PM  
Deemed Venue Regd. Office of Company

# 38<sup>th</sup> Annual Report 2024 - 2025

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**AGM will be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM)**



## NOTICE

Notice is hereby given that the 38<sup>th</sup> Annual General Meeting of the members of **TUNI TEXTILE MILLS LIMITED** will be held on Wednesday, the 25<sup>th</sup> day of June, 2025 at 2.00 P.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue, in compliance with Ministry of Corporate Affairs General Circular No.09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-P/CIR/2024/133, dated October 3, 2024, to transact the following businesses as:

### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025 along with the reports of the Board of Directors and the Auditors thereon, as approved by the Board of Directors of the Company.
2. To appoint Director in place of Mrs. Urmila Devi Sureka (DIN: 02344028), who retires by rotation and being eligible offers herself for re-appointment.

**Explanation:** Based on the terms of appointment, office of Executive Directors and the Non-Executive & Non Independent Chairman are subject to retirement by rotation. Mrs. Urmila Devi Sureka, who was appointed on March 23, 2015, whose office is liable to retire at the ensuing AGM, being eligible, seeks re-appointment. Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment.

Therefore, members are requested to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Mrs. Urmila Devi Sureka (DIN: 02344028), who retires by rotation at this meeting, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS:

3. **To appoint M/s Kriti Daga as Secretarial Auditor and to fix their remuneration.**

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 Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time read with provisions of Section 204 of the Companies Act, 2013 & Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any amendment, modification or variation thereof, M/s Kriti Daga, practicing Company Secretaries (ACS No. 26425, C. P. No. 14023), be and are hereby appointed as the Secretarial Auditors of the Company, for a period of five (5) years and to hold office from the conclusion of this 38<sup>th</sup> Annual General Meeting, to conduct Secretarial Audit, at such remuneration as mentioned in the Explanatory Statement.

**"RESOLVED FURTHER THAT** the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company."

The above appointment of M/s Kriti Daga as secretarial auditor of the Company is recommended by the Board of Directors.

4. **To Borrow funds in excess of the limits provided under section 180 (1)(c) of the Companies Act, 2013:**

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

**"RESOLVED THAT** pursuant to provision of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any modification, amendment, re-enactment thereof for the time being in force) and such other laws, rules as may be applicable from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof), the Company do borrow such sum or sums of money in any manner from time to time with or without security and upon such terms and conditions as the Board may deem fit and expedient for the purpose of the business of the Company, notwithstanding, that the

monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business, if any) may exceed the aggregate, for the time being, the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided however, that the total amount borrowed / to be borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any time shall not exceed Rs. 100.00 Crore (Rupees One Hundred Crore Only).

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to a Committee constituted / to be constituted by the Board and / or any Member of such Committee / Board and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

#### 5. **To Mortgage / Create Charge/s on the Assets of the Company as a security towards Borrowings:**

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

**"RESOLVED THAT** pursuant to Section 180 (1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and the provisions of the Master Direction – Non-Banking Financial Company (Reserve Bank) Directions, 2021 (including any modification, amendment, re-enactment thereof for the time being in force) and such other laws, rules, the consent of the Members be and is hereby granted to the Board of Directors of the Company to create such security, mortgages, charges and hypothecation as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, to or in favour of the financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures / bonds and / or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans, debentures, bonds and other instruments together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered into/to be entered into by the Company in respect of the borrowings such that the outstanding amount of debt at any point of time does not exceed Rs. 100.00 Crore (Rupees One Hundred Crore Only).

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid."

#### 6. **Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association 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 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing ₹ 13,50,00,000 (Rupees Thirteen Crore Fifty Lakh) divided into 13,50,00,000 (Thirteen Crore Fifty Lakh) Equity Shares of ₹ 1/- each to ₹ 65,00,00,000 (Rupees Sixty-Five Crore) divided into 65,00,00,000 (Sixty-Five Crore) Equity Shares of ₹ 1/- each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**"RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place the following:-

- V. *The Authorised Capital of the Company is ₹ 65,00,00,000/- (Rs. Sixty Five Crore) divided into 65,00,00,000 Equity shares of ₹ 1/- each with power to increase and reduce the Capital, to divide the share in the Capital for the time being into several classes and respectively such preferential, or Special rights thereto attach privileges and conditions as may be determined by or in accordance with the regulations of the companies Act, 2013 and to vary, modify or abrogate such rights, privileges or conditions in such manner as may for the time being be*

*provided by the regulations of the company and consolidate or sub-divide the shares and issue shares of higher denomination."*

**"RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

**7. To insert new Clauses, number 10A & 10B, after existing Clause 10, in Articles of Association of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the Registrar of Companies, Mumbai, Maharashtra, the consent of the Company be and is hereby accorded to alter the Articles of Association of the Company as given below:

- 10A (i) The Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to:
- a) persons who, at the date of offer, are holders of Equity Shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
  - b) employees under any scheme of employees' stock option, subject to approval by the shareholders of the company by way of a special resolution; or
  - c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above, subject to approval by the shareholders of the Company by way of a Special Resolution.
- (ii) Further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.
- 10B Subject to the provisions of the Act and other applicable provisions of law, the Company may with the approval of the shareholders by a Special Resolution in General Meeting issue Sweat Equity Shares in accordance with such rules and guidelines issued by the Securities and Exchange Board of India and/or other competent authorities for the time being and further subject to such conditions as may be prescribed in that behalf.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

**8. To approve increase in Remuneration to Mr. Narendra Kumar Sureka (DIN: 01963265), Chairman & Managing Director of the Company**

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

**"RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and Audit Committee, and pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to approval of Central Government, if any, the consent of the members be and is hereby accorded to the revision in the Remuneration of Mr. Narendra Kumar Sureka (DIN: 01963265), Chairman & Managing Director of the Company, on the following terms & conditions effective from 1<sup>st</sup> April 2025, for a period of 2 years (till the tenure of current term of appointment):

**Salary:** not more than ₹ 15,00,000/- (Rupees Fifteen Lakh Only) per annum, with an increment to be determined by the Board of Directors, including Committee thereof, effective from the 1<sup>st</sup> day of April each year.

**Allowances:** House Rent Allowance and Bonus as per the rules in force in the Company from time to time.

**Reimbursement of Expenses:**

1. Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.
2. The expenses, as may be borne by the Company for providing security to Mr. Narendra Kumar Sureka and his family members shall not be considered as perquisites and accordingly, not to be included for the purpose of computation of the overall ceiling of remuneration.

**Provident Fund:**

Company's contribution towards Provident Fund, subject to a ceiling of 12% of the salary

**Gratuity, Pension and Superannuation:**

Benefits in accordance with the rules and regulations in force in the Company from time to time

**Car:**

Provision of a car and driver for both official and personal use of the Managing Director in accordance with Company's Policy

**"RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay to Mr. Narendra Kumar Sureka, remuneration by way of salary, perquisites and allowances, not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as may be decided by the Board of Directors, after obtaining suitable recommendation of its Remuneration Committee."

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to enhance, enlarge, alter or vary the scope and quantum of salary, perquisites, allowances and incentive of Mr. Narendra Kumar Sureka, which revision shall be in conformity with any amendments to the relevant provisions of the Companies Act and/ or the rules and regulations made thereunder and/or such guidelines as may be announced by the Central Government from time to time."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

**9. To approve increase in Remuneration to Mr. Pradeep Kumar Sureka (DIN: 01632706), Executive Director of the Company**

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

**"RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and Audit Committee, and pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to approval of Central Government, if any, the consent of the members be and is hereby accorded to the revision in the Remuneration of Mr. Pradeep Kumar Sureka (DIN: 01632706), Chairman & Managing Director of the Company, on the following terms & conditions effective from 1<sup>st</sup> April 2025, for a period of 2 years (till the tenure of current term of appointment):

**Salary:** not more than ₹ 15,00,000/- (Rupees Fifteen Lakh Only) per annum, with an increment to be determined by the Board of Directors, including Committee thereof, effective from the 1<sup>st</sup> day of April each year.

**Allowances:** House Rent Allowance and Bonus as per the rules in force in the Company from time to time.

**Reimbursement of Expenses:**

3. Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.
4. The expenses, as may be borne by the Company for providing security to Mr. Pradeep Kumar Sureka and his family members shall not be considered as perquisites and accordingly, not to be included for the purpose of computation of the overall ceiling of remuneration.

**Provident Fund:**

Company's contribution towards Provident Fund, subject to a ceiling of 12% of the salary

**Gratuity, Pension and Superannuation:**

Benefits in accordance with the rules and regulations in force in the Company from time to time

**Car:**

Provision of a car and driver for both official and personal use of the Executive Director in accordance with Company's Policy

**"RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay to Mr. Pradeep Kumar Sureka, remuneration by way of salary, perquisites and allowances, not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as may be decided by the Board of Directors, after obtaining suitable recommendation of its Remuneration Committee."

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to enhance, enlarge, alter or vary the scope and quantum of salary, perquisites, allowances and incentive of Mr. Pradeep Kumar Sureka, which revision shall be in conformity with any amendments to the relevant provisions of the Companies Act and/ or the rules and regulations made thereunder and/or such guidelines as may be announced by the Central Government from time to time."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

**Note:**

The Company's Statutory Auditor, M/s. K. K. Jhunjhunwala & Co., Chartered Accountants, Mumbai (FRN - 111852W) was appointed as Statutory Auditor's for a period of five consecutive years at the 37<sup>th</sup> AGM of the Company held on 27<sup>th</sup> September 2024 on remuneration to be determined by the Board of Directors.

Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017, which came into effect from 7<sup>th</sup> May 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditor has been withdrawn from the Statute.

In view of the above, ratification of the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and have not been disqualified in any manner from continuing as Statutory Auditor. The remuneration payable to the Statutory Auditor shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

Mumbai, June 2, 2025

By order of the Board  
For TUNI TEXTILE MILLS LIMITED  
S/d-

**Registered Office :**

Unit No. 207, 2<sup>nd</sup> Floor, Building No. 3A, Mittal Industrial Estate,  
Andheri Kurla Road, Andheri (E), Mumbai 400 059

**Jyoti Kothari**  
**ACS-57157**  
Company Secretary & Compliance Officer

**Notes:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of businesses to be transacted at the Annual General Meeting ("AGM"), as set out under Item No. 3 above, as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.
2. Pursuant to the circular number nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 10/2021 dated June 23, 2021, 20/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars"), and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.



4. **In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members to attend and cast vote on their behalf under Section 105 of the Act will not be available for the 38<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.** However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 38<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 38<sup>th</sup> AGM.
5. Pursuant to Section 113 of the Act, Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to Purva Sharegistry (India) Private Limited, Registrar and Transfer Agent, by e-mail through its registered e-mail address to [support@purvashare.com](mailto:support@purvashare.com).
6. **In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website [www.tunitextiles.com](http://www.tunitextiles.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).**
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.tunitextiles.com](http://www.tunitextiles.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
10. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed at the Annual General Meeting is given in the Annexure to the Notice.
11. The Register of Member and the Share Transfer Books of the Company will remain closed from 19<sup>th</sup> June 2025 to 25<sup>th</sup> June 2025 (both days inclusive).
12. Members whose email address are not registered can register the same in the following manner:
  - Members holding share(s) in physical mode can register their e-mail ID by sending an email to the Company by providing requisite details of their holdings and documents for registering their e-mail address; and
  - Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants "DPs" for receiving all communications from the Company electronically.
13. The Company has engaged the services of NSDL as the authorized agency for conducting of the e-AGM and providing e-voting facility.
14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
15. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID [info@tunitextiles.com](mailto:info@tunitextiles.com) till the date of AGM.
16. Members are advised to refer to the section titled 'Investor Information' provided in this Annual Report.
17. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Purva Sharegistry (India) Private Limited ("PURVA") for assistance in this regard.
18. Shareholders/Investors are advised to send their queries/complaints through the e-mail id [info@tunitextiles.com](mailto:info@tunitextiles.com) for quick and prompt redressal of their grievances.
19. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before June 18, 2025 through email on [info@tunitextiles.com](mailto:info@tunitextiles.com). The same will be replied by the Company suitably.

20. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to PURVA in case the shares are held by them in physical form.
21. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13, which is available on the website of the Company.
22. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or PURVA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
23. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
24. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8<sup>th</sup> February 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.
25. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (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 EGM/AGM without restriction on account of first come first served basis.
26. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
27. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, and bank account details) and nomination details by holders of securities. Effective from 1<sup>st</sup> January 2023, any service requests or complaints received from the member will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1<sup>st</sup> April 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at [www.tunitextiles.com](http://www.tunitextiles.com).
28. Members may note that, in terms of the Listing Regulations equity shares of the Company can only be transferred in dematerialised form.
29. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the 38<sup>th</sup> AGM. During the 38<sup>th</sup> AGM, Members may access the scanned copy of these documents, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
30. Details as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) issued by The Institute of Company Secretaries of India, in respect of the appointment of Auditors and Directors seeking appointment/re-appointment at the 38<sup>th</sup> AGM, forms an integral part of the Notice of the 38<sup>th</sup> AGM. Requisite declarations have been received from the Auditors and Directors seeking appointment/ re-appointment.
31. Instructions for attending the AGM and e-voting are as follows:
  - A. Instructions for attending the AGM:**
    1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may

retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
3. Facility of joining the AGM through VC / OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.

**B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

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 Aadhaar Card) by email to RTA / Company email id at [support@purvashare.com](mailto:support@purvashare.com) or [info@tunitextiles.com](mailto:info@tunitextiles.com).

For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to RTA / Company email id at [support@purvashare.com](mailto:support@purvashare.com) or [info@tunitextiles.com](mailto:info@tunitextiles.com).

The Company/RTA shall co-ordinate with NSDL and provides the login credentials to the above mentioned shareholders.

**C. Voting through Electronic means -**

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 38<sup>th</sup> AGM and facility for those members participating in the 38<sup>th</sup> AGM to cast vote through e-Voting system during the 38<sup>th</sup> AGM. For this purpose, NSDL will be providing facility for voting through remote e-Voting, for participation in the 38<sup>th</sup> AGM through VC/ OAVM facility and e-Voting during the 38<sup>th</sup> AGM.
2. The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
3. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
4. The Members present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.
5. The e-voting period commences on **Sunday, June 22, 2025 (9:00 am) and ends on Tuesday, June 24, 2025 (5:00 pm)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **June 18, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **June 18, 2025**.
6. Any person, who acquires shares of the Company and become member of the Company after emailing of the notice and holding shares as of the cut-off date i.e. **June 18, 2025**, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or [support@purvashare.com](mailto:support@purvashare.com).
7. The Board of Directors has appointed CS Kriti Daga, Practicing Company Secretary (Membership No. 26425) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

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

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

**Step 1: Log-in to NSDL e-Voting system**

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

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

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

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> |



|  |  |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>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 HYPERLINK "<a href="http://www.cdslindia.com">http://www.cdslindia.com</a>" <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website HYPERLINK "<a href="http://www.cdslindia.com">http://www.cdslindia.com</a>" <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on HYPERLINK "<a href="http://www.cdslindia.com">http://www.cdslindia.com</a>" <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.   |

**Important Note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

#### **B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available

under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
  - a) *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.*
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.****How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kritisdaga@gmail.com](mailto:kritisdaga@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 or send a request to Mr. Amit Vishal, AVP / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at Email ID: [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

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

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
5. 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.
6. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info@tunitextiles.com](mailto:info@tunitextiles.com). The same will be replied by the company suitably.

#### OTHER INSTRUCTIONS

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by her in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tunitextiles.com](http://www.tunitextiles.com) and on the NSDL website <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited (BSE), where the shares of the Company are listed.

#### Explanatory Statement pursuant to Section 102 of the Companies Act 2013

##### ITEM NO. 3

##### Appointment of M/s Kriti Daga as Secretarial Auditor and to fix their remuneration

Appointment of M/s. Kriti Daga, Peer Reviewed Firm of Company Secretaries in Practice as Secretarial Auditors of the Company subject to the approval of Equity Shareholders at the ensuing 38<sup>th</sup> AGM of the Company i.e. for a period of 5 years in compliance with the amended provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide SEBI Notification dated December 12, 2024 read with provisions of Section 204 of the Companies Act, 2013 & Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**Term of Appointment:** Appointment for a term of 5 (Five) consecutive years from the conclusion of ensuing 38<sup>th</sup> AGM, subject to the approval of Equity Shareholders at the ensuing 38<sup>th</sup> AGM of the Company. The proposed fees payable to the Secretarial Auditors in Rs. 50,000/- (Rupees Fifty thousand only) per year plus out of pocket expenses for the first year and for subsequent years, which may be subject to revision if and as mutually agreed between the Board and the Auditors.



**Brief Profile:** Kriti Daga is first of its kind, a mega-firm of Company Secretaries in Practice having wide expertise in the legal, secretarial and financial arena. The firm has been created by highly experienced practicing professionals having wide range of domain expertise with an aim of providing its clientele multi-disciplinary, multi-geographic, high quality, legal, financial & secretarial services in a cost effective and simplified manner.

Considering the profile of the firm and practicing professionals associated with the firm, it has been recommended to appoint Kriti Daga as the Secretarial Auditors of the Company. The Board of Directors in its meeting held on May 21, 2025 have proposed to approve the appointment by way of passing an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

#### ITEM NO. 4 & 5

##### **To Borrow Funds in excess of the limits provided under section 180 (1)(c) of the Companies Act, 2013 and to mortgage / create charge on the assets of the Company as a security towards borrowings**

In terms of the Section 180(1)(c) of the Companies Act, 2013, the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of the business, except with the consent of the Members at the general meeting by way of a special resolution.

It is therefore, necessary that the Members pass Special Resolution as set out in the Item no. 4 of the Notice to enable the Board of Directors to borrow money subject to provision of Section 180(1)(c) and the Master Direction – Non- Banking Financial Company (Reserve Bank) Directions, 2021 and in excess of the limit as specified under Companies Act 2013.

Pursuant to the borrowings made/to be made, the Company may have to mortgage and/or create charge on all or any one or more of the moveable/immovable properties or such other assets of the Company. Accordingly, approval of the Members is being sought to borrow money for an amount not exceeding Rs. 100.00 Crore (One Hundred Crore Only) and to create charge on assets of the Company in accordance with section 180(1)(a) of the Companies Act, 2013.

None of the Directors, Key Managerial Persons (KMPs) or the relatives of the Directors or KMPs are concerned or deemed to be interested in the Special Resolutions set out at Item No. 4 & 5 of the Notice.

The Board recommends the Resolution under item no. 4 & 5 of the Notice for approval of the Members as a Special Resolutions.

#### ITEM NO. 6

##### **Increase in Authorized Capital:**

- 1) The present Authorised Share Capital of the Company is ₹ 13,50,00,000 (Rupees Thirteen Crore Fifty Lakh) comprising of 13,50,00,000 (Thirteen Crore Fifty Lakh) Equity Shares of ₹ 1/- each.
- 2) Considering the increased fund requirements of the Company, the Board at its Meeting held on June 2, 2025, had accorded its approval for increasing the Authorised Share Capital from ₹ 13,50,00,000 (Rupees Thirteen Crore Fifty Lakh) to ₹ 65,00,00,000 (Rupees Sixty Five Crore) by creation of additional 51,50,00,000 (Fifty One Crore Fifty Lakh) Equity Shares of ₹ 1/- each, subject to shareholders' approval.
- 3) It is therefore proposed to increase the Authorised Share Capital of the Company from ₹ 13,50,00,000 (Rupees Thirteen Crore Fifty Lakh) to ₹ 65,00,00,000 (Rupees Sixty Five Crore) by creation of additional 51,50,00,000 (Fifty One Crore Fifty Lakh) Equity Shares of ₹ 1/- each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.
- 4) Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.
- 5) The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.
- 6) A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

**ITEM NO. 7****To insert new Clauses, number 10A & 10B, after existing Clause 10, in Articles of Association of the Company**

Existing Articles of Association of the Company provides partial power to issue further Shares by way of Rights, Employees' Stock Option, Sweat Equity Shares etc. In order to have more clarity and to empower Company to issue Shares by way of Rights, Employees' Stock Option, Sweat Equity Shares etc., the forgoing resolution has been proposed for the consideration and approval of members of the Company. Other proposed amendments are in line with prevailing Act, Rules and Regulations, as governed by respective authorities.

The draft of the new set of the Articles of Association of the Company duly amended will be available for inspection in the manner provided in the note no. 7 to this Notice. None of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof, is in any way, interested or concerned in the proposed Resolutions at Item No. 7 of the Notice except to the extent of their shareholding.

The Board recommends the Resolutions set forth in Item No. 7 for the approval of the members.

**ITEM NO. 8****To approve increase in Remuneration to Mr. Narendra Kumar Sureka (DIN: 01963265), Chairman & Managing Director of the Company**

Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its Meeting held on August 18, 2022; approved the re-appointment of Mr. Narendra Kumar Sureka as Chairman & Managing Director of the Company for a period of 5 years, pursuant to Sections 196, 197, 203 and other applicable provisions, if any of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 with effect from 1<sup>st</sup> April 2025 for a period of 2.5 years i.e. up to 30<sup>th</sup> September 2026.

Mr. Narendra Kumar Sureka is a Bachelor of Commerce by education. He has having more than 41 years of experience in the field of Accounts, Taxation and Fabric Merchandise etc.

Mr. Narendra Kumar Sureka is a relative of another Executive, Non-Independent Director namely Mr. Pradeep Kr. Sureka and by virtue of this appointment; he will continue to hold an office or place of profit in the Company in accordance with the provisions of Section 188 and other applicable provisions of the Companies Act, 2013.

The terms and conditions of the remuneration as set out in the draft agreement to be entered into by the Company with Mr. Narendra Kumar Sureka are as under:

**Salary:** not more than ₹ 15,00,000/- (Rupees Fifteen Lakh Only) per annum, with an increment to be determined by the Board of Directors, including Committee thereof, effective from the 1<sup>st</sup> day of April each year.

**Allowances:** House Rent Allowance and Bonus as per the rules in force in the Company from time to time.

**Reimbursement of Expenses:**

1. Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.
2. The expenses, as may be borne by the Company for providing security to Mr. Narendra Kumar Sureka and his family members shall not be considered as perquisites and accordingly, not to be included for the purpose of computation of the overall ceiling of remuneration.

**Provident Fund:**

Company's contribution towards Provident Fund, subject to a ceiling of 12% of the salary

**Gratuity, Pension and Superannuation:**

Benefits in accordance with the rules and regulations in force in the Company from time to time

**Car:**

Provision of a car and driver for both official and personal use of the Managing Director in accordance with Company's Policy

The remuneration as aforesaid of the Managing Director shall be subject to such limits of remuneration as are laid down by the Central Government in the Companies Act, 2013, its Schedule V and/or amendments made/as may be made therein from time to time.

Notwithstanding anything to the contrary contained herein, where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director remuneration by way of salary, allowances and perquisites not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors of the Company, after obtaining suitable recommendation from the Remuneration Committee of the Board of Directors of the Company.

The scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board of Directors on the recommendation of the Remuneration Committee, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act and/or the rules and regulations made there-under and/or such guidelines as may be announced by the Central Government from time to time.

The Company shall pay to or reimburse the Managing Director and he shall be entitled to be paid and/or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purposes of or on behalf of the Company.

The draft of the agreement to be entered into by the Company with Mr. Narendra Kumar Sureka is available for inspection by the shareholders of the Company at the Registered Office of the Company, between 11.00 A.M. to 1.00 P.M. on all days except Saturdays, Sundays and Public Holidays, till the conclusion of the ensuing General Meeting.

Except Mr. Narendra Kr. Sureka, no other Director(s) or Key Managerial Personnel of the Company and their relatives other than the concerned Managing Director are in anyway deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

#### ITEM NO. 9

#### **To approve increase in Remuneration to Mr. Pradeep Kumar Sureka (DIN: 01632706), Executive Director of the Company**

Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its Meeting held on 14<sup>th</sup> August 2023, approved the re-appointment of Mr. Pradeep Kumar Sureka as Executive Director of the Company pursuant to Sections 196, 197, 203 and other applicable provisions, if any of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 with effect from 1<sup>st</sup> April 2025.

Mr. Pradeep Kumar Sureka is a Bachelor of Commerce by education. He has having more than 38 years of experience in the field of Accounts, Taxation and Fabric Merchandise etc.

Mr. Pradeep Kumar Sureka is a relative of another Executive, Non-Independent Director namely Mr. Pradeep Kr. Sureka and by virtue of this appointment; he will continue to hold an office or place of profit in the Company in accordance with the provisions of Section 188 and other applicable provisions of the Companies Act, 2013.

The terms and conditions of the remuneration as set out in the draft agreement to be entered into by the Company with Mr. Pradeep Kumar Sureka are as under:

**Salary:** not more than ₹ 15,00,000/- (Rupees Fifteen Lakh Only) per annum, with an increment to be determined by the Board of Directors, including Committee thereof, effective from the 1<sup>st</sup> day of April each year.

**Allowances:** House Rent Allowance and Bonus as per the rules in force in the Company from time to time.

#### **Reimbursement of Expenses:**

1. Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.
2. The expenses, as may be borne by the Company for providing security to Mr. Pradeep Kumar Sureka and his family members shall not be considered as perquisites and accordingly, not to be included for the purpose of computation of the overall ceiling of remuneration.

#### **Provident Fund:**

Company's contribution towards Provident Fund, subject to a ceiling of 12% of the salary

#### **Gratuity, Pension and Superannuation:**

Benefits in accordance with the rules and regulations in force in the Company from time to time

**Car:**

Provision of a car and driver for both official and personal use of the Executive Director in accordance with Company's Policy

The remuneration as aforesaid of the Managing Director shall be subject to such limits of remuneration as are laid down by the Central Government in the Companies Act, 2013, its Schedule V and/or amendments made/as may be made therein from time to time.

Notwithstanding anything to the contrary contained herein, where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director remuneration by way of salary, allowances and perquisites not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors of the Company, after obtaining suitable recommendation from the Remuneration Committee of the Board of Directors of the Company.

The scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board of Directors on the recommendation of the Remuneration Committee, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act and/or the rules and regulations made there-under and/or such guidelines as may be announced by the Central Government from time to time.

The Company shall pay to or reimburse the Managing Director and he shall be entitled to be paid and/or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purposes of or on behalf of the Company.

The draft of the agreement to be entered into by the Company with Mr. Pradeep Kumar Sureka is available for inspection by the shareholders of the Company at the Registered Office of the Company, between 11.00 A.M. to 1.00 P.M. on all days except Saturdays, Sundays and Public Holidays, till the conclusion of the ensuing General Meeting.

Except Mr. Pradeep Kumar Sureka, no other Director(s) or Key Managerial Personnel of the Company and their relatives other than the concerned Managing Director are in anyway deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item No. 9 of the Notice.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

**ANNEXURE "A"**

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by ICSI, information about the Directors proposed to be appointed/re-appointed is furnished below:

| Name of Director                                   | Mrs. Urmila Devi Sureka   | Mr. Narendra Kr. Sureka   | Mr. Pradeep Kr. Sureka   |
|--|---|---|--|
| Directors' Identification No. (DIN)                | 02344028  | 01963265  | 01632706   |
| Date of Birth                                      | 20 <sup>th</sup> December 1959  | 25 <sup>th</sup> April 1953   | 24 <sup>th</sup> September 1959  |
| Date of Appointment on Board                       | 23 <sup>rd</sup> March 2015   | 6 <sup>th</sup> July 1987   | 6 <sup>th</sup> July 1987  |
| Qualification                                      | B. Com, Graduate  | B. Com, Graduate  | B. Com, Graduate   |
| Experience   | 8 Years' experience in the field of textile industries apart from academic profile. | He is associated with the Company as Chairman & Managing Director of the Company since July 1987 and is having more than 41 years of experience in the field of Accounts, Taxation, Fabric Merchandise etc. | He is associated with the Company as Whole time Director of the Company since July 1987 and is having more than 38 years of experience in the field of Accounts, Taxation, Fabric Merchandise etc. |
| Terms & Conditions of Appointment / Re-appointment | Appointed as Non-Executive Director, eligible to retire by Rotation                 | Continue to be appointed as Chairman & Managing Director of the Company for a period of 5 years, eligible to retire by Rotation   | Appointed as Whole time Director, eligible to retire by Rotation   |
| Remuneration details                               | Nil   | ₹ 15.00 Lakh per annum inclusive of all type of perquisites plus out of pocket expenses at actual.  | ₹ 15.00 Lakh per annum inclusive of all type of perquisites plus out of pocket expenses at actual.   |
| Shareholding in Company                            | 16,33,750 Equity Shares or  | 67,97,500 Equity Shares or  | 51,15,500 Equity Shares or   |



|  | 1.25% of Paid-up Capital of the Company.  | 5.20% of Paid-up Capital of the Company.  | 3.92% of Paid-up Capital of the Company.   |
|--|---|---|--|
| Relationship with the Company & Other Directors  | Part of Promoter Group & Relatives / Family member of Mr. Narendra Kr. Sureka & Mrs. Urmila Devi Sureka.  | Part of Promoter Group & Relatives / Family member of Mr. Pradeep Kr. Sureka & Mrs. Urmila Devi Sureka.   | Part of Promoter Group & Relatives / Family member of Mr. Narendra Kr. Sureka & Mrs. Urmila Devi Sureka.   |
| No. of Board Meeting attended during the year  | 7 (Seven)   | 7 (Seven)   | 7 (Seven)  |
| List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)                             | Not Any   | Not Any   | Not Any  |
| Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies                         | None  | Committee Membership – 2<br>Committee Chairmanship – Nil  | None   |
| List of Companies wherefrom the Director has resigned during last 3 years (excluding foreign, private and Section 8 Companies) | Not Any   | Not Any   | Not Any  |
| Declaration under Regulation 36(3) of SEBI LODR Regulations, 2015  | The proposed Director meets the skills and capabilities required for the role and the manner in which the candidature of Mrs. Urmila Devi Sureka is proposed for Directorship | The proposed Director meets the skills and capabilities required for the role and the manner in which the candidature of Mr. Narendra Kr. Sureka is proposed for Directorship | The proposed Director meets the skills and capabilities required for the role and the manner in which the candidature of Mr. Pradeep Kr. Sureka is proposed for Directorship |

Mumbai, June 2, 2025

By order of the Board  
For TUNI TEXTILE MILLS LIMITED**Registered Office :**Unit No. 207, 2<sup>nd</sup> Floor, Building No. 3A, Mittal Industrial Estate,  
Andheri Kurla Road, Andheri (E), Mumbai 400 059

S/d-

**Jyoti Kothari****ACS-57157**

Company Secretary &amp; Compliance Officer

# Tuni Textile Mills Limited

CIN: L17120MH1987PLCo43996

Regd. Office: Unit No. 207, 2<sup>nd</sup> Floor, Building No. 3A, Mittal Industrial Estate, Andheri Kurla Road,  
Andheri (E), Mumbai 400 059

Tel: +91 22 4970 0409, Email: info@tunitextiles.com; Website: www.tunitextiles.com

Dear Member,

## Sub: Intimation to furnish valid PAN, KYC details and Nomination

The Securities and Exchange Board of India ('SEBI') has mandated vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 and subsequent clarification vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 for all the security holders holding securities in physical form to furnish the below mentioned forms duly filled in along with proper details and the relevant self-attested documents with date to the Company or its Registrar and Share Transfer Agent ('RTA') Purva Shareregistry (India) Pvt. Ltd. **However, SEBI has clarified vide email dated January 11, 2022 that the aforesaid Circular is not applicable for requests received from the investors pertaining to dematerialization of securities.**

Please note that the folios, wherein any one of the below cited documents / details are not available on or after April 01, 2023, shall be frozen by the RTA.

| S. No. | Form           | Purpose  |
|--------|----------------|--|
| 1.     | Form ISR-1     | Request for registering PAN, KYC details or changes / updation thereof.              |
| 2.     | Form ISR-2     | Confirmation of Signature of securities holder by the Banker                         |
| 3.     | Form ISR-3     | Declaration Form for Opting-out of Nomination by holders of physical shares (if any) |
| 4.     | Form No. SH-13 | Nomination Form  |
| 5.     | Form No. SH-14 | Cancellation or Variation of Nomination (if any)                                     |

**Note:** Above forms are available on Company website viz. [www.tunitextiles.com](http://www.tunitextiles.com)

## The modes of submission of documents to the Company/RTA are any one of the followings:

1. In Person Verification (IPV): by producing the originals to the authorized person of the RTA, who will retain copy(ies) of the document(s)
2. In hard copy: by furnishing self-attested photo copy(ies) of the relevant document, with date
3. Through e-mail address already registered with the RTA, with e-sign of scanned copies of documents
4. Service portal of the RTA with e-sign with scanned copies of documents, if the RTA is providing such facility  
Explanation: E-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by eSign user. The holder/claimant may approach any of the empanelled eSign Service Provider, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology (<https://cca.gov.in/>) for the purpose of obtaining an e-sign.

Further please note that, from January 01, 2022, the RTA shall not process any service requests received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents/details are received.

In view of the above, you are advised to furnish the aforesaid documents / forms / details to the Company or the RTA at the earliest possible at the following address:

| Company  | Registrar & Share Transfer Agent (RTA)  |
|--|---|
| The Company Secretary/Managing Director<br><b>Tuni Textile Mills Limited</b><br>Unit No. 207, 2 <sup>nd</sup> Floor, Building No. 3A, Mittal Industrial Estate,<br>Andheri Kurla Road, Andheri (E), Mumbai 400 059 | Purva Shareregistry (India) Pvt. Ltd.<br>No. 9, Shiv Shakti Ind. Estate<br>Gr. Floor, J. R. Boricha Marg<br>Lower Parel, Mumbai-400 011 |

All the above mentioned forms are enclosed to this notice for your convenience as well as also available on the website of the Company (i.e. [www.tunitextiles.com](http://www.tunitextiles.com))

Thanking you.

Yours Faithfully,

For **Tuni Textile Mills Limited**

S/d-

**Jyoti Kothari**

Company Secretary & Compliance Officer

Encl.: KYC Form

**KYC FORM**  
(Only for physical shareholding)

To,  
**The Secretarial Department**  
TUNI TEXTLE MILLS LIMITED  
Unit No. 207, 2<sup>nd</sup> Floor, Building No. 3A, Mittal Industrial Estate,  
Andheri Kurla Road, Andheri (E), Mumbai 400 059

Date \_\_\_\_/\_\_\_\_/\_\_\_\_

Folio No. \_\_\_\_\_

No. of Shares \_\_\_\_\_

Dear Sir/ Madam,

We wish to update the KYC and in this matter are forwarding herewith the required supporting documents by ticking in the appropriate checkbox below:

**A. For registering PAN of the registered and/ or joint shareholders (as applicable)**

☐ Registered shareholder    ☐ Joint holder 1    ☐ Joint holder 2    ☐ Joint holder 3

Please attach self- attested legible copy of PAN card (exempted for Sikkim Shareholders).

**B. For registering Bank details of the registered shareholder**

**1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed**

☐ Aadhar/ Passport/ utility bill    ☐ Original cancelled cheque leaf

**2. In cases wherein the original cancelled cheque leaf has the shareholder's name printed on it**

☐ Aadhar/ Passport/ Utility bill    ☐ Original cancelled cheque leaf    ☐ Bank Passbook/ Bank Statement

Please note that Bank passbook/ Bank Statement should be duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

**C. For updating the Specimen Signature of the registered and/ or joint shareholders**

**1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed**

☐ Affidavit Banker verification    ☐ Original cancelled cheque leaf

**2. In cases wherein cancelled cheque leaf does NOT contain the shareholder's name printed on it**

☐ Affidavit    ☐ Banker verification    ☐ Original cancelled cheque leaf    ☐ Bank Passbook/ Bank Statement

Please note that Bank passbook/ Bank Statement should be duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

**D. For Updating the email id for the purpose of receiving all communications in electronic mode**

**E. For updating the Mobile No**

|     |  |  |  |  |  |  |  |  |  |  |
|-----|--|--|--|--|--|--|--|--|--|--|
| +91 |  |  |  |  |  |  |  |  |  |  |
|-----|--|--|--|--|--|--|--|--|--|--|

I /We hereby state that the above mentioned details are true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed with this letter by affixing my/our signature(s) to it

Sign: \_\_\_\_\_  
Registered holder

Sign: \_\_\_\_\_  
Joint holder 1

Sign: \_\_\_\_\_  
Joint holder 2

Sign: \_\_\_\_\_  
Joint holder 3

**DIRECTORS' REPORT**

To  
The Members,

Your Directors have pleasure in presenting the 38<sup>th</sup> Annual Report of your Company together with the Audited Statements of Accounts for the year ended March 31, 2025.

| <b>Financial Results</b>                                | <b>Year Ended<br/>31.03.2025</b> | <b>Year Ended<br/>31.03.2024</b> |
|---|----------------------------------|----------------------------------|
| Revenue for the Year                                    | 7668.71                          | 5664.40                          |
| Profit/(Loss) before Tax, Depreciation and Finance Cost | 280.03                           | 220.33                           |
| Less: Financial Expenses                                | 177.66                           | 145.32                           |
| Profit before Depreciation/Amortization & Tax           | 102.37                           | 75.01                            |
| Less: Depreciation                                      | 22.12                            | 30.50                            |
| Net Profit before Taxation (PBT)                        | 80.25                            | 44.51                            |
| Less: Provision for Taxation (including Deferred Tax)   | 27.69                            | 12.40                            |
| Less: Extra-Ordinary Items                              | 4.09                             | -                                |
| Profit/(Loss) after Tax & Extra-Ordinary Items          | 56.65                            | 32.11                            |
| Add/(Less): Other Comprehensive Income                  | 3.30                             | 4.71                             |
| Less: Provision for Dividend                            | -                                | -                                |
| Less: Transfer to General / Statutory Reserves          | -                                | -                                |
| Profit available for Appropriation                      | 59.95                            | 36.82                            |
| Add : Profit/(Loss) brought forward from Previous Year  | 18.51                            | (18.31)                          |
| Balance carried forward                                 | 78.46                            | 18.51                            |

**FINANCIAL HIGHLIGHTS**

Total revenue for the year stood at ₹ 7668.71 lakh in comparison to last years' revenue of ₹ 5664.40 lakh. In term of Profit before taxation, the Company has earned a Profit of ₹ 80.25 lakh in comparison to last years' Profit of ₹ 44.51 lakh. Profit after Tax and Extra-Ordinary Items stood at ₹ 56.65 lakh in comparison to last financial year's Profit of ₹ 32.11 lakh.

There are no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report.

**BUSINESS SEGMENT**

During the year, the Company is into the business of fabric manufacturing i.e. manufacturing of Synthetic Fabric, a part of textile products in accordance with the Accounting Standard 17 notified by Companies (Accounting Standards) Rules 2006.

**DIVIDEND**

In order to conserve resources and to meet financial requirements to implement its future plans, your Directors do not propose any dividend for the year under review.

**GENERAL RESERVES**

The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to the statement of profit and loss.

**SHARE CAPITAL**

The paid up Equity Share Capital as on March 31, 2025 was of ₹ 13.17925 Crore. During the year under review, the Company has not issued any share with differential voting rights nor granted stock options nor sweat equity. As on March 31, 2025, none of the Directors and/or Key Managerial Person of the Company hold instruments convertible in to Equity Shares of the Company.

## FINANCE AND ACCOUNTS

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2025 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2025.

Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis. The Company discloses standalone financial results on a quarterly basis which are subjected to limited review and publishes standalone audited financial results on an annual basis.

The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

There is no audit qualification in the standalone financial statements by the statutory auditors for the year under review.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments, if any, covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

## SUBSIDIARY COMPANY

The Company does not have any Subsidiary/Material Subsidiary, Associate or Joint Venture Company whose net worth exceeds 20% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20% of the consolidated income of the Company during the previous financial year. Accordingly, a policy on material subsidiaries has not been formulated.

During the year, no Company has ceased to be Subsidiary, Associate or Joint Venture Company.

## POLICY FOR DETERMINING MATERIAL SUBSIDIARY COMPANIES

The Company has formulated a "Policy for determining material Subsidiary Companies" of the Company. This policy is available on your Company's website at <https://www.tunitextiles.com/companyDetails-policy.html>

## RELATED PARTY TRANSACTIONS

All transactions entered into with related parties as defined under the Companies Act, 2013 during the financial year, were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with the related parties during the financial year, which were in conflict with the interest of the Company. The requisite details under Form AOC-2 in Annexure III have been provided elsewhere in this Report. Suitable disclosure as required by the Accounting Standard (Ind-AS 24) has been made in the notes to the Financial Statements.

All Related Party Transactions are placed before the Audit Committee for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature. Transactions entered into pursuant to omnibus approval are verified by the Risk Assurance Department and a statement giving details of all Related Party Transactions are placed before the Audit Committee and the Board for review and approval on a quarterly basis.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company

The Company has put in place a mechanism for certifying the Related Party Transactions Statements placed before the Audit Committee and the Board of Directors from an Independent Chartered Accountant Firm.

The Policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company except remuneration and sitting fees.

In accordance with the provisions of the SEBI Listing Regulations, the Company has in place the Policy on dealing with Related Party Transactions which is available on its website at the link: <https://www.tunitextiles.com/companyDetails-policy.html>



## MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis on the operations of the Company as prescribed under Part B of Schedule V read with regulation 34(3) of the Listing Regulations, 2015 is provided in a separate section and forms part of the Directors' Report.

## CHANGES IN THE LINE OF BUSINESS ACTIVITIES DURING THE YEAR, IF ANY

There is no change in the line of business during the year under review.

## BOARD EVALUATION

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

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

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

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

## MEETING OF THE INDEPENDENT DIRECTORS

In Compliance with Section 149 (7) read with Schedule IV of the Companies Act, 2013 and Regulations 25(3) of the SEBI LODR Regulations, 2015, a separate Board Meeting of Independent Directors of the Company was held on January 31, 2025 wherein, the following items in agenda were discussed:

- reviewed the performance of Non-Independent Directors and the Board as a whole.
- reviewed the performance of the Chairperson of the company, taking into account the views of Executive Directors and Non-Executive Directors;
- Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- The Board evaluates its composition to ensure that the Board has the appropriate mix of skills, experience, independence and knowledge to ensure their continued effectiveness. In the table below, the specific areas of focus or expertise of individual Board members have been highlighted.

## MATRIX SETTING OUT THE SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS

| Sl. No. | Essential Core skills/expertise/competencies required for the Company | Core skills/expertise/competencies of all the Directors on the Board of the Company                                    |
|---------|---|--|
| 1.      | Strategic and Business Leadership                                     | The Directors and especially the Managing Director have many years of experience.                                      |
| 2.      | Financial expertise   | The Board has eminent business leaders with deep knowledge of finance and business.                                    |
| 3.      | Governance, Compliance and Regulatory                                 | The presence of Directors with qualifications and expertise in Law and Regulatory affairs lends strength to the Board. |
| 4.      | Knowledge and expertise of Trade and Technology                       | The Directors have profound knowledge of economic Affairs, trade and technology related matters.                       |

## NUMBER OF MEETINGS OF THE BOARD

The details of the Board Meetings and other Committee Meetings held during the financial year 2024-25 are given in the separate section of Corporate Governance Report.

## BOARD COMMITTEES

All Committees of the Board of Directors are constituted in line with the provisions of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## MANAGEMENT

There is no change in management of the Company during the year under review.

## DIRECTORS

Further, none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

## DIRECTOR RETIRING BY ROTATION

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mrs. Urmila Sureka, Non-Executive Director of the Company, being longest in the office, retires by rotation at the ensuing annual general meeting and being eligible offers himself for re-appointment. He has given a declaration in terms of Section 164(2) of the Companies Act, 2013 to the effect that she is not disqualified from being reappointed as a Director of the Company.

## INDEPENDENT DIRECTORS & KMPs

As per provisions of Section 149 of the 2013 Act, independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

As per requirements of Regulation 25 of Listing Regulations, a person shall not serve as an independent director in more than seven listed entities: provided that any person who is serving as a whole time director in any listed entity shall serve as an independent director in not more than three listed entities. Further, independent directors of the listed entity shall hold at least one meeting in a year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of programme for familiarization of Independent Directors with the Company, nature of the business segments in which the Company operates and related matters are put up on the website of the Company

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are the persons of high integrity and repute. They fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder and are independent of the management.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are the persons of high integrity and repute. They fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder and are independent of the management.

The Independent Directors have confirmed that they have complied with the Company's Code of Business Conduct & Ethics.

There was no change in the composition of Board during the current financial year nor was a change in the employees from KMP category, except as stated below in the table.

## DETAILS OF DIRECTORS / KMP APPOINTED AND RESIGNED DURING THE YEAR

| Sl. No. | Name                          | Designation          | Date of Appointment        | Date of Resignation        |
|---------|-------------------------------|----------------------|----------------------------|----------------------------|
| 1.      | Mr. Gaurishankar Ramlal Saraf | Independent Director | 1 <sup>st</sup> April 2024 | -                          |
| 2.      | Mr. Pramod Kr. Bajaj          | Independent Director | 1 <sup>st</sup> April 2019 | 1 <sup>st</sup> April 2024 |

## DECLARATION BY INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY

The Independent Directors of the Company have confirmed compliance of relevant provisions of Rule 6 of the Companies (Appointments and Qualifications of Directors) Rules, 2014. The Nomination and Remuneration Committee had adopted principles for identification of Key Managerial Personnel, Senior Management including the Executive Directors.

Further, all the Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, so as to qualify themselves to be appointed as Independent Directors under

the provisions of the Companies Act, 2013 and the relevant rules. In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their liability to discharge their duties. Based on the declaration received from Independent Directors, the Board of Directors have confirmed that they meet the criteria of Independence as mentioned under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and they are independent of the management.

## PERFORMANCE EVALUATION

During the Year Under Review, the formal annual evaluation of the performance of the Board, its committees and individual directors was carried out, in the Company by the independent directors, and the Board, in compliance with the Companies Act, 2013 and SEBI Listing Regulations, as amended from time to time.

The performance of non-independent directors, Board as a whole and the chairman was done by the independent directors of the Company. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

An indicative criterion of evaluation was circulated to the directors to facilitate such evaluation. Based on the feedback of the directors and on due deliberations of the views and counter views, the evaluation was carried out in terms of the NRC Policy and such indicative criterion. The Board sought the feedback of directors on various parameters including:

- Degree of fulfilment of key responsibilities towards stakeholders (by way of monitoring corporate governance practices, participation in the long-term strategic planning, etc.);
- Structure, composition, and role clarity of the Board and Committees;
- Extent of co-ordination and cohesiveness between the Board and its Committees;
- Effectiveness of the deliberations and process management;
- Board/Committee culture and dynamics; and
- Quality of relationship between Board Members and the Management.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

The evaluation process endorsed the Board confidence in the ethical standards of the Company, the resilience of the Board and the management in navigating the Company during challenging times, cohesiveness amongst the Board, constructive relationship between the Board and the management, and the openness of the management in sharing strategic information to enable Board to discharge their responsibilities and fiduciary duties.

## FAMILIARISATION PROGRAM FOR DIRECTORS

As a practice, all new directors (including independent directors) inducted to the Board are given a formal orientation.

The familiarisation programme for the independent directors is customised to suit their individual interests and area of expertise. The directors are usually encouraged to interact with members of senior management as part of the induction programme. The senior management make presentations giving an overview of the Company's strategy, operations, products, markets and group structure, Board constitution and guidelines, and the major risks and risk management strategy. This enables the directors to get a deep understanding of the Company, its people, values and culture and facilitates their active participation in overseeing the performance of the management.

The details of the familiarization program conducted during the Year Under Review can be accessed from Company website <https://www.tunitextiles.com/companyDetails-policy.html>.

## NOMINATION & REMUNERATION POLICY

The Company has devised a Nomination and Remuneration Policy ("NRC Policy") which inter alia sets out the guiding principles for identifying and ascertaining the integrity, qualification, expertise and experience of the person for the appointment as directors, key managerial personnel ("KMPs") and senior management personnel ("SMPs").

The NRC Policy has been framed with the objective-

- a. to ensure that appointment of directors, KMPs and SMPs and their removals are in compliances with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations;
- b. to set out criteria for the evaluation of performance and remuneration of directors, KMPs and SMPs;
- c. to adopt best practices to attract and retain talent by the Company; and

- d. to ensure diversity of the Board of the Company

The NRC Policy specifies the manner of effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. During the Year Under Review, there has been no change in the NRC Policy.

The NRC Policy of the Company can be accessed at the website of the Company at <https://www.tunitextiles.com/companyDetails-policy.html>.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, TRIBUNALS OR COURTS**

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

### **MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT**

There are no significant and material changes during the period from end of FY 2024-25 up to the date of this Report, that would impact the going concern status of the Company and its future operations.

### **DIRECTORS RESPONSIBILITY STATEMENT**

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

1. that in the preparation of the Annual Accounts for the year ended March 31, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit/(loss) of the Company for the year ended on that date;
3. that 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;
4. the annual accounts have been prepared on a going concern basis;
5. that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **BUSINESS RISK MANAGEMENT**

Business risks and mitigation plans are reviewed and the internal audit processes include evaluation of all critical and high risk areas. Critical functions are rigorously reviewed and the reports are shared with the Management for timely corrective actions, if any. The main focus of internal audit is to review business risks, test and review controls, assess business processes besides benchmarking controls with best practices in the industry.

The Audit Committee of the Board of Directors, Statutory Auditors and Business Heads are periodically apprised of the internal audit findings and corrective actions.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and evaluates the recommendations of the Board. The Audit Committee suggests improvements and utilizes the reports generated from a Management Information System integral to the control mechanism.

However the Company is not required to constitute Risk Management Committee under Listing Regulations, 2015.

### **INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2024-25.

## NOMINATION, REMUNERATION AND BOARD DIVERSITY POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Executive and Non-executive Directors (by way of sitting fees and commission), Key Managerial Personnel, Senior Management and other employees. The policy also provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment of Key Managerial Personnel/Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the candidates. The above policy has been posted on the website of the Company.

## VIGIL MECHANISM / WHISTLE BLOWER POLICY

In Compliance of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Whistle Blower Policy / Vigil Mechanism and has established the necessary vigil mechanism for Directors, Employees and Stakeholders of the Company to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Company has disclosed the policy on the website of the Company i.e. [www.tunitextiles.com](http://www.tunitextiles.com)

## INFORMATION TECHNOLOGY

Innovation and Technology are synonymous with the Company. The investment in technology acts as a catalyst and enables the Company to be innovative.

## RESEARCH & DEVELOPMENT

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

## AUDITORS

### Statutory Auditors

Messrs K. K. Jhunjhunwala & Co., Chartered Accountants, Mumbai (FRN - 111852W) were appointed as Statutory Auditors of the Company for a period of five consecutive years at the 38<sup>th</sup> Annual General Meeting (AGM) of the Members held on September 27, 2024 to hold office till conclusion of 43<sup>rd</sup> AGM on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. Hence the resolution seeking ratification of the Members for continuance of their appointment at this AGM is not being sought.

The Report given by M/s. K. K. Jhunjhunwala & Co. on the financial statement of the Company for the FY 2024-25 is part of the Annual Report. The Notes on financial statement referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation, adverse remark or disclaimer. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

There is no audit qualification, reservation or adverse remark for the year under review.

### Auditors' Report

The Report given by M/s. K. K. Jhunjhunwala & Co. on the financial statement of the Company for the FY 2024-25 is part of the Annual Report. The Notes on financial statement referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation, adverse remark or disclaimer. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

### 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 has appointed Mrs. Kriti Daga, Company Secretaries in Practice (C. P. No. 14023) to undertake the Secretarial Audit of the Company. The Report of the



Secretarial Audit Report in the prescribed Form MR-3 is annexed in this Annual Report as Annexure II. The same does not contain any qualification, reservation or adverse remark in the report submitted Practicing Company Secretaries.

In addition to the above and pursuant to SEBI circular dated 8 February 2019, a report on secretarial compliance by Mrs. Kriti Daga for the FY2024-25 has been submitted with stock exchanges.

### Internal Auditors

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal and operational audit is entrusted to M/s A K S A & Co., Chartered Accountants, Mumbai (FRN 024925C). The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

### EXTRACT OF ANNUAL RETURN

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is attached as Annexure III to this report.

### PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197(12) read with Rule, 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as under -

|     |  |   |                             |                             |
|-----|--|---|-----------------------------|-----------------------------|
| i   | the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;  | Directors & KMP   |                             | Ratio                       |
|     |  | Narendra Kumar Sureka   |                             | 4.10:1                      |
|     |  | Pradeep Sureka  |                             | 4.10:1                      |
|     |  | Archit Sureka   |                             | 4.10:1                      |
|     |  | Jyoti Kothari   |                             | 0.90:1                      |
|     |  | 1. The median remuneration of employees of the Company was ₹ 2,50,000/-<br>2. Figures has been rounded off wherever necessary   |                             |                             |
|     |  |   |                             |                             |
| ii  | The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year; | Name  | Designation                 | Increase/(Decrease) %       |
|     |  | Narendra Kumar Sureka   | Managing director           | Nil                         |
|     |  | Pradeep Sureka  | whole time director         | Nil                         |
|     |  | Archit Sureka   | CFO                         | Nil                         |
|     |  | Jyoti Kothari   | CS                          | Nil                         |
|     |  |   |                             |                             |
| iii | the percentage increase/decrease in the median remuneration of employees in the financial year;  |   |                             | 4.16                        |
|     |  |   |                             |                             |
| iv  | the number of permanent employees on the rolls of Company  | 76 Employees as on 31.03.2025   |                             |                             |
|     |  |   |                             |                             |
| v   | the explanation on the relationship between average increase in remuneration and company performance;  | The profit before tax for the financial year ended March 31, 2025 increased by 80.33% whereas the increase in median remuneration was 4.16% in line with industry standard and the performance of the company |                             |                             |
|     |  |   |                             |                             |
| vi  | comparison of the remuneration of the Key Managerial Personnel against the performance of the company;   | The total remuneration of key Managerial Personnel increased by 0% to ₹ 29,66,800/- in 2024-25 from ₹ 29,66,800/- in 2024-25 whereas the Profit before Tax increased by 80.33% to 80,25,357/- in 2024-25.     |                             |                             |
|     |  |   |                             |                             |
| vii | variations in the market capitalisation of   | Particulars   | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |

|   |  |  |             |   |
|---|--|--|-------------|---|
| the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year; | Market Capitalization  | 1841.90  | 2390.55     |   |
|   | Networth of the Company  | 1396.39  | 1336.44     |   |
|   | The Company has not raised money via Public Issue or Right Issue or Preferential Issue or by way of any other mode, during the year. |  |             |   |
|   |  |  |             |   |
| viii Average percentile increase in salaries of employees other than managerial personnel   |  |  | 0.00%       |   |
|   |  |  |             |   |
| ix Comparison of each remuneration of key managerial personnel against the performance of the company   | Particulars  | 31 <sup>st</sup> March 2025  | % of Change | Reason against performance of the company |
|   | Narendra Kumar Sureka  | 9,21,600/-   | 0.00%       |   |
|   | Pradeep Kumar Sureka   | 9,21,600/-   | 0.00%       |   |
|   | Archit Sureka  | 9,31,600/-   | 0.00%       |   |
|   | Jyoti Kothari  | 1,92,000/-   | 0.00%       |   |
| Profit before tax increased by 80.33% and profit after tax increased by 62.86% in FY 2024-25  |  |  |             |   |
| x The key parameters for any variable component of remuneration availed by the directors;   |  |  | None        |   |
|   |  |  |             |   |
| xi The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;   |  |  | None        |   |
|   |  |  |             |   |
| xii Affirmation that the remuneration is as per the remuneration policy of the company.   |  | Remuneration paid to all Employees is in accordance with the Remuneration Policy |             |   |

## REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

## ENVIRONMENT, HEALTH AND 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.

## DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules thereunder, this is to certify and declare that there was no case of sexual harassment during the year under review. Neither there was a case pending at the opening of Financial Year, nor has the Company received any Complaint during the year.

## BUSINESS RESPONSIBILITY REPORT

As the Company is not among top 500 or 1000 Companies by turnover on Stock Exchanges, the disclosure of Report under of Regulation 34(2) of the Listing Regulations is not applicable to the Company for the year under review.

## FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has earned USD 10012/- equivalent to ₹ 8,65,475/- during the year under review.

## PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits from the public within the meaning of section 73 of the Companies Act, 2013 and the rules there under.

## MAINTENANCE OF COST RECORDS

The maintenance of cost records for the services rendered by the Company is not required pursuant to Section 148(1) of the Companies Act, 2013 read with Rule 3 of Companies (Cost Records and Audit) Rules, 2014.

## AUDITORS REPORT

The Notes on Financial Statement referred in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer for the Financial Year 2024-25.

## REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors and the Secretarial Auditors have not reported any instances of frauds committed in the Company by its officers or employees of Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

## STATUTORY INFORMATION

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Act, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 reported to be as under:

| MURBAD UNIT- ELECTRICITY                   | 2024-2025 | 2023-2024 |
|--|-----------|-----------|
| Electricity Purchased [Units (KWH)]        | 756373    | 799616    |
| Total Amount (₹)                           | 4129780   | 4440316   |
| Average Rate (₹)                           | 5.46      | 5.55      |
| <u>Consumption Per Unit of Production</u>  |           |           |
| Cloth Production (Meters)                  | 1330550   | 1244998   |
| Cost of Electricity Consumption (₹)/Meters | 3.10      | 3.56      |

## REPORT ON CORPORATE GOVERNANCE

As per Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

## COMPLIANCE WITH SECRETARIAL STANDARDS

The Board of Directors affirms that the Company has complied with the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

## DETAIL OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the financial year under review, neither any application is made by the Company nor any proceeding is pending under the Insolvency And Bankruptcy Code, 2016.

## OTHER DISCLOSURE

During the financial year under review, disclosure with respect to details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the banks or financial institutions along with the reason thereof is not applicable.

## GENERAL

During the year, there were no transaction requiring disclosure or reporting in respect of matters relating to: (a) details relating to deposits covered under Chapter V of the Act; (b) issue of equity shares with differential rights as to dividend, voting or otherwise; (c) issue of shares (including sweat equity shares) to employees of the Company under any scheme; (d) raising of funds through preferential allotment or qualified institutions placement; (e) significant or material order passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future; (f) pendency of any proceeding under the Insolvency and Bankruptcy Code, 2016; and (g) instance of one-time settlement with any bank or financial institution.

**CAUTIONARY STATEMENT**

Statements in this Directors' Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

**APPRECIATION**

Your Directors place on record their sincere appreciation for the assistance and guidance provided by the Reserve Bank of India, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, government and other regulatory Authorities, stock exchanges, other statutory bodies, Company's bankers, Members and employees of the Company for the assistance, cooperation and encouragement and continued support extended to the Company.

Your Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. Our employees are instrumental in helping the Company scale new heights, year after year. Their commitment and contribution is deeply acknowledged. Your involvement as shareholders is also greatly valued. Your Directors look forward to your continuing support.

Mumbai, June 2, 2025

By order of the Board  
For TUNI TEXTILE MILLS LIMITED

**Registered Office :**

Unit No. 207, 2<sup>nd</sup> Floor, Building No. 3A, Mittal Industrial  
Estate, Andheri Kurla Road, Andheri (E), Mumbai 400 059

S/d-  
**Narendra Kumar Sureka**  
DIN : 01963265  
Chairman & Managing Director

## MANAGEMENT DISCUSSIONS & ANALYSIS

### GLOBAL ECONOMY AND OUTLOOK

Change is happening against quite a challenging economic backdrop. 2025 will not be a year of rapid GDP growth: U.S. growth is forecast at a modest 2.0%, with the Eurozone lagging some way behind (0.9%) and Chinese growth (4.2%) well below recent historical averages. Inflation could also prove tenacious, due to higher fiscal spending and possible tariff hikes. This, in turn, will give central banks less room to cut interest rates as they seek to balance growth and inflation control. The result may well be uncertain and shifting market expectations, triggering more bouts of volatility than in 2024. Geopolitical fallout, perhaps due to changing trade policy, could add to the uncertainty.

For the global economy, we think 2025 will be a case of staying the course in turbulent times. The ability of individual economies to weather possible geopolitical and policy challenges next year will be determined by a number of factors. But, as the growth numbers highlighted above show, there is already a distinction between a high technology, higher productivity U.S. economy and a European economy that is lagging behind on the interlinked issues of productivity and investment.

The market focus on stocks should not preclude interest in other asset classes in 2025. Corporate bonds in the U.S., Asia and Europe, for example, are likely to remain interesting for investors for several reasons. These include institutional demand, still high yields and the return of the (term) premium. Supply and demand will remain fundamental to commodities such as oil and industrial metals but we also see other factors maintaining a relatively high price for gold in 2025. In alternative assets, we focus in this outlook on infrastructure – central to investing in future growth – and what we call the public and private mixology of investing in this area. FX considerations will, as always, be a central consideration for investors and here 2025 will clearly be a case of strong economy, strong currency for the U.S. dollar. The euro will look weak in comparison, but rate rises and growth could support the Japanese yen.

2025 will not always be an easy year for investors as markets navigate through geopolitical or other risks (including the “three Rs” of recession, rates and rotations). But we believe that these risks are manageable. With markets already anticipating the impact of future economic growth and development, this means that being and staying invested will be essential for portfolio success both in the short and long term. I hope you find the analysis in this annual outlook useful and we are, of course, always here to guide you through 2025 and beyond.

### INDIAN ECONOMIC OVERVIEW & OUTLOOK

India is set to dominate the global economic landscape, maintaining its status as the fastest-growing large economy for the next two fiscal years. The January 2025 edition of the World Bank's Global Economic Prospects (GEP) report projects India's economy to grow at a steady rate of 6.7% in both FY26 and FY27, significantly outpacing global and regional peers. At a time when global growth is expected to remain at 2.7 per cent in 2025-26, this remarkable performance underscores India's resilience and its growing significance in shaping the world's economic trajectory.

The GEP report credits this extraordinary momentum to a thriving services sector and a revitalised manufacturing base, driven by transformative government initiatives. From modernising infrastructure to simplifying taxes, these measures are fuelling domestic growth and positioning India as a cornerstone of global economic stability. With its closest competitor, China, decelerating to 4 per cent growth next year, India's rise is more than just a statistic. It is a powerful story of ambition, innovation, and unmatched potential.

Complementing the World Bank report, the latest update from the International Monetary Fund's (IMF) World Economic Outlook (WEO) also reinforces India's strong economic trajectory. The IMF forecasts India's growth to remain robust at 6.5% for both 2025 and 2026, aligning with earlier projections from October. This consistent growth outlook reflects India's stable economic fundamentals and its ability to maintain momentum despite global uncertainties. The continued strength of India's economic performance, as projected by both the World Bank and IMF, underscores the country's resilience and highlights the sustained strength of its economic fundamentals, making India a crucial player in the global economic landscape.

### INDIAN TEXTILE INDUSTRY

India has emerged as the second largest manufacturer of PPE globally; it is expected to exceed US\$ 92.5 billion by 2025 as compared to US\$ 52.7 billion in 2019.

India is the world's second-largest producer of textiles and garments. It is also the fifth-largest exporter of textiles spanning apparel, home, and technical products. The textiles and apparel industry contributes 2.3% to the country's GDP, 13% to industrial production and 10.5% to exports. The textile industry in India is predicted to double its contribution to the GDP, rising from 2.3% to approximately 5% by the end of this decade.



India has a 4.6% share of the global trade in textiles and apparel. Moreover, India is the world's third largest exporter of Textiles and Apparel. India ranks among the top five global exporters in several textile categories. In FY25 (April-June), exports of readymade garments including accessories stood at US\$ 2,244 million. The textile sector is expected to play a significant role, with a target of US\$ 100 billion in exports by FY30, up from US\$ 34.43 billion in FY24. In FY25 (April-September) the total exports of textiles stood at US\$ 21.35 billion.

Around 45 million people are working in the textile business, including 3.5 million people who work on handlooms. Textile manufacturing in India has been steadily recovering amid the pandemic. Textile manufacturing in India has been steadily recovering amid the pandemic. The Manufacturing of Textiles Index for the month of June 2024 is 106.

Global apparel market is expected to grow at a CAGR of around 8% to reach US\$ 2.37 trillion by 2030 and the Global Textile & Apparel trade is expected to grow at a CAGR of 4% to reach US\$ 1.2 trillion by 2030. The market for Indian textiles and apparel is projected to grow at a 10% CAGR to reach US\$ 350 billion by 2030, with exports expected to reach US\$ 100 billion.

The technical textiles industry is on the brink of remarkable growth, with projections placing the global market size at an impressive US\$ 309 billion by 2047.

The Indian Technical Textile market has a huge potential of a 10% growth rate, increased penetration level of 9-10% and is the fifth largest technical textiles market in the world. India's sportech industry is estimated to be around US\$ 1.17 million in 2022-23.

The Indian Medical Textiles market for drapes and gowns is around US\$ 9.71 million in 2022 and is expected to grow at 15% to reach US\$ 22.45 million by 2027.

The Indian composites market is expected to reach an estimated value of US\$ 1.9 billion by 2026 with a CAGR of 16.3% from 2021 to 2026 and the Indian consumption of composite materials will touch 7,68,200 tonnes in 2027.

## OPPORTUNITIES & CHALLENGES

### OPPORTUNITIES

**Sustainability and eco-friendly textiles:** With increasing global awareness around sustainability, Indian textile companies have a unique opportunity to lead in organic and eco-friendly fabrics. The demand for biodegradable materials, water-efficient processes, and ethical sourcing is rising, paving the way for innovative and sustainable business models.

**Government initiatives and policy support:** The Indian government continues to bolster the textile sector through schemes such as the Production Linked Incentive (PLI) scheme, Make in India, and tax incentives for exporters. These initiatives provide businesses with financial and infrastructural support, encouraging investment in modern manufacturing facilities.

**Technological advancements and digital integration:** Automation, AI-driven quality control, and smart textiles are transforming the industry. Digital platforms enable manufacturers to streamline supply chains, enhance production efficiency, and deliver better customer experiences. The rise of e-commerce has further opened direct-to-consumer opportunities for textile brands.

**Export potential and global demand:** India remains one of the top textile exporters globally. With rising global demand for affordable yet high-quality textiles, Indian manufacturers can leverage free trade agreements, diversified export markets, and global supply chain disruptions to strengthen their foothold in international markets.

### CHALLENGES

**Supply chain disruptions and raw material costs:** The volatility in raw material prices, particularly cotton and synthetic fibres, continues to impact production costs. Global supply chain disruptions, influenced by geopolitical tensions and climate change, also pose risks to material availability and pricing stability.

**Labour shortages and skill gaps:** While India has a large workforce, a shortage of skilled labour in advanced textile manufacturing processes remains a challenge. Upskilling and vocational training programs are essential to equip workers with the expertise needed for modern textile production.

**Competitive pressure from other markets:** Countries like Bangladesh and Vietnam have emerged as strong competitors in textile exports due to lower labour costs and favourable trade agreements. Indian businesses must focus on innovation, efficiency, and branding to maintain a competitive edge.

**Environmental regulations and compliance:** As sustainability norms tighten globally, businesses must adapt to stricter environmental regulations. Investing in green technology, waste reduction strategies, and responsible sourcing is critical to meeting compliance standards and consumer expectations.

## RISKS AND CONCERNS

The broader economic trends are poised to directly affect a company's growth potential. Persistent inflation has resulted in increase in commodity prices worldwide. Furthermore, the anticipated rise in central bank interest rates in the coming year may dampen growth and strain economies, especially in emerging markets. It is thereby important to manage cost pressures to sustain the Company's overall performance in these conditions.

Reduced purchasing power and increased demand could result in significant shifts in consumer behavior, negatively impacting the textile and apparel market. Consumers might seek more budget-friendly options, potentially leading to reduced growth and profitability for the Company.

## LIQUIDITY AND INTEREST RATE RISK

The Company is exposed to liquidity risk principally, because of lending and investment for periods which may differ from those of its funding sources. Management team actively manages asset liability positions in accordance with the overall guidelines laid down by various regulators. The Company may be impacted by volatility in interest rates in India which could cause its margins to decline and profitability to shrink. The success of the Company's business depends significantly on interest income from its operations. It is exposed to interest rate risk, both as a result of lending at fixed interest rates and for reset periods which may differ from those of its funding sources. Interest rates are highly sensitive to many factors beyond the Company's control, including the monetary policies of the RBI, deregulation of the financial sector in India, domestic and international economic and political conditions and, inflation. As a result, interest rates in India have historically experienced a relatively high degree of volatility.

The Company seeks to match its interest rate positions of assets and liabilities to minimize interest rate risk. However, there can be no assurance that significant interest rate movements will not have an adverse effect on its financial position.

## HUMAN RESOURCES

The Company takes pride in the commitment, competence and dedication of its employees in all areas of the business. The Company has a structured induction process and management development programs to upgrade skills of managers.

Your Company believes in the potential of people to go beyond and be the game-changing force for business transformation and success. This potential is harnessed by fostering an open and inclusive work culture that enables breakthrough performance and comprehensive development of employees through the three pillars of Leading Self, Leading Teams and Leading Business.

## CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provision of the Companies Act, 2013 relating to CSR Initiatives are not applicable to the Company.

## COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

The Company has complied with all requirements of regulatory authorities. No penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

Mumbai, June 2, 2025

By order of the Board  
For TUNI TEXTILE MILLS LIMITED

### Registered Office :

Unit No. 207, 2<sup>nd</sup> Floor, Building No. 3A, Mittal Industrial Estate,  
Andheri Kurla Road, Andheri (E), Mumbai 400 059

S/d-  
**Narendra Kumar Sureka**  
DIN : 01963265  
Chairman & Managing Director

**DETAILS OF RELATED PARTY TRANSACTIONS**

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

All related party transactions entered during the year were in ordinary course of business and on arm's length basis and the same have been disclosed under the Notes to Financial Statements.

No material related party transactions arising from contracts/ arrangements with related parties referred to in the Section 188(1) of the Companies Act, 2013 were entered during the year by the Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

- B. Disclosures pursuant to Regulation 34(3) & 53(f) and Para A of Schedule V of SEBI (LODR) Regulations, 2015

| Sl. No. | In the Account of | Disclosures of amount at the year end and the maximum amount of loans/advances/Investments outstanding during the year.             | Amount  |
|---------|-------------------|---|---|
| 1.      | Holding Company   | o Loans and advances in the nature of loans to subsidiaries by name and amount  | Provision is not applicable as the Company was not having any Holding or Subsidiary Company during the year |
|         |                   | o Loans and advances in the nature of loans to associates by name and amount  |   |
|         |                   | o Loans and advances in the nature of loans to Firms/Companies in which directors are interested by name and amount                 |   |
| 2.      | Subsidiary        | o Loans and advances in the nature of loans to subsidiaries by name and amount  |   |
|         |                   | o Loans and advances in the nature of loans to associates by name and amount  |   |
|         |                   | o Loans and advances in the nature of loans to Firms/Companies in which directors are interested by name and amount                 |   |
| 3.      | Holding Company   | o Investment by the loanee in the shares of parent Company and subsidiary Company has made a loan or advance in the nature of loan. |   |

Mumbai, June 2, 2025

By order of the Board  
For TUNI TEXTILE MILLS LIMITED

**Registered Office :**

Unit No. 207, 2<sup>nd</sup> Floor, Building No. 3A, Mittal Industrial Estate,  
Andheri Kurla Road, Andheri (E), Mumbai 400 059

S/d-  
**Narendra Kumar Sureka**  
DIN : 01963265  
Chairman & Managing Director

**SECRETARIAL AUDIT REPORT****FORM NO. MR-3**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> 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,  
 Tuni Textile Mills Limited  
 Mumbai – 400 059

We have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by Tuni Textile Mills Ltd. (hereinafter called as 'the Company'). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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 authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2025, complied with the applicable statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We further report that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management and of the Company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. We have examined on test basis, the books, papers, minutes books, forms and returns filed and other records maintained by the Company and produced before us for the financial year ended 31<sup>st</sup> March, 2025 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable:
  - 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, as amended;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulation, 2021; (not applicable to the Company during audit period)
  - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable for the period under review
  - g) 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;
  - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not applicable for the period under review
  - i) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; Not applicable for the period under review

- j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- k) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
- vi. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- vii. Rules, regulations and guidelines issued by the Reserve Bank of India as per Reserve Bank of India Act, 1934 and its circulars, Master circulars, directions and notifications; to the extent as applicable to Non-Deposit taking Non-Banking Financial Companies.
- viii. Prevention of Money Laundering Act, 2002 and its circulars, notifications.
- ix. Anti-Money Laundering Regulation issued by RBI and various circulars and Guidelines thereunder.
- x. Employee Laws –
  - The Payment of Gratuity Act, 1972 and Payment of Gratuity (Central) Rules, 1972
  - The Payment of Bonus Act, 1965 and Payment of Bonus Rules, 1975
  - The Employees State Insurance Act, 1948
  - The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 & the scheme provided thereunder
- xi. The Maharashtra Shops and Establishment Act, 1948
- xii. Applicable Labour Laws in India, as amended till date.
- xiii. The Employees State Insurance Act, 1948
- xiv. The Negotiable Instrument Act, 1881
- xv. The Indian Stamp Act, 1899 and the State Stamp Acts
- xvi. Income Tax Act, 1961 and other Indirect Tax Laws – cases marked in Audit Report are still pending with respective authorities.
- xvii. Goods & Service Tax Act, 2017 and the rules made thereunder – an appeal is pending which was filed with in the financial year 2017-18 with GST Office.

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

- i. Secretarial Standards pursuant to section 118(10) of the Act, issued by the Institute of Company Secretaries of India.
- ii. Listing Agreements entered into by the Company with BSE Ltd. as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have verified systems and mechanism which is in place and followed by the Company to ensure Compliance of these specifically applicable Laws as mentioned above, to the extent of its' applicability to the Company and we have also relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for compliances of other applicable Acts, Laws and Regulations and found the satisfactory operation of the same.

During the period under review the Company has complied with the provisions of the Act, rules, regulations, directions, guidelines, standards, etc. mentioned above.

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 including one woman director.

During the year Mr. Gaurishankar Ramlal Saraf was appointed as Non-Executive, Independent Director of the Company w.e.f. 1<sup>st</sup> April 2025.

We further report that, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.

We also report that adequate notices have been given to all directors to schedule the Board and Committee meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the directors. The decisions were carried unanimously.



Based on the representation made by the Company and its Officers, we herewith report that majority decisions are carried through and proper system is in place which facilitates / ensure to capture and record, the dissenting member's views, if any, as part of the minutes.

Based on the representation made by the Company and its Officers explaining us in respect of internal systems and mechanism established by the Company which ensures compliances of Acts, Laws and Regulations applicable to the Company, we report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period under review, there were no specific event / action that can have a major bearing on the Company's affairs.

**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.

S/d-

**KRITI DAGA**

Practicing Company Secretaries

ACS No. 26425, C.P. No. 14023

PRC No. 2380/2022

Place: Kolkata

Date: May 21, 2025

UDIN: A026425G000386721

## ANNEXURE - A

To  
The Members  
Tuni Textile Mills Limited  
Mumbai – 400 059

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 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.

S/d-

**KRITI DAGA**

Practicing Company Secretaries  
ACS No. 26425, C.P. No. 14023  
PRC No. 2380/2022

Place: Kolkata

Date: May 21, 2025

UDIN: A026425G000386721

## Annexure - III

## Form No. AOC-2

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

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

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

**NONE; DURING THE REPORTING PERIOD, ALL TRANSACTIONS WERE AT ARM'S LENGTH BASIS.**

|    |   |   |      |
|----|---|---|------|
| a) | Name(s) of the related party and nature of relationship   | : | N.A. |
| b) | Nature of contracts/arrangements/transactions   | : | N.A. |
| c) | Duration of the contracts / arrangements/transactions   | : | N.A. |
| d) | Salient terms of the contracts or arrangements or transactions including the value, if any                        | : | N.A. |
| e) | Justification for entering into such contracts or arrangements or transactions                                    | : | N.A. |
| f) | Date(s) of approval by the Board  | : | N.A. |
| g) | Amount paid as advances, if any   | : | N.A. |
| h) | Date on which the Special Resolution was passed in General Meeting as required under first proviso to Section 188 | : | N.A. |

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

**NONE; DURING THE REPORTING PERIOD, THERE WAS NO MATERIAL\* CONTRACT OR ARRANGEMENT.**

(\*As defined under SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and adopted by the Board of Directors in the Related Party Transactions Policy of the Company, "Material Related Party Transaction" means a transaction with a related party if the transaction / transactions to be entered into individually or taken together with previous transactions during a Financial Year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the company.)

|    |  |   |      |
|----|--|---|------|
| a) | Name(s) of the related party and nature of relationship                                    | : | N.A. |
| b) | Nature of contracts/arrangements/transactions  | : | N.A. |
| c) | Duration of the contracts / arrangements/transactions                                      | : | N.A. |
| d) | Salient terms of the contracts or arrangements or transactions including the value, if any | : | N.A. |
| e) | Date(s) of approval by the Board   | : | N.A. |
| f) | Amount paid as advances, if any  | : | N.A. |

Mumbai, June 2, 2025

By order of the Board  
For TUNI TEXTILE MILLS LIMITED

**Registered Office :**

Unit No. 207, 2<sup>nd</sup> Floor, Building No. 3A, Mittal Industrial Estate,  
Andheri Kurla Road, Andheri (E), Mumbai 400 059

S/d-  
**Narendra Kumar Sureka**  
DIN : 01963265  
Chairman & Managing Director

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended 31.03.2025

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

**FORM NO. MGT - 9**

| <b>I. Registration &amp; Other Details</b>                                |   |
|---|---|
| CIN   | L17120MH1987PLC043996   |
| Registration Date   | 06/07/1987  |
| Name of the Company   | Tuni Textile Mills Limited  |
| Category / Sub-Category of the Company                                    | Category : Company having Share Capital<br>Sub-Category : Indian Non-Government Company   |
| Address of the Registered Office and contact details                      | Unit No. 207, 2 <sup>nd</sup> Floor, Building No. 3A, Mittal Industrial Estate, Andheri Kurla Road, Andheri (E), Mumbai 400 059<br>Tel: +91 22 4604 3970.   |
| Whether listed company  | Listed Company  |
| Name, address and contact details of Registrar and Transfer Agent, if any | Purva Sharegistry (India) Pvt. Ltd.<br>No. 9, Shiv Shakti Ind. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011<br>Tel : +91 22 3522 0056 |

| <b>II. Principal Business Activities of the Company</b>  |                      |                                    |
|--|----------------------|------------------------------------|
| All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated: |                      |                                    |
| Name and Description of main Businesses  | NIC Code of Business | % of Total Turnover of the Company |
| Manufacturing of Grey Fabrics (Cotton and Cotton mixture Fabrics)  | 13121                | 99.75%                             |

| <b>III. Details of Subsidiary / Associate / Holding Companies</b> |                |                                  |                  |                    |
|---|----------------|----------------------------------|------------------|--------------------|
| Name & Address of Company   | CIN / GLN      | Holding / Subsidiary / Associate | % of Shares Held | Applicable Section |
| Not Any   | Not Applicable | Not Applicable                   | Not Applicable   | Not Applicable     |

| <b>IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)</b> |   |          |                 |                   |   |          |                 |                   |                          |
|---|---|----------|-----------------|-------------------|---|----------|-----------------|-------------------|--------------------------|
| Category wise Shareholding  |   |          |                 |                   |   |          |                 |                   |                          |
| Category of Shareholders  | No. of Shares held at the beginning of year |          |                 |                   | No. of Shares held at the end of the year |          |                 |                   | % Change during the year |
|   | Demat                                       | Physical | Total           | % of Total Shares | Demat                                     | Physical | Total           | % of Total Shares |                          |
| <b>A. Promoters</b>   |   |          |                 |                   |   |          |                 |                   |                          |
| <b>(1) Indian</b>   |   |          |                 |                   |   |          |                 |                   |                          |
| a) Individual / HUF   | 28382750                                    | -        | 28382750        | 21.73             | 28382750                                  | -        | 28382750        | 21.73             | -                        |
| b) Central Govt. (s)  | -   | -        | -               | -                 | -   | -        | -               | -                 | -                        |
| c) State Govt. (s)  | -   | -        | -               | -                 | -   | -        | -               | -                 | -                        |
| d) Bodies Corporate   | -   | -        | -               | -                 | -   | -        | -               | -                 | -                        |
| e) Banks / FIs  | -   | -        | -               | -                 | -   | -        | -               | -                 | -                        |
| f) Any Other .....  | -   | -        | -               | -                 | -   | -        | -               | -                 | -                        |
| <b>Sub Total A(1)</b>   | <b>28382750</b>                             | <b>-</b> | <b>28382750</b> | <b>21.73</b>      | <b>28382750</b>                           | <b>-</b> | <b>28382750</b> | <b>21.73</b>      | <b>-</b>                 |
| <b>(2) Foreign</b>  |   |          |                 |                   |   |          |                 |                   |                          |
| a) NRIs - Individuals   | -   | -        | -               | -                 | -   | -        | -               | -                 | -                        |
| b) Other – Individuals  | -   | -        | -               | -                 | -   | -        | -               | -                 | -                        |
| c) Bodies Corporate   | -   | -        | -               | -                 | -   | -        | -               | -                 | -                        |
| d) Banks / FIs  | -   | -        | -               | -                 | -   | -        | -               | -                 | -                        |
| e) Any Other .....  | -   | -        | -               | -                 | -   | -        | -               | -                 | -                        |
| <b>Sub Total A(2)</b>   |   |          |                 |                   |   |          |                 |                   |                          |
| <b>Total Shareholding of Promoters (A1) + (A2)</b>                                  | <b>28382750</b>                             | <b>-</b> | <b>28382750</b> | <b>21.73</b>      | <b>28382750</b>                           | <b>-</b> | <b>28382750</b> | <b>21.73</b>      | <b>-</b>                 |
| <b>B. Public Shareholding</b>   |   |          |                 |                   |   |          |                 |                   |                          |
| <b>(1) Institutions</b>   |   |          |                 |                   |   |          |                 |                   |                          |
| a) Mutual Funds / UTI   | -   | 494000   | 494000          | 0.38              | -   | 494000   | 494000          | 0.38              | -                        |
| b) Banks / FI   | -   | -        | -               | -                 | -   | -        | -               | -                 | -                        |
| c) Central Govt. (s)  | -   | -        | -               | -                 | -   | -        | -               | -                 | -                        |

|   |                  |                |                  |               |                  |                |                  |               |       |
|---|------------------|----------------|------------------|---------------|------------------|----------------|------------------|---------------|-------|
| d) State Govt. (s)  | -                | -              | -                | -             | -                | -              | -                | -             | -     |
| e) Venture Capital Funds  | -                | -              | -                | -             | -                | -              | -                | -             | -     |
| f) Insurance Companies  | -                | -              | -                | -             | -                | -              | -                | -             | -     |
| g) FIIs   | -                | -              | -                | -             | -                | -              | -                | -             | -     |
| h) Foreign Venture Capital Funds  | -                | -              | -                | -             | -                | -              | -                | -             | -     |
| i) Others (Specify)   | -                | -              | -                | -             | -                | -              | -                | -             | -     |
| <b>Sub Total B(1)</b>   | -                | <b>494000</b>  | <b>494000</b>    | <b>0.38</b>   | -                | <b>494000</b>  | <b>494000</b>    | <b>0.38</b>   | -     |
| <b>(2) Non-Institutions</b>   |                  |                |                  |               |                  |                |                  |               |       |
| <b>a) Bodies Corporate</b>  |                  |                |                  |               |                  |                |                  |               |       |
| i. Indians  | 3958303          | 75000          | 4033303          | 3.11          | 2029033          | 75000          | 2104033          | 1.61          | -1.50 |
| ii. Overseas  | -                | -              | -                | -             | -                | -              | -                | -             | -     |
| <b>b) Individuals</b>   |                  |                |                  |               |                  |                |                  |               |       |
| i. Individual Shareholders holding nominal share capital up to ₹ 2 lakh         | 76822082         | 1085500        | 78690555         | 60.24         | 78097047         | 1074500        | 79171547         | 60.61         | 0.37  |
| ii. Individual Shareholders holding nominal share capital in excess of ₹ 2 lakh | 16696933         | -              | 16129270         | 12.35         | 17769237         | -              | 17769237         | 13.60         | 1.25  |
| <b>c) Others (Specify)</b>  |                  |                |                  |               |                  |                |                  |               |       |
| i. HUF  | 1418071          | -              | 1418071          | 1.09          | 1164863          | -              | 1164863          | 0.89          | 0.20  |
| ii. Clearing Members  | 79851            | -              | 79851            | 0.06          | 79851            | -              | 79851            | 0.06          | -     |
| iii. NRI  | 1398198          | 5000           | 1403198          | 1.07          | 1458222          | 5000           | 1463222          | 1.12          | 0.05  |
| iv. LLP   | 2                | -              | 2                | -             | 1497             | -              | 1497             | 0.00          | 0.00  |
| <b>Sub Total B(2)</b>   | <b>100588750</b> | <b>1165500</b> | <b>101754250</b> | <b>77.89</b>  | <b>100588750</b> | <b>1165500</b> | <b>101754250</b> | <b>77.89</b>  | -     |
| <b>Total Public Shareholding B = B(1) + B(2)</b>                                | <b>100588750</b> | <b>1659500</b> | <b>102248250</b> | <b>78.27</b>  | <b>100588750</b> | <b>1659500</b> | <b>102248250</b> | <b>78.27</b>  | -     |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                          | -                | -              | -                | -             | -                | -              | -                | -             | -     |
| <b>Grand Total (A+B+C)</b>  | <b>128971500</b> | <b>1659500</b> | <b>130631000</b> | <b>100.00</b> | <b>128971500</b> | <b>1659500</b> | <b>130631000</b> | <b>100.00</b> | -     |

## ii) Shareholding of Promoters

| Shareholders Name        | Shareholding at the beginning of the year |                                  |  | Shareholding during and at the end of the year |                                  |  | % change in shareholding during the year |
|--------------------------|---|----------------------------------|--|--|----------------------------------|--|--|
|                          | No. of Shares                             | % of total shares of the Company | % of Shares Pledged / encumbered to total shares | No. of Shares                                  | % of total shares of the Company | % of Shares Pledged / encumbered to total shares |  |
| Prabhu Dayal Suareka     | 8,713,000                                 | 6.67%                            | Nil  | 8,713,000                                      | 6.67%                            | Nil  | N.A.                                     |
| Narendra Kr. Sureka      | 6,797,500                                 | 5.20%                            | Nil  | 6,797,500                                      | 5.20%                            | Nil  | N.A.                                     |
| Pradeep Kr Sureka        | 5,115,500                                 | 3.92%                            | Nil  | 5,115,500                                      | 3.92%                            | Nil  | N.A.                                     |
| Narendra Kr. Sureka, HUF | 3,148,500                                 | 2.41%                            | Nil  | 3,148,500                                      | 2.41%                            | Nil  | N.A.                                     |
| Urmila Devi Sureka       | 1,633,750                                 | 1.25%                            | Nil  | 1,633,750                                      | 1.25%                            | Nil  | N.A.                                     |
| Annpurna Devi P Sureka   | 1,165,500                                 | 0.89%                            | Nil  | 1,165,500                                      | 0.89%                            | Nil  | N.A.                                     |
| Archit P Sureka          | 1,100,000                                 | 0.84%                            | Nil  | 1,100,000                                      | 0.84%                            | Nil  | N.A.                                     |
| Pradeep Kr Sureka, HUF   | 648,000                                   | 0.50%                            | Nil  | 648,000  | 0.50%                            | Nil  | N.A.                                     |
| Neha N Sureka            | 36,000                                    | 0.03%                            | Nil  | 36,000   | 0.03%                            | Nil  | N.A.                                     |
| Ruchi N Sureka           | 25,000                                    | 0.02%                            | Nil  | 25,000   | 0.02%                            | Nil  | N.A.                                     |

## iii) Change in Promoters' Shareholding (Please specify, if there is no change)

| Particulars                  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  | Date of Changes | Reason for Changes |
|------------------------------|---|----------------------------------|---|----------------------------------|-----------------|--------------------|
|                              | No. of Shares                             | % of total shares of the Company | No. of Shares                           | % of total shares of the Company |                 |                    |
| At the beginning of the year | 28382750                                  | 21.73                            | 28382750                                | 21.73                            | No Changes      |                    |
| At the end of the Year       | 28382750                                  | 21.73                            | 28382750                                | 21.73                            |                 |                    |

## iv) Shareholding of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs &amp; ADRs)

| For Each of the Top 10 Shareholders | Shareholding at the beginning of the year |                                  | Date wise increase/ decrease in Shareholding | Shareholding during and at the end of the year |                          |
|-------------------------------------|---|----------------------------------|--|--|--------------------------|
|                                     | No. of Shares                             | % of total shares of the Company |  | No. of Shares                                  | % of total shares of Co. |

|                                |         |      |                    |         |      |
|--------------------------------|---------|------|--------------------|---------|------|
| Vijaya Devi                    | 1583000 | 1.21 | No Change          | 1583000 | 1.21 |
| Garbeshwar Thakur              | 1001011 | 0.77 | Refer Note 1 below | 1172055 | 0.90 |
| Madhavi Vemulapalli            | 963000  | 0.74 | No Change          | 963000  | 0.74 |
| Rajesh Anchawar                | 898317  | 0.69 | Refer Note 1 below | 898317  | 0.69 |
| Ravindranath S. Makkal         | 789202  | 0.60 | No Change          | 789202  | 0.60 |
| Suman Chepuri                  | -       | 0.00 | Refer Note 1 below | 754678  | 0.58 |
| Hillview Impex Private Limited | 660500  | 0.51 | No Change          | 660500  | 0.51 |
| Neeraj Badola                  | 457464  | 0.35 | Refer Note 1 below | 622037  | 0.48 |
| S A Outhubudeen                | 240226  | 0.18 | Refer Note 1 below | 619466  | 0.47 |
| Kishor Pravinchandra Parikh    | -       | 0.00 | Refer Note 1 below | 532151  | 0.41 |

**Note 1:** The Equity Shares of the Company are frequently traded on BSE and the Company does not procure Beneficiary Positions (BENPOS) on daily basis from Depositories. Due to this, the Company is unable to provide details of date wise changes.

| v) Shareholding of Directors and Key Managerial Personnel   |   |                                  |   |                                  |
|---|---|----------------------------------|---|----------------------------------|
| For Each of Directors & KMP   | Shareholding at the beginning of the year   |                                  | Shareholding during the year and at the end of the year |                                  |
|   | No. of Shares   | % of total shares of the Company | No. of Shares   | % of total shares of the Company |
| <b>Narendra Kr. Sureka</b>  |   |                                  |   |                                  |
| At the beginning of the year / at the end of year   | 6797500   | 5.20                             | 6797500   | 5.20                             |
| <b>Pradeep Kr. Sureka</b>   |   |                                  |   |                                  |
| At the beginning of the year / at the end of year   | 5115500   | 3.92                             | 5115500   | 3.92                             |
| <b>Urmila Devi Sureka</b>   |   |                                  |   |                                  |
| At the beginning of the year / at the end of year   | 1633750   | 1.25                             | 1633750   | 1.25                             |
| Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.): | Not Applicable<br>(As there is no change in Shareholding of any of the Directors and Key Managerial Person either at the beginning or at the end of year) |                                  |   |                                  |

## V. INDEBTEDNESS

In Indebtedness of the Company including interest outstanding/accrued but not due for payment

| Particulars  | Secured Loans<br>Excluding deposits | Unsecured<br>Loans | Deposits   | Total<br>Indebtedness |
|--|-------------------------------------|--------------------|------------|-----------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                     |                    |            |                       |
| i. Principal Amount  | 759.86                              | 256.19             | Nil        | 1016.05               |
| ii. Interest due but not Paid                              | Nil                                 | Nil                | Nil        | Nil                   |
| iii. Interest Accrued but not due                          | Nil                                 | Nil                | Nil        | Nil                   |
| <b>Change in Indebtedness during the financial year</b>    |                                     |                    |            |                       |
| • Addition   | 647.80                              | Nil                | Nil        | 647.80                |
| • Reduction  | Nil                                 | 167.47             | Nil        | 167.47                |
| <b>Indebtedness at the end of the financial year</b>       |                                     |                    |            |                       |
| i. Principal Amount  | 1407.66                             | 88.72              | Nil        | 1496.48               |
| ii. Interest due but not Paid                              | Nil                                 | Nil                | Nil        | Nil                   |
| iii. Interest Accrued but not due                          | Nil                                 | Nil                | Nil        | Nil                   |
| <b>Total (i+ii+iii)</b>                                    | <b>1407.66</b>                      | <b>88.72</b>       | <b>Nil</b> | <b>1496.48</b>        |

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

| Sr. No. | Particulars of Remuneration      | Narendra Kr. Sureka, MD | Pradeep Kr. Sureka, ED |
|---------|----------------------------------|-------------------------|------------------------|
| 1.      | <b>Gross Salary</b>              |                         |                        |
|         | a) Salary                        | 9.22                    | 9.22                   |
|         | b) Value of Perquisites          | Nil                     | Nil                    |
|         | c) Profits in lieu of Salary     | Nil                     | Nil                    |
| 2.      | Stock Options                    | Nil                     | Nil                    |
| 3.      | Sweat Equity                     | Nil                     | Nil                    |
| 5.      | Commission                       | Nil                     | Nil                    |
| 6.      | Other Allowance (Please specify) | Nil                     | Nil                    |
|         | <b>Total .....</b>               | <b>9.22</b>             | <b>9.22</b>            |

### B. Remuneration to other Directors:



| Sr. No. | Particulars of Remuneration      | Urmila Devi Sureka,<br>NED | Pramod Kr. Bajaj,<br>ID | Mahendra S.<br>Agarwal, ID | Gaurav Tibe, ID |
|---------|----------------------------------|----------------------------|-------------------------|----------------------------|-----------------|
| 1.      | <b>Gross Salary</b>              |                            |                         |                            |                 |
|         | d) Salary                        | Nil                        | Nil                     | Nil                        | Nil             |
|         | e) Value of Perquisites          | Nil                        | Nil                     | Nil                        | Nil             |
|         | f) Profits in lieu of Salary     | Nil                        | Nil                     | Nil                        | Nil             |
| 2.      | Stock Options                    | Nil                        | Nil                     | Nil                        | Nil             |
| 3.      | Sweat Equity                     | Nil                        | Nil                     | Nil                        | Nil             |
| 5.      | Commission                       | Nil                        | Nil                     | Nil                        | Nil             |
| 6.      | Other Allowance (Please specify) | Nil                        | Nil                     | Nil                        | Nil             |
|         | <b>Total .....</b>               | <b>Nil</b>                 | <b>Nil</b>              | <b>Nil</b>                 | <b>Nil</b>      |

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

| Sr. No. | Particulars of Remuneration      | Archit Sureka, CFO | Jyoti Kohari (CS) |
|---------|----------------------------------|--------------------|-------------------|
| 1.      | <b>Gross Salary</b>              |                    |                   |
|         | g) Salary                        | 9.32               | 1.92              |
|         | h) Value of Perquisites          | Nil                | Nil               |
|         | i) Profits in lieu of Salary     | Nil                | Nil               |
| 2.      | Stock Options                    | Nil                | Nil               |
| 3.      | Sweat Equity                     | Nil                | Nil               |
| 5.      | Commission                       | Nil                | Nil               |
| 6.      | Other Allowance (Please specify) | Nil                | Nil               |
|         | <b>Total .....</b>               | <b>9.32</b>        | <b>1.92</b>       |

### VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

| Type                         | Section of the Companies Act | Brief Description | Details of Penalty / Punishment / Compounding fees imposed | Authority [RD / NCLT / COURT] | Appeal made, if any (give details) |
|------------------------------|------------------------------|-------------------|--|-------------------------------|------------------------------------|
| A. Company                   |                              |                   |  |                               |                                    |
| Penalty                      | No Instance                  |                   |  |                               |                                    |
| Punishment                   |                              |                   |  |                               |                                    |
| Compounding                  |                              |                   |  |                               |                                    |
| B. Directors                 |                              |                   |  |                               |                                    |
| Penalty                      | No Instance                  |                   |  |                               |                                    |
| Punishment                   |                              |                   |  |                               |                                    |
| Compounding                  |                              |                   |  |                               |                                    |
| C. Other Officers in Default |                              |                   |  |                               |                                    |
| Penalty                      | No Instance                  |                   |  |                               |                                    |
| Punishment                   |                              |                   |  |                               |                                    |
| Compounding                  |                              |                   |  |                               |                                    |

## ANNEXURE TO THE DIRECTORS' REPORT

### CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2025, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations").

Corporate Governance is modus operandi of governing a corporate entity which includes a set of systems, procedures and practices which ensure that the Company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance include transparency, accountability, reporting and independence. For accomplishment of the objectives of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. Corporate Governance has become a buzzword in the corporate world. Globalizations, widespread of shareholders, changing ownership structure, greater expectations, etc. have made a good Corporate Governance sin-quo-nun of modern management.

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behaviour and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders and the Charter-Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

The Company's governance framework is based on the following principles:

- ✓ Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- ✓ Timely disclosure of material operational and financial information to the stakeholders;
- ✓ Availability of Information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- ✓ Systems and processes in place for internal control; and
- ✓ Proper business conduct by the Board, Senior Management and Employees.

### GOVERNANCE STRUCTURE

The Corporate Governance Structure at Tuni Textile Mills Ltd. (Tuni) is as under:-

1. **Board of Directors:** The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.
2. **Committees of the Board:** The Board has constituted the following committees viz. Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee. Each of said Committee has been managed to operate within a given framework.

### BOARD OF DIRECTORS

#### Size and Composition of Board

The Board has six members with an Executive Chairman. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Managing Director subject to supervisions and control of the Board. The Chairman of the Board is an Executive Director.

The composition and category of the Board of Directors as at March 31, 2025, the number of other Directorships/Committee memberships held by them and their other details are as under:

| Name         | Designation       | DIN      | Date of Joining Board     | Committee Membership across all Listed Cos. | Committee Chairman-ship across all Listed Cos. | No. of Directorship across all Listed Cos. |
|--------------|-------------------|----------|---------------------------|---|--|--|
| Mr. Narendra | Managing Director | 01963265 | 6 <sup>th</sup> July 1987 | 2   | -  | 1  |

|                               |                        |          |                             |   |   |   |
|-------------------------------|------------------------|----------|-----------------------------|---|---|---|
| Kumar Sureka*                 |                        |          |                             |   |   |   |
| Mr. Pradeep Kumar Sureka      | Executive Director     | 01632706 | 6 <sup>th</sup> July 1987   | - | - | 1 |
| Mrs. Urmila Devi Sureka       | Non-Executive Director | 02344028 | 23 <sup>rd</sup> March 2015 | - | - | 1 |
| Mr. Mahendra S Agarwal        | Independent Director   | 01882316 | 14 <sup>th</sup> Aug 2018   | 2 | - | 1 |
| Mr. Gaurav Tibe               | Independent Director   | 09106922 | 3 <sup>rd</sup> June 2023   | - | - | 1 |
| Mr. Gaurishankar Ramlal Saraf | Independent Director   | 02411330 | 1 <sup>st</sup> April 2024  | - | 2 | 1 |

\*Chairman of the Board

#### Notes:

- None of the directors hold directorships in more than twenty companies of which directorship in public companies does not exceed ten in line with the provisions of Section 165 of the Act.
- None of the directors hold membership of more than ten committees of board, nor, is a chairman of more than five committees across board of all listed entities.
- No director holds directorship in more than seven listed entities.
- None of the independent director holds the position of the independent director in more than seven listed companies as required under the Listing Regulations.
- None of the director has been appointed as an Alternate Director for Independent Director.
- The information provided above pertains to the following committees in accordance with the provisions of Regulation 26(1) (b) of the Listing Regulations: (i) Audit Committee; and (ii) Stakeholders Relationship Committee.
- The committee membership and chairmanship above excludes membership and chairmanship in private companies, foreign companies and Section 8 companies.
- Mr. Narendra Kr. Sureka, Mr. Pradeep Kr. Sureka and Mrs. Urmila Devi Sureka are family members and also part of Promoter Group. Apart from this, no other Directors are related with each other.

#### CHAIRMAN AND MANAGING DIRECTOR

Primary role of Chairman & Managing Director is to provide leadership to the Board in achieving goals of the Company. He is responsible for transforming the Company into a successful organization. He is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of Directors. His role, inter alia, includes:

- Provide leadership to the Board and preside over all Board and General Meetings.
- Achieve goals in accordance with Company's overall vision.
- Ensure that Board decisions are aligned with Company's strategic policy.
- Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- Monitor the core management team.

**Non-Executive Directors (including Independent Directors)** play a critical role in balancing the functioning of the Board by providing independent judgments on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter- alia, includes:

- Impart balance to the Board by providing independent judgment.
- Provide feedback on Company's strategy and performance.
- Provide effective feedback and recommendations for further improvements.

#### Disclosure of relationships between Directors inter-se

Shri Narendra Kr. Sureka, CMD is the brother of Shri Pradeep Kr. Sureka, Whole-time Director and husband of Mrs. Urmila Devi Sureka, wife and None-Executive Non-Independent Director on the Board. Further, Mr. Archit Sureka, CFO is also the family member of Sureka family. Apart from the above, there is no inter-se relationship between the Directors of the Company.

### Number of Shares and Convertible Instruments held by Non-Executive Directors

Except Mrs. Urmila Devi Sureka, who holds 1633750 Shares forming 1.25% of Paid-up Capital, none of the Non-Executive Directors holds any share in the Company.

### Role of the Company Secretary in Governance Process

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision making at the meetings. The Company Secretary is primarily responsible, to assist the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to Directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters. All the Directors of the Company have access to the advice and services of the Company Secretary.

### BOARD INDEPENDENCE

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under and to meet with requirements of Regulation 16(b) of Listing Regulations. Further, none of the Independent Director is serving more than seven listed companies. In case he/she is serving as a Whole-Time Director in any listed company, does not hold the position of Independent Director in more than three listed companies. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulations has been issued and draft of the same has been disclosed on website of the Company.

### BOARD MEETINGS

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board Meetings are pre-scheduled and a tentative annual calendar of the Board is circulated to the Directors well in advance to facilitate the Directors to plan their schedules. In case of business exigencies, the Board's calls the meeting as per requirements of prevailing Act.

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company.

### Roles, Responsibilities and Duties of the Board

The role of the Board is to provide leadership to the Company and to deliver shareholder value over the long term. The Board sets the Company's strategic objectives, making sure they align with its values and standards and the desired business culture. The Board of Directors have the responsibility of ensuring effective management, implementation of the business strategy, monitor the performance of the Company, its compliance efficacy and the effectiveness of the Company's corporate governance practices. The Managing Director & CEO reports to the Board of Directors and is in charge of running the Company's operations, executing the business strategy in consultation with the Board and achieving annual and long-term business goals.

### Compliance

Our compliance philosophy upholds integrity, fair dealing, accountability, objectivity, independence, good governance, transparency and collaboration. We acknowledge the importance of compliance with regard to our legal, regulatory and ethical obligations and the fact that these affect our operations and accountability to all stakeholders. Our Compliance function adopts a risk-based approach that considers the nature, scale and complexity of business while enforcing good governance, efficiency and effectiveness.

### Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

### Minutes of the Meeting

The draft Minutes of the proceedings of the Meetings are circulated amongst the Members of the Board / Committees. Comments and suggestions, if any, received from the Directors are incorporated in the Minutes, in consultation with the Chairman. The Minutes are confirmed by the Members and signed by the Chairman of such meeting at any time before the next meeting is held or by the Chairman of the next Board / Committee Meetings. All Minutes of the Committee Meetings are placed before the Board Meeting for perusal and noting.

### Post Meeting Mechanism

The important decisions taken at the Board / Board Committee meetings are communicated to the concerned department/s and/or division.

### Board Support

The Company Secretary attends the Board meetings and advises the Board on Compliances with applicable laws and governance.

### Board Diversity Policy

The Company has a Board approved policy on Board diversity. The objective of the policy is to ensure that the Board comprises of adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company. The Board composition, as at present, broadly meets with the above objective.

### Familiarization Programme for Directors

At the time of appointing Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the Compliance required from him/her under the Companies Act, 2013, requirements of Listing Regulations, 2015 and other relevant regulations and affirmation taken with respect to the same. The Chairman & Managing Director also has one to one discussion with the newly appointed Director to familiarize him/her with the Company's operations. Further, the Company has put in place a system to familiarize the Independent Directors about the Company, its services, business and the on-going events relating to the Company.

Further, at the time of appointment of Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The format of the letter of appointment is available on Company website.

In terms of the SEBI Listing Regulations, your Company conducts the Familiarisation Program for Independent Directors about their roles, rights and responsibilities in your Company, nature of the industry in which your Company operates, business model of your Company etc., through various initiatives. The details of the same can be found at the link <http://www.tunitextiles.com/companyDetails-policy.html>

### Details of Board Meetings

The Board of Directors met 7 times on 1<sup>st</sup> April, 4<sup>th</sup> April, 7<sup>th</sup> May, 28<sup>th</sup> May, 13<sup>th</sup> August and on 13<sup>th</sup> November in year 2024 and on 31<sup>st</sup> January in year 2025 during the financial year 2024-25.

Attendance of Board of Directors at the Board Meetings and at the last Annual General Meeting:

| Name                           | Designation            | Attendance at the AGM | Meetings Attended |
|--------------------------------|------------------------|-----------------------|-------------------|
| Narendra Kumar Sureka*         | Chairman & CEO         | Yes                   | 7                 |
| Pradeep Kumar Sureka           | Executive Director     | Yes                   | 7                 |
| Mrs. Urmila Devi Sureka        | Non-Executive Director | Yes                   | 7                 |
| Mr. Gaurishankar Ramlal Saraf# | Independent Director   | Yes                   | 7                 |
| Mr. Mahendra S Agarwal         | Independent Director   | Yes                   | 7                 |
| Mr. Gaurav Tibe                | Independent Director   | Yes                   | 5                 |

\*Chairman of the Board; #Appointed w.e.f 1<sup>st</sup> April 2024

### COMMITTEES OF THE BOARD

In terms of the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 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 Company has three Board Level Committees:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders' Relationship Committee

## AUDIT COMMITTEE

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulations. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.

In view of the amendments to the Listing Regulations and SEBI PIT Regulations, the Board amended the terms of reference of the Committee, effective from 1 April 2019.

These broadly include oversight of the Company's financial reporting process and disclosure of its financial information, review of financial statements, review of compliances and review of systems and controls, approval or any subsequent modification of transactions of the Company with related parties, review compliance with regulation 9A of the SEBI PIT Regulations, etc.

## TERMS OF REFERENCE

The Board has framed the Audit Committee Charter for the purpose of effective compliance of provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations. The Audit Committee inter alia performs the functions to:

1. Review with the Company's Chief Financial Officer ('CFO'), the preparation, execution and results of the Company's annual internal audit work program;
2. Review the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
3. Review with the management, performance of statutory and internal auditors and review of adequacy of the internal control systems;
4. Discussion with statutory auditors before audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
5. Discussion with internal auditors on any significant findings and follow up thereon;
6. Recommend appointment of Statutory, Internal and Cost Auditors and their remuneration;
7. Look after the risk assessment including fraud risk and risk guidelines governing the risk management process;
8. Review the management discussion and analysis of financial condition and results of operations;
9. Review statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
10. Review the internal audit reports relating to internal control weaknesses;
11. Scrutinize inter-corporate loans and investments;
12. Review the functioning of the Whistle blower mechanism; and
13. Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 with reference to events which were regarded as UPSI, whether such UPSI were shared in the manner expected, instances of leaks, if any, instance of breaches of the Code, efficiency of sensitization process, etc. at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

## FUNCTIONS OF AUDIT COMMITTEE

The Audit Committee, while reviewing the Annual Financial Statements also reviews the applicability of various Accounting Standards (AS) referred to in Section 133 of the Companies Act, 2013. Compliance of the Accounting Standards as applicable to the Company has been ensured in the preparation of the Financial Statements for the year ended March 31, 2025.

The Audit Committee bridges the gap between the Internal Auditors and the Statutory Auditors. To ensure good Governance, the Company has been rotating Partners of Statutory Auditors. The Statutory Auditors are responsible for performing Independent audit of the Company's financial statements in accordance with the generally accepted auditing practices and issuing reports based on such audits, while the Internal Auditors are responsible for the internal risk controls.

Besides the above, Chairman and Managing Director, Chief Financial Officer, the representatives of the Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee Meetings. The Company Secretary acts as a Secretary to the Committee as required by Regulation 18(1)(e) of the Listing Regulations.



The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Un-audited Financial Results as required by the Regulation 33 of the Listing Regulations. The Company's quarterly Un-audited Standalone Financial Results are made available on the website [www.tunitextiles.com](http://www.tunitextiles.com) and are also sent to the Stock Exchanges where the Company's equity shares are listed for display at their respective websites.

The Audit Committee also oversees and reviews the functioning of a vigil mechanism (implemented in the Company as a Whistle Blower Policy) and reviews the finding of investigation into cases of material nature and the actions taken in respect thereof.

#### INTERNAL CONTROLS AND GOVERNANCE PROCESSES

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with the CFO formulates a detailed plan to the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors attend the meetings of Audit Committee at regular intervals and submit their recommendations to the Audit Committee and provide a road map for the future.

#### CONSTITUTION AND MEETINGS OF AUDIT COMMITTEE

During the year, there was a change in the composition of Audit Committee. Mr. Pramod Kr. Bajaj has been resigned from Board and Committee due to expiry of his tenure and in his place, Mr. Gaurishankar Ramlal Saraf was appointed as chairman of the Committee.

The members of Audit Committee met four times on dated 28<sup>th</sup> May, 13<sup>th</sup> August and on 13<sup>th</sup> November in year 2024 and on 31<sup>st</sup> January in the year 2025 during the financial year ended on 31<sup>st</sup> March 2025.

| Name                          | Position | Number of Meetings Held | Meetings Attended |
|-------------------------------|----------|-------------------------|-------------------|
| Mr. Gaurishankar Ramlal Saraf | Chairman | 4                       | 4                 |
| Mr. Narendra Kr. Sureka       | Member   | 4                       | 4                 |
| Mr. Mahendra S Agarwal        | Member   | 4                       | 4                 |

#### NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of three Non-executives, Independent Directors. All members of the Nomination and Remuneration Committee are financially literate and they have accounting or related financial management expertise. The Composition of Remuneration and Nomination Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations.

#### Terms of Reference

The broad terms of reference of the NRC, as approved by the Board, are in compliance with Section 178 of the Act and Regulation 19 of the Listing Regulations, which are as follows.

1. to help the Board in determining the appropriate size, diversity and composition of the Board;
3. to recommend to the Board appointment/ reappointment and removal of Directors and Senior Management;
4. to frame criteria for determining qualifications, positive attributes and independence of Directors;
5. to recommend to the Board, remuneration payable to the Directors and Senior Management (while fixing the remuneration to Executive Directors the restrictions contained in the Act is to be considered);
6. to create an evaluation framework for Independent Directors and the Board;
7. to provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
8. to assist in developing a succession plan for the Board and Senior Management;
9. to assist the Board in fulfilling responsibilities entrusted from time-to-time;
10. delegation of any of its powers to any Member of the Committee or the Compliance Officer.

#### POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

## PRINCIPLE AND RATIONALE

Section 178 of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 require the Nomination and Remuneration Committee of the Board of Directors of every listed entity, among other classes of companies, to –

- formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal
- carry out evaluation of every director's performance - formulate the criteria for evaluation of Independent Directors and the Board

Accordingly, in adherence to the above said requirements and in line with the Company philosophy towards nurturing its human resources, the Nomination and Remuneration Committee of the Board of Directors of Tuni Textile Mills Limited herein below recommends to the Board of Directors for its adoption the Nomination and Remuneration Policy for the directors, key managerial personnel and other employees of the Company as set out below:

### Criteria of selection of Non-Executive Directors

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of accounting, finance, taxation, law etc. However Women Director is exempted from said criteria.
- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director –
  - a. Qualification, expertise and experience of the Directors in their respective fields;
  - b. Personal, Professional or business standing;
  - c. Diversity of the Board.
- In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

### Remuneration

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### CEO & Managing Director – Criteria for selection / appointment

For the purpose of selection of the CEO & MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

### Remuneration for the CEO & Managing Director

- At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

- The remuneration of the CEO & Managing Director is paid by way of salary, allowances, perquisites, amenities and retirement benefits.

## GENERAL

This Policy shall apply to all future employment of Company's Senior Management including Key Managerial Personnel and Board of Directors.

Any or all the provisions of this Policy would be subject to the revision/ amendment in the Companies Act, 2013, related rules and regulations, guidelines and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the subject as may be notified from time to time. Any such amendment shall automatically have the effect of amending this Policy without the need of any approval by the Nomination and Remuneration Committee and/ or the Board of Directors.

## PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Chairman and Managing Director and the Non Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

## Constitution and Meetings of Nomination & Remuneration Committee

During the year, there was a change in the composition of Nomination & Remuneration Committee. Mr. Pramod Kr. Bajaj has been resigned from Board and Committee due to expiry of his tenure and in his place, Mr. Gaurishankar Ramlal Saraf was appointed as member of the Committee.

The Committee met once on 1<sup>st</sup> April 2024; during the financial year ended on 31<sup>st</sup> March 2025.

The Composition of the Remuneration Committee and their attendance to the meetings of the committee are as under:

| Name                          | Position | Number of Meetings Held | Meetings Attended |
|-------------------------------|----------|-------------------------|-------------------|
| Mr. Mahendra S Agarwal        | Chairman | 1                       | 1                 |
| Mr. Gaurishankar Ramlal Saraf | Member   | 1                       | 1                 |
| Mr. Pradeep Kr. Sureka        | Member   | 1                       | 1                 |

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee is constituted in line with the provisions of Regulation 20 of the SEBI LODR Regulations 2015, read with Section 178 of the Act and rules made thereunder.

## Terms of Reference

The Board approved 'Terms of Reference' of the Committee of Directors (Stakeholders Relationship Committee) in compliance with Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the Listing Regulations. This Committee generally meets once a month. The Committee looks into the matters of Shareholders/Investors grievances along with other matters listed below:

1. to consider and resolve the grievances of security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
2. to consider and approve demat/ remat of shares / split / consolidation / sub-division of share / debenture certificates;
3. to consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transposition of names, deletion of names transfer and transmission of securities, etc.;
4. to oversee and review all matters connected with the transfer of the Company's securities;
5. to consider and approve opening/modification of operation and closing of bank accounts;
6. to grant special/general Power of Attorney in favour of employees of the Company from time to time in connection with the conduct of the business of the Company particularly with Government and Quasi- Government Institutions;
7. to fix record date/book closure of share/debenture transfer book of the Company from time to time;

8. to appoint representatives to attend the General Meeting of other companies in which the Company is holding securities;
9. to change the signatories for availing of various facilities from Banks/Financial Institution;
10. to grant authority to execute and sign foreign exchange contracts and derivative transactions;
11. to monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading;
12. to review measures taken for effective exercise of voting rights by shareholders;
13. to review adherence to the standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
14. to review of the 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;
15. to assist the Board in reviewing and implementing policies under the Business Responsibility Reporting of the Company as may be delegated by the Board;
16. to carry out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Companies Act, 2013 and other applicable laws as amended from time to time; and
17. to carry out any other duties that may be delegated to the Committee by the Board of Directors from time-to-time.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Committee of Directors (Stakeholders Relationship Committee) Meetings are circulated to the Board and noted by the Board of Directors.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

#### Compliance Officer

The Company has appointed Ms. Jyoti Kothari, Company Secretary as a Compliance Officer within the meaning of Regulation 6 of Listing Regulations.

#### Composition of Committee and Meetings attended

During the year, there was a change in the composition of Stake holders' Relationship Committee. Mr. Pramod Kr. Bajaj has been resigned from Board and Committee due to expiry of his tenure and in his place, Mr. Gaurishankar Ramlal Saraf was appointed as chairman of the Committee.

During the year, two meetings of the Committee of Directors were held on 1<sup>st</sup> April 2024 and on 31<sup>st</sup> January 2025 during the financial year ended on 31<sup>st</sup> March 2025.

Brief Details of Names, Position, Category and meeting attended by Members of Committee is as follows:

| Name                          | Position | Category                     | Meetings Attended |
|-------------------------------|----------|------------------------------|-------------------|
| Mr. Gaurishankar Ramlal Saraf | Chairman | Independent, Non-Executive   | 1                 |
| Mr. Mahendra S Agarwal        | Member   | Independent, Non-Executive   | 1                 |
| Mr. Narendra Kr. Sureka       | Member   | Chairman & Managing Director | 1                 |

#### Details of Shareholders' Complaints

There was Nil Complaint pending at the beginning of the Financial Year. During the year the Company did not receive any complaint from any of the shareholders. Further, there was no pending complaint at the close of the financial year.

As required under Regulation 40(g) of Listing Regulations, a Certificate on half-yearly basis confirming due compliance of share transfer formalities by the Company from Practicing Company Secretary has been submitted to the Stock Exchanges within stipulated time.

The Company has designated email id [info@tunitextiles.com](mailto:info@tunitextiles.com) to lodge Investor complaints. Apart from this, the SEBI has also facilitated Investors to lodge complaints directly on SCORES on SEBI website for faster addressing and resolutions of Investor Complaints.

**GENERAL BODY MEETINGS**

Location & time for the last three Annual General Meetings:

| Annual General Meeting                  | Date & Time                                 | Venue  |
|---|---|--|
| 37 <sup>th</sup> Annual General Meeting | 27 <sup>th</sup> September 2024,<br>2.00 PM | Online Meeting via Video Conferencing (VC) / Other Audio Visual Means (OAVM) |
| 36 <sup>th</sup> Annual General Meeting | 27 <sup>th</sup> September 2023,<br>2.00 PM | Online Meeting via Video Conferencing (VC) / Other Audio Visual Means (OAVM) |
| 35 <sup>th</sup> Annual General Meeting | 29 <sup>th</sup> September 2022,<br>2.00 PM | Online Meeting via Video Conferencing (VC) / Other Audio Visual Means (OAVM) |

**Location and time of Extra-Ordinary General Meetings:**

No Extra-Ordinary General Meeting was being held during last three financial years.

**POSTAL BALLOT**

Following transactions have been approved by Members by way of Postal Ballot Rules, on 7<sup>th</sup> May 2024

- Appointment of Mr. Gaurishankar Ramlal Saraf (DIN: 02411330) as an Independent Director of the Company for a period of 5 years.
- To Borrow funds in excess of the limits provided under section 180 (1)(c) of the Companies Act, 2013
- To Mortgage / Create Charge/s on the Assets of the Company as a security towards Borrowings
- To approve transactions under Section 185 of the Companies Act, 2013

At the forthcoming Annual General Meeting, there is no item on the agenda that needs approval by Postal Ballot.

**SPECIAL RESOLUTION PASSED AT LAST THREE ANNUAL GENERAL MEETINGS:**

A Special Resolution was passed in the 35<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September 2022 at 2.00 PM for re-appointment of Mr. Narendra Kr. Sureka as Chairman & Managing Director for a period of 5 years.

Further, Special Resolutions were passed in the 36<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September 2023 at 2.00 PM for re-appointment of Mr. Mahendra S. Agarwal for his 2<sup>nd</sup> term as Independent Director and appointment of Mr. Gaurav Tibe as an Independent Director for the 1<sup>st</sup> term of 5 years.

Apart from above, no Special Resolution was proposed or passed in remaining two out of last three Annual General Meetings.

**BOARD DISCLOSURES****Compliance with Governance Framework**

The Company is in compliance with all mandatory requirements under Listing Regulations, 2015.

**STRICTURES AND PENALTIES**

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets activities during the last three years.

**DISCLOSURE OF ACCOUNTING TREATMENT**

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements. There was no deviation in following the treatments prescribed in any of the Accounting Standards (AS) in the preparation of the financial statements of the Company.

**RISK MANAGEMENT**

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is examined periodically by the Board and the Audit Committee.

## DETAILS OF UTILISATION OF FUND RAISED

During the year, the Company has not raised any funds through preferential allotment, right issue or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations.

## SEBI / STOCK EXCHANGE COMPLIANCE

The Company has complied with all requirements of the Listing Agreement entered into with Stock Exchanges and also SEBI Listing Regulations. Consequently there were no strictures or penalties imposed either by SEBI or Stock Exchange or any Statutory Authority for non-compliance of any matter related to the Capital Markets during the last three years.

## PREVENTION OF INSIDER TRADING

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time ("the PIT Regulations").

The Code is applicable to Promoters, Member of Promoter's Group, all Directors and such Designated Persons who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations.

The Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements of the PIT Regulations. A structured digital database is being maintained by the Company, which contains the names and other particulars as prescribed of the persons covered under the Codes drawn up pursuant to the PIT Regulations.

The Company has formulated the 'Policy on Procedure of Inquiry in case of leak / suspected leak of Unpublished Price Sensitive Information' ('UPSI'). The policy is formulated to maintain ethical standards in dealing with sensitive information of the Company by persons who have access to UPSI. The rationale of the policy is to strengthen the internal control systems to ensure that the UPSI is not communicated to any person except in accordance with the Insider Trading Regulations. The Policy also provides an investigation procedure in case of leak/suspected leak of UPSI.

The Company has also formulated a Policy for determination of 'legitimate purposes' as a part of the Code of Practices and Procedures for Fair Disclosure of UPSI as per the requirements of the Insider Trading Regulations. The Company Secretary has been appointed as the Compliance Officer for ensuring implementation of the codes for fair disclosure and conduct. The Board, designated persons and other connected persons have affirmed compliance with the Code. This Code is displayed on the Company's website.

## CREDIT RATINGS

Apart from Cash-Credit limits from Bank and vehicle financing, the Company has not borrowed any money from money market or from corporate entities, and has not raised any funds. Hence, disclosure pertaining to utilization of funds and Credit Rating is not applicable.

## Compliance with the requirements of Corporate Governance

All the requirements of Corporate Governance specified in Regulation 17 to 27 of Listing Regulations and of sub-regulation (2) of Regulation 46 of Listing Regulations have been complied with.

## DISCLOSURES

- (a) There are no materially significant related party transactions made by the Company with its Promoters, Directors or Management, Subsidiaries or Relatives that may have potential conflict of interest with the Company at large.
- (b) Attention to the members is drawn to the disclosures of transactions with the related parties set out in the Notes of Financial Statement.
- (c) There has been no instance of non-compliance by the Company on any matter related to Capital Markets and hence the question of penalties or strictures being imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority does not arise.
- (d) In Compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading Regulations, 2015) as amended till date, on Prohibition of Insider Trading, the Company has a comprehensive Code of Conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof.
- (e) **Reconciliation of Share Capital:** As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the



report thereon is submitted to the Stock Exchanges where the company's shares are Listed the audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

## CODE OF BUSINESS CONDUCT & ETHICS

The Company has adopted Code of Business Conduct and Ethics ("the Code") which is applicable to the Board of Directors and Senior Management team (one level below the Board of Directors) of the Company. The Board of Directors and the members of Senior Management team are required to affirm semi-annual compliance of this Code. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company website.

## CONFLICT OF INTEREST

Each Director informs the Company on an annual basis about the Board and the Committee positions he/she occupies in other companies including Chairmanships and notifies changes during the year. Members of Board while discharging their duties, avoid conflict of interest in the decision making process. The members of Board restrict themselves from any discussions and voting in transactions that they have concern or interest.

## VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a whistle blower policy encompassing vigil mechanism pursuant to the requirements of the section 177(9) of the Act and regulation 22 of the Listing Regulations. The Board of Directors, at its meeting held on 14<sup>th</sup> February 2019, revised whistle blower policy containing, inter alia, leak or suspected leak of unpublished price sensitive information in view of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, (SEBI PIT Regulations). The policy/vigil mechanism enables directors and employees to report to the Management their concerns about unethical behaviors, actual or suspected fraud or violation of the Company's code of conduct or ethics policy and leak or suspected leak of unpublished price sensitive information.

This mechanism provides safeguards against victimization of directors/employees who avail of the mechanism and provides for direct access to the Chairman of the Audit Committee in exceptional cases. The policy has been appropriately communicated to the employees within the Organisation and has also been hosted on the Company's website viz. [www.tunitextiles.com](http://www.tunitextiles.com)

## COMPLIANCES REGARDING INSIDER TRADING

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has a Board approved code of conduct to regulate, monitor and report trading by insiders ('code of conduct') and a Code of Practices and Procedures for Fair Disclosure of unpublished price sensitive information ('code of fair disclosure').

During the year under review, SEBI amended the SEBI PIT Regulations. In view of the amendments to the said Regulations, the Board of Directors, at its meeting held on 14<sup>th</sup> February 2019, inter alia approved the following, with effect from 1 April 2019:

- Revised code of conduct to regulate, monitor and report trading by Designated Persons;
- Revised code of practices and procedures for fair disclosure of unpublished price sensitive information;
- Revised whistle blower policy;
- Institutional mechanism for prevention of insider trading; and
- Amendment to the terms of reference of the Audit Committee.

The code of conduct and code of fair disclosure framed by the Company have helped in ensuring compliance with the requirements.

## COMMUNICATION WITH THE MEMBERS/SHAREHOLDERS

- The unaudited quarterly / half yearly / yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the close of the financial year as per the requirements of the Listing Regulations.
- The approved financial results are forthwith sent to the Stock Exchanges and are published in a national English newspaper and in local language (Marathi) newspaper, within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
- The Company's financial results and official press releases are displayed on the Company's Website- [www.tunitextiles.com](http://www.tunitextiles.com).

- Any presentation made to the institutional investors or/and analysts are also posted on the Company's website.
- Management Discussion and Analysis forms part of the Annual Report, which is sent to the shareholders of the Company.
- The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre.
- The Company also informs by way of intimation to BSE, all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members.
- A separate dedicated section under 'Investor Relation' on the Company's website gives information on unclaimed dividends, quarterly compliance reports / communications with the Stock Exchanges and other relevant information of interest to the investors / public.
- Sections 20 and 136 of the Act, read with the Companies (Accounts) Rules, 2014 permit companies to deliver the documents electronically to the registered email IDs of the members.

## DISCLOSURES ON MANDATORY REQUIREMENTS

The Company has complied with the mandatory requirements of the Listing Regulations.

## DISCLOSURES ON DISCRETIONARY REQUIREMENTS

The Company has also complied with the discretionary requirements as under:

### A. The Board

A Chairman's office has been made available for the non-executive Chairman and he is allowed reimbursement of expenses incurred in performance of his duties.

### B. Shareholder rights

The Company communicates all material events to its shareholders as and when it occurs.

### C. Modified opinion(s) in the audit report

The Company confirms that its financial statements are with unmodified audit opinion.

### D. Reporting of internal auditor

The internal auditor reports directly to the Audit Committee.

## DISCLOSURES ON NON-MANDATORY REQUIREMENTS

Adoption of non-mandatory requirements of Listing Regulations is being reviewed by the Board from time-to-time.

## GENERAL SHAREHOLDER INFORMATION

Detailed information in this regard is provided in section "Shareholders Information" which forms part of this Annual Report.

## SHAREHOLDERS' INFORMATION

### a. Next Annual General Meeting

The information regarding Annual General Meeting for the financial year ended on 31<sup>st</sup> March 2025 is as follows :-

The 38<sup>th</sup> Annual General Meeting for the financial year ended on 31<sup>st</sup> March 2025 will be held on Wednesday, June 25, 2025 at 2:00 PM (IST), through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

- |                      |   |  |
|----------------------|---|--|
| b. Book Closure      | : | 19 <sup>th</sup> June 2025 to 25 <sup>th</sup> June 2025 (both days inclusive) |
| c. Listing of Shares | : | BSE Limited (BSE)  |
| d. Stock Code & ISIN | : | BSE – 531411<br>ISIN – INE560D01027 on both NSDL & CDSL.                       |

### e. Listing Fees

Annual listing fee to BSE for the year 2024-25 shall be paid in due course by the Company.

**f. Depository Fees**

Annual custody/ issuer fee to NSDL & CDSL for the year 2024-25 will be paid in due course by the Company to NSDL.

**g. Financial Calendar**

The financial year of the Company is from April 1 to March 31, each year.

**h. Website**

The Company's website [www.tunitextiles.com](http://www.tunitextiles.com) contains a separate dedicated section called 'Investor Relations'. It contains comprehensive database of information of interest to our investors including the financial results, annual reports, dividends declared, if any, any price sensitive information disclosed to the regulatory authorities from time to time and the services rendered / facilities extended to our investors.

**i. Future Calendar for next financial year :**

| Subject Matter  | Tentative Dates          |
|---|--------------------------|
| Financial Reporting of 1 <sup>st</sup> Quarter ended on 30 <sup>th</sup> June 2025      | Mid of August, 2025      |
| Financial Reporting of 2 <sup>nd</sup> Quarter ended on 30 <sup>th</sup> September 2025 | Mid of November, 2025    |
| Financial Reporting of 3 <sup>rd</sup> Quarter ended on 31 <sup>st</sup> December 2025  | Mid of February 2026     |
| Financial Reporting of 4 <sup>th</sup> Quarter ended on 31 <sup>st</sup> March 2026     | On or before May30, 2026 |
| Date of Annual General Meeting  | During September 2026    |

**j. Dividend Payment** : No Dividend has been recommended for the year.

**k. Dividend History** : The Company has not paid any Dividend during last 10 years.

**l. Unclaimed Dividend / Share Certificates**

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125.

**Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority (IEPFA) in case of unpaid/ unclaimed dividend on shares for a consecutive period of seven years**

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the IEPF Rules.

Details of Unclaimed Dividend and Due Dates for transfer are as follows as on March 31, 2025:

| Sr. No. | Year of Declaration of Dividend | Date of Declaration of Dividend | Unclaimed Amount ₹ | Due Date for transfer to IEPF Account |
|---------|---------------------------------|---------------------------------|--------------------|---------------------------------------|
| 1.      | N.A.                            | N.A.                            | N.A.               | N.A.                                  |

Further, as required to be disclosed under Regulation 34(3) read with Schedule V of Listing Regulations, Nil Shares are lying at the beginning or at the close of financial year in the Suspense Account. Further the Company did not moved in/out any Equity Share in said Suspense Account during the current financial year.

**m. Disclosures with respect to Demat Suspense Account/ Unclaimed Suspense Account**

The Company has Nil Shares of ₹ 1/- each in respect of Nil Shareholders, lying into Nil folio, in the demat account held with NSDL/CDSL.

**n. Market Price Data (Equity Shares of Face Value of ₹ 1) :**

| Month          | Price on BSE (₹) & Volume |      |             | S&P BSE Sensex |           |
|----------------|---------------------------|------|-------------|----------------|-----------|
|                | High                      | Low  | Volume      | High           | Low       |
| April 2024     | 1.98                      | 1.79 | 64,71,595   | 75,124.28      | 71,816.46 |
| May 2024       | 1.86                      | 1.68 | 53,57,296   | 76,009.68      | 71,866.01 |
| June 2024      | 2.23                      | 1.68 | 90,39,656   | 79,671.58      | 70,234.43 |
| July 2024      | 2.12                      | 1.80 | 1,14,75,872 | 81,908.43      | 78,971.79 |
| August 2024    | 2.10                      | 1.76 | 79,19,810   | 82,637.03      | 78,295.86 |
| September 2024 | 2.00                      | 1.70 | 65,39,099   | 85,978.25      | 80,895.05 |
| October 2024   | 1.90                      | 1.51 | 57,65,027   | 84,648.40      | 79,137.98 |
| November 2024  | 2.13                      | 1.48 | 1,03,92,981 | 80,569.73      | 76,802.73 |
| December 2024  | 2.10                      | 1.68 | 81,48,408   | 82,317.74      | 77,560.79 |
| January 2025   | 1.89                      | 1.43 | 46,54,188   | 80,072.99      | 75,267.59 |
| February 2025  | 1.74                      | 1.34 | 49,49,412   | 78,735.41      | 73,141.27 |
| March 2025     | 1.57                      | 1.30 | 28,35,443   | 78,741.69      | 72,633.54 |

**o. Investors' correspondence may be addressed to the Registrar and Transfer Agent of the Company**

Shareholders/ Investors are requested to forward documents related to share transfer, dematerialization requests (through their respective Depository Participant) and other related correspondences directly to M/s. Purva Sharegistry (India) Pvt. Ltd. at the below mentioned address for speedy response.

**p. Registrar & Share Transfer Agent**

M/s. Purva Sharegistry (India) Pvt. Ltd. has been appointed as Registrar & Share Transfer Agent for all work relating to share registry in terms of both physical mode. All transfer, transmission, request related to correspondence/queries, intimation of change of address etc. should be addressed to our RTA directly at the following Address:

**M/s. Purva Sharegistry (India) Private Limited**

9, Shiv Shakti Ind. Estate, Ground Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011

Tel: 022-3522 0056, Email: [support@purvashare.com](mailto:support@purvashare.com), Website: [www.purvashare.com](http://www.purvashare.com)

**q. Share Transfer System and Transfer of Shares**

The transfer of shares in physical form is processed and completed by Registrar & Transfer Agent within a period of fifteen days from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

**r. Consolidation of Folios and avoidance of multiple mailing**

In order to enable the Company to reduce costs and duplicity of efforts for providing services to investors, members who have more than one folio in the same order of names are requested to consolidate their holdings under one folio. Members may write to the Registrars and Transfer Agents indicating the folio numbers to be consolidated along with the original shares certificates to be consolidated.

**s. Review of Governance Practices**

We have in this Report attempted to present the governance practices and principles being followed at the Company, as evolved over a period, and as best suited to the needs of our business and stakeholders.

Our disclosures and governance practices are continually revisited, reviewed and revised to respond to the dynamic needs of our business and ensure that our standards are at par with the globally recognized practices of governance, so as to meet the expectations of all our stakeholders.

**t. Compliance with Secretarial Standards**

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with each one of them.

**u. Distribution Schedule as on 31<sup>st</sup> March 2025**

| Shareholding of Nominal Value of | No. of Share Holders | % of Share Holders | Total No. of Shares Held | % of Share Holding |
|----------------------------------|----------------------|--------------------|--------------------------|--------------------|
| Up to 5000                       | 44823                | 93.86              | 27100924                 | 20.75              |
| 5001-10000                       | 1474                 | 3.09               | 11679179                 | 8.94               |
| 10001-20000                      | 733                  | 1.53               | 10670882                 | 8.17               |
| 20001-30000                      | 262                  | 0.55               | 6529563                  | 5.00               |
| 30001-40000                      | 121                  | 0.25               | 4285136                  | 3.28               |
| 40001-50000                      | 87                   | 0.18               | 4166175                  | 3.19               |
| 50001-100000                     | 146                  | 0.31               | 10884976                 | 8.33               |
| 100001 and Above                 | 110                  | 0.23               | 55314165                 | 42.34              |
| <b>Total</b>                     | <b>47756</b>         | <b>100.00</b>      | <b>130631000</b>         | <b>100.00</b>      |

**v. Shareholding Pattern with Categories of Shareholders as on 31<sup>st</sup> March 2025**

| Categories                            | No. of Shares    | % of Shareholding |
|---------------------------------------|------------------|-------------------|
| Promoters, Directors, Relatives & PAC | 28382750         | 21.73             |
| Indian Mutual Fund                    | 494000           | 0.38              |
| Private Corporate Bodies              | 2104033          | 1.61              |
| Resident Individuals                  | 96940784         | 74.21             |
| Clearing Members                      | 79851            | 0.06              |
| NRIs                                  | 1463222          | 1.12              |
| Hindu Undivided Families              | 1164863          | 0.89              |
| LLP                                   | 1497             | 0.00              |
| <b>Total</b>                          | <b>130631000</b> | <b>100.00</b>     |

**w. Details of Shareholders holding more than 5% holding under Public Category**

Details of Shareholders holding more than 5% Equity Shares in the Company at the end of Financial Year ended on 31st March 2025 –

| Name of Shareholder | No. of Shares Held | % of Shareholding |
|---------------------|--------------------|-------------------|
| N. A.               | Nil                | Nil               |

**x. Dematerialization of Equity Shares & Liquidity**

The Company's Equity Shares are in Demat trading segment and the Company had established connectivity with both NSDL & CDSL by signing the necessary agreements.

As on 31<sup>st</sup> March 2025, 98.74% public shareholdings of the Company are in dematerialized form.

**Procedures for dematerialization / re-materialization of Equity Shares:-**

Shareholders who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail the benefits of dealing in shares in demat form. For convenience of shareholders, the process of getting the shares dematerialized is given hereunder:

- Demat account should be opened with a Depository Participant (DP).
- Shareholders should submit the Dematerialization Request Form (DRF) along with share certificates in original, to their DP.
- DP will process the DRF and will generate a Dematerialization Request Number (DRN).
- DP will submit the DRF and original share certificates to the Registrar and Transfer Agents (RTA), which is Purva Sharegistry (India) Private Limited.
- RTA will process the DRF and confirm or reject the request to DP/ depositories
- Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP

**y. Important Points**

Investors should hold securities in dematerialized form, as transfer of shares in physical form is no longer permissible.

As mandated by SEBI, w.e.f. April 1, 2019, request for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository except for transmission and transposition of securities.

Members are advised to dematerialize securities in the Company to facilitate transfer of securities.

Holding securities in dematerialized form is beneficial to the investors in the following manner:

- A safe and convenient way to hold securities;
- Elimination of risk(s) associated with physical certificates such as bad delivery, fake securities, delays, thefts, etc.;
- Immediate transfer of securities;
- No stamp duty on electronic transfer of securities;
- Reduction in transaction cost;
- Reduction in paperwork involved in transfer of securities;
- No odd lot problem, even one share can be traded;
- Availability of nomination facility;
- Ease in effecting change of address / bank account details as change with Depository Participants (DPs) gets registered with all companies in which investor holds securities electronically;
- Easier transmission of securities as the same is done by DPs for all securities in demat account;
- Automatic credit in to demat account of shares, arising out of bonus / split / consolidation / merger / etc.;
- Convenient method of consolidation of folios/accounts;
- Holding investments in Equity, Debt Instruments, Government securities, Mutual Fund Units etc. in a single account;
- Ease of pledging of securities; and
- Ease in monitoring of portfolio.

**Members holding Shares in Physical mode:**

- a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company / RTA, if not registered with the Company as mandated by SEBI.
- b) are advised to register the nomination in respect of their shareholding in the Company. Nomination Form SH-13 ([Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.
- c) are requested to register / update their e-mail address with the Company / RTA for receiving all communications from the Company electronically.

**Members holding Shares in Electronic mode:**

- a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
- b) are advised to contact their respective DPs for registering the nomination.
- c) are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.

*The Securities and Exchange Board of India vide its circular no. SEBI / HO / MIRSD / DOS3 / CIR / P / 2019 / 30 dated February 11, 2019, with a view to address the difficulties in transfer of shares, faced by non-residents and foreign nationals, has decided to grant relaxations to non-residents from the requirement to furnish PAN and permit them to transfer equity shares held by them in listed entities to their immediate relatives subject to the following conditions:*

- a) The relaxation shall only be available for transfers executed after January 1, 2016.
- b) The relaxation shall only be available to non-commercial transactions, i.e. transfer by way of gift among immediate relatives.
- c) The non-resident shall provide copy of an alternate valid document to ascertain identity as well as the non-resident status.
- d) Non-Resident Indian members are requested to inform Purva Sharegistry (India) Private Limited, Company's Registrar and Transfer Agent immediately on the change in the residential status on return to India for permanent settlement.



**z. Electronic Payment Services**

Investors should avail the Electronic Payment Services for payment of dividend as the same reduces risk attached to physical dividend warrants. Some of the advantages of payment through electronic credit services are as under:

- Avoidance of frequent visits to banks for depositing the physical instruments;
- Prompt credit to the bank account of the investor through electronic clearing;
- Fraudulent encashment of warrants is avoided;
- Exposure to delays / loss in postal service avoided; and
- As there can be no loss in transit of warrants, issue of duplicate warrants is avoided.

Printing of bank account numbers, names and addresses of bank branches on dividend warrants provide protection against fraudulent encashment of dividend warrants. Members are requested to provide the same to the Company's Registrar and Transfer Agent (RTA) for incorporation on their dividend warrants.

**aa. Register for SMS alert facility**

Investor should register with Depository Participants for the SMS alert facility. Both Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) alert investors through SMS of the debits and credits in their demat account.

**bb. Intimate Mobile Number**

Shareholders are requested to intimate their mobile number and changes therein, if any, to Company's RTA viz. Purva Sharegistry (India) Private Limited to their dedicated e-mail id i.e., "[support@purvashare.com](mailto:support@purvashare.com).", if shares are held in physical form or to their DP if the holding is in electronic form, to receive communications on corporate actions and other information of the Company.

**cc. Submit Nomination Form and avoid Transmission hassle**

Nomination helps nominees to get the shares transmitted in their favour without any hassles. Investors should get the nomination registered with the Company in case of physical holding and with their Depository Participants in case shares are held in dematerialised form.

Form may be downloaded from the Company's website, under the section 'Investor Relations'. However, if shares are held in dematerialised form, nomination has to be registered with the concerned Depository Participants directly, as per the form prescribed by the Depository Participants.

**dd. Deal only with SEBI registered intermediaries**

Investors should deal only with SEBI registered intermediaries so that in case of deficiency of services, investor may take up the matter with SEBI.

**ee. Corporate benefits in electronic form**

Investor holding shares in physical form should opt for corporate benefits like bonus / split / consolidation / merger / etc. in electronic form by providing their demat account details to the Company's RTA.

**ff. Register e-mail address**

Investors should register their e-mail address with the RTA / Depository Participants. This will help them in receiving all communication from the Company electronically at their e-mail address. This also avoids delay in receiving communications from the Company. Prescribed form for registration may please be downloaded from the Company's website.

**gg. Facility for a Basic Services Demat Account (BSDA)**

SEBI has stated that all the depository participants shall make available a BSDA for the shareholders unless otherwise opted for regular demat account with (a) No Annual Maintenance charges if the value of holding is upto ₹ 50,000; and (b) Annual Maintenance charges not exceeding ₹ 100 for value of holding from ₹ 50,001 to ₹ 2,00,000. (Refer circular CIR/MRD/ DP/22/2012 dated August 27, 2012 and circular CIR/MRD/ DP/20/2015 dated December 11, 2015).

**hh. For the Attention of Shareholders holding shares in electronic form**

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

**ii. Details on use of Public Funds Obtained in the last three years :**

No Public Fund has been raised during last three financial years.

**jj. Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion data likely impact on Equity :**

Not Any.

**kk. Commodity Price Risk / Foreign Exchange Risk**

For Company's business, cotton is the key raw material/ commodity and the company is exposed to price variation in cotton. Pursuant to SEBI circular dated November 15, 2018, bearing reference SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141, the Board has approved Commodity Risk Management Policy. The Company regularly monitors cotton prices and take appropriate decisions to minimize the risks. During the year under review, the Company has not done any commodity hedging on the exchanges. As regards foreign exchange risks, the Company evaluates foreign exchange rate exposure arising from these transactions and take appropriate steps to mitigate such exposure and to minimize the impact of volatility in foreign exchange fluctuations on the earnings.

**ll. Investors' Correspondence**

Shareholders can contact the following Officials for secretarial matters of the Company:

Ms. Jyoti Kothari – [cs@tunitextiles.com](mailto:cs@tunitextiles.com)

**mm. Code of Conduct**

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Managing Director & Chief Executive Officer is annexed to this report.

**nn. Address for Correspondence**

Tuni Textile Mills Limited

Unit No. 207, 2<sup>nd</sup> Floor, Building No. 3A, Mittal Industrial Estate, Andheri Kurla Road, Andheri (E), Mumbai 400 059

Email: [info@tunitextiles.com](mailto:info@tunitextiles.com) ; Tel: +91 22 4604 3970

**oo. Plant Location**

Tuni Textile Mills Limited

B-5, MIDC Murbad, Dist. Thane (Maharashtra)

## ANNUAL CERTIFICATE UNDER REGULATION 26(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To the Members of **TUNI TEXTILE MILLS LIMITED**

As provided under Regulation 26(3) of the SEBI Listing Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with M/s. Tuni Textile Mills Limited Code of Business Conduct and Ethics for the year ended March 31, 2025.

By order of the Board  
**For TUNI TEXTILE MILLS LIMITED**

Mumbai, June 2, 2025

S/d-  
**Narendra Kumar Sureka**  
DIN : 01963265  
Managing Director

### Certificate of Non-Disqualification of Directors

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

To,  
The Members of  
Tuni Textile Mills Limited, Mumbai

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Tuni Textile Mills Limited having CIN L17120MH1987PLC043996 and having Registered Office at Unit No. 207, 2<sup>nd</sup> Floor, Building No. 3A, Mittal Industrial Estate, Andheri Kurla Road, Andheri (E), Mumbai 400 059 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

| Sr. No. | Name of Director              | DIN      | Date of Appointment / Re-appointment | Date of Cessation          |
|---------|-------------------------------|----------|--------------------------------------|----------------------------|
| 1.      | Mr. Narendra Kumar Sureka     | 01963265 | 6 <sup>th</sup> July 1987            | N. A.                      |
| 2.      | Mr. Pradeep Kumar Sureka      | 01632706 | 6 <sup>th</sup> July 1987            | N. A.                      |
| 3.      | Mrs. Urmila Devi Sureka       | 02344028 | 23 <sup>rd</sup> March 2015          | N. A.                      |
| 4.      | Mr. Pramod Kumar Bajaj        | 01438374 | 1 <sup>st</sup> April 2019           | 1 <sup>st</sup> April 2024 |
| 5.      | Mr. Mahendra S Agarwal        | 01882316 | 14 <sup>th</sup> Aug 2018            | N. A.                      |
| 6.      | Mr. Gaurav Tibe               | 09106922 | 3 <sup>rd</sup> July 2023            | N. A.                      |
| 7.      | Mr. Gaurishankar Ramlal Saraf | 02411330 | 1 <sup>st</sup> April 2024           | N. A.                      |

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

Place: Kolkata  
Date: May 21, 2025

S/d-  
**KRITI DAGA**  
Company Secretaries  
ACS No.: A26425, C. P. No. 14023  
PRC No. 2380/2022  
UDIN: A026425G000387775

## CEO / CFO CERTIFICATION

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Tuni Textile Mills Limited ("the Company") to the best of our knowledge and belief certify that:

1. We have reviewed the Balance Sheet as at March 31, 2025, Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information of the Company, and the Board's report for the year ended March 31, 2025.
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. The financial statements, and other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as at, and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations.
4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct and Ethics, except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.
5. We are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company.
6. We have disclosed, based on our most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Company's auditors and the audit committee of the Company's Board (and persons performing the equivalent functions):
  - a. Any deficiencies in the design or operation of internal controls, that could adversely affect the Company's ability to record, process, summarize and report financial data, and have confirmed that there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.
  - b. Any significant changes in internal controls during the year covered by this report.
  - c. All significant changes in accounting policies during the year, if any, and the same have been disclosed in the notes to the financial statements.
  - d. Any instances of significant fraud of which we are aware, that involve the Management or other employees who have a significant role in the Company's internal control system.
7. We affirm that we have not denied any personnel access to the audit committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistle blowers from unfair termination and other unfair or prejudicial employment practices.
8. We further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

**For TUNI TEXTILE MILLS LIMITED**

S/d-  
**Archit P. Sureka**  
Chief Financial Officer

Mumbai, June 2, 2025

**For TUNI TEXTILE MILLS LIMITED**

S/d  
**Narendra Kumar Sureka**  
DIN : 01963265  
Managing Director  
Mumbai, June 2, 2025

## Compliance Certificate from Auditors on Corporate Governance

### The Members of TUNI TEXTILE MILLS LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter with the Company. We have examined the compliance of conditions of corporate governance by **Tuni Textile Mills Limited** (the 'Company') for the year ended 31<sup>st</sup> March 2025, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') for the year ended March 31, 2025 as required by the Company for annual submission to the Stock Exchanges.

### Management's Responsibility

2. The compliance of 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 also includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

### Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 and 3 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the 'ICAI'), and the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:
  - i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
  - ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
  - iii. Obtained and read the Register of Directors as on March 31, 2025 and verified that at least one independent woman director was on the Board of Directors throughout the year;
  - iv. Obtained and read the minutes of the following committee meetings / other meetings held from April 01, 2024 to March 31, 2025:
    - a) Board of Directors;
    - b) Audit Committee;
    - c) Annual General Meeting (AGM)
    - d) Nomination and Remuneration Committee;
    - e) Stakeholders Relationship Committee;
  - v. Verified the fee disclosures as required by Clause 10(k), Part C, Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- vi. Obtained necessary declarations from the directors of the Company.
  - vii. Obtained and read the policy adopted by the Company for related party transactions.
  - viii. Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved prior by the audit committee.
  - ix. Performed necessary inquiries with the management and also obtained necessary specific representations from management.
8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

#### Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2025, referred to in paragraph 4 above.

#### Other matters and restriction on Use

10. This report 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.
11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and 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 or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

UDIN: A026425G000437451

Place: Kolkata

Date: May 26, 2025

Sd/-

**KRITI DAGA**

Practicing Company Secretaries  
ACS No.: A26425, C. P. No. 14023  
PRC No. 2380/2022



## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
TUNI TEXTILE MILLS LIMITED

### Report on the Audit of the Standalone Ind AS Financial Statements

We have audited the accompanying financial statements of **Tuni Textile Mills Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit including other comprehensive income, its 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) 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 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Emphasis of Matters

We draw your attention to the following matters:

- i. As stated in note 45 to the financial statements, the balances of Trade Receivables, Trade Payable and Advances given etc. are subject to confirmation from the respective parties and consequential reconciliation/adjustment arising there from, if any.

Our opinion is not modified in respect of these matters.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below the key audit matters to be communicated in our report

| Key Audit Matters  | How our Audit addressed the key Audit Matters  |
|--|--|
| <b>De-recognition of Lease Balances under Ind AS 116</b><br>During the year, the Company reassessed its lease arrangements and concluded that the provisions of Ind AS 116, Leases, are not applicable, as the contracts do not meet the definition of a lease. Accordingly, all related balances, including right-of-use assets and lease liabilities, were derecognized, with the net impact recognised in the Statement of Profit and Loss. This involved significant judgment and had a material impact on the financial statements. | <b>Our audit procedures</b><br>We reviewed the Company's reassessment of lease arrangements, examined the relevant contracts, and evaluated the conclusion that Ind AS 116 was not applicable. We verified the de-recognition entries and assessed the related disclosures in the financial statements for adequacy and compliance with the applicable accounting standards. |
| <b>Appropriateness of revenue recognition on sale of goods.</b>  | <b>Our audit procedures relating to revenue recognition include the following:</b> <ol style="list-style-type: none"> <li>a. Understood and performed procedures to assess the</li> </ol>  |

|  |   |
|--|---|
| <p>Refer Note 2.4 and Note 26 of the financial statements</p> <p>The Company has revenue from sale of goods and sale of services.</p> <p>Revenue from sale of goods is recognised under Ind AS 115- 'Revenue from Contracts with Customers' at a point in time when the control has been transferred, which generally coincides with dispatch of products to customers in case of domestic sales and on the basis of bill of lading in the case of export sales.</p> <p>Revenue from services is recognized by measuring progress towards satisfaction of performance obligation for the services rendered</p> <p>Revenue from services is recognized by measuring progress towards satisfaction of performance obligation for the services rendered</p> | <p>design and test the operating effectiveness of relevant controls related to recording of revenue.</p> <p>b. Assessed whether the policy of recognizing revenue was in line with Ind AS - 115.</p> <p>c. Tested the reconciliation of the amounts as per the sales register to the general ledger.</p> <p>d. Performed tests, on sample basis by validating the amounts recorded with the underlying documents which inter - alia includes invoices, dispatch documents, customer orders/ contracts, receipt of consideration from customers, where applicable.</p> <p>e. Performed cut off testing, on sample basis and ensured that the revenue from sale of goods is recognised in the appropriate period.</p> <p>Based on the above procedures performed, we did not identify any exceptions in revenue recognition on sale of goods.</p> |
|--|---|

### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our 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 Responsibilities and those charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act.

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

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the 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 and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

#### **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 in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. A. As required by Section 143(3) of the Act, based on our audit 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 Company has no branches hence, the provisions of section 143(3)(c) is not applicable.
  - d) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the standalone statement of cash flows dealt with by this Report agree with the books of account;
  - e) In our opinion, the aforesaid Standalone Ind. AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant Rule issued thereunder.
  - f) There are no observations or comments on financial transactions or matters which have any adverse effect on the functioning of the company.
  - g) 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.
  - h) There is no any qualification, reservation or adverse remark relating to maintenance of accounts and other matters connected therewith.
  - i) 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

- B. 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 our best of our information and according to the explanations given to us:
- a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements—Refer Note 35 to the financial statements;
  - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c) There were no amounts which were required to be transferred to the Investor Education and protection Fund by the Company; and
  - d) i. The management of the Company has represented that, to the best of its knowledge and belief, as disclosed in the note 48 (ix) A to the financial statements, 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:
    - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
    - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries; and
  - ii. The management of the Company has represented, that, to the best of its knowledge and belief, as disclosed in note 47 (ix) (b) to the standalone financial statements, 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:
    - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
    - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
  - iii. Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) of Rule 11(e), as provided under d(i) and (d)(ii) above, contain any material mis-statement.
  - e) The Company has not declared or paid any dividend during the year therefore, the provisions of Section 123 of the Act are not applicable.
  - f) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025, however the same does not have a feature of recording audit trail (edit log) facility. We are informed that the Company is in process of upgrading the existing software which will have a feature of recording audit trail (edit log) facility, consequently, we are unable to comment on the audit trail feature of the said software.
  - g) With respect to the matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with schedule V of the Act.

For **K. K. Jhunjunwala & Co.**  
Chartered Accountants  
FRN - 111852W

S/d-  
**CA Surendra Sureka**  
Partner

Membership No. 119433  
UDIN: 25119433BMHPSU2619

Place: Mumbai  
Date: May 21, 2025

## **“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF TUNI TEXTILE MILLS LIMITED**

Referred to in paragraph 1 under the heading of “Report on Other Legal and Regulatory Requirements” of our report of even date

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- i. In respect of the Company’s Property, Plant and Equipment and Intangible Assets:
  - a) (A) The Company has maintained proper records, showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets;
  - (B) The Company has maintained proper records showing full particulars Intangible Assets;
  - b) As explained to us, the Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so as to cover all the assets once every year which, in our opinion, is reasonable having regards to the size of the Company and nature of its assets. Pursuant to the program, certain Property, Plant and Equipment which were due for physical verification during the year, were physically verified by the Management. According to the information and explanations given to us, no material discrepancies were noticed on such verification;
  - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in the financial statements are held in the name of the Company;
  - d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and Intangible Assets during the year; and
  - e) No proceedings have been initiated during the year or are pending against the Company as at 31<sup>st</sup> March 2025 for holding any benami property under the Benami Transactions (Prohibition) Act 1088 as amended and rules made thereunder.
- ii. a) As certified by the management, physical verification of inventories was conducted by the Management during the year except goods in transit and stock lying with third parties. As explained to us, in our opinion, the coverage and procedure of such verification by the Management is reasonable having regards to the size of the Company and nature of its inventories. No discrepancies of 10% or more in the aggregate of each class of inventories were noticed on such physical verification of inventories as compared to book records; and
- b) As per the sanction letter produced to us, the Company has been sanctioned working capital limits in excess of ₹ 5.00 crores, in aggregate, during the year, from a bank on the basis of security of current assets. The quarterly returns and statements filed by the Company with the bank are not in agreement with the books of accounts. Books debts and stocks are higher than the stock statement submitted to the Bank.
- iii. The Company has, during the year, not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to the Companies, Firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions of paragraph 3(iii) of the Order are not applicable.
- iv. The Company has, during the year, not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans in accordance with the provisions of section 185 and 186 of the Act. Accordingly, the provisions of paragraph 3(iv) of the Order are not applicable.
- v. The Company has not accepted any deposit or amount which is deemed to be deposits during the year in accordance with the provisions of sections 73 to 76 of the Act and rules framed there under. Accordingly, the provisions of paragraph 3 (v) of the Order are not applicable.
- vi. The Central Government has not specified the maintenance of cost records under sub section 1 of section 148 of the Act for any of the products of the Company for the year under audit.
- vii. (a) On the basis of books and records examined by us, amount deducted/accrued in the books of account in respect of undisputed statutory dues including goods and services tax, provident fund, employees state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues have been deposited delayed with the appropriate authorities, details of which is given hereunder:

| Sr. No. | Nature of Statutory Dues | Section | Amount | Due date   | Date deposited on |
|---------|--------------------------|---------|--------|------------|-------------------|
| a.      | TDS                      | 194C    | 0.07   | 07/05/2024 | 10/07/2024        |
|         |                          |         | 0.12   | 07/06/2024 | 10/07/2024        |

|    |     |     |      |            |            |
|----|-----|-----|------|------------|------------|
|    |     |     | 0.02 | 07/07/2024 | 10/07/2024 |
|    |     |     | 0.02 | 07/08/2024 | 27/03/2025 |
|    |     |     | 0.11 | 07/09/2024 | 28/03/2025 |
|    |     |     | 0.14 | 07/10/2024 | 28/03/2025 |
|    |     |     | 0.19 | 07/11/2024 | 09/01/2025 |
|    |     |     | 0.08 | 07/12/2024 | 28/03/2025 |
|    |     |     | 0.10 | 07/01/2025 | 29/03/2025 |
|    |     |     | 0.33 | 07/02/2025 | 13/05/2025 |
|    |     |     | 0.11 | 07/03/2025 | #          |
|    |     |     | 0.13 | 07/04/2025 | #          |
| b. | TDS | 94Q | 0.84 | 07/05/2024 | 27/03/2025 |
|    |     |     | 0.60 | 07/06/2024 | 27/03/2025 |
|    |     |     | 0.52 | 07/07/2024 | 27/03/2025 |
|    |     |     | 0.48 | 07/08/2024 | 27/03/2025 |
|    |     |     | 0.45 | 07/09/2024 | 28/03/2025 |
|    |     |     | 0.66 | 07/10/2024 | 28/03/2025 |
|    |     |     | 0.56 | 07/11/2024 | 29/03/2025 |
|    |     |     | 0.58 | 07/12/2024 | 29/03/2025 |
|    |     |     | 0.59 | 07/01/2025 | 29/03/2025 |
|    |     |     | 0.53 | 07/02/2025 | 15/05/2025 |
|    |     |     | 0.47 | 07/03/2025 | #          |
|    |     |     | 0.54 | 07/04/2025 | #          |
| c. | TDS | 94J | 0.46 | 07/05/2024 | 27/03/2025 |
|    |     |     | 0.74 | 07/06/2024 | 27/03/2025 |
|    |     |     | 0.46 | 07/07/2024 | 27/03/2025 |
|    |     |     | 1.12 | 07/08/2024 | 27/03/2025 |
|    |     |     | 0.07 | 07/09/2024 | 28/03/2025 |
|    |     |     | 0.14 | 07/10/2024 | 28/03/2025 |
|    |     |     | 0.16 | 07/11/2024 | 29/03/2025 |
|    |     |     | 0.02 | 07/12/2024 | 29/03/2025 |
|    |     |     | 0.06 | 07/01/2025 | 29/03/2025 |
|    |     |     | 0.09 | 07/02/2025 | 15/05/2025 |
|    |     |     | 0.01 | 07/03/2025 | #          |
|    |     |     | 0.40 | 07/04/2025 | #          |
| d. | TDS | 94H | 0.03 | 07/05/2024 | 27/03/2025 |
|    |     |     | 0.12 | 07/07/2024 | 27/03/2025 |
|    |     |     | 0.01 | 07/08/2025 | 27/03/2025 |
|    |     |     | 0.03 | 07/04/2025 | #          |
| e. | TDS | 94I | 0.09 | 07/05/2024 | 10/07/2024 |
|    |     |     | 0.09 | 07/06/2024 | 10/07/2024 |
|    |     |     | 0.09 | 07/07/2024 | 27/03/2025 |
|    |     |     | 0.09 | 07/08/2024 | 21/10/2024 |
|    |     |     | 0.09 | 07/09/2024 | 28/03/2025 |
|    |     |     | 0.09 | 07/10/2024 | 29/03/2025 |
|    |     |     | 0.09 | 07/11/2024 | 29/03/2025 |
|    |     |     | 0.09 | 07/12/2024 | 29/03/2025 |
|    |     |     | 0.06 | 07/01/2025 | 29/03/2025 |
|    |     |     | 0.12 | 07/02/2025 | 15/05/2025 |
|    |     |     | 0.09 | 07/03/2025 | #          |
| f. | TDS | 94A | 0.08 | 07/06/2024 | 27/03/2025 |
|    |     |     | 0.57 | 07/07/2024 | 27/03/2025 |
|    |     |     | 0.06 | 07/08/2024 | 27/03/2025 |
|    |     |     | 0.15 | 07/09/2024 | 28/03/2025 |
|    |     |     | 0.31 | 07/10/2024 | 28/03/2025 |
|    |     |     | 0.03 | 07/11/2024 | 29/03/2025 |
|    |     |     | 0.12 | 07/12/2024 | 28/03/2025 |
|    |     |     | 0.26 | 07/01/2025 | 29/03/2025 |
|    |     |     | 0.03 | 07/02/2025 | 15/05/2025 |



|    |                |  |       |            |            |
|----|----------------|--|-------|------------|------------|
|    |                |  | 0.13  | 07/03/2025 | #          |
|    |                |  | 1.23  | 30/04/2025 | #          |
| g. | Provident Fund |  | 0.1   | 15/05/2024 | 15/06/2024 |
|    |                |  | 0.1   | 15/06/2024 | 22/06/2024 |
|    |                |  | 0.1   | 15/07/2024 | 24/07/2024 |
|    |                |  | 0.1   | 15/08/2024 | 06/09/2024 |
|    |                |  | 0.1   | 15/09/2024 | 03/10/2024 |
|    |                |  | 0.1   | 15/10/2024 | 28/10/2024 |
|    |                |  | 0.1   | 15/11/2024 | 25/12/2024 |
|    |                |  | 0.1   | 15/12/2024 | 21/01/2025 |
|    |                |  | 0.1   | 15/01/2025 | 21/01/2025 |
|    |                |  | 0.1   | 15/02/2025 | 26/03/2025 |
|    |                |  | 0.1   | 15/03/2025 | 26/03/2025 |
|    |                |  | 0.1   | 15/04/2025 | 12/04/2025 |
| c. | ESIC           |  | 0.002 | 15/05/2024 | 28/05/2024 |
|    |                |  | 0.002 | 15/06/2024 | 22/06/2024 |
|    |                |  | 0.002 | 15/07/2024 | 24/07/2024 |
|    |                |  | 0.002 | 15/08/2024 | 04/09/2024 |
|    |                |  | 0.002 | 15/09/2024 | 03/10/2024 |
|    |                |  | 0.002 | 15/10/2024 | 28/10/2024 |
|    |                |  | 0.002 | 15/11/2024 | 25/12/2024 |
| d. | Profession Tax |  | 0.11  | 30/04/2024 | #          |
|    |                |  | 0.11  | 31/05/2024 | #          |
|    |                |  | 0.11  | 30/06/2024 | #          |
|    |                |  | 0.10  | 31/07/2024 | #          |
|    |                |  | 0.11  | 30/08/2024 | #          |
|    |                |  | 0.10  | 30/09/2024 | #          |
|    |                |  | 0.12  | 31/10/2024 | #          |
|    |                |  | 0.09  | 30/11/2024 | #          |
|    |                |  | 0.10  | 31/12/2024 | #          |
|    |                |  | 0.12  | 31/01/2025 | #          |
|    |                |  | 0.18  | 28/02/2025 | #          |
|    |                |  | 0.12  | 31/03/2025 | #          |

#Not paid till the date of this report

There are no arrears of undisputed statutory dues as at the last day of financial year concerned, outstanding for a period of more than six months from the date they became payable except the followings:

| Name of the statute | Nature of the dues | Amount | Period to which the amount relates | Due Date   | Date of Payment | Remarks, if any |
|---------------------|--------------------|--------|------------------------------------|------------|-----------------|-----------------|
| Profession Tax      | Profession Tax     | 4.67   | Till FY 2023-24                    | 31.03.2024 | #               | -               |
| Profession Tax      | Profession Tax     | 0.11   | April 2024                         | 30.04.2024 | #               | -               |
| Profession Tax      | Profession Tax     | 0.11   | May 2024                           | 31.05.2024 | #               | -               |
| Profession Tax      | Profession Tax     | 0.11   | June 2024                          | 30.06.2024 | #               | -               |
| Profession Tax      | Profession Tax     | 0.10   | July 2024                          | 31.07.2024 | #               | -               |
| Profession Tax      | Profession Tax     | 0.11   | Aug., 2024                         | 31.08.2024 | #               | -               |
| Profession Tax      | Profession Tax     | 0.10   | Sept., 2024                        | 30.09.2024 | #               | -               |

# Not paid till the date of this report

- b) On the basis of books and records examined by us, there are no statutory dues referred to in sub clause (a) above which have not been deposited with appropriate authorities on account of any dispute except the followings:

| Name of Statute | Nature of Dues   | Amount | Period to which the amount relates* | Forum where dispute is pending |
|-----------------|------------------|--------|-------------------------------------|--------------------------------|
| Income Tax Act  | Interest         | 15.55  | 1995-96                             | @                              |
| Income Tax Act  | Tax and Interest | 9.67   | 1996-97                             | @                              |
| Income Tax Act  | Tax and Interest | 3.26   | 1997-98                             | @                              |
| Income Tax Act  | Tax and Interest | 0.92   | 2006-07                             | @                              |
| Income Tax Act  | Tax and Interest | 1.44   | 2017-18                             | #                              |

\*Assessment Year

@ For the above demands, as informed to us, the company has filed waiver petitions before Chief Commissioner of Income Tax for waiver of interest, those petitions are pending to be heard;

The waivers of above demands have been considered in scheme of rehabilitation by BIFR; and the Company has represented before the Tax Recovery officer, to give effect to the order of Honorable BIFR.

# Rectification application is pending with the Jurisdictional Assessing Officer

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. a) On the basis of selective checks carried out during the course of audit, we are of the opinion that the Company has not defaulted in the repayment of loans and other borrowing and in the payment of interest thereon.
- b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority;
- c) In our opinion, the term loan was applied for the purpose for which the loan was obtained raised;
- d) On an overall examination of the Financial Statements of the Company, funds raised on short-term basis have, prima facie, not been used for long-term purposes by the Company;
- e) The Company does not have any Subsidiary, Associate or Joint Venture, hence provisions the paragraph (ix)(e) & (f) of the Order are not applicable to the Company.
- x. a) As per the records of the Company, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, provisions of paragraph 3(x)(a) of the Order are not applicable to the Company.
- b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partially or optionally convertible) during the year. Accordingly, provisions of paragraph 3(x)(b) of the Order are not applicable to the Company.
- xi. a) According to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of our audit;
- b) No report under sub-section 12 of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed in rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto date of this report; and
- c) As per the records of the Company, no whistle blower complaint has been received by the Company during the year and upto date of this report.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, provisions of paragraph 3(xii) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us, transactions with the related parties are in compliance with Section 177 and Section 188 of the Act as 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 nature of its business.
- b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- 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, provisions of paragraph 3(xv) of the Order are not applicable to the Company.
- 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. Accordingly, provisions of paragraph 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.
- b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Direction 2016) and accordingly, provisions of paragraph 3 (xvi) (d) of the Order are not applicable to the Company.
- xvii. The Company has not incurred cash losses during the financial year under audit and immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.

- xix. On the basis of the financial ratios, ageing and expected dates of the realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of 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 the 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 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. In respect of company's Internal Audit:
- a) To the best of our knowledge the company has an internal audit system which is commensurate with the size and nature of its business.
  - b) The audit report of internal auditors was considered while conducting statutory audit.
- xxi. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **K. K. Jhunjunwala & Co.**  
Chartered Accountants  
FRN - 111852W

S/d-  
**CA Surendra Sureka**  
Partner

Membership No. 119433  
UDIN: 25119433BMHPSU2619

Place: Mumbai  
Date: May 21, 2025

## **Annexure B to the Independent Auditor's Report**

Referred to in paragraph 2A(f) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

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

#### **Opinion**

We have audited the internal financial controls over financial reporting of **Tuni Textile Mills Limited** ("the Company") as of 31<sup>st</sup> March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 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 ("the Guidance Note")

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

The Board of Directors of the Company 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 ("the 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, 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.

#### **Auditor's 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") issued by the ICAI and the Standards on Auditing 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 was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Controls system over Financial Reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's Internal Financial Control over Financial Reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's Internal Financial Control over Financial Reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or

timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

For **K. K. Jhunjhunwala & Co.**  
Chartered Accountants  
FRN - 111852W

S/d-  
**CA Surendra Sureka**  
Partner  
Membership No. 119433  
UDIN: 25119433BMHPSU2619

Place: Mumbai  
Date: May 21, 2025

| STANDALONE BALANCE SHEET AS AT MARCH 31, 2025   |          |                      |                      |
|---|----------|----------------------|----------------------|
|   |          | Amount in ₹ in Lakh  |                      |
| PARTICULARS   | Note No. | As at March 31, 2025 | As at March 31, 2024 |
| <b>ASSETS</b>   |          |                      |                      |
| <b>NON-CURRENT ASSETS</b>   |          |                      |                      |
| Property, Plant and Equipment   | 3A       | 72.57                | 90.19                |
| Right-of-use Assets   | 3B       | -                    | 30.02                |
| Investment in Property  | 4        | 9.53                 | 9.53                 |
| Intangible Assets   | 5        | 2.69                 | 1.56                 |
| <b>Financial Assets</b>   |          |                      |                      |
| (i) Other Financial Assets  | 6        | 114.93               | 18.55                |
| (ii) Other Tax Assets (Net)   | 7        | 29.25                | 46.22                |
| (iii) Income Tax Assets (Net)   | 8        | 8.04                 | 2.83                 |
| Other Non-Current Assets  | 9        | 19.35                | 19.35                |
| <b>Total Non-Current Assets</b>   |          | <b>256.35</b>        | <b>218.05</b>        |
| <b>CURRENT ASSETS</b>   |          |                      |                      |
| Inventories   | 10       | 2662.69              | 2337.71              |
| <b>Financial Assets</b>   |          |                      |                      |
| (i) Trade Receivables   | 11       | 1154.72              | 1737.68              |
| (ii) Cash and Cash Equivalents  | 12       | 7.50                 | 3.43                 |
| (iii) Other Financial Assets  | 13       | 1.52                 | 1.68                 |
| Other Current Assets  | 14       | 304.98               | 124.23               |
| <b>Total Current Assets</b>   |          | <b>4131.41</b>       | <b>4204.73</b>       |
| <b>TOTAL ASSETS .....</b>   |          | <b>4387.76</b>       | <b>4422.78</b>       |
| <b>EQUITY AND LIABILITIES</b>   |          |                      |                      |
| <b>SHAREHOLDERS' FUNDS</b>  |          |                      |                      |
| Equity Share Capital  | 15       | 1317.93              | 1317.93              |
| Other Equity  | 16       | 78.46                | 18.51                |
|   |          | <b>1396.39</b>       | <b>1336.44</b>       |
| <b>LIABILITIES</b>  |          |                      |                      |
| <b>NON-CURRENT LIABILITIES</b>  |          |                      |                      |
| <b>Financial Liabilities</b>  |          |                      |                      |
| (i) Borrowings  | 17       | 58.41                | 141.40               |
| (ii) Lease Liability  |          | -                    | 23.69                |
| (iii) Other Financial Liabilities   | 18       | 5.76                 | 4.19                 |
| Provisions  | 19       | 27.09                | 20.94                |
| Other Non-Current Liabilities   |          | -                    | 1.18                 |
| <b>Total Non-Current Liabilities</b>  |          | <b>91.26</b>         | <b>191.40</b>        |
| <b>CURRENT LIABILITIES</b>  |          |                      |                      |
| <b>Financial Liabilities</b>  |          |                      |                      |
| (i) Borrowings  | 20       | 1618.92              | 1135.17              |
| (ii) Lease Liability  |          | -                    | 8.17                 |
| (ii) Trade Payables   |          |                      |                      |
| Total outstanding dues of Micro Enterprises and Small Enterprises   | 21       | 9.58                 | 28.33                |
| Total outstanding dues of Creditors other than Micro Enterprises and Small enterprises  |          | 1217.75              | 1661.18              |
| (iii) Other Financial Liabilities   | 22       | 1.41                 | 13.94                |
| Other Current Liabilities   | 23       | 24.91                | 23.53                |
| Provisions  | 24       | 26.19                | 23.35                |
| Income Tax Liabilities (Net)  | 25       | 1.35                 | 1.27                 |
| <b>Total Current Liabilities</b>  |          | <b>2900.12</b>       | <b>2894.94</b>       |
| <b>TOTAL EQUITY &amp; LIABILITIES .....</b>   |          | <b>4387.76</b>       | <b>4422.78</b>       |
| Contingent Liabilities and Commitments (To the extent not provided for)   |          | 35                   |                      |
| Significant Accounting Policies   |          | 2                    |                      |
| The accompanying Notes form part of Financial Statements  |          | 1 to 50              |                      |
| <div> <div> As per our Report of Even date<br/> For K. K. Jhunjhunwala &amp; Co.<br/> Chartered Accountants<br/> FRN- 111852W<br/> S/d-<br/> <b>CA Surendra Sureka</b><br/> Partner<br/> Membership No: 119433<br/> UDIN: 25119433BMHPSU2619<br/> Mumbai, Date: May 21, 2025 </div> <div> <b>For &amp; on behalf of the Board<br/>of Tuni Textile Mills Ltd.</b><br/><br/> <div> S/d-<br/> <b>Narendra Kr. Sureka</b><br/> Managing Director<br/> (DIN: 01963265) </div> <div> S/d-<br/> <b>Archit Sureka</b><br/> CFO </div> </div> <div> S/d-<br/> <b>Pradeep Kr. Sureka</b><br/> Whole Time Director<br/> (DIN: 01632706) </div> <div> S/d-<br/> <b>Jyoti Kothari</b><br/> Company Secretary </div> </div> |          |                      |                      |



| Standalone Statement of Profit & Loss for the Year ended March 31, 2025       |            |   |                           |
|---|------------|---|---------------------------|
|   |            | Amount in ₹ in Lakh                                     |                           |
| PARTICULARS   | Note No.   | Year Ended March 31, 2025                               | Year Ended March 31, 2024 |
| <b>INCOME</b>   |            |   |                           |
| Revenue from Operations   | 26         | 7649.79   | 5649.84                   |
| Other Income  | 27         | 18.92   | 14.56                     |
| <b>Total Revenue</b>  |            | <b>7668.71</b>  | <b>5664.40</b>            |
| <b>EXPENSES</b>   |            |   |                           |
| Cost of Materials Consumed  | 28         | 240.43  | 471.27                    |
| Purchases of Stock-in-Trade   | 29         | 7010.12   | 4810.88                   |
| Changes in inventories of finished goods, Stock-in-trade and work-in-progress | 30         | (318.04)  | (436.35)                  |
| Employee Benefits Expense   | 31         | 243.48  | 243.70                    |
| Finance Costs   | 32         | 177.66  | 145.32                    |
| Depreciation and Amortization Expense   | 3A, 3B & 5 | 22.12   | 30.50                     |
| Other Expenses  | 33         | 212.69  | 354.57                    |
| <b>Total Expenses</b>   |            | <b>7588.46</b>  | <b>5619.89</b>            |
| <b>PROFIT BEFORE TAXATION</b>   |            | <b>80.25</b>  | <b>44.51</b>              |
| Extra-Ordinary Items  |            | -   | -                         |
| <b>Profit before Tax</b>  |            | <b>80.25</b>  | <b>44.51</b>              |
| <b>TAX EXPENSES</b>   |            |   |                           |
| Current Tax   |            | 26.65   | 16.28                     |
| Deferred Tax Assets   |            | 1.04  | (5.39)                    |
| Tax adjustments for earlier years   |            | (4.09)  | 1.51                      |
| <b>Net Profit/(Loss) for the Year</b>   |            | <b>56.65</b>  | <b>32.11</b>              |
| <b>Other Comprehensive Income</b>   |            |   |                           |
| <b>Items that will not be reclassified to Profit or Loss</b>                  |            |   |                           |
| Re-measurement of post-employment benefit obligations                         |            | 4.46  | 6.37                      |
| Less: Income tax relating to above item                                       |            | 1.16  | 1.66                      |
| <b>Total other Comprehensive Income</b>                                       |            | <b>3.30</b>   | <b>4.71</b>               |
| <b>Total Comprehensive Income for the period</b>                              |            | <b>59.95</b>  | <b>36.82</b>              |
| <b>Earnings Per Equity Share:</b>   | 34         |   |                           |
| Basic and Diluted (FV of ₹ 1/- each, PY ₹ 1/- each)                           |            | 0.040   | 0.025                     |
| Contingent Liabilities and Commitments<br>(To the extent not provided for)    | 35         |   |                           |
| Significant Accounting Policies   | 2          |   |                           |
| The accompanying notes form part of Financial Statements                      | 1 to 50    |   |                           |
| As per our Report of Even date  |            | For & on behalf of the Board of Tuni Textile Mills Ltd. |                           |
| <b>For K. K. Jhunhunwala &amp; Co.</b>  |            |   |                           |
| Chartered Accountants   |            |   |                           |
| FRN- 111852W  |            |   |                           |
| S/d-  |            | S/d-  | S/d-                      |
| <b>CA Surendra Sureka</b>   |            | <b>Narendra Kr. Sureka</b>                              | <b>Pradeep Kr. Sureka</b> |
| Partner   |            | Managing Director                                       | Whole Time Director       |
| Membership No: 119433   |            | (DIN: 01963265)   | (DIN: 01632706)           |
| UDIN: 25119433BMHPSU2619  |            |   |                           |
| Mumbai, Date: May 21, 2025  |            | S/d-  | S/d-                      |
|   |            | <b>Archit Sureka</b>                                    | <b>Jyoti Kothari</b>      |
|   |            | CFO   | Company Secretary         |

Amount in ₹ in Lakh

| Statement of Cash Flow Annexed to the Balance Sheet for the Year ended March 31, 2025 |                              |                              |
|---|------------------------------|------------------------------|
| PARTICULARS   | Year Ended March<br>31, 2025 | Year Ended March<br>31, 2024 |
| <b>A. <u>Cash Flow from Operating Activities</u></b>                                  |                              |                              |
| <i>Net Profit before Tax and Extra-Ordinary Items</i>                                 | 80.25                        | 44.51                        |
| <i>Adjustments for</i>  |                              |                              |
| Depreciation & Amortization Expenses  | 22.12                        | 30.50                        |
| Profit / Loss on Sale of Property, Plant and Equipments                               | -                            | (2.17)                       |
| Interest Income   | (5.51)                       | (0.71)                       |
| Unrealised Exchange (Gain)/Loss   | (0.41)                       | (0.17)                       |
| Gain on termination of Lease  | -                            | (0.24)                       |
| Allowance for Doubtful Debts  | -                            | 4.77                         |
| Interest and other Borrowing Cost   | 177.66                       | 145.32                       |
| <b><i>Operating Profit before Working Capital changes</i></b>                         | <b>274.11</b>                | <b>221.81</b>                |
| <b><u>Adjustments for Working Capital Changes</u></b>                                 |                              |                              |
| Trade Receivables   | 582.96                       | (697.50)                     |
| Other Receivable  | (180.75)                     | (12.65)                      |
| Inventories   | (324.98)                     | (374.05)                     |
| Trade Payables  | (462.18)                     | 784.82                       |
| Non-Current Provision   | 6.15                         | -                            |
| Other Non-current liabilities   | (1.18)                       | -                            |
| Other Payables  | 4.21                         | (22.59)                      |
| <b><i>Cash Generated from Operations</i></b>  | <b>(101.66)</b>              | <b>(100.16)</b>              |
| Deferred Tax Adjustments  | 15.94                        | -                            |
| Direct Taxes Paid   | (21.40)                      | (7.49)                       |
| <b><i>Net Cash Flow from Operating Activities</i></b>                                 | <b>(107.12)</b>              | <b>(107.65)</b>              |
| <b>B. <u>Cash Flow From Investing Activities</u></b>                                  |                              |                              |
| Purchase of Fixed Assets  | (5.84)                       | (12.66)                      |
| Sale of Fixed Assets  | 30.02                        | 2.75                         |
| (Purchase) / Sale of Investments (Net)  | -                            | -                            |
| Interest Income   | 2.94                         | 0.05                         |
| Payment for Other Financial Assets  | (96.39)                      | -                            |
| Proceeds from Other Financial Assets  | 0.15                         | -                            |
| <b><i>Net Cash from Investing Activities</i></b>                                      | <b>(69.11)</b>               | <b>(9.86)</b>                |
| <b>C. <u>Cash Flow from Financing Activities</u></b>                                  |                              |                              |
| Proceeds from issue of Share Capital  | -                            | -                            |
| Proceeds from Long Term Borrowings  | -                            | 124.77                       |
| Repayment of Long Term Borrowings   | (82.99)                      | (276.82)                     |
| Proceeds from Short Term Borrowings   | 483.76                       | 247.77                       |
| Repayment of Short Term Borrowings  | -                            | (67.16)                      |
| Repayment of Lease Liability  | (31.86)                      | (7.31)                       |
| Change in Working Capital Borrowing from Banks  | -                            | 239.87                       |
| Proceed From Other Financial Liability  | 1.57                         | -                            |
| Repayment of other financial liabilities  | (12.54)                      | -                            |
| Interest Paid   | (177.66)                     | (144.12)                     |
| <b><i>Net Cash used in Financing Activities</i></b>                                   | <b>180.29</b>                | <b>117.00</b>                |
| <b><i>Net Increase in Cash &amp; Cash Equivalents (A+B+C)</i></b>                     | <b>4.06</b>                  | <b>(0.51)</b>                |
| Opening Balance of Cash & Cash Equivalents  | 3.43                         | 3.94                         |
| Closing Balance of Cash & Cash Equivalents  | 7.49                         | 3.43                         |

**Notes on Cash Flow Statement:**

- The above cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard 7 on "Statement of Cash Flow" notified u/s 133 of Companies Act, 2013 ("Act") read with relevant rules issued thereunder and the relevant provisions of the Act.
- Change in Liabilities arising from Financing Activities:**
- All the figures in brackets are Outflows
- Previous year's figures have been regrouped wherever necessary.

|  |  |                     |
|--|--|---------------------|
| Significant Accounting Policies                          | 2  |                     |
| The accompanying notes form part of Financial Statements | 1 to 50  |                     |
| As per our Report of Even date                           | For & on behalf of the Board of Directors of Tuni Textile Mills Ltd. |                     |
| For K. K. Jhunhunwala & Co.                              |  |                     |
| Chartered Accountants                                    | S/d-   | S/d-                |
| FRN- 111852W   | Narendra Kr. Sureka  | Pradeep Kr. Sureka  |
|  | Managing Director  | Whole Time Director |
|  | (DIN: 01963265)  | (DIN: 01632706)     |
| S/d-   |  |                     |
| CA Surendra Sureka                                       |  |                     |
| Partner  |  |                     |
| Membership No: 119433                                    |  |                     |
| UDIN: 25119433BMHPSU2619                                 | S/d-   | S/d-                |
|  | Archit Sureka  | Jyoti Kothari       |
|  | CFO  | Company Secretary   |
| Mumbai, Date: May 21, 2025                               |  |                     |

## Statement of Changes in Equity for the Year ended March 31, 2025

| PARTICULARS  |                    |                             |  |   |                |
|--|--------------------|-----------------------------|--|---|----------------|
| <b>A. Equity Share Capital</b>   |                    |                             |  |   |                |
| Balance as at April 1, 2023  |                    |                             |  |   | 1317.93        |
| Changes during the year  |                    |                             |  |   | -              |
| <b>Balance as at March 31, 2024</b>  |                    |                             |  |   | <b>1317.93</b> |
| Balance as at April 1, 2024  |                    |                             |  |   | 1317.93        |
| Changes during the year  |                    |                             |  |   | -              |
| <b>Balance as at March 31, 2025</b>  |                    |                             |  |   | <b>1317.93</b> |
| <b>B. Other Equity</b>   |                    |                             |  |   |                |
| Particulars  | Reserves & Surplus |                             |  | Other Comprehensive Income  | Total          |
|  | Capital Reserve    | Securities Premium Reserves | Retained Earnings  |   |                |
| Balance at the Opening of Reporting Period i.e. 1 <sup>st</sup> April 2024   | 45.00              | 75.86                       | (129.13)   | 26.78   | 18.51          |
| Profit for the Year  | -                  | -                           | 56.65  | -   | 56.65          |
| Other Comprehensive Income for the Year*   | -                  | -                           | -  | 3.30  | 3.30           |
| <b>Balance at the end of Reporting Period i.e. 31<sup>st</sup> March 2025</b>  | <b>45.00</b>       | <b>75.86</b>                | <b>(72.48)</b>   | <b>30.08</b>  | <b>78.46</b>   |
| Balance at the Opening of Reporting Period i.e. 1 <sup>st</sup> April 2023   | 45.00              | 75.86                       | (161.23)   | 22.07   | (18.30)        |
| Profit for the Year  | -                  | -                           | 32.10  | -   | 32.10          |
| Other Comprehensive Income for the Year*   | -                  | -                           | -  | 4.71  | 4.71           |
| <b>Balance at the end of Reporting Period i.e. 31<sup>st</sup> March 2024</b>  | <b>45.00</b>       | <b>75.86</b>                | <b>(129.13)</b>  | <b>26.78</b>  | <b>18.51</b>   |
| *Movement in other comprehensive income relates to re-measurements of the net defined benefit plans  |                    |                             |  |   |                |
| <b>Nature of Reserves:</b>   |                    |                             |  |   |                |
| a) Securities Premium Reserve: Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013. |                    |                             |  |   |                |
| b) Retained Earnings: Retained earnings are the profits that the Company has earned till date, less any transfers to other reserve, dividends or other distributions paid to shareholders.       |                    |                             |  |   |                |
| c) Capital Reserve: The reserve is utilised in accordance with the provision of the Companies Act, 2013.   |                    |                             |  |   |                |
| Contingent Liabilities and Commitments (To the extent not provided for)  |                    | 35                          |  |   |                |
| Significant Accounting Policies  |                    | 2                           |  |   |                |
| The accompanying notes form part of Financial Statements   |                    | 1 to 50                     |  |   |                |
| As per our Report of Even date<br><b>For K. K. Jhunhunwala &amp; Co.</b><br>Chartered Accountants<br>FRN- 111852W  |                    |                             | <b>For &amp; on behalf of the Board of Tuni Textile Mills Ltd.</b>         |   |                |
| S/d-<br><b>CA Surendra Sureka</b><br>Partner<br>Membership No: 119433<br>UDIN: 25119433BMHPSU2619  |                    |                             | S/d-<br><b>Narendra Kr. Sureka</b><br>Managing Director<br>(DIN: 01963265) | S/d-<br><b>Pradeep Kr. Sureka</b><br>Whole Time Director<br>(DIN: 01632706) |                |
| Mumbai, Date: May 21, 2025   |                    |                             | S/d-<br><b>Archit Sureka</b><br>CFO  | S/d-<br><b>Jyoti Kothari</b><br>Company Secretary                           |                |

(All amounts are in ₹ in Lakh except share data and unless otherwise stated)

## TUNI TEXTILE MILLS LIMITED

### Notes to the financial statements for the year ended 31<sup>st</sup> March 2025

#### Note 1: CORPORATE INFORMATION

Tuni Textile Mills Limited ("the Company") is a public limited Company domiciled in India with its registered office at Unit No. 207, 2<sup>nd</sup> Floor, Building No. 3A, Mittal Industrial Estate, Andheri Kurla Road, Andheri (E), Mumbai 400 059. The Company is listed on the BSE Limited (BSE). The Company is manufacturer of grey Fabrics.

#### Note 2: MATERIAL ACCOUNTING POLICIES

##### 2.1) STATEMENT OF COMPLIANCE

- a) These 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 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.
- b) The financial statements of the Company for the year ended 31<sup>st</sup> March, 2024 were approved for issue in accordance with the resolution of the Board of Directors on 28<sup>th</sup> May 2024.

##### 2.2) BASIS OF PREPARATION & MEASUREMENT

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The financial statements have been prepared on a historical cost basis, except for the following:

- a) Certain financial assets and liabilities that are measured at fair value (refer- Accounting policy regarding financial instruments).
- b) Defined benefit plans –present value of defined benefit obligation unless otherwise indicated.

The Company's accounting policies and disclosures require the measurement of fair values for, both financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Further information about the assumptions made in measuring fair values is included in the Note 43.

##### 2.3) FUNCTIONAL AND PRESENTATION CURRENCY

These financial statements are presented in Indian Rupees, the functional currency of the Company. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated. Items included in the financial statements of

the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency').

## 2.4) REVENUE RECOGNITION

The Company derives revenues primarily from sale of manufactured goods.

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the retrospective effect method. The adoption of the new standard did not have a material impact on the Company.

### Sale of Goods

Revenue from sale of products is recognised when control of the products has transferred, being when the products are delivered to the customer. Delivery occurs when the products have been shipped or delivered to the specific location as the case may be, the risks of loss has been transferred, and either the customer has accepted the products in accordance with the sales contract, or the Company has objective evidence that all criteria for acceptance have been satisfied. Sale of products includes related ancillary services, if any.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

### Sale of Services

Revenue from services is recognized by measuring progress towards satisfaction of performance obligation for the services rendered.

### Other operating revenue - Export incentives

The benefits, on account of entitlement to import duty free raw material under the Advance License Scheme in respect of goods already exported, are not valued and brought into the books in the year of export. The raw materials are recorded at cost at which they are procured in the year of import.

The benefits under FMS/FPS/Incremental Export Incentivisation Scheme and Duty Drawback Scheme are recognized when the exports are made.

## 2.5) EMPLOYEE BENEFITS

### a) Short term employee benefits

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Short-term benefits such as salaries, wages, bonus, ex gratia, short-term compensation absences, etc., are determined on an undiscounted basis and recognized in the period in which the employee renders the related service.

### b) Post-Employment Benefits

#### Defined Contribution Plans

Obligations for contributions to defined contribution plans such as Provident Fund maintained with Regional Provident Fund Office and Employees State Insurance Corporation ('ESIC') are expensed as the related service is provided.

#### Defined Benefit Plans

The following post – employment benefit plans are covered under the defined benefit plans:

- Gratuity Fund

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method.



Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income.

**c) Other Long-Term Employee Benefits**

**Compensated Absences**

The Company does not have any leave encashment policy. Further any unutilized leave at the end of the year is lapsed and not eligible for carry forward.

**2.6) FOREIGN CURRENCY TRANSACTIONS AND TRANSLATION**

Transactions in foreign currencies are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items (assets and liabilities) are restated using the exchange rate prevailing at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to finance costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

**2.7) ACCOUNTING FOR TAXES ON INCOME**

Income tax expense for the period comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

MAT credit entitlement is recognized and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

**2.8) PROPERTY, PLANT & EQUIPMENT**

Property, plant and equipment are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of purchase price and any attributable cost such as duties, freight, borrowing costs, erection and commissioning expenses incurred in bringing the asset to its working condition for its intended use. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

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. All other repairs and maintenance are charged to the Statement of profit and loss during the period in which they are incurred.

Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the Statement of profit and loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

## **2.9) INTANGIBLE ASSETS**

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

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 entity and the cost can be measured reliably.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

## **2.10) INVESTMENT PROPERTIES**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

## **2.11) DEPRECIATION**

Depreciation on Property, Plant & Equipment is provided on straight line method at the rates and in the manner specified in Schedule II to the Companies Act, 2013. In the case of revalued assets, depreciation is calculated on straight line method on the revalued amounts as determined by the valuer.

Depreciation on Property, Plant & Equipment added/disposed-off/discarded during the period has been provided on the pro-rata basis with reference to the date of addition/disposal/discarding.

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

## **2.12) AMORTIZATION**

Intangible assets (Application Software) acquired by the Company are amortised on a straight line basis over its useful life i.e. three years, as decided by the management.

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

## **2.13) BORROWING COSTS**

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

**2.14) LEASES****As a Lessee**

The Company assesses whether a contract is, or contains a lease, at inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: i) the contract involves the use of an identified asset ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and iii) the Company has the right to direct the use of the asset.

At the commencement date of the lease, the Company recognises a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is lessee, except for short-term leases (leases with a term of twelve months or less), leases of low value assets and, for contract where the lessee and lessor has right to terminate a lease without permission from the other party with no more than an insignificant penalty. The lease expense of such short-term leases, low value assets leases and cancellable leases, are recognised as an operating expense on a straight-line basis over the term of the lease.

At commencement date, lease liability is measured at the present value of the lease payments to be paid during non-cancellable period of the contract, discounted using the incremental borrowing rate. The right-of-use assets is initially recognised at the amount of the initial measurement of the corresponding lease liability, lease payments made at or before commencement date less any lease incentives received and any initial direct costs.

Subsequently the right-of-use asset is measured at cost less accumulated depreciation and any impairment losses. Lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using effective interest rate method) and reducing the carrying amount to reflect the lease payments made. The right-of-use asset and lease liability are also adjusted to reflect any lease modifications or revised in-substance fixed lease payments.

**2.15) PROVISION, CONTINGENT LIABILITIES & CONTINGENT ASSETS**

Provisions are recognized when the Company has a present obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arise from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is probable that an outflow of resources will not be required to settle the obligation. However, if the possibility of outflow of resources, arising out of present obligation, is remote, it is not even disclosed as contingent liability. The company does not recognize a contingent liability but discloses its existence in the financial statement.

Contingent assets are neither recognized nor disclosed in the financial statements.

**2.16) IMPAIRMENT OF NON-FINANCIAL ASSETS**

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Cash generating units ("CGU"). The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, 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 or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognised in profit or loss. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognized.

**2.17) EARNINGS PER SHARE**

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted-average number of equity shares outstanding during the period. The weighted-average number of equity

shares outstanding during the period and for all years presented is adjusted for events such as bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted-average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## 2.18) INVENTORIES

Inventories are valued at lower of cost and estimated net realisable value. Obsolete, defective and unserviceable stocks are provided for. Materials-in-process are valued at raw material cost and estimated cost of conversion. Cost of finished goods includes conversion and other costs incurred in bringing the inventories to their present location and condition

Cost of Inventories is computed on FIFO basis. Goods in transit, if any, are stated at actual cost incurred up to the date of balance sheet.

## 2.19) FINANCIAL INSTRUMENTS

### I. FINANCIAL ASSETS

#### A) Initial Recognition And Measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction costs are attributed to the acquisition value of the financial asset. Trade receivables and debt securities are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

#### B) Classification And Subsequent Measurement

- a) **Amortised cost:** A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- b) **Fair value through other comprehensive income (FVOCI):** A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- c) **Fair value through profit and loss (FVTPL):** A financial asset which is not classified in any of the above categories is measured at FVTPL.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

#### C) Cash And Bank Balances

- i. **Cash and Cash Equivalents** which includes cash in hand, deposits held at call with banks and other short term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have maturities of 3 months or less from the date of such deposits. These balances with banks are unrestricted for withdrawal and usage.
- ii. **Other Bank Balances** which includes balances and deposits with banks that are restricted for withdrawal and usage.

#### D) Equity Instruments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

**E) Trade Receivables and Loans**

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

**F) Debt Instruments**

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till de-recognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

**G) Impairment of Financial Asset**

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, security deposits, bank deposits and bank balance.
- b) Trade receivables

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

**H) Income recognition****Interest Income**

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and effective interest rate applicable.

**Dividend Income**

Dividend income from investments is recognised when the right to receive payment has been established.

**II. FINANCIAL LIABILITIES****A) Initial Recognition And Measurement**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

**B) Classification And Subsequent Measurement**

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss; are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

**C) De-Recognition of Financial Instruments**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

**III. Offsetting of Financial Assets and Financial Liabilities**

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

**2A RECENT INDIAN ACCOUNTING STANDARDS (IND AS)**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2025, MCA has not notified any new Standard or amended any existing standard which are applicable from April 1, 2024.

**2B SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

- a) The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities prospectively.
- b) Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:
  - i. Measurement of defined benefit obligations - Note 20
  - ii. Measurement and likelihood of occurrence of provisions and contingencies - Note 20 & 27 and 38
  - iii. Recognition of Deferred Tax Liabilities - Note 7



## Schedule 3A : Property, Plant &amp; Equipment

| Particulars                   | GROSS BLOCK              |                           |                         |                      | DEPRECIATION         |              |                           |                      | NET BLOCK            |
|-------------------------------|--------------------------|---------------------------|-------------------------|----------------------|----------------------|--------------|---------------------------|----------------------|----------------------|
|                               | Cost as on April 1, 2024 | Additions During the Year | Deductions for the Year | As on March 31, 2025 | Up to March 31, 2024 | For the Year | Written back for the Year | Up to March 31, 2025 | As on March 31, 2025 |
| <b><u>Tangible Assets</u></b> |                          |                           |                         |                      |                      |              |                           |                      |                      |
| Leasehold Land                | 1.99                     | -                         | -                       | 1.99                 | 0.25                 | -            | -                         | 0.25                 | 1.74                 |
| Factory Building              | 50.76                    | -                         | -                       | 50.76                | 45.88                | -            | -                         | 45.88                | 4.88                 |
| Office Premises               | 7.31                     | -                         | -                       | 7.31                 | 1.40                 | 0.17         | -                         | 1.58                 | 5.73                 |
| Plant & Machineries           | 261.09                   | 1.89                      | -                       | 262.97               | 190.85               | 18.58        | -                         | 209.42               | 53.55                |
| Electrical Equipments         | 8.17                     | -                         | -                       | 8.17                 | 6.72                 | 0.23         | -                         | 6.95                 | 1.22                 |
| Furniture & Fixtures          | 3.23                     | -                         | -                       | 3.23                 | 0.29                 | 0.31         | -                         | 0.6                  | 2.63                 |
| Office Equipments             | 6.01                     | 1.03                      | -                       | 7.04                 | 4.44                 | 0.67         | -                         | 5.11                 | 1.93                 |
| Computers                     | 9.44                     | 0.68                      | -                       | 10.13                | 8.32                 | 1.13         | -                         | 9.45                 | 0.68                 |
| Vehicles                      | 0.94                     | -                         | -                       | 0.94                 | 0.60                 | 0.11         | -                         | 0.71                 | 0.23                 |
| <b>Total as on 31-03-2024</b> | <b>348.94</b>            | <b>3.60</b>               | <b>-</b>                | <b>352.54</b>        | <b>258.75</b>        | <b>21.20</b> | <b>-</b>                  | <b>279.95</b>        | <b>72.57</b>         |

| Particulars                   | GROSS BLOCK              |                           |                         |                      | DEPRECIATION         |              |                           |                      | NET BLOCK            |
|-------------------------------|--------------------------|---------------------------|-------------------------|----------------------|----------------------|--------------|---------------------------|----------------------|----------------------|
|                               | Cost as on April 1, 2023 | Additions During the Year | Deductions for the Year | As on March 31, 2024 | Up to March 31, 2023 | For the Year | Written back for the Year | Up to March 31, 2024 | As on March 31, 2024 |
| <b><u>Tangible Assets</u></b> |                          |                           |                         |                      |                      |              |                           |                      |                      |
| Leasehold Land                | 1.99                     | -                         | -                       | 1.99                 | 0.22                 | 0.03         | 0.00                      | 0.25                 | 1.74                 |
| Factory Building              | 50.76                    | -                         | -                       | 50.76                | 45.88                | -            | 0.00                      | 45.88                | 4.88                 |
| Office Premises               | 7.31                     | -                         | -                       | 7.31                 | 1.22                 | 0.19         | 0.00                      | 1.41                 | 5.90                 |
| Plant & Machineries           | 253.01                   | 8.08                      | -                       | 261.08               | 173.08               | 17.77        | 0.01                      | 190.84               | 70.24                |
| Electrical Equipments         | 8.17                     | -                         | -                       | 8.17                 | 6.49                 | 0.23         | 0.00                      | 6.72                 | 1.45                 |
| Furniture & Fixtures          | 0.79                     | 2.44                      | -                       | 3.23                 | 0.18                 | 0.11         | 0.00                      | 0.29                 | 2.94                 |
| Office Equipments             | 5.56                     | 0.45                      | -                       | 6.01                 | 4.02                 | 0.42         | 0.00                      | 4.44                 | 1.57                 |
| Computers                     | 8.49                     | 0.95                      | -                       | 9.45                 | 7.38                 | 0.94         | 0.00                      | 8.32                 | 1.13                 |
| Vehicles                      | 8.87                     | -                         | 7.93                    | 0.94                 | 7.01                 | 0.94         | 7.35                      | 0.60                 | 0.34                 |
| <b>Total as on 31-03-2024</b> | <b>344.95</b>            | <b>11.92</b>              | <b>7.93</b>             | <b>348.94</b>        | <b>245.48</b>        | <b>20.63</b> | <b>7.36</b>               | <b>258.75</b>        | <b>90.19</b>         |

**3A(i) Security**

Property, plant and equipment are hypothecated /pledged against Borrowings refer Note 17 & 22

**Schedule 3B : Right to Use Assets**

| Particulars  | GROSS BLOCK              |                           |                         |                      | DEPRECIATION         |              |                           | NET BLOCK            |                      |
|--------------|--------------------------|---------------------------|-------------------------|----------------------|----------------------|--------------|---------------------------|----------------------|----------------------|
|              | Cost as on April 1, 2023 | Additions During the Year | Deductions for the Year | As on March 31, 2025 | Up to March 31, 2025 | For the Year | Written back for the Year | Up to March 31, 2025 | As on March 31, 2025 |
| Buildings    | 40.57                    | -                         | -                       | 40.57                | 10.55                | -            | -                         | 10.55                | 30.02                |
| <b>Total</b> | <b>40.57</b>             | <b>-</b>                  | <b>-</b>                | <b>40.57</b>         | <b>10.55</b>         | <b>-</b>     | <b>-</b>                  | <b>10.55</b>         | <b>30.02</b>         |

| Particulars  | GROSS BLOCK              |                           |                         |                      | DEPRECIATION |                           |                      | NET BLOCK            |                      |
|--------------|--------------------------|---------------------------|-------------------------|----------------------|--------------|---------------------------|----------------------|----------------------|----------------------|
|              | Cost as on April 1, 2022 | Additions During the Year | Deductions for the Year | As on March 31, 2024 | For the Year | Written back for the Year | Up to March 31, 2024 | As on March 31, 2024 | As on March 31, 2024 |
| Buildings    | 21.86                    | 32.07                     | 13.36                   | 40.57                | 9.58         | 4.71                      | 10.55                | 30.02                | 16.18                |
| <b>Total</b> | <b>21.86</b>             | <b>32.07</b>              | <b>13.36</b>            | <b>40.57</b>         | <b>9.58</b>  | <b>4.71</b>               | <b>10.55</b>         | <b>30.02</b>         | <b>16.18</b>         |

**Immovable Property**

(Construction of residential flat has not been completed and hence depreciation has not been taken. Uncalled and unpaid amount is Rs. 14,22,500/-).

In view of the non-completion of residential flat, the fair value has not been obtained.)

**Note 5: Intangible Assets**

| Particulars                   | GROSS BLOCK              |                           |                         |                      | DEPRECIATION         |              |                           | NET BLOCK            |                      |
|-------------------------------|--------------------------|---------------------------|-------------------------|----------------------|----------------------|--------------|---------------------------|----------------------|----------------------|
|                               | Cost as on April 1, 2023 | Additions During the Year | Deductions for the Year | As on March 31, 2025 | Up to March 31, 2024 | For the Year | Written back for the Year | Up to March 31, 2025 | As on March 31, 2025 |
| Software                      | 2.45                     | 2.25                      | -                       | 4.70                 | 1.09                 | 0.91         | -                         | 2.00                 | 2.70                 |
| <b>Total as on 31-03-2025</b> | <b>2.45</b>              | <b>2.25</b>               | <b>-</b>                | <b>4.70</b>          | <b>1.09</b>          | <b>0.91</b>  | <b>-</b>                  | <b>2.00</b>          | <b>2.70</b>          |

| Particulars                   | GROSS BLOCK              |                           |                         |                      | DEPRECIATION         |              |                           | NET BLOCK            |                      |
|-------------------------------|--------------------------|---------------------------|-------------------------|----------------------|----------------------|--------------|---------------------------|----------------------|----------------------|
|                               | Cost as on April 1, 2021 | Additions During the Year | Deductions for the Year | As on March 31, 2024 | Up to March 31, 2023 | For the Year | Written back for the Year | Up to March 31, 2024 | As on March 31, 2023 |
| Software                      | 2.45                     | -                         | -                       | 2.45                 | 0.79                 | 0.30         | -                         | 1.09                 | 1.36                 |
| <b>Total as on 31-03-2024</b> | <b>2.45</b>              | <b>-</b>                  | <b>-</b>                | <b>2.45</b>          | <b>0.79</b>          | <b>0.30</b>  | <b>-</b>                  | <b>1.09</b>          | <b>1.36</b>          |

**Note 4: INVESTMENT IN PROPERTY**

| Particulars   | As at March<br>31, 2025 | As at March<br>31, 2024 |
|---|-------------------------|-------------------------|
| Immovable Properties* [refer note no.34(b)(i)]  | 9.53                    | 9.53                    |
| <b>TOTAL ....</b>   | <b>9.53</b>             | <b>9.53</b>             |
| * Residential flat has not been completed, hence depreciation has not taken. Uncalled and unpaid amt. is ₹ 14,22,500/-. |                         |                         |
| # Since fair value is higher than carrying value, therefore impairment/depreciation not required to be provided.        |                         |                         |
| In view of the non-completion of residential Flat, the Fair Value has not been obtained.                                |                         |                         |

**Note 6: OTHER NON-CURRENT FINANCIAL ASSETS**

(Unsecured, considered good unless otherwise stated)

|  |               |              |
|--|---------------|--------------|
| Security Deposits  | 19.89         | 5.84         |
| Security Deposits – Lease  | -             | 2.64         |
| Long term deposits with banks having maturity more than 12 months* | 92.47         | 8.20         |
| Interest Accrued on Fixed Deposits                                 | 2.57          | 1.87         |
| <b>TOTAL ....</b>  | <b>114.93</b> | <b>18.55</b> |

**Note 7: DEFERRED TAX ASSETS (Net)**

|                   |              |              |
|-------------------|--------------|--------------|
| Deferred Tax      | 29.25        | 46.22        |
| <b>TOTAL ....</b> | <b>29.25</b> | <b>46.22</b> |

**Note 8: INCOME TAX ASSETS (NET)**

| Particulars                            | As at March<br>31, 2025 | As at March<br>31, 2024 |
|--|-------------------------|-------------------------|
| Tax Paid (Net of Provisions for Taxes) | 8.04                    | 2.83                    |
| <b>TOTAL ....</b>                      | <b>8.04</b>             | <b>2.83</b>             |

**Note 9: OTHER NON-CURRENT ASSETS**

| Particulars       | As at March<br>31, 2025 | As at March<br>31, 2024 |
|-------------------|-------------------------|-------------------------|
| Capital Advances  | 19.35                   | 19.35                   |
| <b>TOTAL ....</b> | <b>19.35</b>            | <b>19.35</b>            |

**Note 10: INVENTORIES**

(Refer Note 2.18)

|                              |                |                |
|------------------------------|----------------|----------------|
| Raw Materials and components | 229.63         | 222.35         |
| Work-in-progress             | 26.93          | 37.83          |
| Finished goods               | 1917.62        | 1607.06        |
| Stock in Trade               | 420.65         | 402.27         |
| Stores and spares            | 67.86          | 68.20          |
| <b>TOTAL ....</b>            | <b>2662.69</b> | <b>2337.71</b> |

**Note 11: TRADE RECEIVABLES**

|  |                |                |
|--|----------------|----------------|
| Trade receivable considered good - Unsecured   | 1172.21        | 1752.08        |
| Trade receivable - Credit impaired             | 9.44           | 12.53          |
|  | <b>1181.65</b> | <b>1764.61</b> |
| Less: Allowance for doubtful trade receivables | 26.93          | 26.93          |
| <b>TOTAL ....</b>                              | <b>1154.72</b> | <b>1737.68</b> |

**Trade Receivables ageing schedules for the year ended 31<sup>st</sup> March, 2025 and 31<sup>st</sup> March 2024**

| Particulars                                   | Less<br>than 6<br>Months | 6<br>Months<br>to 1<br>Year | 1-2<br>Years | 2-3<br>Years | More<br>than 3<br>Years | Total   |
|---|--------------------------|-----------------------------|--------------|--------------|-------------------------|---------|
| Undisputed Trade Receivable - Considered Good | 1155.62                  | 0.77                        | 4.62         | 3.00         | 8.20                    | 1172.21 |
|   | 1722.35                  | 9.35                        | 3.31         | 0.87         | 16.20                   | 1752.08 |
| Undisputed Trade Receivable - Credit Impaired | -                        | -                           | -            | -            | 9.44                    | 9.44    |
|   | -                        | -                           | -            | -            | 12.53                   | 12.53   |

|                                 |         |      |      |      |       |                |
|---------------------------------|---------|------|------|------|-------|----------------|
| Total...                        | 1155.62 | 0.77 | 4.62 | 3.00 | 17.64 | 1181.65        |
|                                 | 1722.35 | 9.35 | 3.31 | 0.87 | 16.20 | 1764.61        |
| Less: Allowances to Credit Loss |         |      |      |      |       | 26.93          |
|                                 |         |      |      |      |       | 26.93          |
| <b>Net Receivables</b>          |         |      |      |      |       | <b>1154.72</b> |
|                                 |         |      |      |      |       | <b>1737.68</b> |

Note: Figures in italics represent the figures for Previous Year

|  |             |             |
|--|-------------|-------------|
| <b>Note 12: CASH AND BANK BALANCES</b> |             |             |
| Cash and Cash equivalents              |             |             |
| Balances with Bank                     | 1.89        | 3.14        |
| Cash on hand                           | 5.61        | 0.29        |
| <b>TOTAL ....</b>                      | <b>7.50</b> | <b>3.43</b> |

|  |             |             |
|--|-------------|-------------|
| <b>Note 13: OTHER CURRENT FINANCIAL ASSETS</b> |             |             |
| Others   | 1.52        | 1.68        |
| <b>TOTAL ....</b>                              | <b>1.52</b> | <b>1.68</b> |

|  |               |               |
|--|---------------|---------------|
| <b>Note 14: OTHER CURRENT ASSETS</b>                 |               |               |
| (Unsecured, considered good unless otherwise stated) |               |               |
| Advance to Staff                                     | 7.84          | 11.24         |
| Advance to suppliers                                 | 19.88         | 56.53         |
| GST Receivable                                       | 62.61         | 52.95         |
| Prepaid Expenses                                     | 0.58          | 1.37          |
| Advances   | 214.07        | 2.14          |
| <b>TOTAL ....</b>                                    | <b>304.98</b> | <b>124.23</b> |

| <b>Note 15: EQUITY</b>   |                       |                   |                       |                   |
|--|-----------------------|-------------------|-----------------------|-------------------|
| Particulars  | As At March 31, 2025  |                   | As At March 31, 2024  |                   |
|  | Number                | Amount            | Number                | Amount            |
| <b>Authorised:</b>   |                       |                   |                       |                   |
| Equity Shares of ₹ 1/- each  | 13,50,00,000          | 1350.00           | 13,50,00,000          | 1350.00           |
| <b>Issued, Subscribed &amp; Paid-up</b>  |                       |                   |                       |                   |
| Equity Shares of ₹ 1/- each  | 13,06,31000           | 1306.31           | 13,06,31000           | 1306.31           |
| Add: Forfeited Shares (amount originally paid up in respect of 2,27,500 shares)  |                       | 11.62             |                       | 11.62             |
| <b>TOTAL ....</b>  | <b>1306.31</b>        | <b>1317.93</b>    | <b>1306.31</b>        | <b>1317.93</b>    |
| a) During the current year and in the previous year, there have been no movements in the numbers of equity shares outstanding.   |                       |                   |                       |                   |
| b) Details of Shareholders holding more than 5% of shares of the company   |                       |                   |                       |                   |
|  | Number of Shares held | % of Shareholding | Number of Shares held | % of Shareholding |
| Late Prabhudayal Sureka  | 8713000               | 6.67              | 8713000               | 6.67              |
| Mr. Narendra Sureka including Narendra Kr. Sureka, HUF   | 9946000               | 7.61              | 9946000               | 7.61              |
| c) Terms/Rights attached to Equity Shares:   |                       |                   |                       |                   |
| i. The Company has only one class of Equity shares having par value of ₹ 1/- per share.  |                       |                   |                       |                   |
| ii. Each holder of Equity share is entitled to one vote per share.   |                       |                   |                       |                   |
| iii. In the event of Liquidation of the Company, the holders of Equity shares will be entitled to receive the realised value of the assets of the Company, remaining after payment of all preferential dues(if any). The distribution will be in proportion to the number of equity shares held by the shareholders. |                       |                   |                       |                   |

d) Shareholding of Promoters

| Sl. No. | Name of Promoter               | No. of Shares held | % of Shareholding | % Change during the year |
|---------|--------------------------------|--------------------|-------------------|--------------------------|
| 1.      | Late Prabhudayal Sureka        | 8713000            | 6.67              | 0.00                     |
| 2.      | Mr. Narendra Kumar Sureka      | 6797500            | 5.20              | 0.00                     |
| 3.      | Mr. Pradeep Kumar Sureka       | 5115500            | 3.92              | 0.00                     |
| 4.      | Mr. Narendra Kumar Sureka, HUF | 3148500            | 2.41              | 0.00                     |

|     |                            |         |      |      |
|-----|----------------------------|---------|------|------|
| 5.  | Urmiladevi Sureka          | 1633750 | 1.25 | 0.00 |
| 6.  | Annpurna Devi Sureka       | 1165500 | 0.89 | 0.00 |
| 7.  | Archit Pradeepkumar Sureka | 1100000 | 0.84 | 0.00 |
| 8.  | Pradeep Kumar Sureka, HUF  | 648000  | 0.50 | 0.00 |
| 9.  | Neha Narendra Kumar Sureka | 36000   | 0.03 | 0.00 |
| 10. | Ruchi Siddarth Saraf       | 25000   | 0.02 | 0.00 |

**Note 16: OTHER EQUITY**

| Particulars   | As at March<br>31, 2025 | As at March<br>31, 2024 |
|---|-------------------------|-------------------------|
| <b>a. Capital Reserves</b>                            |                         |                         |
| Balance as per the last financial statements          | 45.00                   | 45.00                   |
| <b>Sub-Total ....</b>                                 | <b>45.00</b>            | <b>45.00</b>            |
| <b>b. Securities Premium Account</b>                  |                         |                         |
| Balance as per the last financial statements          | 75.86                   | 75.86                   |
| <b>Sub-Total ....</b>                                 | <b>75.86</b>            | <b>75.86</b>            |
| <b>c. Surplus in the Statement of Profit and Loss</b> |                         |                         |
| Balance as per the last financial statements          | (129.12)                | (161.23)                |
| Add/(Less): Net Profit/(Loss) for the year            | 56.65                   | 32.11                   |
| <b>Sub-Total ....</b>                                 | <b>(72.48)</b>          | <b>(129.12)</b>         |
| <b>d. Other Comprehensive Income</b>                  |                         |                         |
| Balance as per the last financial statements          | 26.78                   | 22.06                   |
| Add: Movement in OCI (Net) during the year            | 3.30                    | 4.72                    |
| <b>Sub-Total ....</b>                                 | <b>30.08</b>            | <b>26.78</b>            |
| <b>GRAND TOTAL ----</b>                               | <b>78.46</b>            | <b>18.51</b>            |

**Note 17: NON-CURRENT BORROWINGS**

|                                       |              |               |
|---------------------------------------|--------------|---------------|
| <b>Secured</b>                        |              |               |
| Term Loans                            |              |               |
| From Banks                            | 21.52        | 68.75         |
| From Other Parties                    | -            | -             |
| Dropline overdraft facility from Bank | -            | -             |
| <b>Un-secured</b>                     |              |               |
| Term Loans                            |              |               |
| From Banks                            | 25.01        | 35.63         |
| From Other Parties                    | 11.88        | 37.02         |
| <b>TOTAL ....</b>                     | <b>58.41</b> | <b>141.40</b> |

**Note 17: NON-CURRENT BORROWINGS (Continued)****Note 17.1: Terms of Repayment and Security details of Term Loans:**

| Name of the Bank / Entity             | Union Bank                                | Union Bank                                |
|---------------------------------------|---|---|
| Type of Loan                          | Working Capital Term Loan 1 under<br>GECL | Working Capital Term Loan 2 under<br>GECL |
| Amount sanctioned                     | 72.92                                     | 75.56                                     |
| Amount availed                        | 69.44                                     | 73.33                                     |
| Sanction Date                         | 30-03.2024                                | 30-03.2024                                |
| Rate of Interest                      | 7.50%                                     | 7.50%                                     |
| Total No. of Instalments              | 21  | 24  |
| Moratorium period                     | Nil                                       | Nil                                       |
| No. of Instalments paid               | 12  | 12  |
| No. of balance Instalments to be paid | 9   | 23  |
| Amount of each Instalment             | 3.72                                      | 2.16                                      |
| Repayment type                        | Monthly                                   | Monthly                                   |

**Nature of Security:**

Exclusive charge in favour of Bank by way of hypothecation of all present and future book debts upto 90 days and Stock (RM/FG/WIP and Other) excluding dead stock.

Working Capital term loans from Union Bank of India are secured by extension of second ranking charge over all the existing securities including mortgages created in favour of the Bank.

**Unsecured Loan**

- Term Loan of Rs. 29.94 lakhs from Bajaj Finance Limited is repayable in 36 monthly instalments of Rs. 1.10 lakhs.
- Term Loan of Rs. 40.00 lacs from Tata Capital Limited is repayable in 36 monthly instalments of Rs. 1.43 lakhs starting from 3<sup>rd</sup> December 2023.
- Term Loan of Rs. 6.48 lacs from Bajaj Finance Limited is repayable in 36 monthly instalments of Rs. 0.25 lakhs starting from 2nd December 2025.
- Term Loan of Rs. 75.56 lacs from Union Bank of India as per sanction letter dated 30th March 2024.
- Term Loan of Rs. 72.92 lacs from Union Bank of India as per sanction letter dated 30th March 2024.

**Note 18: NON-CURRENT OTHER FINANCIAL LIABILITIES**

|                   |             |             |
|-------------------|-------------|-------------|
| Security Deposits | 5.76        | 4.19        |
| <b>TOTAL ....</b> | <b>5.76</b> | <b>4.19</b> |

**Note 19: NON-CURRENT PROVISIONS**

| Particulars                            | As at March<br>31, 2025 | As at March<br>31, 2024 |
|--|-------------------------|-------------------------|
| <b>Provision for Employee Benefits</b> |                         |                         |
| Gratuity (unfunded)                    | 27.09                   | 20.94                   |
| <b>TOTAL ....</b>                      | <b>27.09</b>            | <b>20.94</b>            |

20.a : The Disclosure required under Accounting Standard 15, Employee Benefits notified in the Companies (Accounting Standards) Rules, 2006 are given below:

**i. Defined Contribution Plan:**

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue.

| Particulars                               | As at March<br>31, 2025 | As at March<br>31, 2024 |
|---|-------------------------|-------------------------|
| Employer's Contribution to Provident Fund | 0.88                    | 0.74                    |

**ii. Defined Benefit Plan:**

| Particulars      | As at March<br>31, 2025 | As at March<br>31, 2024 |
|------------------|-------------------------|-------------------------|
| Leave Encashment | 0.49                    | 0.46                    |

**Gratuity:**

The Company provides for Gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible to gratuity at the rate of fifteen days wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee.

The Employee's Gratuity Scheme is non-fund based. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date.

| I. Reconciliation of Opening and closing balances of Defined Benefit Obligation:         | Gratuity (Unfunded) |         |
|--|---------------------|---------|
|  | 2024-25             | 2023-24 |
| Defined Benefit obligation at beginning of the year                                      | 43.84               | 40.04   |
| <b>Recognised in Statement of Profit and Loss</b>  |                     |         |
| Current Service Cost   | 7.27                | 7.99    |
| Past Service Cost  | -                   | -       |
| Interest Cost  | 2.33                | 2.18    |
| <b>Recognised in Other Comprehensive Income -Actuarial (gains)/losses on obligations</b> |                     |         |
| Re-measurements - due to demographic assumptions   |                     |         |
| Re-measurements - due to financial assumptions   | 1.67                | 1.07    |
| Re-measurements - due to experience adjustments  | (6.14)              | (7.44)  |
| Benefits paid  | -                   | -       |
| <b>Defined Benefit obligation at year end</b>  |                     |         |
| Current Liability  | 21.89               | 22.90   |



|   |  |  |                   |                   |        |
|---|--|--|-------------------|-------------------|--------|
| Non-Current Liability   |  | 27.09  | 20.94             |                   |        |
| II. Net liability / (asset) recognised in the Balance Sheet:  |  | Gratuity (Unfunded)                                |                   |                   |        |
|   |  | 2024-25  | 2023-24           |                   |        |
| Present value of defined benefit obligation   |  | 48.98  | 43.84             |                   |        |
| Fair value of plan assets   |  | -  | -                 |                   |        |
| Net liability / (asset)   |  | 48.98  | 43.84             |                   |        |
| Effect of asset ceiling / onerous liabilities   |  | -  | -                 |                   |        |
| Liability / (asset) recognised in the balance sheet   |  | 48.98  | 43.84             |                   |        |
| Of which short term defined benefit obligation at end of the year   |  | 21.89  | 22.90             |                   |        |
| III. Expense recognized during the year (under the head "Payments to and Provisions for Employees")   |  | Gratuity (Unfunded)                                |                   |                   |        |
|   |  | 2024-25  | 2023-24           |                   |        |
| Current Service Cost  |  | 7.27   | 7.99              |                   |        |
| Past Service Cost   |  | -  | -                 |                   |        |
| Interest Cost   |  | 2.33   | 2.18              |                   |        |
| Defined benefit cost included in Statement of profit and loss   |  | 9.61   | 10.17             |                   |        |
| Re-measurements of the net defined benefit plans-Actuarial (gains)/losses on obligations  |  | (4.46)   | (6.37)            |                   |        |
| Defined benefit cost included in Other Comprehensive Income   |  | (4.46)   | (6.37)            |                   |        |
| Total defined benefit recognized in Statement of profit & loss and Other Comprehensive Income   |  | 5.14   | 3.80              |                   |        |
| IV. Actuarial Assumption  | Gratuity (Unfunded)                                |  |                   |                   |        |
|   | 2024-25  | 2023-24  |                   |                   |        |
| Mortality Table (LIC)   | Indian Assured Lives Mortality (2012-14) Ult table | Indian Assured Lives Mortality (2012-14) Ult table |                   |                   |        |
| Discount rate (per annum)   | 6.85%  | 7.20%  |                   |                   |        |
| Rate of escalation in salary (per annum)  | 7.00%  | 7.00%  |                   |                   |        |
| Sensitivity of the defined benefit obligation:<br>The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.  |  |  |                   |                   |        |
| Particulars   | March 31, 2025                                     |  | March 31, 2024    |                   |        |
|   | Increase   | Decrease   | Increase          | Decrease          |        |
| Discount rate (50 bps movement)   | -5.49%   | 6.18%  | -4.62%            | 5.20%             |        |
| Rate of increase in salaries (50bps movement)   | 5.66%  | -5.11%   | 4.73%             | -4.28%            |        |
| <ul style="list-style-type: none"><li>• The above sensitivity analyses have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the reporting date. In practice, generally it does not occur. When we change one variable, it affects to others. In calculating the sensitivity, project unit credit method at the end of the reporting period has been applied.</li><li>• Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.</li><li>• The Company's philosophy is to not to externally fund these liabilities but instead create an accounting provisions in its books of accounts and pay the gratuity to its employees directly from its own resources as and when the employee leaves the Company.</li><li>• The expected contribution payable to the plan next year is therefore Nil.</li><li>• The expected maturity analysis of undiscounted gratuity is as follows:</li></ul> |  |  |                   |                   |        |
| Particulars   | Up to 1 year                                       | Between 1-2 years                                  | Between 2-5 years | More than 5 years | Total  |
| 31 <sup>st</sup> March 2025   | 21.89  | 0.72   | 2.74              | 118.75            | 144.10 |
| 31 <sup>st</sup> March 2024   | 22.90  | 0.54   | 2.28              | 95.61             | 121.33 |
| The weighted average duration to the payment of these cash flows is 11.64 years (31 March 2023 : 9.71 years)  |  |  |                   |                   |        |

| Note 20: CURRENT BORROWINGS  |                         |                         |
|--|-------------------------|-------------------------|
| Particulars  | As at March<br>31, 2025 | As at March<br>31, 2024 |
| <b>Secured</b>   |                         |                         |
| <u>Loans repayable on demand:</u>  |                         |                         |
| Working Capital Loan from Bank   | 1,407.61                | 759.86                  |
| Current maturities of long-term debts (refer note no 17)   | 122.58                  | 119.11                  |
| <b>Un-Secured</b>  |                         |                         |
| Loan from Corporate  | 35.00                   | 35.00                   |
| Loan from Directors  | 53.73                   | 221.20                  |
| <b>TOTAL ....</b>  | <b>1618.92</b>          | <b>1135.17</b>          |
| <b>Unsecured Loan</b>  |                         |                         |
| a) Term Loan of Rs. 49.68 lakhs from Tata Capital Limited is repayable in 36 monthly instalments of Rs. 1.73 lakhs starting from 10th November 2023. |                         |                         |
| b) Term Loan of Rs. 29.94 lakhs from Bajaj Finance Limited is repayable in 36 monthly instalments of Rs. 1.10 lakhs.                                 |                         |                         |
| c) Term Loan of Rs. 40.00 lacs from Tata Capital Limited is repayable in 36 monthly instalments of Rs. 1.43 lakhs starting from 3rd December 2023.   |                         |                         |
| d) Term Loan of Rs. 6.47 lacs from Bajaj Finance Limited is repayable in 36 monthly instalments of Rs. 0.25 lakhs starting from 2nd December 2025.   |                         |                         |
| e) Term Loan of Rs. 75.56 lacs from Union Bank of India as per sanction letter dated 30th March 2024.  |                         |                         |
| f) Term Loan of Rs. 72.92 lacs from Union Bank of India as per sanction letter dated 30th March 2024.  |                         |                         |

| Note 21: TRADE PAYABLES   |                |                |
|---|----------------|----------------|
| Due to Micro and Small Enterprises*   | 9.58           | 28.33          |
| Others  | 1217.75        | 1661.18        |
| <b>TOTAL ....</b>   | <b>1227.33</b> | <b>1689.51</b> |
| *Based on the information available with the company in response to the enquiries from all existing suppliers with whom the company deals, there are no suppliers who are registered as micro and small enterprises under 'The Micro, Small and Medium Enterprises Development Act, 2006, as at 31.03.2025. |                |                |

| Trade Payable ageing schedules for the year ended 31 <sup>st</sup> March 2025 and 31 <sup>st</sup> March 2024 |                     |             |             |                      |                 |
|---|---------------------|-------------|-------------|----------------------|-----------------|
| Particulars   | Less than<br>1 Year | 1-2 Years   | 2-3 Years   | More than<br>3 Years | Total           |
| Undisputed Trade Payables –MSME   | 9.58                | -           | -           | -                    | 9.58            |
|   | 28.33               | -           | -           | -                    | 28.33           |
| Undisputed Trade Payables - Others  | 1,188.42            | 9.94        | 2.65        | 16.74                | 1,217.75        |
|   | 1619.83             | 7.13        | 5.35        | 28.87                | 1661.18         |
| <b>Total...</b>   | <b>1,198.00</b>     | <b>9.94</b> | <b>2.65</b> | <b>16.74</b>         | <b>1,227.33</b> |
|   | 1648.16             | 7.13        | 5.35        | 28.87                | 1689.51         |

Figures in italics represent the figures for Previous Year

| Note 22: OTHER CURRENT FINANCIAL LIABILITIES |                         |                         |
|--|-------------------------|-------------------------|
| Particulars                                  | As at March<br>31, 2025 | As at March<br>31, 2024 |
| Interest Accrued but not Due                 | 1.41                    | 7.63                    |
| Other Accrued Expenses<br>To others          | -                       | 6.31                    |
| <b>TOTAL ....</b>                            | <b>1.41</b>             | <b>13.94</b>            |

| Note 23: OTHER CURRENT LIABILITIES |              |              |
|------------------------------------|--------------|--------------|
| Statutory Liabilities              | 21.19        | 21.14        |
| Advance from Customers             | 3.73         | 2.39         |
| <b>TOTAL ....</b>                  | <b>24.92</b> | <b>23.53</b> |

| Note 24: CURRENT PROVISIONS     |              |              |
|---------------------------------|--------------|--------------|
| Provision for Employee Benefits | 26.19        | 23.35        |
| <b>TOTAL ....</b>               | <b>26.19</b> | <b>23.35</b> |

| <b>Note 25: INCOME-TAX LIABILITIES (Net)</b> |             |             |
|--|-------------|-------------|
| Provision for Current Tax (Net)              | 1.35        | 1.27        |
| <b>TOTAL ....</b>                            | <b>1.35</b> | <b>1.27</b> |

| <b>Note 26: REVENUE FROM OPERATIONS</b>  |                |                |
|--|----------------|----------------|
| Particulars                              | 2024-25        | 2023-2024      |
| Sale of Goods                            |                |                |
| Manufactured Goods                       |                |                |
| Grey Fabrics                             | 128.11         | 12.58          |
| Finished Fabrics                         | 401.59         | 887.17         |
| Goods traded in:                         |                |                |
| Finished Fabrics                         | 6381.86        | 4148.64        |
| Readymade Garments                       | 689.25         | 559.69         |
| Yarn Sales                               | -              | 2.41           |
| <b>Sub-Total ....</b>                    | <b>7600.81</b> | <b>5610.49</b> |
| Sale of Services :                       |                |                |
| Job charges                              | 48.97          | 39.55          |
| <b>TOTAL ....</b>                        | <b>7649.79</b> | <b>5649.84</b> |
| Sales of Goods Geographical Regions wise |                |                |
| Domestic                                 | 7649.79        | 5649.84        |

|  |                |                |
|--|----------------|----------------|
| <b>Revenue based on timing of recognition</b>                    |                |                |
| Revenue recognition at a point in time                           | 7649.79        | 5649.84        |
| Revenue recognition over period of time                          | -              | -              |
| <b>Reconciliation of Revenue recognised with Contract Price:</b> |                |                |
| Contract price   | 7649.79        | 5661.85        |
| Less: Discount   | -              | 12.01          |
| <b>Revenue from Operations</b>                                   | <b>7649.79</b> | <b>5649.84</b> |

| <b>Note 27: OTHER INCOME</b>     |              |              |
|----------------------------------|--------------|--------------|
| Interest Income                  | 12.41        | -            |
| Rent                             | 0.43         | 9.59         |
| Brokerage                        | 0.16         | -            |
| Interest on Fixed Deposit        | 5.51         | 0.71         |
| Unwinding of Security Deposit    | -            | 0.13         |
| Profit on Sale of Fixed Assets   | -            | 2.17         |
| Net Foreign Exchange Loss (Gain) | 0.41         | 0.09         |
| Gain on termination of Lease     | -            | 0.24         |
| <b>TOTAL ....</b>                | <b>18.92</b> | <b>12.93</b> |

| <b>Note 28: COST OF MATERIALS CONSUMED</b> |               |               |
|--|---------------|---------------|
| Yarn                                       | 226.00        | 300.22        |
| Grey Fabrics                               | 14.43         | 171.05        |
| <b>TOTAL ....</b>                          | <b>240.43</b> | <b>471.27</b> |

| <b>Note 29: PURCHASES OF STOCK IN TRADE</b> |                |                |
|---|----------------|----------------|
| Finished Fabrics                            | 7010.12        | 4810.88        |
| <b>TOTAL ....</b>                           | <b>7010.12</b> | <b>4810.88</b> |

| <b>Note 30: CHANGES IN INVENTORIES</b> |                 |                 |
|--|-----------------|-----------------|
| <b>Opening Stock:</b>                  |                 |                 |
| Finished Goods                         | 1607.07         | 1318.97         |
| Stock in Trade                         | 402.27          | 253.43          |
| Stock in Progress                      | 37.83           | 38.41           |
| <b>Closing Stock:</b>                  |                 |                 |
| Finished Goods                         | 1917.62         | 1607.06         |
| Stock in Trade                         | 420.66          | 402.27          |
| Stock in process                       | 26.93           | 37.83           |
| <b>TOTAL ....</b>                      | <b>(318.04)</b> | <b>(436.35)</b> |

| <b>Note 31: EMPLOYEE BENEFIT EXPENSES</b> |               |               |
|---|---------------|---------------|
| Salaries and Wages                        | 241.56        | 235.84        |
| Contribution to Provident and Other Funds | 0.93          | 0.84          |
| Staff Welfare                             | 0.99          | 7.02          |
| <b>TOTAL ....</b>                         | <b>243.48</b> | <b>243.70</b> |

| <b>Note 32: FINANCE COST</b> |               |               |
|------------------------------|---------------|---------------|
| Interest Expenses on         |               |               |
| Borrowings                   | 170.74        | 119.69        |
| Lease Liability              | -             | 2.92          |
| Others                       | 0.08          | 17.27         |
| Other Borrowing Cost         | 6.84          | 5.44          |
| <b>TOTAL ....</b>            | <b>177.66</b> | <b>145.32</b> |

| <b>Note 33: OTHER EXPENSES</b>                |               |               |
|---|---------------|---------------|
| <b>a) Manufacturing Expenses</b>              |               |               |
| Processing and labour charges                 | 62.32         | 129.57        |
| Packing charges                               | 5.40          | 8.04          |
| Power and fuel ( refer note 38)               | 41.30         | 44.40         |
| Water expenses                                | 1.38          | 1.26          |
| Stores and spares consumed                    | 13.67         | 22.25         |
| Inward Transportation & Freight               | 1.38          | 2.58          |
| <b>Repairs and maintenance :</b>              |               |               |
| Building                                      | 0.07          | -             |
| Machine                                       | 0.29          | 1.47          |
| Others  | 3.99          | 5.12          |
| <b>TOTAL (a) ....</b>                         | <b>129.80</b> | <b>214.69</b> |
| <b>b) Administrative and General Expenses</b> |               |               |
| Printing and stationery                       | 0.98          | 0.89          |
| Postage and telephones                        | 0.37          | 0.31          |
| Rates and taxes                               | -             | 8.23          |
| Insurance                                     | 3.19          | 1.41          |
| Auditors remuneration (refer note no. 36)     | 2.40          | 1.00          |
| Security charges                              | -             | 3.97          |
| Electricity expenses                          | 2.14          | 1.72          |
| Legal and professional charges                | 28.85         | 12.81         |
| Donation                                      | 0.11          | 0.24          |
| General Expenses                              | 9.75          | 7.59          |
| Sundry Credit Balances Written Off            | (15.61)       | -             |
| Membership and subscription charges           | 8.62          | 8.63          |
| Provision for doubtful trade receivables      | -             | 4.77          |
| Travelling and conveyance                     | 19.68         | 21.89         |
| Office Expenses                               | 6.74          | 7.07          |
| <b>TOTAL (b) ....</b>                         | <b>67.22</b>  | <b>80.30</b>  |
| <b>c) Selling and Distribution Expenses</b>   |               |               |
| Sales Promotion Expenses                      | 9.54          | 7.89          |
| Transportation & Freight                      | 5.33          | 8.26          |
| Brokerage and commission                      | 0.81          | 41.80         |
| <b>TOTAL (c) ....</b>                         | <b>15.67</b>  | <b>57.95</b>  |
| <b>TOTAL (a+b+c) ....</b>                     | <b>212.69</b> | <b>354.57</b> |

| <b>Note 34: Earnings per Equity Share</b> |                |           |           |
|---|----------------|-----------|-----------|
| Particulars                               | Unit           | 2024-2025 | 2023-2024 |
| Weighted average number of Equity Shares  | Number in Lakh | 1306.31   | 1306.31   |
| Nominal Value of Share                    | ₹              | 1         | 1         |
| Profit/(Loss) for the Year                | ₹ in Lakh      | 56.65     | 32.11     |
| Basic & Diluted Earnings Per Share        | ₹              | 0.043     | 0.025     |

**Note 35: Contingent Liabilities & Commitments****(a) Contingent liabilities not provided:**

|   |           | 2024-2025 | 2023-2024 |
|---|-----------|-----------|-----------|
| (i) Penalty levied by SEBI for delay in submission of certain information to BSE                                    | ₹ in Lakh | 1.70      | 1.70      |
| (ii) Disputed income tax matters in appeal  | ₹         | -         | -         |
| (iii) Undertaking given under EPCG Scheme for fulfillment of export obligation                                      | ₹ in Lakh | 130.00    | 130.00    |
| (iv) Principal and Interest due on Electricity charges due to non - receipt of subsidy from MSEDCL of earlier years | ₹ in Lakh | 48.05     | 48.05     |
| (v) Fine imposed by the BSE for late compliance of certain SEBI (LODR) Regulations 2015                             | ₹ in Lakh | 16.05     | 16.05     |
| <b>(b) Commitments:</b>   |           |           |           |
| (i) Uncalled money payable for residential flat to the developers   | ₹         | 14.23     | 14.23     |

**Note 36: Payment to Auditors**

| Particulars       | 2024-2025   | 2023-2024   |
|-------------------|-------------|-------------|
| Audit Fees        | 2.40        | 1.00        |
| <b>Total ....</b> | <b>2.40</b> | <b>1.00</b> |

**Note 37:**

The management is of view that as per Ind AS 36, no impairment loss is required to be recognised, as the present values of assets are higher than the carrying amount of such assets.

**Note 38: Related Party Disclosures**

Related party disclosures as required by Ind AS -24 " Related Party Disclosures" are given below :

**a) Key Management Personnel & their Relatives****Key Management**

Shri Narendra Kr. Sureka

Shri Pradeep Kr. Sureka

**Relatives**

Smt. Annapurnadevi Sureka (wife of Key management personnel)

Archit Sureka (Son of Key management personnel)

Urmiladevi Sureka (Wife of Key management personnel)

Prachi International Lifestyle LLP

**b) Transactions during the year and balances outstanding at year end with the related parties are as follows:**

| Particulars                                  | Volume of Transaction |           | Balances as on |           |
|--|-----------------------|-----------|----------------|-----------|
|  | 2024-2025             | 2023-2024 | 2024-2025      | 2023-2024 |
| <b>Remuneration Paid/Payable</b>             |                       |           |                |           |
| Shri Narendra Kr. Sureka                     | 9.22                  | 9.22      | (0.13)         | (0.46)    |
| Shri Pradeep Kr. Sureka                      | 9.22                  | 9.22      | (0.33)         | (0.32)    |
| <b>Interest Paid</b>                         |                       |           |                |           |
| Shri Narendra Kr. Sureka                     | 2.71                  | 2.58      | (2.44)         | (2.32)    |
| Shri Pradeep Kr. Sureka                      | 6.90                  | 4.48      | (6.21)         | (4.03)    |
| <b>Salary Paid/Payable</b>                   |                       |           |                |           |
| Archit Sureka                                | 9.32                  | 9.32      | (6.69)         | (0.29)    |
| <b>Loan Taken/(Repayments made)/Payables</b> |                       |           |                |           |
| Shri Narendra Kr. Sureka                     | 3.35                  | 39.30     | (15.83)        | (48.18)   |
|  | (35.70)               | (16.10)   |                |           |
| Shri Pradeep Kr. Sureka                      | 232.09                | 208.47    | (22.90)        | (166.67)  |
|  | (375.86)              | (47.41)   |                |           |
| <b>Reimbursement of Expenses</b>             |                       |           |                |           |
| Shri Narendra Kr. Sureka                     | 1.72                  | 9.51      | -              | -         |
| Shri Pradeep Kr. Sureka                      | 56.44                 | 42.44     | -              | -         |
| Archit Sureka                                | 12.27                 | 6.87      | -              | -         |
| <b>Sale of Goods</b>                         |                       |           |                |           |
| Prachi International Lifestyle LLP           | -                     | 4.74      |                | 2.22      |
|  | (2.22)                | (2.51)    |                |           |

|   |               |                |                  |  |
|---|---------------|----------------|------------------|--|
| Power & Fuel Charges  |               |                |                  |  |
| Shri Narendra Kr. Sureka  | Refer Note 46 |                |                  |  |
| Shri Pradeep Kr. Sureka   |               |                |                  |  |
| <b>Note:</b><br>1) Related party relationship is identified by the Company and relied upon by the auditors.<br>2) Personal guarantee of the Narendra Kumar Sureka, Pradeep Kumar Sureka and Smt. Urmiladevi Sureka and Archit Sureka, Chief Financial Officer, has been provided for the facilities sanctioned to the Company- Refer Note 17 & Note 22.   |               |                |                  |  |
| <b>Compensation of Key Management Personnel</b>   |               | <b>2024-25</b> | <b>2023-2024</b> |  |
| Short-term benefits   |               | 18.00          | 18.00            |  |
| Post-Employment benefits*   |               | 0.44           | 0.44             |  |
| * Remuneration does not include gratuity as employee wise break up is not available.  |               |                |                  |  |
| <b>Terms and conditions of transactions with related parties:</b>   |               |                |                  |  |
| Outstanding balances at the year-end are unsecured and settlement occurs in cash.   |               |                |                  |  |
| <b>Note 39: Capital Management</b>  |               |                |                  |  |
| The Company's policy is to maintain a strong capital base so as to maintain creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders. The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. |               |                |                  |  |
| The Company monitors capital using a ratio of 'net debt' to 'equity'. For this purpose, net debt is defined as total borrowings less cash & cash equivalents, bank deposit (including earmarked balances) and current investments.  |               |                |                  |  |
| The table below summarizes the capital, net debt and net debt to equity ratio of the Company.   |               |                |                  |  |

| Particulars   | 31-03-2025     | 31-03-2024     |
|---|----------------|----------------|
| Equity Share Capital  | 1317.93        | 1317.93        |
| Other Equity  | 78.46          | 18.51          |
| <b>Total Equity (A)</b>                                       | <b>1396.39</b> | <b>1336.44</b> |
| Non-Current Borrowings  | 58.41          | 165.09         |
| Short-Term Borrowings   | 1496.34        | 1,024.23       |
| Current maturities of Long-Term Borrowings                    | 122.58         | 119.11         |
| <b>Gross Debt (B)</b>   | <b>1677.33</b> | <b>1308.43</b> |
| <b>Total (A+B)</b>  | <b>3073.72</b> | <b>2644.87</b> |
| Gross Debt as above   | 1677.33        | 1308.43        |
| Less: Current Investments                                     | -              | -              |
| Less: Cash & Cash Equivalents                                 | 7.50           | 3.43           |
| Less: Other balances with bank (including earmarked balances) | 92.47          | 8.20           |
| <b>Net Debt (C)</b>   | <b>1577.36</b> | <b>1296.80</b> |
| <b>Net Debt to Equity</b>                                     | <b>1.13</b>    | <b>0.97</b>    |

#### Note 40: Financial Instruments and Risk Review

##### A. Financial Instrument

##### Fair value measurement hierarchy

The fair values of financial instruments as below have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows

**Level 1: Quoted prices (unadjusted) in active markets:** This level of hierarchy includes financial assets or liabilities that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of mutual fund investments.

**Level 2: Valuation techniques with observable inputs:** This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

**Level 3: Valuation techniques with significant unobservable inputs:** This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are

determined in whole or in part, using a valuation model did not based on assumptions that are supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The following tables presents the carrying value and Fair value measurement hierarchy of each category of financial assets and liabilities

|  | 31-03-2025     |          | 31-03-2024     |          |
|--|----------------|----------|----------------|----------|
|  | Carrying Amt.  | Level 1  | Carrying Amt.  | Level 1  |
| <b>Financial Assets</b>  |                |          |                |          |
| <b>Financial assets measured at fair value through profit &amp; loss</b> |                |          |                |          |
| Investments (refer note 6)   | -              | -        | -              | -        |
| <b>Financial assets measured at amortised cost</b>                       |                |          |                |          |
| Trade receivables  | 1154.72        | -        | 1737.68        | -        |
| Cash and cash equivalents  | 7.50           | -        | 3.43           | -        |
| Loans  | -              | -        | -              | -        |
| Other financial assets   | 116.45         | -        | 20.23          | -        |
| <b>Total .....</b>   | <b>1278.67</b> | <b>-</b> | <b>1761.35</b> | <b>-</b> |
| <b>Financial Liabilities</b>   |                |          |                |          |
| <b>Financial liabilities measured at amortised cost</b>                  |                |          |                |          |
| Borrowings   | 1677.33        | -        | 1276.57        | -        |
| Lease Liability  | -              | -        | 31.86          | -        |
| Trade payables   | 1227.33        | -        | 1689.51        | -        |
| Other financial liabilities  | 1.41           | -        | 13.94          | -        |
| <b>Total .....</b>   | <b>2906.07</b> | <b>-</b> | <b>3011.88</b> | <b>-</b> |

There have been no financial assets and financial liabilities which have been fair valued under level 1, 2 and 3 categories therefore no details for the same given in the table above.

#### Valuation

The fair values of the financial assets and liabilities are defined as 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. Methods and assumptions used to estimate the fair values are consistent.

#### Financial Assets and Liabilities measured at Fair Value as at Balance Sheet date:

- Short-term Financial Assets and Liabilities are stated at carrying value which is approximately equal to their fair value.
- Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realized or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

#### Note 41: Financial Instruments and Risk Review (Continued)

##### B. Financial Risk Management Framework

The Company's business activities are exposed to a variety of financial risks, namely credit risk, liquidity risk and market risk (currency risk and interest rate risk). The Company's management and the Board of Directors have the overall responsibility for establishing and governing the Company's risk management framework. The Board of Directors which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee and Board of Directors of the Company.

##### i) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. Financial instruments that are subject to credit risk principally consist of trade receivables, investments, loans, cash and cash equivalents, other balances with banks and other financial assets. None of the financial instruments of the Company result in material credit risk.

**Trade Receivable:** The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country, in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants



credit terms in the normal course of business. The Company has established a credit policy under which each new customer is analyzed individually for creditworthiness before entering into contract.

**Expected Credit Loss Assessment:** This Company makes provision for expected credit losses on trade receivable using provision matrix to mitigate the risk of default payment and make appropriate provision at each reporting period.

*The movement in the allowance for impairment in respect of trade receivables during the year was as follows:*

| Particulars                             | 31-03-2025   | 31-03-2024   |
|---|--------------|--------------|
| Balance as at beginning of the year     | 26.93        | 22.16        |
| Impairment loss recognised              | -            | 4.77         |
| Provisions written-back during the year | -            | -            |
| <b>Balance as at end of the year</b>    | <b>26.93</b> | <b>26.93</b> |

Management believes that the unimpaired amounts that are past due by more than 365 days are fully collectible, based on historical payment behavior and extensive analysis of customer credit risk, including underlying customers credit ratings, of that are available.

Credit risk on cash and cash equivalents, other bank balances with bank is limited as the Company generally invests in deposits with banks. Investments primarily include investment in liquid mutual fund units.

The Company's maximum exposure to credit risk as at 31<sup>st</sup> March 2025 and 31<sup>st</sup> March 2024 is the carrying value of each class of financial assets.

## ii) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The following table shows a maturity analysis of the anticipated cash flows including interest obligations for the Company's financial liabilities. Cash flows in foreign currencies are translated using the period end spot rates.

| Particulars                 | 31-03-2025     |                |               |               |
|-----------------------------|----------------|----------------|---------------|---------------|
|                             | Carrying Value | 0-1 Year       | 1-3 Years     | Above 3 Years |
| Borrowings                  | 1677.33        | 1135.17        | 258.92        | -             |
| Trade payables              | 1227.33        | 1198.00        | 12.59         | 16.74         |
| Other financial liabilities | 1.41           | 1.41           | -             | -             |
| <b>Total</b>                | <b>2906.07</b> | <b>2334.58</b> | <b>271.51</b> | <b>16.74</b>  |
| <b>31-03-2024</b>           |                |                |               |               |
| Borrowings                  | 1276.57        | 1135.17        | 137.16        | 4.24          |
| Trade Payables              | 1689.51        | 1648.16        | 12.48         | 28.87         |
| Other Financial Liabilities | 13.94          | 13.94          | 0.00          | 0.00          |
| <b>Total</b>                | <b>2980.02</b> | <b>2797.27</b> | <b>149.64</b> | <b>33.11</b>  |

## iii) Market Risk

Market risk is the risk that the changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long-term debt. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

### a) Currency Risk

The Company is subject to the risk that changes in foreign currency values impact the Company's exports revenue. As at 31<sup>st</sup> March, 2023, the net unhedged exposure to the Company on holding assets (trade receivables ) other than in their functional currency is as under:

The Company is exposed to foreign exchange risk arising from US Dollar.

| Particulars              | As at 31-03-2025 |             | As at 31-03-2024 |              |
|--------------------------|------------------|-------------|------------------|--------------|
|                          | USD              | INR         | USD              | INR          |
| Receivables              | 0.05             | 4.00        | 0.15             | 12.25        |
| <b>Unhedged Exposure</b> | <b>0.05</b>      | <b>4.00</b> | <b>0.15</b>      | <b>12.25</b> |

*Sensitivity analysis of 1% change in exchange rate at the end of reporting period net unhedged exposure:*

|  | 31-03-2025     | 31-03-2024     |
|--|----------------|----------------|
| <b>1% Depreciation in INR</b>  |                |                |
| Impact on Statement of profit and loss   | 0.04           | 0.12           |
| <b>1% Appreciation in INR</b>  |                |                |
| Impact on Statement of Profit and Loss   | (0.04)         | (0.12)         |
| <b>b) Interest Rate Risk</b>   |                |                |
| Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the Company's cash flows as well as costs. The Company is subject to variable interest rates on some of its interest bearing liabilities. The Company's interest rate exposure is mainly related to borrowing obligations. |                |                |
| The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows:  |                |                |
|  | 31-03-2025     | 31-03-2024     |
| Long term borrowing-fixed rate instruments   | 81.00          | 123.43         |
| Long term borrowing-floating rate instruments  | 99.99          | 137.08         |
| Short term borrowing-floating rate instruments   | 1496.34        | 1016.06        |
| <b>Total .....</b>   | <b>1677.33</b> | <b>1276.57</b> |
| <b>Impact on Interest Expenses for the year on 1% change in Interest rate:</b>   |                |                |
|  | 31-03-2025     | 31-03-2024     |
| <b>1% Increase in Interest Rate</b>  |                |                |
| Impact on Statement of profit and loss   | (15.96)        | (11.53)        |
| <b>1% Decrease in Interest Rate</b>  |                |                |
| Impact on Statement of profit and loss   | 15.96          | 11.53          |

**Note 42:**

The Company operates in a single segment i.e. textile having the same risk and return. Hence reporting as per Indian Accounting Standard (Ind AS) 108 "Operating Segments" is not applicable.

**Note 43: Leases**

The Company had initially adopted Ind AS 116, Leases, effective from April 01, 2019, using the modified retrospective approach. However, upon reassessment, it was determined that the provisions of Ind AS 116 are not applicable to the Company, as the arrangements previously considered as leases do not meet the definition of a lease under the standard. Accordingly, all balances related to right-of-use assets, lease liabilities, and associated adjustments have been derecognized from the books of account. The net impact of the reversal has been recognised in the Statement of Profit and Loss during the current year. Comparatives have not been restated.

**Note 44:**

During an earlier year, a Memorandum of Understanding (MOU) was entered between the company and its two directors. As per the terms of MOU, the company will use the power supplied by the meters standing in the name of such directors and makes payment of electricity bills directly to the power supply company.

**Note 45: Disclosure under section 186(4) of the Companies Act, 2013**

The required details of the investments made during the year and investments outstanding as on 31.03.2025 are given in note 6 to the financial statements.

**Note 46:**

The company could not take balance confirmations from some of trade receivables and trade payables as at close of the year; therefore, the balances of some of trade receivables and trade payables are subject to confirmation and consequential reconciliation/adjustments arising therefrom if any.

**Note 47: Disclosure under Micro, Small and Medium Enterprises Development Act, 2006**

The principal amount of ₹9,58,335 due to Micro, Small and Medium Enterprises (MSMEs) as at the end of the year remains unpaid, with no interest payable thereon.

**Note 48: Financial Ratios**

| Ratio             | Numerator      | Denominator         | FY<br>2024-25 | FY<br>2023-24 | %<br>variance | Remarks for<br>variance more than<br>25% |
|-------------------|----------------|---------------------|---------------|---------------|---------------|--|
| Current ratio (in | Current assets | Current Liabilities | 1.42          | 1.45          | -2.07         | Not Applicable                           |

|   |  |                              |        |        |        |  |
|---|--|------------------------------|--------|--------|--------|--|
| times)                                      |  |                              |        |        |        |  |
| Debt-Equity Ratio (in times)                | Total Debt                                     | Shareholder's Equity         | 1.21   | 0.99   | 22.00  | Not Applicable                                   |
| Debt Service Coverage ratio (in times)      | Earnings before Interest, Depreciation and Tax | Debt Service                 | 0.14   | 0.17   | -18.00 | Increase in ratio is due to lower debt repayment |
| Return on Equity ratio (%)                  | Net profit after tax                           | Equity                       | 0.02   | 0.02   | 100.00 | Not Applicable                                   |
| Inventory turnover ratio (in times)         | Cost of Goods sold                             | Average Inventory            | 2.77   | 2.25   | 23.00  | Not Applicable                                   |
| Trade receivables turnover ratio (in times) | Net Sales                                      | Average accounts receivables | 5.29   | 3.34   | 58.00  | Explanation                                      |
| Trade Payables Turnover Ratio (in times)    | Purchase/Services Utilised                     | Average accounts payables    | 4.97   | 4.03   | 23.00  | Not Applicable                                   |
| Net Capital Turnover Ratio (in times)       | Net Sales                                      | Working Capital              | 5.07   | 3.60   | 41.00  | Explanation                                      |
| Net Profit Ratio (%)                        | Net profit after tax                           | Net Sales                    | 0.74%  | 0.57%  | 30     | Explanation                                      |
| Return on Capital Employed (%)              | Earnings before Interest and Tax               | Capital employed             | 17.11% | 12.10% | 41     | Not Applicable                                   |
| Return on Investment (%)                    | Income generated from investments              | Average Investments          | N.A    | 0.00%  | NA     | N.A  |

**Note 49: Additional regulatory information required by Schedule III of the Companies Act 2013:**

- a) **Valuation of PP&E and Intangible Assets:** The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- b) **Loans and Advances in the nature of Loans to Promoters, Directors, KMPs and the related parties:** The Company has not granted loans and advances in the nature of loans to Promoters, Directors, KMPs and the related parties either severally or jointly with any other person.
- c) **Details of Benami Property:** No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- d) **Willful Defaulter:** The Company has not been declared willful defaulter by any bank or financial institution or Government and any Government Authority.
- e) **Relationship with Struck off Companies :** The Company does not have any transaction/relationship with any struck off company
- f) **Registration of Charges or Satisfaction with Registrar of Companies:** The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- g) **Compliance with number of layers of companies:** The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- h) **Compliance with approved scheme(s) of arrangements:** The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- i) **Utilisation of borrowed funds and share premium:**
  - A. The Company has 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:
    - a) 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
    - b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
  - B. The Company has not received any fun from any person(s) or entity(ies), including foreign entities

(Intermediaries) with the understanding that the Company shall:

- a) 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
- b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- j) **Undisclosed Income:** There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- k) **Details of Crypto Currency or Virtual Currency:** The Company has not traded or invested in any crypto currency or virtual currency during the current or previous year.

**Note 50:**

The Company has reclassified previous year figures to conform to this year's classification.

As set out in our attached report of even date

For and on behalf of the Board of Directors

For **K. K. JHUNJHUNWALA & CO.**

Chartered Accountants

Firm Registration no. 111852W

S/d-

**CA Surendra Sureka**

Partner

Membership no. 119433

UDIN: 25119433BMHPSU2619

Mumbai, May 21, 2025

S/d-

**Narendra Kr. Sureka**

Managing Director

DIN 01963265

S/d-

**Archit Sureka**

Chief Financial Officer

S/d-

**Pradeep Kr. Sureka**

Whole Time Director

DIN 01632706

S/d-

**Jyoti Kothari**

Company Secretary