September 01, 2026

To,

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G – Block,
BKC, Bandra (East),
Mumbai – 400 051.

Scrip Code: 532641

Scrip Symbol: NDL

Subject: Submission of Annual Report for the Financial Year 2025-26 under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

With reference to captioned subject, we wish to inform you that the 32nd Annual General Meeting ("AGM") of Nandan Denim Limited ("the Company") is scheduled to be held on Thursday, September 24, 2026 at 03:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in compliance with applicable circulars issued by the Ministry of Corporate Affairs ('MCA circulars'), the Securities and Exchange Board of India ("SEBI circulars") and other applicable provisions of the Companies Act, 2013, to transact the businesses as set forth in the Notice of AGM.

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed the Notice of the Annual General Meeting and Annual Report for the financial year 2025-26.

In compliance with the MCA Circulars and SEBI Circulars, the Notice of the 32nd AGM and Annual Report for the financial year 2025-26 are being sent on September 01, 2026 only through electronic mode to those Members whose email IDs are registered with the Company/ Depositories Participant ("DP") / Registrar and Share Transfer Agent ("RTA"). The same are also made available on the website of the Company at www.nandandenim.com.

The schedule of the AGM is as set out below:

Date & Time of AGM	September 24, 2026 at 03:00 P.M. (IST)
e-voting start date & time	September 21, 2026 at 09:00 A.M. (IST)
e-voting end date & time	September 23, 2026 at 05:00 P.M. (IST)
Website for e-voting	www.evotingindia.com

We request to kindly take the same on records.

Yours faithfully,

For, NANDAN DENIM LIMITED

RINKUBEN HARDIKKUMAR PATEL

Digitally signed by RINKUBEN HARDIKKUMAR PATEL
DN: c=IN, o=Personal, postalCode=383410, l=Sabarkantha, st=Gujarat, street=HighSchool Vali Fali, Badoli, Badoli, , Badoli, title=4628, pseudonym=08fd9edb10b5f89, 2.5.4.20=2916b705c273a5e7940eabefb78b77707685f93770a42dd3bfaf73f450c5808e, serialNumber=15df995790c64e63eae78ccd052cd8c376b1f363fc12ec8ccab7e9af5988167e, email=rinkupatel3010@gmail.com, cn=RINKUBEN HARDIKKUMAR PATEL
Date: 2026.09.01 14:22:37 +05'30'

Rinku Patel
Company Secretary & Compliance Officer

Encl : As above

Nandan
One world with denim

Crafted for More

Innovation. Growth. Exquisite Craftsmanship.

Nandan Denim Limited
Annual Report 2025-26

Whats Inside

02 - 22
CORPORATE OVERVIEW

23 - 115
STATUTORY REPORTS

116 - 180
FINANCIAL STATEMENTS

Crafted for More

Innovation. Growth. Exquisite Craftsmanship.

Every fabric we create carries more than a story of craftsmanship. It reflects our ability to evolve, innovate and create greater value. Crafted for More captures our journey of moving beyond the expected, combining experience with new possibilities to shape products that meet changing customer needs and inspire what comes next.

Our foundation is built on more than five decades of textile expertise. Today, we bring together integrated manufacturing, product development, design and technology to create denim, shirting and yarn that balance quality, performance and contemporary fashion. We continue to strengthen our capabilities, broaden our product portfolio and deepen our presence across global markets.

Innovation remains central to this journey. From differentiated fabrics and sustainable materials to process improvements and digital tools, we are continually exploring better ways to create. Our focus on renewable energy, resource efficiency and responsible manufacturing further reflects our commitment to growth that is purposeful and sustainable.

Crafted for More is also about the people behind every achievement — our employees, customers, partners and communities. Together, we are building an organisation that is more responsive, resilient and future-ready.

As we look ahead, we remain inspired to create more, achieve more and contribute more — with innovation as our catalyst, growth as our ambition and exquisite craftsmanship at the heart of everything we do.

Chiripal Group at a Glance

Crafted by Experience

We have built our presence over five decades, with polyester yarn manufacturing at our core and operations across Textiles, Petrochemicals, BOPP Films, Education, Solar, Ethanol, Chemicals and real estate etc. Our integrated value-chain presence has enabled the growth of our textiles and packaging businesses and strengthened our diversified portfolio.

Backed by more than 54 years of experience, we have developed capabilities across petrochemicals, spinning, weaving, knitting, processing, chemicals, infrastructure, realty, education and renewable energy. We continue to invest in research and development, process capabilities, quality standards and technology to meet evolving market requirements.

Sustainability remains integral to our long-term business approach. Our growing solar capabilities support the use of renewable energy, expansion of green cover and reduction of our carbon footprint, while contributing to India's transition towards cleaner energy.

Our journey began in 1972, when Mr. Vedprakash Chiripal founded the Group with 12 powerlooms and a textile trading business in Ahmedabad. Since then, we have expanded our operations and product portfolio, taking our products to markets across the globe and supporting the livelihoods of more than 20,000 employees.

At the Forefront

One of the leading global exporters of terry towels and bath linen

One of India's fastest growing solar manufacturers

Largest denim manufacturer in Asia

Among India's largest process houses

About the Company

Where Experience Meets Innovation

We are among India's largest denim producers, with a diverse portfolio spanning fashion denim, shirting and yarn. As a flagship company of the Chiripal Group, we serve leading domestic and international brands, exporters and buying houses.

Our vertically integrated manufacturing facilities are equipped with modern technology and advanced machinery. Quality checks across our production processes support consistent product quality and enable us to serve customers across markets.

We are strengthening our capabilities as a fashion-oriented organisation through our fabric production base, in house creative design studio and Product Development Cell. Together, these capabilities help us respond to evolving market needs and create value for our customers, partners and other stakeholders.

Vision

To bring holistic abundance to all our stakeholders

Mission

- To be on every garment cutter's table
- To become a Fashion brand
- To build a Seva mindset

Values

Respect · Flow · True to Oneself Ownership · Quality · Customer Centricity · Pride in our Work

Trusted by reputed clients

The Children's place (USA)

LIDL

Levi's (Haddad)

ABM

A fashion-forward portfolio

Denim

Knit Denim, Lightweight Denim, Blends, Feather Touch, S. Tech., Prints, Core Classics, Reinvented Classics, Novelty, Structured

Shirting

Basics, Smart Casuals, Casuals, Textured, Indigoes, Sulphur, Fancy, Blends

Yarn

100% cotton, Blended, Special open-end, Organic cotton, Core spun, 100% dyed

Global Presence

Crafting A Global Fabric of Growth

Our presence across international markets enables us to serve a diverse customer base and support a balanced, resilient growth strategy. We continue to expand our global footprint in line with our mission to be on every garment cutter's table.

Our presence in strategic markets brings us closer to customers, enabling us to understand their evolving requirements, respond with agility and build stronger, lasting relationships.

Financial Highlights

Value Created Through Performance

Revenue
(₹ in Crores)

2026	**2871**
2025	3,547
2024	2,010
2023	2,027
2022	2,176

EBITDA
(₹ in Crores)

2026	**104.12**
2025	135.83
2024	152.91
2023	95.71
2022	173.76

PAT Margin
(in %)

2026	**1.15**
2025	0.94
2024	2.24
2023	0.6
2022	3.21

EPS
(₹ in Crores)

2026	**0.23 (FV Rs 1)**
2025	2.32* (0.23 FV Rs 1)
2024	3.12
2023	0.06
2022	4.7

EBITDA Margin
(in %)

2026	**3.63**
2025	3.83
2024	7.28
2023	4.52
2022	7.99

PAT
(₹ in Crores)

2026	**33.13**
2025	33.48
2024	44.97
2023	0.8
2022	67.69

Cash and cash equivalent
(₹ in Crores)

2026	**3.54**
2025	2.51
2024	15.31
2023	3.17
2022	28.65

MD message

Where Craftsmanship Meets Excellence

Managing Director

Mr. Jyotiprasad Chiripal

"

FY 2025-26 was a year of shifting market dynamics for the textile industry. While India's economy maintained a strong growth trajectory, global trade policies, geopolitical developments and volatility in raw material prices created a more uncertain operating environment.

Dear Shareholders,

Every year brings its own set of challenges, but it also brings the opportunity to shape something better. This year, our theme, Crafted for More, reflects the way we see Nandan Denim's journey. It is about looking beyond scale to create greater value, looking beyond boundaries to unlock new possibilities and approaching every decision with purpose. For us, craftsmanship is not limited to the fabrics we produce. It is reflected in the way we innovate, strengthen our business and prepare for the future.

Turning Change into Opportunity

FY 2025-26 was a year of shifting market dynamics for the textile industry. While India's economy maintained a strong growth trajectory, global trade policies, geopolitical developments and volatility in raw material prices created a more uncertain operating environment. At the same time, customers expected greater product variety, superior quality and faster responsiveness.

Rather than allowing these changes to define us, we chose to strengthen our business from within. Our focus was on improving our capabilities, sharpening operational efficiency and building a stronger financial foundation for the years ahead.

Our Greatest Strength is Our People

Behind every milestone we achieve is a team that brings commitment, skill and resilience to our business. Creating an environment where our people feel safe, supported and inspired to grow remains a priority for us.

During the year, we strengthened employee engagement through regular interactions and support programmes, alongside mental health counselling and workplace safety training. We also organised our annual blood donation drives and contributed towards providing clothing support to communities affected by floods in Punjab. For us, contributing to society is an important part of creating lasting value.

Building with Discipline and Confidence

In an increasingly dynamic business environment, strong governance provides the confidence to move forward with clarity. Our Board and its Committees maintained close oversight of our strategic priorities, financial performance and key business risks, including those related to trade policy, raw material prices and geopolitical developments.

Supported by robust internal controls and compliance processes, we are better equipped to respond to uncertainty while staying focused on our long-term direction.

More to Create. More to Achieve.

As I look ahead to FY 2026-27, I see a business with stronger foundations and clearer priorities. We will focus on improving our product and market mix, expanding our presence in domestic and international markets, increasing the use of renewable energy and maintaining financial discipline. We will also invest selectively in product development and operational capabilities so that we stay agile in a rapidly changing market.

I would like to sincerely thank our shareholders, customers, business partners and employees for the trust and support they have placed in us. The past year challenged us in many ways, but it also made us stronger, more focused and better prepared for what lies ahead.

As we move into the new financial year, I am confident that we will continue to innovate with purpose, grow with discipline and build a business that is truly Crafted for More.

Warm regards,

Mr. Jyotiprasad Chiripal
Managing Director

Our Offerings

A Portfolio Crafted to Lead

Product Portfolio

Our product portfolio spans denim, shirting and yarn, serving diverse fashion and apparel requirements across domestic and international markets. We combine core fabrics with value-added, trend-led and specialised offerings to serve brands, exporters and buying houses across varied applications.

Denim: Our denim range includes core and novelty fabrics, structured and lightweight weaves, knit denim, blends, stretch fabrics, feather-touch finishes and printed designs.

Shirting: Our shirting portfolio includes plain, twill, dobby, chambray, fil-à-fil, herringbone, basket weave and pinpoint oxford fabrics. These are available across a range of colours, textures, patterns and yarn effects.

Yarn: Our yarn portfolio includes 100% cotton, blended, special open end, organic cotton, core-spun and fully dyed yarns. Our flexible dyeing capabilities support varied lot sizes and enable us to offer colour rich yarns aligned with evolving market requirements.

Operational Excellence

Precision Behind Every Process

FY 2025 26 was a year of sharper focus on capacity utilisation, product mix, customer responsiveness and process discipline. We continue to advance towards a more integrated and customer centric organisation.

Optimising Capacity and Productivity

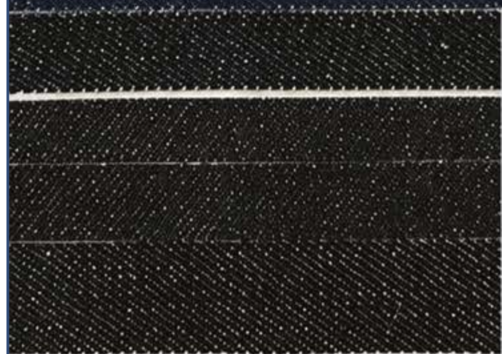
With denim capacity of around 80 million metres per annum and shirting capacity of around 10 million metres per annum, we focused on improving capacity utilisation and productivity. Tighter cost control, energy efficiency and disciplined working capital management supported these efforts.

Advancing the Value-Added Mix

We continued to move beyond commodity basics towards stretch, lightweight, structured, knit, novelty and other differentiated fabrics. The introduction of recycled denim during the year further broadened our offerings, supporting competitively priced products without compromising margins.

Building a More Responsive Business

We are evolving from competing primarily on volumes to creating greater value through product, design and service. Greater use of digital tools improved coordination across sales, product development, planning, production, quality and supply chain. This enabled faster decision-making and more effective resource management.



Quality and Integrated Execution

Quality remained embedded across our manufacturing value chain. Products were evaluated against ASTM and AATCC standards and technology supported tighter process parameters and greater consistency. Our vertically integrated platform, supported by in house R&D and closer functional coordination, enabled faster trials, disciplined execution and quicker response to customer requirements.

Looking ahead, we will deepen customer centricity, accelerate fashion led innovation and build greater flexibility across the value chain. Productivity, quality and cost discipline will remain ongoing priorities.

Manufacturing

Our manufacturing approach focuses on capacity utilisation, process efficiency and flexibility while maintaining consistent quality across operations.

Unlocking Capacity

We doubled Jigger processing and Liza finishing capacity from approximately 6,500 MT per day to 13,000 MT per day through process optimisation and improved operator productivity, without additional investment.

Building Flexibility

Job work across select denim processes provided greater flexibility to align production with market demand, while critical processes remained under direct internal control.

Standardising Operations

Standard operating practices, quality checks and closer coordination across planning, production, quality and supply chain supported greater consistency and repeatability across manufacturing processes.

Driving Shop Floor Efficiency

The Catch Cord Device was trialled across 20 to 25 looms to segregate blue waste yarn at the loom. This reduced manual intervention and supported the recovery and recycling of reusable yarn.

Research and Development

Our R&D and Product Development Cell focuses on translating evolving fashion trends and customer requirements into differentiated, commercially viable and sustainable products.

Trend-Led Product Development

We develop new constructions, looks and finishes, with a focus on stretch, comfort, lightweight and performance-oriented fabrics. These efforts enable us to expand our offerings beyond conventional denim.

Sustainable Material Innovation

We explore recycled fibres, organic cotton, Lyocell and other sustainable materials, alongside resource-efficient processing techniques. This enables us to integrate sustainability into product development.

Integrated Product Development

Our Product Development Cell brings together market trends, customer requirements, design, R&D and manufacturing. This enables faster trials and application-focused innovation across comfort, performance and aesthetics.

Faster Commercialisation

Closer coordination across R&D, manufacturing and quality supports faster technical evaluation and commercialisation of new products.

Looking ahead, we will focus on fashion-led innovation, sustainable materials, process innovation and greater use of technology and data to accelerate trend identification and product development.

Human Resource

As an employee centric organisation, we remain committed to the health, safety, development and overall wellbeing of our people. Our people development initiatives are anchored in a culture of diversity, inclusion and growth, creating an environment where employees feel valued, empowered and equipped for sustained performance and professional growth.

Employee Health and Safety

We provide protective clothing, helmets, goggles and other Personal Protective Equipment (PPE) to help prevent workplace injuries and accidents. These measures support a safe working environment and reinforce our focus on employee wellbeing across our operations.

Employee Engagement and Community Wellbeing

We organise employee engagement initiatives throughout the year to foster a positive work culture and strengthen our relationship with our people. We undertake health programmes extending our focus on wellbeing beyond the workplace.

Diversity and Inclusion

We maintain a zero-tolerance approach to discrimination based on religion, caste, creed or gender. Our commitment extends to our stakeholders, including customers, suppliers and employees, encouraging them to promote and uphold a culture of diversity and inclusion within their respective workplaces.

Environment

Building a More Sustainable Future

Our approach to environmental responsibility focuses on resource efficiency, reducing environmental impact and integrating responsible practices across our manufacturing operations. As a textile manufacturer, we recognise the importance of managing water, energy and materials responsibly. We therefore continue to focus on resource conservation, waste management and renewable energy adoption.

~5000
Trees planted by Nandan Denim

53,02,068 units
Renewable energy generated through wind and solar

225 KW generator
Smart steam turbine installed

Enhancing Green Cover

We recognise the importance of preserving and enhancing green cover in the communities in which we operate. During the year, we undertook tree plantation initiatives as part of our environmental stewardship efforts.

We also participated in the Chiripal Green Yodha Drive, organised by the Chiripal Group in collaboration with Radio Mirchi and the Ahmedabad Municipal Corporation. The initiative supported large-scale plantation across Ahmedabad and brought together group companies and community stakeholders around a shared environmental objective.

Managing Water Responsibly

Water is an important resource in textile manufacturing, and we focus on its responsible use, treatment and reuse across our operations. Our water management systems include Effluent Treatment Plants and Reverse Osmosis Plants to support the treatment and recycling of water generated through our operations.

We also operate a Sewage Treatment Plant for responsible wastewater treatment. Treated water is reused for gardening, while the remaining treated effluent is managed in accordance with prescribed parameters and sent to the Common Effluent Treatment Plant.

These measures support efficient water use while enabling responsible wastewater management and reducing our impact on surrounding water bodies. We remain focused on improving water efficiency in line with production requirements and identifying opportunities to further reduce water consumption and discharge.

Improving Energy Efficiency

Energy efficiency is an important part of our efforts to reduce resource consumption across manufacturing operations. During the year, we implemented measures to improve energy efficiency and reduce power consumption across selected processes and equipment.

The installation of a smart steam turbine with a generator and pump set at the water treatment facility supported these efforts. Alongside efficiency measures, we are increasing the contribution of renewable sources to our energy mix through our wind and solar assets.

Moving Towards Renewable Energy

Our approach to energy management extends beyond efficiency improvements to increasing the use of renewable energy. During the year, generation from our windmill projects and solar system supported our renewable energy requirements.

Looking ahead, we intend to further increase the share of renewable electricity in our energy mix. As part of our FY 2026-27 sustainability roadmap, we have entered into a Group Captive Renewable Energy arrangement, under which power will be sourced from a hybrid renewable energy project comprising wind and solar capacity.

The project is expected to significantly expand our renewable electricity portfolio upon commissioning and support the reduction of Scope 2 GHG emissions. This initiative marks an important step in our longer-term approach to energy transition and decarbonisation.

Strengthening Waste Management

We follow a structured approach to waste management across our facilities, with a focus on classification, segregation and storage in designated areas. Waste is collected periodically and disposed of responsibly in accordance with applicable regulatory requirements and prescribed norms of the Gujarat Pollution Control Board.

We also seek to maximise resource utilisation wherever feasible. Used oil is reused as a lubricant for plant and machinery, supporting the productive use of materials while reducing the need for fresh inputs.

The separated blue yarn waste presents an opportunity for recovery and reuse as an input material for yarn manufacturing, subject to successful scale-up and commercial validation.

These initiatives reflect our broader commitment to responsible resource use and greater resource efficiency across our manufacturing processes.

Community Engagement

Our responsibility extends beyond our manufacturing operations to the communities and stakeholders associated with us. We seek to contribute to social wellbeing through initiatives that address community needs, encourage employee participation and provide assistance during times of need.

Our community engagement efforts span social welfare, healthcare, disaster relief and employee-led initiatives. Through structured programmes and timely interventions, we aim to create meaningful impact and support the communities around us.

~5,000

Trees planted through Nandan Denim initiatives

50,000+

Trees planted through Chiripal Green Yodha Drive across Ahmedabad

Encouraging Employee Participation

Our employees are an important part of our social responsibility efforts. We seek to create opportunities for them to participate in initiatives that contribute to wider community welfare.

As part of our social welfare efforts, we organise blood donation camps, providing employees with an opportunity to contribute to an important healthcare need.

Through such initiatives, we aim to foster a culture of participation and social responsibility, while creating avenues for our people to contribute beyond their professional roles.

Employee Wellbeing

Our social priorities also extend to creating a workplace that supports the health, safety, development and overall wellbeing of our people. We undertake employee engagement and wellbeing initiatives that encourage participation, interaction and a positive workplace culture.

During the year, initiatives included Women's Day celebrations, the Cricket Premier League, monthly mental health counselling sessions for Chiripal Group employees alongside recreational and team building activities. These initiatives strengthen engagement while creating opportunities for interaction, wellbeing and participation across our workforce.

Health and Safety

The safety and wellbeing of our employees and workers remain key priorities across our manufacturing facilities. We provide personal protective equipment based on operational requirements and conduct training on workplace safety and appropriate PPE usage.

We maintain access to healthcare facilities for routine check-ups and emergency requirements. Recognising potential fire risks from fuel storage and electrical short circuits, we have placed adequate fire extinguishers across our plant premise and Corporate office.

Regular industrial safety training programmes enhance awareness and reinforce safe working practices. Training is also provided when new processes are introduced as part of product development, helping employees understand operational requirements and execute new processes safely and effectively.

Board of Directors

Visionaries Behind Our Progress

Mr. Jyotiprasad Chiripal
Managing Director

Mr. Jyotiprasad Chiripal is a Commerce graduate with more than 44 years of business experience across the fabric, yarn and knitted apparel businesses. His professional experience spans finance, production, marketing and new customer development across various companies of the Chiripal Group.

Mr. Rahul Mehta is an MBA from the Bajaj Institute and has 43 years of experience in the garment industry. He has served as President of the Clothing Manufacturers Association of India and has been its Chief Mentor since 2020. He was the first Indian to serve as President of the International Apparel Federation and has also been associated with several educational institutions in advisory and faculty capacities.

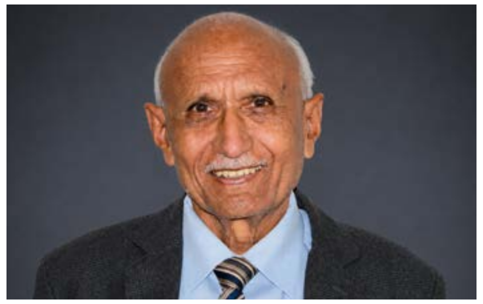
Mr. Rahul Mehta
Independent Director

Mr. Kirit Joshi
Independent Director

Mr. Kirit Joshi holds a B.Sc. in Mathematics, Physics and Statistics, CAIIB Part I from the Indian Institute of Bankers and a Diploma in Co operation from M. S. University, Baroda, where he secured the first rank. He has three decades of experience across banking operations, client relationship management and team management. He has also worked in project finance, banking, debt restructuring and export and import related matters.

Ms. Nalini Nageswaran has more than 21 years of experience in corporate credit and over a decade of experience in handling RBI audits. She was a member of the RBI Working Group on Expected Credit Losses under Basel. She is associated with an Ahmedabad based consultancy firm, where she works on project and risk appraisal.

Ms. Nalini Nageswaran
Independent Director



Mr Ambalal C. Patel
Independent Director

Mr. Ambalal C. Patel has had a distinguished career spanning several decades in industrial development, project appraisal and financial management. He began his career with Gujarat Mineral Development Corporation Ltd. (GMDC) and later joined Gujarat Industrial Investment Corporation Ltd. (GIIC) as Technical Adviser, where he served in various capacities for over 30 years. He brings extensive experience in project identification, industrial financing and the development of infrastructure and private sector projects.

Mr. Chatterjee is a seasoned finance professional with over 26 years of senior-level experience across public financial institutions and the private sector. He brings expertise in business growth, risk management and strategic advisory, supported by a multidisciplinary background in Chemical Engineering, finance and legal matters. Over the course of his career, he has also served as a Nominee Director on the Boards of several large companies, contributing to their governance and strategic decision-making.

Mr. Suresh Chatterjee
Additional Director

Mr. Shaktidan Gadhavi
Whole Time Director

Mr. Shaktidan Gadhavi has been associated with Nandan Denim Limited since 2007. He previously worked with Gomti Processors Limited and Manisha Fabrics Limited. He is a Commerce graduate with more than 23 years of experience across excise, liaisoning and commercial functions.

Corporate Information

Nandan Denim Limited

CIN: L51909GJ1994PLC022719
GST: 24AAACN5327L1ZG
LEI: 335800W54W5SGHLKY444

Board of Directors

Mr. Jyotiprasad Chiripal
Managing Director

Mr. Shaktidan Gadhavi
Whole Time Director

Ms. Nalini Nageswaran
Independent Director

Mr. Kirit Vaikunthraya Joshi
Independent Director

Mr. Rahul Narendra Mehta
Independent Director

Mr. Suresh Chatterjee
Independent Director
(w.e.f. August 06, 2025)

Mr. Ambalal C. Patel
Independent Director
(w.e.f. September 17, 2025)

Chief Executive Officer
Mr. Deepak Chiripal

Chief Financial Officer
Mr. Suresh Maheshwari

Company Secretary
Ms. Rinku Patel

Bankers

Bank of Maharashtra

Canara Bank

Central Bank of India

IDBI Bank

Punjab National Bank

Saraswat Co. Op. Bank

State Bank of India

Statutory Auditor

M/s. Nahta Jain and Associates,
Chartered Accountants

Cost Auditor

M/s. A.G. Tulsian &Co.,
Cost Accountants

Cost AuditorSecretarial Auditor

M/s. Jay Khatnani & Associates
Company Secretaries

Registered Office

Survey No. 198/1 & 203/2,
Saijpur – Gopalpur,
Pirana Road, Piplej,
Ahmedabad
Gujarat– 382 405

Corporate Office

'Chiripal House',
Near Shivranjani Cross Road,
Satellite, Ahmedabad, Gujarat – 380 015
Tel.: 079 69660000 **Fax:** 079 26768656
Email: cs.ndl@chiripalgroup.com

Registrar & Transfer Agent Registrar & Transfer Agent

Datamatics Business Solutions Limited
Plot No. A 16 & 17, Part B Cross Lane, MIDC, Andheri East, Mumbai 400093
Tel.: 022 66712001-06,
Fax: 022 66712011
Email: investorsqrydatamaticsbpm.com

Management Discussion and Analysis

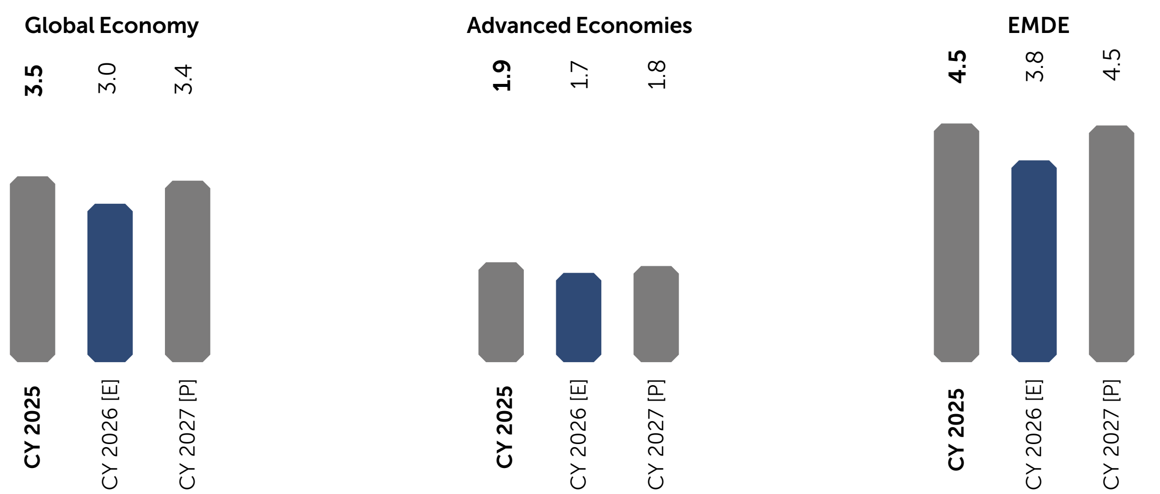
ECONOMY OVERVIEW

Global Economy Overview

The global economy remained resilient in CY 2025, with GDP expanding by 3.5% despite trade tensions and policy uncertainty. Technology-led investments, resilient consumer spending and favourable financial conditions supported growth. Inflation moderated to around 4.1%, strengthening capital inflows and currency stability. This enabled major central banks to gradually ease monetary policy through measured interest rate reductions.

Advanced economies grew by 1.9%, led by steady expansion in the US supported by resilient domestic demand and continued investment in advanced technologies. Emerging economies expanded by 4.5%, driven by strong export performance and resilient economic activity across Asia. Global trade remained resilient, supported by merchandise trade, front-loaded shipments and continued growth in services trade.

World Economic Output (%)



E – Estimate; P – Projection; EMDE – Emerging Market and Developing Economies

Source: IMF World Economic Outlook

Outlook

The global economic outlook remains uncertain, reflecting evolving trade policies, fiscal pressures, and persistent geopolitical risks. The conflict in West Asia has added to these uncertainties and could weigh on global economic activity. Assuming this dispute remains limited in duration and geographic scope, global GDP growth is projected to stabilise at 3.0% in CY 2026 and improved to 3.4% in CY 2027. This outlook reflects resilient domestic demand, supportive policy measures and gradual monetary easing across major economies.

This conflict could exert upward pressure on global inflation, with inflation projected at 4.7% in CY 2026. Inflation is expected to moderate to 3.9% in CY 2027, reflecting easing supply constraints, softer demand conditions and moderating labour market pressures.

Indian Economy Overview[3]

India's economy maintained strong momentum, with GDP growth of 7.7%, positioning India as the fastest-growing major economy for the fourth consecutive year. Robust domestic demand, aided by fiscal measures and improving consumer sentiment, sustained economic growth. Inflation moderated to 3.4%, remaining within the Reserve Bank of India's target range of 2% to 6%, reflecting lower input costs and improved supply conditions.

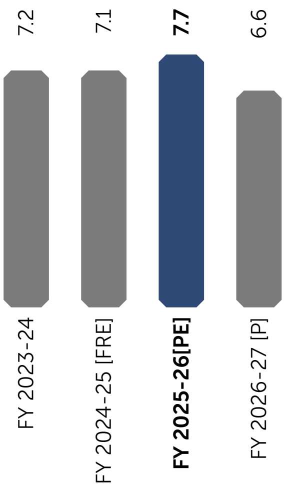
[1]https://www.imf.org/-/media/files/publications/weo/2026/update/july/english/text.pdf

[2]https://www.imf.org/-/media/files/publications/weo/2026/update/july/english/text.pdf

[3]https://rbidocs.rbi.org.in/rdocs/Bulletin/PDFs/BULLETINJUNE22062026C6FB415DA85745E485148DAD8F0A1912.PDF

Strong rural demand, GST rationalisation and easing monetary conditions supported private consumption. Lower input costs and improved supply conditions helped moderate manufacturing costs across several industries, including textiles. These developments improved cost competitiveness, supported consumer demand and strengthened export prospects. Industrial activity strengthened, supported by manufacturing growth, while the services sector remained resilient.

India's GDP Growth (%)



FRE- First Revised Estimate; PE- Provisional Estimate; P- Projected

Source: RBI Bulletin

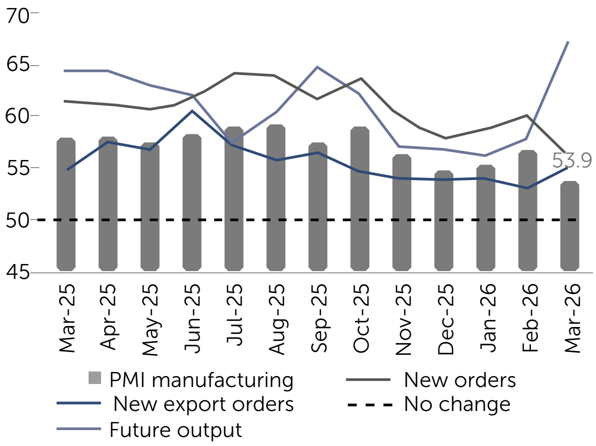
Outlook

Economic activity is expected to remain resilient, with GDP growth projected at 6.6% for FY 2026-27, driven by sustained momentum in the services sector, strong domestic demand and healthy financial activity. CPI inflation for FY 2026-27 is projected at 5.1%, reflecting stable food prices, favourable supply conditions and monetary policy measures. To support economic activity, the Monetary Policy Committee reduced the repo rate to 5.25% while maintained its neutral stance.

The manufacturing purchasing managers' index (PMI) moderated to 55.4 but stayed within the expansion zone. New orders continued to be strong due to robust demand conditions, and business expectations remain highly optimistic. However, supply-chain disruptions due to the West Asia conflict could tighten the availability of key inputs for downstream sectors, including plastics, textiles, chemicals and synthetic fibres.

India's FTA agenda witnessed significant progress during FY 2025–26 with the implementation and conclusion of trade agreements with EFTA, the UK, Oman, New Zealand and the European Union. These agreements are expected to improve market access, reduce tariff barriers, strengthen supply chain integration and create opportunities across textiles, apparel, handicrafts and technical textiles. They are also expected to support export growth, market diversification, investment, technology partnerships and deeper integration into global value chains.

PMI Manufacturing



Source: RBI April Bulletin 2026

INDUSTRY OVERVIEW

Global textile industry[6]

The global textile industry has evolved through technological advancements and expanding global trade. In 2025, the global textile market size was estimated at USD 2,123.72 billion. This expansion is driven by a rising global demand for natural fibres, alongside the growth of global apparel manufacturing, access to diverse raw fibre sources, and the establishment of large-scale textile mills.

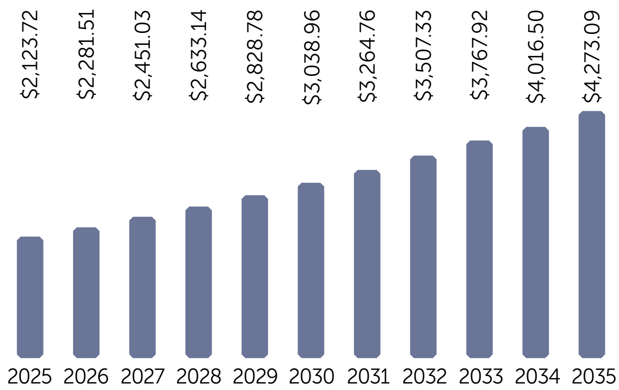
The global textile market is projected to grow from USD 2,281.51 billion in 2026 to around USD 4,273.09 billion by 2035, achieving a Compound Annual Growth Rate (CAGR) of 7.24% over this timeframe. Growth is expected to be driven by a rising demand for eco-friendly apparel, a growing emphasis on a circular textile economy, and the rising implementation of digital manufacturing technologies. Key industry trends involve the increasing use of sustainable, organic, recycled, and bio-based materials, alongside a stronger emphasis on supply chain traceability.

[4]https://rbidocs.rbi.org.in/rdocs/Bulletin/PDFs/BULLETINJUNE22062026C6FB415DA85745E485148DAD8F0A1912.PDF

[5]https://rbidocs.rbi.org.in/rdocs/Bulletin/PDFs/0BULT23042026FL5A726E38FAF84453B435F18A3709DD11.PDF

[6]https://www.precedenceresearch.com/textile-market

Global Textile Industry



Source: Precedence Research

Indian Textile Industry

India's textile industry has undergone a remarkable transformation, emerging as a globally competitive, innovation-driven and employment-intensive sector. The domestic textile market has grown to ₹16 lakh crore, reflecting the sector's robust expansion and increasing contribution to the national economy[7]. Despite global trade challenges, the sector remained resilient. Total textile exports, including handicrafts, reached ₹3,16,334.9 crore in FY 2025–26, registering a growth of 2.1%. This reflects steady global demand for Indian textile products and the continued competitiveness of the sector across major product categories[8].

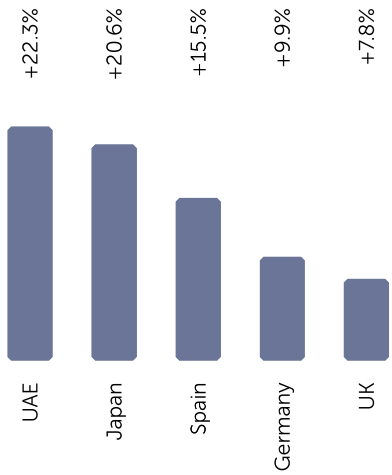
To strengthen the sector's global competitiveness, the Government approved the Production Linked Incentive (PLI) Scheme for Textiles with a five-year outlay of ₹10,683 crore[9]. The scheme supports the manufacturing of man-made fibre apparel, man-made fibre fabrics and technical textile. In addition, the Ministry of Textiles has set a Vision 2030 objective to scale up exports to approximately ₹9 lakh crore through fortified domestic manufacturing and broader global market penetration[10].

Overall, India is well-positioned to strengthen its footprint in the global textile industry and contribute to the vision of Viksit Bharat. This outlook is systematically backed by ongoing policy initiatives, infrastructure development, investment promotion, skill enhancement and technological advancement.

India's Textile Industry (USD billion)

Source: PIB

India's Textile Export Share in Key Markets



Source: PIB

Trends in the Indian Textile Industry

Key trends	Description
Ecosystem Modernisation	Large-scale investments in research, innovation, incubation and industry-academia collaboration are building a future-ready textile ecosystem.
Empowerment Through Representation	The textile sector plays a crucial role in women's empowerment by serving as a primary employer for a major female workforce and fuelling a rise in women entrepreneurs.
Fabric Diversification	Consumers are moving away from basic, traditional materials to seek a wider variety of specialised, high-performance and custom fabrics.
Eco-Friendly Preference	A rapidly accelerating shift toward sustainable materials as global and domestic consumers prioritises environmental impact.
Urbanization and Middle-Class Spending	Rising disposable incomes and moving to cities are altering buying power, driving a massive spike in discretionary spending on branded apparel.
E-commerce Proliferation	Online retail channels are continuously expanding, bridging the gap between major manufacturing hubs and consumers in both urban areas and rural, Tier-2 and Tier-3 zones.

[7]https://www.pib.gov.in/newsite/pmreleases.aspx?mincode=19&reg=48&lang=2

[8]https://www.pib.gov.in/PressReleasePage.aspx?PRID=2254367&reg=3&lang=1

[9]https://www.texmin.gov.in/static/uploads/2026/05/5c48e80d2180ca3194b9e9b01340696d.pdf

[10]https://www.pib.gov.in/PressReleasePage.aspx?PRID=2222927&reg=48&lang=2

Provisions of Union Budget 2026-27[11]

The Union Budget 2026-27 outlines a range of initiatives aimed at strengthening the textile sector through investment promotion, skill development, sustainability, infrastructure creation and export facilitation.

Key Initiatives	Description
National Fibre Scheme	The scheme aims to strengthen self-reliance across the fibre value chain by supporting natural fibres, including silk, wool and jute, alongside man-made and new-age fibres. It seeks to improve domestic fibre availability, reduce import dependence and support innovation in advanced textile materials.
Textile Expansion and Employment Scheme	The scheme focuses on the modernising traditional textile clusters through capital support for machinery, technology upgradation and common testing and certification facilities. It is expected to improve productivity, quality standards and employment generation.
Tex-Eco Initiative	The initiative promotes sustainable and globally competitive textile and apparel manufacturing. It aims to align the industry with evolving sustainability standards and emerging green market opportunities.
Samarth 2.0	The upgraded skilling programme strengthens workforce capabilities through greater collaboration between industry and academic institutions. It aims to develop a skilled workforce across the textile value chain.
Mega Textile Parks and Technical Textiles	The Government has announced Mega Textile Parks to provide integrated infrastructure, improve scale efficiencies and promote value addition. The initiative is also expected to support the growth of technical textiles across industrial, medical, defence and infrastructure applications.
Export Promotion Measures for Textiles and Allied Sectors	The export obligation period has been extended from six months to twelve months for textile garments exporters using duty-free imported inputs. The measure provides greater operational flexibility and eases compliance requirements.

Global Denim Industry [12]

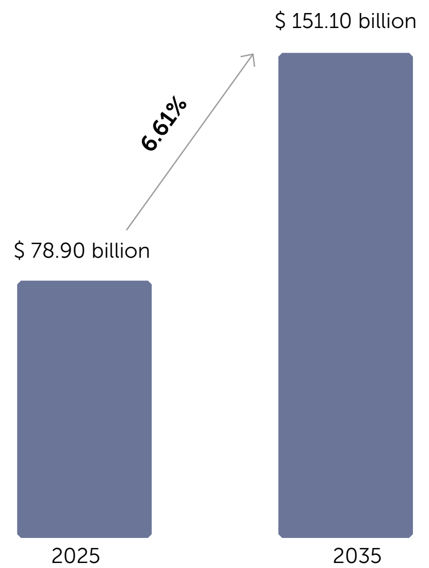
The global denim market continues to evolve, driven by changing consumer preferences and increasing emphasis on sustainability. In 2025, the market was valued at USD 78.90 billion. Growing demand for sustainable apparel has encouraged manufacturers to adopt environmentally responsible materials and production processes.

North America remained the largest denim market in 2025, where the United States alone generated about 83.2% of the regional revenue. North America's denim market is characterised by a strong heritage, established brands, and stable consumer demand. In contrast, Asia Pacific has emerged as the fastest-growing region, driven by a large youth population, rising disposable incomes, increasing adoption of Western fashion, and the growth of local denim brands.

Looking ahead, the global denim industry is expected to record steady growth, supported by evolving consumer preferences and innovation across the value chain. The market is projected to reach USD 151.10 billion by 2035, expanding at a CAGR of 6.61% from 2026 to 2035. This growth trajectory is underpinned by technological advancements, shifting consumer preferences, and the adoption of sustainable practices, reshaping the global denim landscape.

Global Denim Market Size

CAGR 2026-2035



Source: S&S Insider

[11]https://www.pib.gov.in/PressReleasePage.aspx?PRID=2221486&reg=48&lang=2

[12]https://www.snsinsider.com/reports/denim-market-8755

Indian Denim Industry[13]

The Indian denim market was values at USD 1.2 billion in 2025 and is projected to reach USD 1.9 billion by 2034, registering a CAGR of 4.99% from 2026 to 2034. Growth is primarily propelled by rising disposable incomes, rapid urbanisation, expanding e-commerce penetration, and increasing fashion awareness among consumers. In addition, strategic collaborations with international brands and advancements in fabric manufacturing technologies are broadening market reach.

A key driver of this evolution is rising demand for sustainable and eco-friendly denim, driven by increasing environmental awareness among consumers. Government focus on green initiatives and the global shift toward conscious consumption are reinforcing this trend. As a result, sustainable apparel is emerging as a significant segment within the industry.

At the same time, urban centres in India are witnessing a shift toward premium and designer denim. This trend is fuelled by a fashion-conscious youth population and a growing middle class with higher purchasing power. Consumers are increasingly seeking high-quality, denim that combines style and comfort. In response, international brands entering the market and domestic players launching premium collections with innovative washes, fits and designs are gaining traction, strengthening the outlook of the Indian denim industry.

India's Denim Market Forecast (USD Billion)

Source: IMARC Group

Opportunities and Challenges

OPPORTUNITIES

Rising Demand for Denim Products

Denim continues to witness steady global demand due to its versatility and broad consumer appeal. Emerging markets, a growing youth population, expanding e-commerce channels and rising preference for sustainable products present opportunities for market expansion.

Global Sourcing Shift Towards India

Global apparel brands are diversifying sourcing beyond China, creating opportunities for Indian textile manufacturers. India's integrated manufacturing base, competitive capabilities and expanding textile ecosystem position it as a preferred sourcing destination.

Growth in Technical Textiles

The National Technical Textiles Mission (NTTM) is promoting research, innovation, market development and exports. The segment offers opportunities for product diversification, value addition and long-term growth across the textile sector.

Sustainability-Led Demand Growth

Rising demand for sustainable textile products is creating new growth opportunities for Indian manufacturers. Sustainability remains a key focus of India's textile export strategy and industry development roadmap.

Industry 4.0 Adoption

Greater adoption of automation, digital technologies and smart manufacturing is improving operational efficiency, product quality, resource utilisation and supply chain visibility across the textile value chain.

Supply Chain Traceability

The proposed EU Digital Product Passport (DPP) framework is increasing the focus on traceability, transparency and supply-chain visibility. Vertically integrated manufacturers are better positioned to address evolving customer and regulatory requirements.

[13]https://www.imarcgroup.com/india-denim-market

CHALLENGES

Geopolitical and Supply Chain Disruptions

Ongoing geopolitical tensions and global trade disruptions affect freight costs, supply chains and export demand, creating operational uncertainty across the textile value chain.

Tariff and Trade Uncertainties

Indian textile exporters continue to face tariff-related challenges in key export markets. Changes in trade policies and tariff structures have affected export competitiveness and business uncertainty.

Volatility in Raw Material Price

Volatility in cotton prices and concerns over raw material availability continue to challenge the industry. Elevated domestic cotton prices can affect cost competitiveness, particularly for cotton-based textile manufacturers, including denim producers.

Intensifying Global Competition

Indian textile manufacturers compete with established textile-exporting countries such as Bangladesh, Vietnam and other low-cost sourcing destinations. Sustaining cost competitiveness and protecting market share remain key industry challenges.

COMPANY OVERVIEW

Nandan Denim Limited (NDL) is a leading integrated denim fabric manufacturer in India. The company ranks 5th among the top 10 global manufacturers. The Company commenced operations in 1994 as a textile trading business and entered textile manufacturing in 2004. Today, NDL manufactures denim fabric, shirting fabric and yarn. It is part of the Chiripal Group, a diversified conglomerate established in 1972 with interests spanning textiles, chemicals, packaging, infrastructure, and education.

The Company operates a fully integrated manufacturing platform, covering the entire value chain from spinning to fabric finishing. NDL has two manufacturing facilities in Ahmedabad, Gujarat. The Company exports denim fabric to more than 10 countries, strengthening its presence across global markets.

Key Business Strengths

Key Strengths	Description
Experienced Workforce	NDL's skilled workforce supports operational excellence and long-term growth. The Chairman and Managing Director, together with the senior leadership team, bring extensive industry experience and strategic direction.
Strong Customer Engagement	The Company has built long-standing customer relationships through consistent quality, timely deliveries, and the ability to meet diverse product requirements. This has strengthened its customer base across domestic and international markets.
Industry Leadership and Export Presence	NDL has established a strong position in the denim industry through its integrated manufacturing capabilities and diversified product portfolio. The Company exports its products to more than 10 countries, expanding its global footprint.
Seasoned Management Team	The Company is led by an experienced management team with deep industry expertise. Its leadership continues to strengthen customer relationships, supplier partnerships, and business performance.
Operational Scale Advantages	The Company benefits from captive power infrastructure, including a 25 MW power plant, a 2 MW windmill and a 1 MW solar power system. These assets improve energy efficiency and optimise operating costs.
Vertically Integrated Manufacturing Infrastructure	NDL's integrated manufacturing facilities provide end-to-end production capabilities, enabling consistent quality, operational efficiency, and greater control across the value chain. Additionally, NDL ranks among the top 10 denim manufacturers in the world.
Innovation and Product Development	The Company's R&D initiatives focus on product innovation, evolving customer preferences, and changing market trends while maintaining high quality standards.
Stringent Quality Standards	All products undergo rigorous quality testing in accordance with standards prescribed by the American Society for Testing and Materials (ASTM) and the American Association of Textile Chemists and Colorists (AATCC).

Operational Performance

As of FY 2025-26, NDL proudly boasts a formidable fabric production platform, complemented by an impressive yarn spinning capacity of 124 TPD and a refined yarn-dyed shirting capability, reflecting its relentless commitment to scale, sophistication, and excellence in textile manufacturing.

Denim

Denim remains the core focus of the Company's operations, positioning NDL among the leading denim suppliers in India. The Company offers a diversified product portfolio comprising core and reinvented classics, novelty denim, structured and knit denim, lightweight blends, feather-touch fabrics, stretch fabrics, and printed denim.

80 MMPA

Denim Production Capacity (Depends on Fabric Count & Picks per Inch)

Shirting

The Company's yarn dyeing facility supports the production of shirting fabrics across a wide range of colours. Its weaving division manufactures diverse fabric constructions, including plain weaves, twill, dobby, chambray, fil-à-fil, herringbone, basket weave and pinpoint oxford. The product portfolio primarily comprises pure cotton fabrics, with selected products incorporating blended fibres.

10 MMPA

Shirting Production Capacity (Depends on Fabric Count & Picks per Inch)

Yarn Dyeing

NDL's yarn dyeing facility handles batch sizes ranging from 6 kg to 900 kg, providing manufacturing flexibility across customer requirements. The facility produces colour-rich package-dyed yarns, with package sizes ranging from 1,200 grams to 1,300 grams. The manufacturing facility is OEKO-TEX certified, demonstrating compliance with prescribed safety standards and supporting exports of yarn and fabrics to European markets.

Financial Performance

Key Highlights

Particulars	FY2026	FY2025	Y-o-Y (%) Change
Revenue from operations (in ₹ Crore)	2,871.87	3,546.68	-19.03
PAT (in ₹ Crore)	33.13	33.45	-0.96
EBITDA (in ₹ Crore)	104.12	135.83	-23.35
Debtor Turnover (days)	57.21	46.19	23.86
Inventory Turnover (days)	23.19	20.07	15.55
Interest Coverage Ratio (in times)	5.90	3.70	59.46
Current Ratio (in times)	2.25	1.49	51.01
Debt/Equity Ratio (in times)	0.18	0.40	-55.00
EBITDA Margin (%)	3.63	3.83	-5.22
Net Profit Margin (%)	1.15	0.94	22.34
Return on Net Worth (%)	5.09	5.41	-5.91

The Company's Revenue from Operations during FY 2025-26 is Rs. 2871.87 Crores as against Rs. 3546.67 Crores during previous year. The Profit Before Tax (PBT) for the current year is Rs. 42.26 Crores against Rs. 45.85 Crores in the previous year. The Profit After Tax (PAT) for the current year is to Rs. 33.13 Crores against Rs. 33.45 Crores in previous year.

Key Ratios

Particulars	FY2026	FY2025	Reasons of variance (i.e. change of 25% or more as compared to the immediately previous financial year)
Debt Service Coverage Ratio	2.38	3.06	-
Return on Equity Ratio	0.06	0.06	-
Inventory Turnover Ratio	15.74	18.19	-
Trade Receivables Turnover Ratio	6.38	7.90	-
Trade Payables Turnover Ratio	10.16	12.54	-
Net Capital Turnover Ratio	8.46	13.30	Due to Decrease of Turnover and recovery of balances with Govt working capital utilisation reduced
Net Profit Ratio	1.17	0.96	-
Return on Capital Employed	0.08	0.12	Due to Decrease in Turnover compare to previous year
Return on Investment	0.45	0.50	-

Risk and Management

Risk	Description	Mitigation Strategy
Economic Risk	Fluctuations in the global or domestic economic conditions, including slower growth and inflation, may affect demand, exports, and profitability.	Regular assessment of market conditions, diversified customer base, prudent cost management, and periodic review of business strategies.
Exchange Rate Volatility	Financial risk stemming from foreign currency exchange rate volatility linked to global business transactions.	Periodic monitoring of currency exposure through appropriate hedging instruments, including forward contracts and foreign exchange options, in line with the Company's risk management policy.
Raw Material Risk	Volatility in cotton and other raw material prices, along with supply disruptions, may affect production costs and margins.	Diversified sourcing, efficient inventory management, long-term supplier relationships, and continuous cost monitoring
Competition Risk	Intense competition from domestic and international manufacturers may affect pricing, market share and profitability.	Focus on product innovation, operational efficiency, customer relationships, quality enhancement, and cost optimisation to strengthen competitiveness.
Logistic Risk	Focus on product innovation, operational efficiency, customer relationships, quality enhancement and cost optimisation to strengthen competitiveness.	Diversified logistics partners, long-term vendor relationships and continuous monitoring of supply chain operations.
People Risk	Inability to attract and retain skilled employees may affect operational continuity and productivity.	Competitive compensation, employee engagement initiatives, learning and development programmes, and structured succession planning.
Technological Risk	Inability to integrate or develop new technology can impact market competitiveness.	Continued investment in technology, automation, research and development, and periodic modernisation of manufacturing facilities.
Environmental Risk	Failure to conform to environmental regulations can adversely affect business operations.	Commitment to sustainability by establishing Central Effluent Treatment Plants (CETPs), cultivating green belts through tree planting initiatives, and securing mandatory environmental clearances.

Technology

Nandan Denim has effectively integrated advanced technologies across its operations, reinforcing its leadership position in the denim manufacturing sector of India. The company installed the latest technology and machinery sourced from different countries across the globe. This integration helps NDL produce all kinds of fashion denims with high-precision quality check systems.

The vertical integration of NDL spans from yarn to finished fabric. This setup works combined with an in-house R&D department to fuel ongoing product innovations, including stretch denims and sustainable blends. The company ensures strict quality control through advanced laboratory equipment and standardised inspection procedures.

Furthermore, NDL leverages technology for efficient resource management and wastewater treatment. This utilisation underscores its commitment to sustainability.

Human Resources

Nandan Denim considers its workforce a vital part of the organisation. The company relies on robust HR policies that promote a healthy, inclusive working environment and ensure equal employment opportunities. A strong emphasis is placed on employee engagement alongside training and development initiatives to enhance skill sets so the team is prepared to handle market challenges and niche customer demands. To support long-term goals and women's leadership, employees undergo a comprehensive personal development plan (PDP) featuring a structured skills analysis to identify individual strengths and areas for improvement.

To facilitate inter-departmental interaction and collaboration, NDL organised activities during the year, including tree plantation drives, blood donation, cultural programmes, and celebrations for Independence Day and Women's Day. Additionally, the company implements employee social security schemes that provide long-term benefits, which reduce employee absenteeism and increase productivity. As a voluntary effort to improve the existing industrial system and factory employment conditions, NDL provides statutory labour welfare facilities as per the act to foster social comfort, intellectual improvement, and a sense of responsibility, dignity, and pride among its staff.

The company is equally committed to safeguarding the health and safety of its employees. It conducted comprehensive safety and fire audits while establishing internal standard operating procedures (SOPs) to uphold occupational health and safety standards. NDL implemented stringent safety protocols, including safety training, access to first aid, and the mandatory use of personal protective equipment (PPE). For employee support, the company ensures the availability of medical professionals and psychologists.

1700+

Total Employee Strength

Environment And Social Responsibility

Nandan Denim Limited (NDL) acknowledges its responsibility toward environmental stewardship and upholds the highest standards of business ethics. As an established organisation, it embeds social and ethical principles into its core operations while actively engaging in effective water, waste, and energy management practices. The Company is aiming to become a carbon-neutral organisation, utilising an in-house 25 MW power plant, a 2 MW windmill, and a 1 MW solar power system for captive consumption, which generates 5.30 million units of wind and solar energy to reduce carbon emissions.

To promote the reuse and recycling of water and support waste reduction, the Company operates an Effluent Treatment Plant (ETP) and Reverse Osmosis (RO) facilities. These efforts achieve a daily 5% reduction in water consumption, equivalent to 50 KL. Further, NDL operates a caustic recovery plant, processes wastewater through a Sewage Treatment Plant (STP) to reuse it for horticultural purposes like gardening and has built a greenbelt by planting over 5,000 trees.

Beyond environmental protection, the Company's Corporate Social Responsibility (CSR) programs are designed to empower communities and foster inclusive development to ensure social well-being. NDL supports various bodies in carrying out activities across multiple societal sectors. These initiatives specifically target Community Healthcare, Sanitation and Hygiene, Education and Knowledge Enhancement, Social Care and Concern, and Animal Welfare.

Aiming towards a Carbon Neutral Company, the Company has invested Rs.4,00,20,960 for procuring 4.3 MW hybrid power (4.3 MW Wind and 4.64 MW DC Solar) under Group Captive Renewable Energy Project. So, in future, the Company shall get 14 million Units Annually additional from July 2026 onwards.

Internal Control System and Its Adequacy

The Company's internal control system reflects its operations' size, nature and complexity. The internal control system is responsible for managing corporate risks, ensuring financial data correctness, reporting transactions on time, protecting assets and adhering to rules. These controls are regularly monitored and reviewed by the Company's internal auditors. The Audit Committee reviews audit reports and addresses any anomalies as needed. Important observations are communicated to management, who swiftly implement corrective actions.

Cautionary Statement

The MDA section may include forward-looking statements about prospects that are subject to risks and uncertainties. Geopolitical events may pose unforeseen, unprecedented, unascertainable and continuously changing risks to the Company and the environment in which it operates. The report's facts and numbers are based on assumptions developed using internal and external data. Assumptions can alter over time, affecting estimations. Forward-looking statements only apply to the date they were made and reflect the Company's current intentions, beliefs, or assumptions. The Company is not obligated to amend or update forward-looking statements based on new information or future events.

NOTICE

NANDAN DENIM LIMITED
CIN: L51909GJ1994PLC022719
Registered Office: Survey No. 198/1 & 203/2, Saijpur – Gopalpur, Pirana Road, Piplej, Ahmedabad – 382 405
Corporate Office: Chiripal House, Near Shivranjani Cross Road, Satellite, Ahmedabad – 380 015
Website: www.nandandenim.com, **Email:** cs.ndl@chiripalgroup.com
Tel No.: 079 – 69660000

Notice is hereby given that the **THIRTY SECOND ANNUAL GENERAL MEETING** of the Members of Nandan Denim Limited will be held on Thursday, September 24, 2026 at 03:00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses: -

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2026 together with Report of the Board of Directors, Auditors thereon**

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

   "**RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2026 together with Report of the Board of Directors, Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. **To reappoint a Director in place of Mr. Jyotiprasad Chiripal (DIN: 00155695), who retires by rotation and being eligible, offers himself for reappointment**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Jyotiprasad Chiripal (DIN: 00155695), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed, liable to retire by rotation."

SPECIAL BUSINESS:

3. **To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2027**

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

   "**RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of an amount, not exceeding ₹ 3.00 lakhs (Rupees Three Lakhs Only) plus taxes and reimbursement of out of pocket expenses at actuals, if any, incurred in connection with the audit payable to M/s A.G. Tulsian & Co., Cost Accountants (Firm Registration Number:100629) who were appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audit relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 for the financial year ending March 31, 2027.

   RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

4. **To approve the material Related Party Transactions shall be entered into by the Company with Chiripal Industries Limited, the Promoter Group of the Company**

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

   "**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/ or permission(s), as may be required and based on the recommendation of the Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to approve the Material Related Party Transaction(s) / Contract(s) /

Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), for a financial year i.e. 2026-27, with Chiripal Industries Limited, Related Parties (as defined under section 2(76) of the Companies Act, 2013 and regulation 2(zb) of the Listing Regulations) not exceeding ₹ 350 Crores (exclusive of any taxes, duties or charges) and as per the details set out in the explanatory statement annexed to this notice, provided, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents with related parties; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorized Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respects."

5. Re-appointment of Mr. Jyotiprasad Chiripal (DIN: 00155695) as Managing Director of the Company

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

"**RESOLVED THAT** pursuant to the recommendation of Nomination & Remuneration Committee, and approval of Board of Director and the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and subject to such modifications, variations as may be approved and acceptable to the appointee, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Jyotiprasad Chiripal (DIN: 00155695) as Managing Director of the Company for a further period of five years from June 01, 2027 to May 31, 2032, who is liable to retire by rotation as per the Act, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and execute all such documents, agreements, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors."

By order of the Board of Directors
For **Nandan Denim Limited**

Rinku Patel
Company Secretary
Mem. No. A47703

August 12, 2026
Ahmedabad

NOTES:

1. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and in terms of relaxations provided by Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard, from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is convening the 32nd Annual General Meeting ('AGM') through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue, on Thursday, September 24, 2026 at 03:00 p.m. IST. The deemed venue for the AGM will be the Corporate Office of the Company i.e. Chiripal House, Shivaranjani Cross Road, Satellite, Ahmedabad - 380 015 Gujarat.

2. In accordance with the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014 read with the said MCA Circulars and applicable circulars issued by SEBI, the Annual Report of the Company is being sent through email only to the members whose email address are registered with the Company/Depositories, as the case may be. Further, as per Regulation 36(1)(b) of the SEBI Listing Regulations, as amended, a letter containing the web-link, including the exact path, where complete details of the Annual Report are available, is being sent to all the shareholders who have not registered their Email IDs with the Company/ Depository Participant(s)/ RTA. Member(s), however, are entitled to receive Annual Report in physical form, free of cost, on receipt of written request for the same. Members may also note that the Annual Report for the financial year 2025-26 together with the Notice of 32nd Annual General Meeting is also available on the website of the Company viz. www.nandandenim.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

   Members, who have not registered their email ids so far, are requested to register their email ids with their depository for receiving all communications including Annual Report, Notices, etc. from the Company electronically by updating their information with respective depositories.

3. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the 32nd AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at cs.ndl@chiripalgroup.com.

4. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

6. Members of the Company who are Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Corporate Members intending to authorize their representatives to participate and vote though e-voting on their behalf at the meeting are requested to send a certified copy of the Board Resolution/ Power of Attorney/ Authorization Letter to the Company.

   However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

7. The Members can join the AGM through 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 AGM through VC / OAVM will be made available for 1000 Members on a first come first served basis. This will not include large Members (Members 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 AGM without restriction on account of first come first served basis. The Members will be able to view the proceedings on Central Depository Services (India) Limited ('CDSL') e-Voting website at www.evotingindia.com.

8. (i) Information regarding re-appointment of Director as per SEBI Regulations and Secretarial Standards and

   (ii) Explanatory Statement in respect of special business to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed and forms integral part of the Notice.

9. Members who hold shares in physical form in multiple folios, in identical names or joint holding in the same order of names, are requested to send the share certificates to the RTA, for consolidation of such multiple folios into a single folio.

10. Members are requested to register or intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, 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 Depository Participants with whom they are maintaining their demat accounts in case the shares are held by them in electronic form/ demat form and to our RTA in case the shares are held by them in physical form.

11. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN and Bank account details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank details to the RTA. The following documents need to be provided for updation of Bank Account Details - Name and Branch of the Bank in which you wish to receive the dividend, Bank Account type, Bank Account number, 9 digits MICR Code number, 11 digits IFSC Code and a scanned copy of the cancelled cheque bearing the name of the first shareholder.

12. Transfer of Unclaimed Dividend and shares to the Investor Education and Protection Fund (IEPF):

    A. Pursuant to applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after completion of 7 (seven) years. Further, according to the Rules, shares in respect of which dividend has not been paid or claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account created by the IEPF Authority.

    B. During the financial year 2025-26, the Company has transferred amount of unclaimed dividend and corresponding shares thereto into the IEPF. The Details as follows:

Dividend declared for Financial Year	Amount transferred to IEPF	Date on which amount has been transferred	Corresponding shares
2017-18 (Final)	248994	28/11/2025	335962

Shareholders are requested to note that, pursuant to the provisions of section 124 of the Act read with IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the MCA.

In accordance with the aforesaid IEPF Rules, an individual communication is being sent to all Shareholders whose shares are due for transfer to the IEPF Authority and whose email IDs are available, informing them to claim their unclaimed/unpaid dividend before due date to avoid such transfer of shares to IEPF Authority and notice in this regard is being published in Newspapers.

Shareholders whose unclaimed dividends/shares has been transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority.

Details of the unclaimed dividend pertaining to the years 2014 to 2018 is hosted on Company's website under the heading 'Unpaid Dividend'. No dividend was declared since the financial year 2018-19 onwards.

13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.

14. Members are requested to note that the Company's shares are under compulsory electronic trading for all investors. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants. Members are encouraged to use the Electronic Clearing Services (ECS) for receiving dividends.

SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI (LODR) and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the Company's RTA, for assistance in this regard.

Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

15. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed company can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, members are advised to dematerialize shares held by them in physical form.

16. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the meeting so that the information required may be made available at the meeting.

17. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in demat form; the nomination form may be filed with the respective Depository Participant.

18. **PROCEDURE FOR VOTING:**

    i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

    ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall be entitled to avail the facility of remote e-Voting or e-Voting on the date of the AGM and participating at AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, should treat this Notice as intimation only.

    iii. The e-voting period begins on Monday, September 21, 2026 and ends on Wednesday, September 23, 2026. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 17, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    The Company has appointed Mr. Jay D. Khatnani (Membership Number: ACS 50727, CP No. 18421) of M/s. J. D. Khatnani & Associates, Practicing Company Secretary (Address: 802, 8th Floor, Mahalay Complex, Near Hotel President, B/h Fairdeal House, Off C.G. Road, Navrangpura, Ahmedabad-380009 Gujarat India) as the scrutiniser for conducting the e-voting process in a fair and transparent manner. The e-voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on Thursday, September 17, 2026 being the cut-off date.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

(i) The voting period begins on Monday, September 21, 2026, 09:00 AM and ends on Wednesday, September 23, 2026, 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 17, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting at the meeting.

(iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Type of shareholders	Login Method
	3) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

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

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

	For Physical shareholders and other than individual shareholders holding shares in Demat.
	• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(ii) After entering these details appropriately, click on "SUBMIT" tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

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

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting.

However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

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

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

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

OTHER INFORMATION

i. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company.

ii. The Scrutinizer shall unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and submit a consolidated Scrutinizer's Report (votes casted during the AGM and votes casted through remote e-voting) of the total votes cast in favour or against, if any, within two working days of conclusion of the 32nd AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The result declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.nandandenim.com and on the website of CDSL immediately after the result is declared by the Chairman and the same shall be simultaneously communicated to the BSE Limited and National Stock Exchange of India Limited.

iii. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to the same being passed with requisite majority.

Contact Details		
Company	:	Nandan Denim Limited Corporate Office: 'Chiripal House', Near Shivranjani Cross Road, Satellite, Ahmedabad – 380 015.
CIN	:	L51909GJ1994PLC022719
Email ID	:	cs.ndl@chiripalgroup.com
Registrar and Transfer Agent	:	Datamatics Business Solutions Limited Plot No. A 16 & 17, Part B Cross Lane, MIDC, Andheri (east), Mumbai – 400 093
Phone	:	022-66712001-06
E-voting Agency	:	Central Depository Services (India) Limited
Email ID	:	helpdesk.evoting@cdslindia.com
Scrutinizer	:	CS Jay D. Khatnani, Practicing Company Secretary
Email ID	:	jaykhatnani@gmail.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 3:

The Board of Directors at their meeting held on May 28, 2026, on the recommendation of the Audit Committee, had approved the appointment and remuneration of M/s A.G. Tulsian & Co., Cost Accountants, Ahmedabad (Firm Registration Number: 100629) as Cost Auditor to conduct the audit of the cost accounting records maintained by the Company in respect of textiles and related products for the financial year ending March 31, 2027 at a remuneration not exceeding ₹ 3.00 lakhs (Rupees Three Lakhs Only) excluding taxes and reimbursement of out of pocket expenses at actuals, if any, in connection with the audit.

M/s A. G. Tulsian & Co., Cost Accountants (Firm Registration Number: 100629) have confirmed that they hold a valid certificate of practice under sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and / or re-enactment(s) for the time being in force), the remuneration payable to Cost Auditor has to be ratified by the members of the Company.

Accordingly, ratification by members is sought to the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company, if required, for the financial year ending March 31, 2027.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said Ordinary Resolution, save and except as shareholder and to the extent of their shareholding in the Company.

The Board accordingly recommends the resolution as set out in Item No. 3 of the Notice for approval of the Members.

Item No. 4:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, material related party transactions require prior approval of the shareholders on a year to year basis through ordinary resolutions, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis.

As per the amended Listing Regulations, where the annual consolidated turnover is upto ₹ 20,000 crores, a related party transaction is considered material if the transaction(s) 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. Accordingly, since the Company's annual turnover is ₹ 2,871.88 crores for the financial year 2025-2026, and since the turnover is less than ₹ 20,000 crores as per Schedule XII, materiality threshold of 10% of the turnover shall apply which is ₹ 287.19 crores. Proposed transactions exceeding the Materiality Threshold computed under Schedule XII of the Listing Regulations with a Related Party shall be regarded as material and shall therefore require prior approval of the shareholders by way of an ordinary resolution, irrespective of whether the transaction is in the ordinary course of business or at arm's length basis.

Accordingly, RPTs of Nandan Denim Limited ("Company" or "NDL") and Chiripal Industries Limited ("CIL"), promoter and related party of the Company which may exceed the aforesaid threshold of MRPT, are placed for the approval of the Members of the Company vide Resolutions No. 4. The Company has provided to the Audit Committee with the relevant details, of the proposed RPTs, as required under Listing Regulations and Industry Standards, including material terms and basis of pricing. The Audit Committee has reviewed the certificate provided by Managing Director and Chief Executive Officer of the Company, as required under the RPT Industry Standards. The Audit Committee, after reviewing all necessary information, has unanimously granted approval for entering into the below mentioned MRPTs. The Audit Committee has further noted that the transactions will be at an arms' length basis and in the ordinary course of business of the Company. Accordingly, basis the approval of the Audit Committee, the Board of Directors recommends the resolutions contained in Item Nos. 4 of the accompanying Notice to the Members for approval for financial year 2026-27.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, has introduced Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the Listing Regulations read with the SEBI Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Circular"). The Industry Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

Details of the proposed RPTs between Nandan Denim Limited ('NDL') and Chiripal Industries Limited ('CIL'), including the Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions as per RPT Industry Standards and applicable SEBI Circular, is appended hereunder:

Sr. No.	Particulars of the information	Information provided by the Management
Part A: Details of the related party and transactions with the related party		
A(1). Basic details of the related party		
1	Name of the related party	Chiripal Industries Limited ('CIL')
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Manufacturing of Textile and other related products
A(2). Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	Chiripal Industries Limited is a promoter Group of the Nandan Denim Limited
(a)	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NIL
(b)	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
(c)	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	24.96%
A(3). Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last financial year. (F.Y. 2025-2026)	
		(₹ in crs.)
	Purchase of Goods or services	30.88
	Sale of Goods or services	327.58
	Rendering Services -Rent	0.004
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year upto the quarter immediately preceding the quarter in which the approval is sought.	85.44
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No
A(4). Amount of the proposed transactions		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	350 Crores
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	12.19 %
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	14.78%

Sr. No.	Particulars of the information	Information provided by the Management
6	Financial Performance of the related party for the immediately preceding FY 2025-2026 (Provisional):	(Rs. in crs.)
	Particulars	
	Turnover	2,367.91
	Profit After Tax	49.32
	Net Worth	757.63
A(5). Basic details of the proposed transactions		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	
		(₹ in crs.)
	Purchase of Goods or services	175.00
	Sale of Goods or services	170.00
	Rendering Services -Rent	5.00
2	Details of each type of the proposed transaction	
	Purchase of Goods or services	Purchases of Raw materials & Stock-in-Trade of Textile & other related product
	Sale of Goods or services	Sale of Goods relating to textile and other related products including Job work
	Rendering Services -Rent	Leasing of premise
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	01.04.2026 to 31.03.2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	-
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	For the smooth business operation of the Company. The Transactions with CIL would always be based on the business expediency, on arm's length basis, in ordinary course of business and in the interest of all stakeholders.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Jyotiprasad Chiripal, Managing Director who is also Managing Director and Promoter of CIL
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	35% collectively
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	NA
9	Other information relevant for decision making.	NA
Part B: Details of the specific type of RPTs		
B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Purchase Order/ Agreement/ MOU
2	Basis of determination of price	As per the negotiated rate based on market standards and on arm's length basis
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	(a) Amount of Trade Advance	NIL
	(b) Tenure	NA
	(c) Whether same is self-liquidating?	NA

Except Mr. Jyotiprasad Chiripal, Managing Director and his son Mr. Deepak Chiripal, CEO and their relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 4 of the Notice except to the extent of their shareholding in the Company, if any.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote on the Ordinary Resolution set forth at Item No. 4 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Based on the approval of the Audit Committee, the Board recommends the Ordinary Resolution as set forth in Item No. 4 of the Notice for approval of the Members.

Item No. 5

The present term of Mr. Jyotiprasad Chiripal (DIN: 00155695) as the Managing Director is valid upto 31st May, 2027. On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (the 'Board'), at its meeting held on 12th August, 2026 has, re-appointed Mr. Jyotiprasad Chiripal (DIN: 00155695) as Managing Director of the Company, for a period of 5 (five) years with effect from June 01, 2027, subject to the approval of members. Mr. Jyotiprasad Chiripal shall be liable to retire by rotation. The Company had received the necessary consent and declarations from Mr. Jyotiprasad Chiripal confirming his eligibility to be reappointed as Managing Director of the Company and Mr. Jyotiprasad Chiripal, is also Managing Director of Chiripal Industries Limited.

Mr. Jyotiprasad Chiripal holds a Bachelor's Degree in Commerce from Gujarat University and has over four decades of experience in the fabric, yarn and knitted apparel business. Considering his vast experience, leadership and deep understanding of the Company's operations, the Board believes that it would be in the best interests of the Company to continue to avail the services of Mr. Jyotiprasad Chiripal as Managing Director, who is above 70 years of age.

1. Term and Termination:

1.1 Five (5) years commencing from June 01, 2027, till May 31, 2032.

1.2 The appointment may be terminated earlier, without any cause, by either party by giving three months' notice of such termination.

2. Remuneration:

Mr. Jyotiprasad Chiripal will not draw any remuneration from the Company as Managing Director.

3. Duties and Powers:

1. The Managing Director will perform their respective duties as such with regard to all work of the Company and they will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board, in connection with and in the best interests of the business of the Company and stakeholders.

2. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

3. The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

Mr. Jyotiprasad Chiripal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment by way of passing special resolution. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act and further, he has confirmed that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority.

A brief profile and other details of Mr. Jyotiprasad Chiripal are provided in "Annexure A to the Notice" pursuant to the applicable provisions of (i) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Jyotiprasad Chiripal and Mr. Deepak Chiripal are interested in the resolutions set out respectively at Item No. 5 of the Notice, which pertain to appointment.

None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution, save and except as shareholder and to the extent of their shareholding in the Company.

The Board accordingly recommends the special resolution as set out in Item No. 5 of the Notice for the approval of the members.

By order of the Board of Directors
For **Nandan Denim Limited**

Rinku Patel
Company Secretary
Mem. No. A47703

August 12, 2026
Ahmedabad

ANNEXURE A TO THE NOTICE DATED AUGUST 12, 2026

DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 32nd ANNUAL GENERAL MEETING TO BE HELD ON SEPTEMBER 24, 2026 (PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015.

Name of Director	Mr. Jyotiprasad Chiripal (DIN: 00155695)
Designation	Managing Director
Date of Birth	21/08/1953
Age	73 years
Date of first appointment on the Board	29/05/2017
Qualifications	Bachelor of Commerce
Brief Resume / Experience (including expertise in specific functional are) /	Mr. Jyotiprasad Chiripal holds a Bachelors degree in Commerce from Gujarat University. He was initially dealing with the finance & production functions of various companies of Chiripal Group. He obtained detailed knowledge and understanding of the functioning of the Company during his stint under various capacities. His expertise in the business of fabric, yarn and knitted apparels along with entrepreneurial acumen and leadership qualities guided the Group for more than four decades. In 2017, he joined as Managing Director of Nandan Denim Limited. During his tenure with the Company, his constant endeavor was to excel and sustain the position of the Company as a successful organization with best governance standards. With his in depth knowledge of Company's functioning, he brings immense value in enhancing Board effectiveness.
Terms and Conditions of Appointment / Re-appointment	Refer Item No. 5 of the Explanatory Statement
Details of remuneration paid	Nil
Details of remuneration to be proposed	No remuneration is proposed to be paid
Shareholding in the Company as on March 31, 2026	1,89,00,000 equity shares
Relationship with other Directors / Key Managerial Personnel	Father of Deepak Chiripal (CEO)
Number of meetings of the Board attended during the year	4 (Four)
Name of entities in which the person also holds the Directorships as on March 31, 2026	Nandan Denim Limited Chiripal Industries Limited True Green Bio Energy Limited Chiripal Poly Films Limited TG Power Solutions Private Limited Grew Technologies Private Limited Grew Solar Private Limited Grew Renewables Private Limited Grew Solartech Private Limited Grew Pvtech Private Limited Grew Green Private Limited Chiripal Industrial Park Private Limited Zemex Petrochemicals Private Limited Sparow Exports Private Limited Shanti Innovation and Research Foundation Omkar Dyeing and Printing Mills Private Limited

Name of Director	Mr. Jyotiprasad Chiripal (DIN: 00155695)
Membership / Chairmanship of Committees of other Boards of entities as on March 31, 2026	Chiripal Poly Films Limited Audit Committee -Member Nomination & Remuneration Committee - Member Corporate Social Responsibility Committee - Member CIL Nova Petrochemicals Limited Audit Committee – Member Stakeholders Relationship Committee – Member Nomination & Remuneration Committee – Member Chiripal Industries Limited Corporate Social Responsibility Committee - Member
In case of Independent Director, the skills and capabilities required for the role and manner proposed person made such requirements	N.A.
Listed entities from which the person has resigned in the past three years	None

Boards' Report

To,
The Members

Your Directors are pleased to present thirty first Annual Report of Nandan Denim Limited ('the Company') along with the Audited Financial Statements for the financial year ended March 31, 2026.

OPERATIONAL & FINANCIAL HIGHLIGHTS

Summary of the financial results of the Company for the year under review is as under:

(₹ in Crores)

Particulars	Year ended 31/03/2026	Year ended 31/03/2025
Revenue from Operations	2871.87	3546.67
Other Income	14.20	7.63
Total Income	2886.07	3554.30
Expenses		
Operating Expenses	2781.95	3418.50
Depreciation and Amortisation Expenses	44.21	53.21
Total Expenses	2826.16	3471.71
Profit before Finance Cost & Tax	59.91	82.59
Less: Finance Cost	17.66	36.74
Profit Before Tax	42.26	45.85
Less: Tax Expense	9.13	12.40
Profit After Tax	33.13	33.45
Other Comprehensive Income	(0.73)	0.17
Total Comprehensive Income	32.40	33.62
Earnings Per Share (Face Value Re. 1 each)	0.23	0.23

BUSINESS PERFORMANCE

The Company's Revenue from Operations during 2025-26 is ₹ 2871.87 Crores as against ₹ 3546.67 Crores during previous year. The Profit Before Tax (PBT) for the current year is ₹ 42.26 Crores against ₹ 45.85 Crores in the previous year. The Profit After Tax (PAT) for the current year is to ₹ 33.13 Crores against ₹ 33.45 Crores in previous year.

The finance cost (interest) for the current year is ₹ 17.66 Crores as compared to ₹ 36.74 Crores. So, the finance cost has decreased by about 51.93% compared to the previous year.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis as stipulated as per Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is presented in a separate section forming part of this Annual Report. It speaks about the overall industry structure, global and domestic economic scenarios, developments in business operations / performance of the Company's business and other material developments during the financial year 2025-26.

DIVIDEND

Your Director's do not recommend any dividend for the financial year ended March 31, 2026.

The Dividend Distribution Policy of the Company, in terms of Regulation 43A of SEBI (LODR) Regulations, 2015 (as amended) is available on the website at https://www.nandandenim.com/admin/pdf/926978Dividend-Distribution-Policy.pdf

TRANSFER TO RESERVES:

The Board of Directors has decided to retain the entire amount of profit for FY 2025-26 in the retained earnings.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

In accordance with the provisions of Section 124 and Section 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), Company is required to transfer the dividend which remains unpaid or unclaimed for a period of seven consecutive years or more to the IEPF. In view of the same, dividend of ₹ 2,48,994.00 pertaining to Financial Year 2017-18 which remained unpaid or unclaimed was transferred to the IEPF Authority in the month of November, 2025. The list of Members whose unclaimed /unpaid dividend amount was transferred to IEPF Authority as stated above along with the details of amount transferred is available on the website of the Company at https://nandandenim.com/dividend.

TRANSFER OF SHARES TO IEPF

Pursuant to provisions of Section 124(6) of the Act read with Rule 6 of the IEPF Rules (as amended from time to time), shares on which dividend has been unpaid or unclaimed 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 dividend, 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. During the year under review, your Company has transferred 335962 Equity Shares having face value of Re. 1 per share to IEPF Authority. The list of Member whose shares were transferred to IEPF Authority with the details of number of shares transferred is available on the website of the Company at https://nandandenim.com/letter-to-shareholders.

Unclaimed Dividend and Shares which has been transferred to the IEPF Authority, can be claimed back by the shareholder from IEPFA by following the procedure prescribed under the aforesaid rules.

SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

Nandan Denim Limited did not have any Subsidiary, Joint Venture or Associate Company for the year ended March 31, 2026.

FINANCIAL STATEMENTS

The Financial Statements of the Company prepared in accordance with the Companies Act, 2013 and applicable Indian Accounting Standards along with all relevant documents and the Auditors' Report form part of this Annual Report.

The Financial Statements as stated above are also available on the website of the Company and can be accessed at the Web-link: https://nandandenim.com/annual-report.

COMPLIANCE WITH SECRETARIAL STANDARD

During the financial year, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

CREDIT RATING

Details of all credit ratings obtained by the Company for its borrowings during year under review are as follows:

- Infomerics Ratings has reaffirmed the Company's rating, vide its letter dated December 29, 2025, the long term rating is IVR BBB/ Stable (IVR Triple B with Stable Outlook) and the short-term rating is IVR A3+ (IVR A Three Plus).

The ratings reaffirmation continues to reflect improved revenues and operating margins, improvement in financial risk profile, and established reputation of company as well as group as a key player in India's textile market.

SHARE CAPITAL

There was no change in the share capital structure of your Company during the year under review.

As on March 31, 2026, the Authorized Share Capital of your Company stood at 1,50,00,00,000/- representing 1,50,00,00,000 Equity Shares of face value of Re. 1/- each and the paid-up share capital stood at ₹ 144,14,71,680/- representing 144,14,71,680 Equity Shares of face value of Re. 1/- each.

During the year under review, your Company has not issued any shares with differential voting rights or any sweat shares or any shares under Employees Stock Option Scheme and hence no information for the same has been furnished.

The Company's equity shares are listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The shares are actively traded on BSE and NSE and have never been suspended from trading.

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

A statement containing information on Conservation of energy, Technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as "**Annexure-A**" to this Report.

CORPORATE SOCIAL RESPONSIBILITY

In terms of provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 ['the CSR Rules'], the Company has formulated a Corporate Social Responsibility Policy ('CSR Policy') indicating the activities to be undertaken by the Company. The Corporate Social Responsibility ('CSR') Policy may be accessed on the Company's website i.e. https://www.nandandenim.com/admin/pdf/40125Corporate_Social_Responsibility_Policy.pdf.

Your Directors wish to state that the CSR Committee and the Board of your Company had approved a total budget of ₹ 61.31 Lakhs (2% of the average net profit of the past three financial years and net profit as computed pursuant to Section 198 of Act) towards CSR activities. During the financial year 2025-26, the Company has spent ₹ 63.19 Lakhs (Rupees Sixty-Three Lakhs Nineteen Thousand Only) in defined Activities mentioned in Schedule VII and CSR policy of the Company.

The Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Act, comprising of three Directors including Independent Director. The composition and report on CSR is set out in '**Annexure B**' to this report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

Pursuant to Regulation 34(2)(f) of the SEBI Listing Regulations, the Business Responsibility and Sustainability Report ('BRSR') on initiatives taken from an environmental, social and governance perspective, in the prescribed format is available as a separate section of the Annual Report and is also available on the Company's website URL: https://nandandenim.com/brsr.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors retiring by rotation

Mr. Jyotiprasad Devkinandan Chiripal (DIN: 00155695), Managing Director of the Company, aged 73 years, retires by rotation as a Director at the conclusion of this Annual General Meeting pursuant to the provisions of section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of your Company and being eligible have offered himself for re-appointment. Appropriate resolution for his re-appointment is being placed for your approval at the ensuing AGM.

In accordance with the provisions of the Act read with the Rules issued thereunder, the Listing Regulations and the Articles of Association of the Company, Additional Directors and Independent Directors are not liable to retire by rotation.

Changes in Directors

Appointment:

- Mr. Suresh Chatterjee (DIN: 03565196) has been appointed as an Additional Director of the Company w.e.f. 06th August, 2025 and he was regularised as Non-Executive Independent Director via resolution passed by the Members of your Company through 31st Annual General Meeting held on September 17, 2025.
- Mr. Ambalal C. Patel (DIN: 00037870) has been appointed as a Non-Executive Independent Director of the Company by members in the 31st Annual General Meeting held on September 17, 2025.

Cessation

Mr. Giraj Mohan Sharma (DIN: 01215950) has retired on account of successful completion of his tenure as a Non-Executive Independent Director of the Company with effect from September 28, 2025.

Key Managerial Personnel

As per the provisions of sections 2(51) and 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 pertaining to Key Managerial Personnel, the following officials were the 'Key Managerial Personnel' for the year 2025-26:

- Mr. Jyotiprasad Chiripal – Managing Director
- Mr. Deepak Chiripal – Chief Executive Officer
- Mr. Shaktidan Gadhavi – Whole Time Director
- Mr. Suresh Chand Maheshwari – Chief Financial Officer
- Ms. Rinku Patel - Company Secretary & Compliance Officer

Declarations from Independent Directors

All the Independent Directors of your Company have affirmed compliance to the code of conduct for Independent Directors as prescribed in Schedule IV of the Act and Regulation 16(b) of the SEBI Listing Regulations and have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The terms and conditions of appointment of the Independent Directors are available on the website of the Company at https://www.nandandenim.com/admin/pdf/81079Terms-conditions-of-Appointment-of-Independent-Directors.pdf.

None of the Directors of your Company are disqualified under the provisions of Section 164(2)(a) and (b) of the Companies Act, 2013.

Familiarization Programmes

The policy and details of the Familiarisation Programmes held for Independent Directors of your Company are available on the website of your Company at https://www.nandandenim.com/admin/pdf/396707Familiarization_Programme.pdf.

Nomination and Remuneration Policy

The Company has framed the Nomination and Remuneration Policy for appointment of directors, key managerial personnel, and senior management personnel, their remuneration, and the evaluation of directors and the Board pursuant to the provisions of the Act and the SEBI Listing Regulations.

The philosophy for appointment and remuneration of Directors, Key Managerial Personnel and all other Employees of the Company is based on the commitment of fostering a culture of leadership with trust. The Nomination and Remuneration Policy of the Company is aligned to this philosophy.

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

It is affirmed that the Remuneration paid to Directors, Key Managerial Personnel and all Other Employees is as per the Nomination and Remuneration Policy of the Company. Details of Remuneration paid to Directors and Key Managerial Personnel are provided in the Corporate Governance Report forming part of this Annual Report. Nomination and Remuneration Policy is available on Company's Website at https://www.nandandenim.com/admin/pdf/442356Nomination-Remuneration-Policy.pdf.

Annual Performance Evaluation

In accordance with the requirements of the Act and SEBI Listing Regulations, guidance notes issued by SEBI and based on the criteria prescribed by the Nomination and Remuneration

Committee the annual performance evaluation was conducted for all Board Members as well as the working of the Board and its Committees through structured questionnaires, designed with qualitative parameters and feedback based on ratings.

In a separate meeting of Independent Directors held on February 12, 2026, performance of Non-Independent Directors, the Board as a whole and Chairperson of your Company was evaluated, considering the views of Executive Directors and Non-Executive Directors, while the performance evaluation of the Independent Directors was carried out by the entire Board.

The Directors expressed their overall satisfaction on the evaluation process and that the Board, the Committees and the Directors are functioning well.

Remuneration of Directors, Key Managerial Personnel and particulars of employees

The remuneration paid to the Directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with section 178 of the Act and regulation 19 of the SEBI Listing Regulations [including any statutory modification(s) or re-enactment(s) thereof for the time being in force.]

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are set out in '**Annexure C**' to this report.

HUMAN RESOURCES / INDUSTRIAL RELATIONS

Your Company values its employees and believes that the Company's success is a result of the Team Work of all of its employees. The Human Resource Development team strives to create a positive work environment that influences employees' ability, motivation and creates opportunities for them to perform. Our safe, secure and harassment free work environment encourages high performance work culture with focus on employee health, safety, welfare, engagement, development, diversity, productivity, cost and quality. Comprehensive policies of the Company covers the entire spectrum of the life cycle of an employee from recruitment to retention. We are committed to hiring, nurturing and developing exceptionally talented human resources. Company's unique culture and robust People, Practices and Policies, inspire and ensure that every employee aspires to grow in the organization.

On the Industrial front, the Company continued to foster cordial Industrial Relations with its workforce during the year.

During the FY 2025-2026, employee satisfaction and involvement by fostering employee growth and development through training programs, career development and performance management systems, resulted in maintaining harmonious and cordial Industrial Relations.

The Company has a diverse workforce of 1726 employees as on 31 March, 2026. Going forward, the Company will continue to focus on nurturing the right talent to achieve the business goal.

BOARD MEETINGS

During the year, Four (04) Board Meetings were convened and held on May 23, 2025, August 06, 2025, November 13, 2025 and February 12, 2026. The intervening gap between two consecutive meetings was not more than one hundred and twenty days. Detailed information on the meetings of the Board is included in the Corporate Governance Report which forms part of the Annual Report.

Committees of the Board

In compliance with the requirement of applicable laws and as part of best governance practices, the Company has following Committees of the Board as on 31st March, 2026:

a) Audit Committee

b) Stakeholders Relationship Committee

c) Nomination and Remuneration Committee

d) Corporate Social Responsibility Committee

e) Risk Management Committee

The details with respect to the aforesaid Committees forms part of the Corporate Governance Report.

AUDIT COMMITTEE

The Audit Committee has been constituted by our Board in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 i.e. Listing Regulations. The composition, quorum, terms of reference, functions, powers, roles and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulations, 2015. All the members of the committee are financially literate and Mr. Kirit Joshi, Chairman of the Committee is an Independent Director and possesses financial expertise.

The details regarding composition, terms of references, powers, functions, scope, meetings and attendance of members are included in Corporate Governance Report which forms part of the Annual Report.

ENVIRONMENT, HEALTH AND SAFETY (EHS)

At Nandan Denim Limited, Environment, Health and Safety (EHS) is not merely a commitment—it is an integral part of the way we conduct our business. We prioritize absolute operational safety, strict regulatory compliance, and environmental sustainability.

The Company is committed to providing a safe, healthy, and secure working environment for all employees and workers. Our commitment is reflected through a robust Environment, Health and Safety (EHS) Management System, which provides a structured framework for identifying, assessing, and managing environmental impacts and occupational health and safety risks, while continuously identifying opportunities for improvement.

We also remain focused on environmental stewardship by continuously improving our processes and adopting resource-efficient technologies that help reduce our carbon footprint and conserve natural resources and transitioning to more renewable energy sources via wind mill and rooftop solar installations to reduce Scope 1 and Scope 2 emissions.

Water conservation remains one of our key sustainability priorities. Recognizing our responsibility towards the environment, we operate an Effluent Treatment Plant (ETP) and Reverse Osmosis (RO) Plant to facilitate the reuse and recycling of water. Wastewater generated at our facilities is responsibly treated through our Sewage Treatment Plant (STP), with the treated water being reused for gardening purposes. The remaining treated effluent, after meeting prescribed environmental standards, is discharged to the Common Effluent Treatment Plant (CETP) or Narol Textiles Infrastructure & Enviro Management (NTIEM).

As part of our waste management initiatives, we recycle denim waste to minimize material wastage. We are also establishing a garneting facility to convert post-consumer garments into recycled fibres, which will subsequently be utilized in denim manufacturing, thereby supporting a circular economy. In addition, the Company has commissioned a Caustic Recovery Plant (CRP) to recover and reuse caustic soda, reducing both waste generation and resource consumption. We continue to strengthen our waste management practices by regularly reviewing and improving our manufacturing processes to minimize waste generation and enhance resource efficiency.

The Company's Health and Safety measures

- The industry has taken adequate measures for the health and safety of the workers. Various personal protective equipment as per the requirements are provided to the workers.
- Workers receive training and wear personal protective equipment (PPE) for safety.
- Work environment is considered non-hazardous; PPE use is closely monitored.
- Nearby, healthcare facility available for routine checkups and emergencies.
- Fire hazards from fuel storage and short electrical circuits are acknowledged.
- Adequate fire extinguishers are placed around the plant premises for safety.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

In compliance with the provisions of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('SEBI (PIT) Regulations'), the Board has adopted a code of conduct to regulate, monitor and report trading by Designated Persons to preserve the confidentiality of price sensitive information, to prevent misuse thereof and regulate trading by designated persons. It prohibits the dealing in the Company's shares by the promoters, promoter group, directors, designated persons and their relatives and connected persons, while in possession of unpublished price sensitive information in relation to the Company, and during the period(s) when the Trading Window to deal in the Company's shares is closed. Pursuant to the above, the Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements of the SEBI (PIT) Regulations. As per the recent amendments in SEBI (PIT) Regulations, 2015, the Company has amended Code of Conduct for Prevention of Insider Trading and the same is available on the Company's website at https://www.nandandenim.com/admin/pdf/66066Code_of_Conduct_for_Prevention_of_Insider_Trading.pdf.

The Board of Directors have also formulated a code of practices and procedures for fair disclosure of unpublished price sensitive information containing policy for determination of 'legitimate purposes' as a part of this Code, which is available on the Company's website at https://www.nandandenim.com/admin/pdf/186772Code-of-Practices-and-Procedures-for-fair-disclosure-of-Unpublished-Price-Sensitive-Information-2019-1.pdf.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Directors of the Company confirm that:

a. in the preparation of the annual accounts for the financial year ended March 31, 2026, the applicable Accounting Standards have been followed and there are no material departures from the same;

b. the Directors have selected such accounting policies and applied them consistently and made judgements 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, 2026 and of the Profit and Loss of the Company for the financial year ended March 31, 2026;

c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the annual accounts have been prepared on a 'going concern' basis;

e. proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and operating effectively; and

f. proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems are adequate and operating effectively.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of the Loans, Guarantees, Investments and Securities covered under Section 186 of the Act for the financial year 2025-26 under review are given in the notes to the financial statements forming part of this Annual Report.

CORPORATE GOVERNANCE

Pursuant to Regulation 34 of the SEBI Listing Regulations, Report on Corporate Governance along with the certificate from a Practicing Company Secretary certifying compliance with conditions of Corporate Governance is annexed to this Report.

AUDITORS

Statutory Auditor and Auditors' Report

M/s. Nahta Jain and Associates, Chartered Accountants (FRN: 106801W) were appointed as Statutory Auditors of the Company in the 30th Annual General Meeting held on September 06, 2024 for a term of five consecutive years and they hold the office till the conclusion of 35th Annual General Meeting to be held in the year 2029.

M/s. Nahta Jain and Associates, Chartered Accountants have carried out the Statutory Audit of the Company for the Financial Year 2025-26 and the Report of the Statutory Auditor forms part of the Annual Report. The Statutory Auditors have not raised any qualification, observations or adverse remarks in their report.

Cost Auditor

In terms of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, the Company is required to maintain cost records and accordingly, such accounts are being prepared and records have been maintained. M/s. A.G. Tulsian & Co., Cost Accountants, Ahmedabad [Firm Registration No. 100629] carried out the Cost Audit for the financial year 2025-26 as the Cost Auditors of your Company.

Further, as per Section 148 read with Companies (Audit and Auditors) Rules, 2014, the Board, based on the recommendation of the Audit Committee, have reappointed of M/s. A.G. Tulsian & Co., Cost Accountants, Ahmedabad [Firm Registration No. 100629] as the Cost Auditors of the Company for the financial year 2026-27 and the Company has received consent for their re-appointment as the Cost Auditors of your Company to that effect.

The remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, a resolution seeking Members' ratification for the remuneration payable to the Cost Auditors forms part of the Notice convening the ensuing 32nd AGM.

Internal auditor

As per Section 138(1) read with Companies (Accounts) Rules, 2014, the Board, based on the recommendation of the Audit Committee have re-appointed M/s. Talati & Talati LLP, Chartered Accountants, Ahmedabad as the Internal Auditor of the Company for the financial year 2026-27 and your Company has also received consent for their re-appointment as the Internal Auditors of the Company to that effect.

Reporting of Frauds

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors of the Company have not reported any frauds to Central Government, the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

Secretarial Auditor

Pursuant to amended Regulation 24A of SEBI Listing Regulations, the Board at their meeting held on 06th August, 2025 appointed M/s. J.D. Khatnani & Associates, Company Secretaries in Practice, (Firm Registration Number: S2018GJ620700), as the Secretarial Auditors of your Company for a period of five consecutive financial years from 2025-26 to 2029-30 and the same was approved by the Members of your Company at the 31st AGM of the Company held on September 17, 2025. The Secretarial Auditors have confirmed that they are not disqualified from continuing as a Secretarial Auditors and are eligible to hold office as Secretarial Auditors of your Company. The Secretarial Audit Report for financial year 2025-26 is annexed to this report as **Annexure-D**.

Explanation to the observations of Secretarial Audit Report:

The Secretarial Auditor has observed and reported the non-compliance of Regulation 17(1A) of the SEBI (LODR) Regulations, 2015 by the Company during the FY 2025-26 in their Secretarial Audit Report.

Explanation/ Management response

There is no substantive non-compliance under Regulation 17(1A) as the Company have submitted corrigendum outcome of Board Meeting dated 06.08.2025 in pdf and XBRL (clarified in remarks column of XBRL) submission dated 06.08.2025 in respect of appointment of Mr. Ambalal C. Patel and his appointment is effective from the approval of Shareholders in 31st Annual General Meeting.

Further, the effective date of appointment of Mr. Ambalal C. Patel is the date of approval by the Shareholders, i.e. September 17, 2025, as mentioned in the 31st Notice of AGM and approved by Shareholders by passing Special Resolution, Form DIR-12 and Integrated Governance Report for the quarter ended September 2025.

The issue pertains only to an inadvertent error in the submission of the relevant compliance document, and not to any actual violation of the said regulation.

Auditors' certificate on Corporate Governance

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors' Certificate on Corporate Governance is enclosed as part of Corporate Governance report.

DISCLOSURE UNDER SCHEDULE V(F) OF THE SEBI (LODR) REGULATIONS, 2015

The Company does not have any demat suspense account or unclaimed suspense account.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee was obtained for the transactions which are of a foreseen and repetitive nature. The statement of transactions entered into pursuant to the omnibus approval so granted is placed before the Audit Committee for approval on a quarterly basis. All transactions with related parties entered into during the year under review were at arm's length basis and in the ordinary course of business and in accordance with the provisions of the Act and the rules made thereunder, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

In terms of requirements of SEBI Listing Regulations, only Independent Directors who are members of the Audit Committee has approved the Related Party Transactions. The members of the Audit Committee abstained from discussing and voting in the transaction(s) in which they were interested.

The updated policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and available at https://www.nandandenim.com/admin/pdf/675651Related_Party_Transaction_Policy.pdf.

During the year, your Company has not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act, in Form AOC 2, is not applicable.

Disclosures on related party transactions as per Indian Accounting Standards on 'Related Party Disclosures' are set out in Notes to the financial statements, which is forming part of this Annual Report. Pursuant to the provisions of Regulation 23 of the SEBI Listing Regulations, your Company has filed half yearly reports to the stock exchanges, for the disclosure of related party transactions.

In accordance with the applicable SEBI Listing Regulations, the Company has required to obtain prior approval of the Members for all material transactions/proposed transactions entered into or to be entered. For the financial year 2026-27, the Company shall seek and obtain Members' approval for all material transactions, as required under the Regulations.

Your Company did not enter into any related party transactions during the year under review, which could be prejudicial to the interest of minority shareholders.

During the F.Y. 2025-26, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than sitting fees, commission and reimbursement of expenses, as applicable.

POLICIES OF THE COMPANY

The Company is committed to good corporate governance and has consistently maintained its organizational culture as a remarkable confluence of high standards of professionalism and building shareholder equity with principles of fairness, integrity and ethics. The Board of Directors of the Company have from time to time framed and approved various Policies as required by the Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations. These Policies and Codes are reviewed by the Board and are updated, as and when required.

Some of the key policies as per the Companies Act, 2013 and Listing Regulations requirements, adopted by the Company are as follows:

Sr. No.	Name of Policies
1	Related Party Transaction Policy
2	Risk Management Policy
3	Whistle Blower Policy
4	Sexual Harassment Policy
5	Code of Conduct for Prevention of Insider Trading
6	Code Of Practices And Procedures For Fair Disclosure Of Unpublished Price Sensitive Information
7	Policy on Material Subsidiary/ies
8	Corporate Social Responsibility Policy
9	Familiarization Programme
10	Policy on Determination of materiality of events/ information
11	Dividend Distribution Policy
12	Archival Policy
13	Nomination & Remuneration Policy
14	Code of Conduct and Ethics

ESG Policies adopted by the Company are as follows:

Sr. No.	Name of Policies
1	Anti-Bribery Policy
2	Business Responsibility Policy
3	Grievance Redressal Policy for Employees
4	Grievance Redressal Policy for Investors
5	Equal Opportunity Policy
6	Waste Management Policy
7	IT Security Policy
8	Human Rights Policy
9	Health and Safety Policy
10	Non Discrimination Policy

INTERNAL FINANCIAL CONTROLS

The Company believes in a strong internal control framework, which is necessary for business efficiency, management effectiveness and safeguarding assets. The Company has a well-defined internal control system in place, which is designed to provide reasonable assurance related to operation and financial control. The Management of the Company is responsible for ensuring that Internal Financial

Control has been laid down in the Company and that controls are adequate and operating efficiently. Internal Audit of the Company's operations are carried out by the Internal Auditors and periodically covers different areas of business. The audit scope, methodology to be used, reporting framework are defined well in advance, subject to consideration of the Audit Committee of the Company. The Internal Auditors evaluates the efficacy and adequacy of internal control system, its compliance with operating systems and policies of the company and accounting procedures at all the locations of the Company. Based on the report of the Internal Auditors, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are placed before the Audit Committee of the Company. The Internal Audit also continuously evaluates the various processes being followed by the Company and suggests value addition, to strengthen such processes and make them more effective.

RISK MANAGEMENT

Risk Management is an integral part of our strategy for stakeholders' value enhancement and is embedded in governance and decision-making process across the Organisation. The Company has in place the Risk Management Policy to ensure effective responses to strategic, operational, financial and compliance risks faced by the Organisation. As per Risk Management Policy all the risks are discussed in detail with the concerned functional heads to identify, evaluate, mitigate, monitor and minimize the identifiable business risk in the Organization. The Risk Management Committee meets periodically to identify new business risk, assess and deliberate on the key risks and adequacy of mitigation plan. Inputs from risk assessment are also embedded into annual internal audit programme. Key risks and mitigation measures are summarised in Management Discussion and Analysis section of the Annual Report.

INSURANCE

All properties and insurable interests of the Company including buildings, plant & machinery and stocks have been adequately insured.

The Company has Directors' and Officers' Liability Policy to provide coverage against the liabilities arising on them.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company firmly believes in providing a safe, supportive and friendly workplace environment – a workplace where our values come to life through the supporting behaviors. Positive workplace environment and a great employee experience are integral part of our culture. The Company continues to take various measures to ensure a workplace free from discrimination and harassment based on gender.

The Company educates its employees as to what may constitute sexual harassment and in the event of any occurrence of an incident constituting sexual harassment. The Company has created the framework for individuals to seek recourse and redressal to instances of sexual harassment.

The Company has a Sexual Harassment Prevention and Grievance Handling at the Workplace Policy in place to provide clarity around the process to raise such a grievance and how the grievance will be investigated and resolved. An Internal Complaints Committee (ICC) has been set up to redress complaints regarding sexual harassment at three places i.e. Corporate Office, Piplej Plant and Bareja Plant. All employees are covered under this policy.

There were no complaints received or disposed of during the year under review; there were no pending complaints till the end of the financial year, either.

ANNUAL RETURN

The Annual Return of the Company for FY 2025-26 in Form MGT-7 pursuant to the provisions of the Act and Rules made thereunder, is available on the Company's Website at https://nandandenim.com/annual-report.

DEPOSITS

Your Company has neither accepted nor renewed any deposits from the public within the meaning of Section 73 and 74 of the Companies Act, 2013 and read together with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) for the year ended on March 31, 2026. None of the deposits earlier accepted by the Company remained outstanding, unpaid or unclaimed as on March 31, 2026.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

Pursuant to the provisions of section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism or 'Whistle Blower Policy' for directors, employees and other stakeholders to report genuine concerns has been established. The Company has built a reputation for doing business with honesty and integrity over the years and has shown zero tolerance for any sort of unethical behaviour or wrongdoing. The Audit Committee reviews the functioning of the Whistle Blower mechanism on a quarterly basis. During the year under review, no instance has been reported under this policy. Whistle-blower Policy and Code of Business Conduct have been hosted on the website of the Company at https://www.nandandenim.com/admin/pdf/358578Whistle-Blower-Policy.pdf

MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

ANNEXURES

Following statements/reports/certificates are set out as Annexures to the Directors' Report:

- Energy Conservation, Technology Absorption and Foreign Exchange Earnings & Outgo
- Details of CSR activities and spends under Section 135 of the Companies Act, 2013.
- Information as per Section 197
- Secretarial Audit Report pursuant to Section 204 of the Companies Act, 2013.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these matters during the year under review:

- The Company does not have any scheme or provision of money for the purchase of its own shares by employees/Directors or by trustees for the benefit of employees/Directors;
- The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares and Employee Stock Option Scheme) to employees of the Company under any scheme.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- There is no application made / proceeding pending under the Insolvency and Bankruptcy Code, 2016.
- There was no instance of one-time settlement with any Bank or Financial Institution.

ACKNOWLEDGEMENTS

The Directors appreciate the hard work, dedication, and commitment of all the employees of the Company. The Directors extend their sincere gratitude to the shareholders, government and regulatory authorities, banks, rating agencies, stock exchanges, depositories, auditors, customers, vendors, business partners, communities in the neighbourhood of the Company's operations and other stakeholders for their continuous support and the confidence they have placed in the Company.

For and on behalf of the Board of Directors

	Jyotiprasad Chiripal	**Shaktidan Gadhavi**
Place: Ahmedabad	Managing Director	Whole Time Director
Date:August 12, 2026	(DIN: 00155695)	(DIN: 09004587)

ANNEXURE 'A' TO BOARDS REPORT

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

Particulars pursuant to Section 134 of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014

A. CONSERVATION OF ENERGY -

1. **Steps taken or impact on conservation of energy;**

   Installed Smart steam turbine with 225KW Generator

   Installed 11 KW Pump set at WTP RO-1 MGF for power saving

2. **Steps taken by the Company for utilizing alternate source of energy;**

   The Company have invested ₹4,00,20,960 for procuring 4.3 MW hybrid power (4.3 MW Wind and 4.64 MW DC Solar) under Group Captive Renewable Energy Project in May, 2026, to increase source of green energy.

3. **Capital investment on energy conservation equipment;**

   ₹ 48.62 Lakhs

B. TECHNOLOGY ABSORPTION -

1. **The efforts made towards technology absorption and Product development;**

   a. The Company successfully doubled the production capacity of its Jigger process from 6,500 meters per day to 13,000 meters per day through process optimization and operational improvements.

   b. The Company installed Catch Cord Waste Separator devices on approximately 20 machines on a trial basis. The system effectively separates blue sticky-end waste from white waste, enabling the blue waste to be recycled and reused in the production process.

2. **The benefits derived like product improvement, cost reduction, product development or import substitution;**

   Enhancement in Jigger Production Capacity has significantly increased the production of value-added finished fabrics like overdyeing etc., resulting in improved customer base.

   Installation of catch cord waste separator device is expected to reduce material wastage, enhance resource utilization, improve the Company's overall operational efficiency and reduction of waste. We are constantly working on regular development of product in denim as well in shirting, season based and future expected fashion trend.

3. **In case of imported technology;**

   Nil

4. **The expenditure incurred on Research and Development;**

   Nil

C. FOREIGN EXCHANGE EARNINGS AND OUTGO -

(₹ in Crore)

Particulars	31.03.2026	31.03.2025
Foreign Exchange Earnings	18.01	23.29
Foreign Exchange Outgo	3.73	9.32

ANNEXURE 'B' TO BOARDS REPORT

Annual Report on Corporate Social Responsibility (CSR) Activities 2025-26

1. Brief outline on CSR policy of the Company:

Nandan Denim Limited is much positive and appreciate the decision taken by the Government of India. To nurture this, the society needs institution that equip individuals with relevant knowledge, appropriate skills and right attitude and values. The promoters were instrumental in setting up pioneering institutions for sustaining and improving Educational, Social, Cultural and Religious conditions that supported these values. The Company has framed the Corporate Social Responsibility (CSR) Policy in terms of the provisions of Section 135 (1) of the Companies Act, 2013. The Company has taken up various CSR initiatives improving the quality of life of the communities and enhanced value creation in the society.

The CSR activities of the Company mainly focuses on Four thrust areas in which CSR activities are planned: (a) Eradicating hunger, poverty and malnutrition, Community Healthcare, Sanitation and Hygiene (b) Education and Knowledge Enhancement (c) Social Care and concern. (d) Animal Welfare

CSR activities are implemented directly by the Company or indirectly by implementing agencies engaged in CSR activities. The CSR activities of the Company are aligned with the activities specified in Schedule VII of the Companies Act, 2013.

2. Composition of the CSR Committee:

The CSR Committee has been entrusted with responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013; recommending to the Board the amount of expenditure to be incurred; monitoring the implementation of framework of CSR Policy and ensuring that implementation of the project and program is in compliance with the CSR Policy of the Company.

In accordance with the provisions of section 135 of Companies Act, 2013 read with Rule 5 of Companies (CSR Policy) Rules, 2014, the Company has constituted its CSR Committee, which presently comprises of three Directors.

Sl. No	Name of Directors/ Members	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Giraj Mohan Sharma[1]	Chairman (Non-Executive Independent Director)	2	2
2	Mr. Jyotiprasad Chiripal	Member (Executive Director, Promoter)	2	2
3	Mr. Shaktidan Gadhavi	Member (Executive Director)	2	2
4	Mr. Ambalal C. Patel[2]	Chairperson – Non Executive Independent Director	0	0

Note:

[1]Mr. Giraj Mohan Sharma retired as an Independent Director and ceased to be Chairperson/member of CSR Committee of the Company w.e.f. September 28, 2025.

[2]Mr. Ambalal C. Patel was appointed as an Independent Director w.e.f. 17th September, 2025 and Chairperson of the CSR Committee w.e.f. 29th September, 2025.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company.

For CSR Committee: https://www.nandandenim.com/admin/pdf/40125Corporate_Social_Responsibility_Policy.pdf

For CSR Policy: https://www.nandandenim.com/admin/pdf/40125Corporate_Social_Responsibility_Policy.pdf

For CSR Projects: https://www.nandandenim.com/admin/pdf/40125Corporate_Social_Responsibility_Policy.pdf

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule(3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report)

Not Applicable – as the Company does not have an average CSR obligation of ₹10 Crores or more in the three immediately preceding financial years.

5. Details of the amount available for set-off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
		1.94 Lakhs	

6. Average net profit of the Company as per section 135(5): ₹ 3,065 Lakhs

7. (a) Two percent of average net profit of the Company as per section135(5): ₹ 61.31 Lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Not Applicable

(c) Amount required to be set off for the financial year, if any: 1.94

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 59.37 Lakhs

8. (a) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in Lakhs)	Amount Unspent (in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer	Name of the Fund	Amount	Date of transfer
63.19	NIL				

(b) Details of CSR amount spent against ongoing projects for the Financial Year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes / No)	Location of the Project		Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation Direct (Yes/No)	Mode of Implementation through Implementing Agency.	
				STATE	DISTRICT						Name	CSR Registration number
----Not Applicable ---												

(c) Details of CSR amount spent against other than ongoing projects for the Financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No	Name of project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No)	Location of the project		Amount spent for the project (₹ Lakhs)	Mode of implementation Direct (Yes/ No)	Mode of implementation – Through implementing agency.	
				State	District			Name	CSR registration Number
1.	Contribution towards promoting health care including preventive health care	Clause (i) schedule VII	Yes	Gujarat	Ahmedabad	₹ 2.00	No	Marengo Asia Foundation (CIMS Foundation)	CSR00003995
2	Contribution towards Eradicating hunger	Clause (i) of schedule VII	Yes	Utter Pradesh	Mathura	₹ 1.00	No	Hare Krishna Movement-Vrindavan	CSR00007223
3	Contribution towards Animal welfare	Clause (iv) of schedule VII	Yes	Maharashtra	Raigad	₹ 0.89	No	Bhutdaya Foundation	CSR00063128
4	Contribution towards Eradicating hunger	Clause (i) of schedule VII	Yes	Gujarat	Ahmedabad	₹ 2.51	No	International Society For Krishna C	CSR00005241
5	Contribution towards Animal Welfare	Clause (iv) of schedule VII	Yes	Gujarat	Ahmedabad	₹ 16.93	No	Jivdaya Charitable Trust	CSR00003907
6	Contribution towards promoting education and health care	Clause (i) & (ii) of schedule VII	Yes	Gujarat	Ahmedabad	₹ 39.86	No	Chiripal Charitable Trust	CSR00016151
	Total					**₹ 63.19 Lakhs**			

(d) Amount spent in Administrative Overheads	Not Applicable
(e) Amount spent on Impact Assessment, if applicable	Not Applicable
(f) Total amount spent for the Financial (8b + 8c + 8d + 8e)	₹ 63.19 Lakhs

(g) Excess amount for set-off, if any

Sr. No.	Particular	Amount
(i)	Two percent of average net profit of the Company as per Section 135(5)	₹ 61.31 Lakhs
(ii)	Amount required to be set-off for the financial year	₹ 1.94 Lakhs
(iii)	Total amount spent for the Financial Year	₹ 63.19 Lakhs
(iv)	Excess amount spent for the financial year [(iii)+(ii)-(i)]	₹ 3.82 Lakhs
(v)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(vi)	Amount available for set-off in succeeding financial years [(iv) – (v)]	₹ 3.82 Lakhs

9. (a) Details of Unspent CSR amount for the preceding three financial years

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any.			Amount remaining to be spent in succeeding financial years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
---- Not Applicable ---							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No	Project ID	Name of the project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the Project-Completed / ongoing
---- Not Applicable ---								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year.

(asset-wise details) : Not Applicable

a. Date of creation or acquisition of the capital asset(s)	–
b. Amount of CSR spent for creation or acquisition of capital asset.	–
c. Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	–
d. Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	–

11. Specify the reason(s), if the Company has failed to spend two percent of the average net profits as per Section 135 (5):

- Not Applicable-

For and on behalf of the Board
Nandan Denim Limited

Ambalal C. Patel
Chairman of the CSR Committee
DIN: 00037870

Jyotiprasad Chiripal
Managing Director and Member of CSR Committee
DIN: 00155695

Place: Ahmedabad
Date:May 28, 2026

ANNEXURE 'C' TO BOARDS REPORT

Information required under section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration) Rules, 2014

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, during the financial year 2025-26 are given below:

Name of Director(s)	Total Remuneration (in ₹ lakhs)	Ratio of Remuneration of Director to the Median Remuneration *	Percentage increase in remuneration
Executive Directors:			
Mr. Jyotiprasad Chiripal	-	-	-
Mr. Shaktidan Gadhavi	7.49	4.01	7.30
Non-Executive Directors:			
Ms. Nalini Nageswaran	2.00	-	-
Mr. Giraj Mohan Sharma	1.00	-	-
Mr. Kirit Joshi	2.00	-	-
Mr. Rahul Mehta	2.00	-	-
Mr. Ambalal Patel	1.00	-	
Mr. Suresh Chatterjee	1.00	-	
Chief Executive Officer			
Mr. Deepak Chiripal	299.04	-	-
Chief Financial Officer			
Mr. Suresh Maheshwari	23.46	-	-
Company Secretary			
Ms. Rinku Patel	8.26	-	58.74

Notes:

1. Median remuneration for the financial year 2025-26 is ₹ 187044/-.
2. The remuneration of Non-Executive Directors includes sitting fees.

2. Percentage increase in the median remuneration of all employees in the financial year 2025-26: 17.55%

3. Number of permanent employees on the rolls of the Company as on March 31, 2026: 1726

4. Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2025-26 was 6-8% whereas the increase in the managerial remuneration for the same financial year was 33%.

5. Affirmation that the remuneration is as per the Nomination & Remuneration Policy of the Company:

It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Nomination & Remuneration Policy of the Company.

ANNEXURE 'D' TO BOARDS REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2026

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

To,
The Members,
NANDAN DENIM LIMITED
CIN: L51909GJ1994PLC022719

I/we have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices followed by **NANDAN DENIM LIMITED** (hereinafter called '**the Company**'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and on that basis; we are expressing our opinion thereon.

Based on my/our verification of the records of **NANDAN DENIM LIMITED**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the Company has, during the audit period covering **the financial year ended on 31st March 2026** complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliances mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/We have examined the books, papers, minute books, forms, and returns filed and record maintained by **NANDAN DENIM LIMITED (CIN: L51909GJ1994PLC022719) for the financial year ended on 31.03.2026 according to the provisions of:**

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulations) Act,1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act,1999 and the rules and regulation 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') :-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Training) Regulations, 2015; as amended from time to time;

(c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time; ***Except below observations marked further.***

(d) 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 and amendments from time to time;

(e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (**NO ESOS OR ESOPS WERE ISSUED DURING THE YEAR UNDER REVIEW**)

(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**NOT APPLICABLE FOR THE YEAR UNDER REVIEW**)

(g) The Securities and Exchange Board of India (Registrar 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 YEAR**)

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and The Securities and Exchange Board of India (Buyback of Securities) Regulations,2018; as applicable (**NOT APPLICABLE FOR THE YEAR UNDER REVIEW**)

(vi) The Management has identified and confirmed the Following laws as specifically applicable to the Company: -

1. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as

related to wages, gratuity, provident fund, ESIC, compensation etc.;

2. Acts as prescribed under Direct Tax and Indirect Tax;

3. Acts as prescribed under Shops and Establishment Act of various local authorities.

4. The Environment (Protection) Act, 1986, The Public Liability Insurance Act, 1991, The Water (Prevention and Control of Pollution) Act, 1974, The Air (Prevention and Control of Pollution) Act, 1981, The Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008

(vii) No other major corporate events occurred during the year and various compliances made by the Company with applicable Laws, Rules, Regulations, Listing Agreements etc.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India and as applicable to the Company have been adopted by passing requisite Board Resolutions and are complied with.

(ii) The Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review the Company has complied with the provision of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non -Executives Directors, Independent Directors, and Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. ***However, the Company has received Notice from BSE and NSE on November 28, 2025, regarding Non-compliance of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to appointment or continuation of non-executive director Mr. Ambalal C. Patel who has attained the age of seventy-five years and levied fine of ₹84,000 plus GST by each stock exchanges. The Company has submitted a waiver application to the designated Stock Exchange (i.e. BSE), along with the requisite supporting documents on December 02, 2025, and the same was not considered favorably and therefore the Company has paid the stipulated fine to BSE and NSE on February 24, 2026.***

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the audit period the company has not made any

(I) Public/ Right/Preferential issue of shares/ debentures/ sweat equity, etc.

(II) Redemption/ buy-back of securities

(III) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013

(IV) Foreign technical collaborations

FOR J D KHATNANI & ASSOCIATES
PRACTICING COMPANY SECRETARIES

(JAY D. KHATNANI)
PROPRIETOR
ACS: 50727, COP: 18421
Peer Review No.1246/2021
FIRM REG. NO. S2018GJ620700
UDIN: A050727H000209820

Place: Ahmedabad
Date: April 27, 2026

"ANNEXURE-A"

Securities Laws

1. All Price Sensitive Information was informed to the stock exchanges from time to time.
2. All investors' complaints directly received by the RTA & Company is recorded and resolved.

Labour Laws

1. All the premises and establishments have been registered with the appropriate authorities.
2. The Company has not employed any child labour/ Bonded labour in any of its establishments.
3. Provisions with relate to compliances of PF / Gratuity Act are applicable to Company.
4. The Company is regular in filing return of PF dues.
5. The Company is making payment of Gratuity to their Employees regularly when they become due and payable except dues which are under dispute.
6. The Company has framed a policy on prevention of Sexual Harassment of Women Employee at work place and also all preventive measure has been taken by the Company.

Environmental Laws

1. The Company is not discharging the contaminated water at the public drains / rivers.
2. The Company has been disposing the hazardous waste as per applicable rules.

Taxation Laws

1. The Company follows provisions of the taxation and Income Tax Act, 1961 and filing the returns with Income tax department and all other necessary departments.
2. The Company is normally making payment of TDS, GST, and other statutory payment with appropriate Authorities.

FOR J D KHATNANI & ASSOCIATES
PRACTICING COMPANY SECRETARIES

(JAY D. KHATNANI)
PROPRIETOR
ACS: 50727, COP: 18421
Peer Review No.1246/2021
FIRM REG. NO. S2018GJ620700
UDIN: A050727H000209820

Place: Ahmedabad
Date: April 27, 2026

"ANNEXURE-B"

To
The Members,
NANDAN DENIM LIMITED
CIN: L51909GJ1994PLC022719
SURVEY NO 198/1 203/2
SAIJPUR GOPALPUR PIRANA ROAD,
PIPLEJ AHMEDABAD 382405 GUJARAT

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.
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 and compliances done are on test basis.
6. The secretarial audit report 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.
7. We have relied on Management Representation Letter provided by the Company before issuing this Report to the Company.

FOR J D KHATNANI & ASSOCIATES
PRACTICING COMPANY SECRETARIES

(JAY D. KHATNANI)
PROPRIETOR
ACS: 50727, COP: 18421
Peer Review No.1246/2021
FIRM REG. NO. S2018GJ620700
UDIN: A050727H000209820

Place: Ahmedabad
Date: April 27, 2026

Corporate Governance Report

Corporate Governance is about meeting strategic goals responsibly and transparently, while being accountable to stakeholders. Nandan Denim Limited has always been committed to the practice of good Corporate Governance. Pursuant to the provisions of Regulation 34 read with Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the report setting out governance systems and processes followed by the Company during the F.Y. 2025-26 covered hereunder.

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company is committed to adopt the best Corporate Governance practices to manage the affairs of the Company in an ethical, accountable, transparent and fair way, with the blend of both legal and management practices, to imbed the same in the decision-making process of the Company, and to communicate the same accurately and timely, in such a way that both stakeholders' expectations and legal standards are not only met, but the Company surpasses them.

The Company strives to ensure compliance with the various Corporate Governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('SEBI Listing Regulations') and considers it as its inherent responsibility to protect the rights of our stakeholders and disclose timely, adequate and accurate information regarding our financials and performance, as well as the leadership and governance of the Company.

The Company has adopted various codes and policies that provides a structure within which Directors and the management can effectively pursue the Company's objectives. The Company has an adequate system of control in place to ensure that the executive decisions taken should result in optimum growth and development, which benefits all the stakeholders. The Company also aims to increase and sustain its corporate value through growth and innovation.

The Company conforms to the requirements of the Corporate Governance as stipulated in Part C of the Schedule V of the SEBI Listing Regulations that are implemented in a manner so as to achieve the objectives of the principles stated in the clause with respect to rights of shareholders, role of stakeholders in Corporate Governance, Disclosure and Transparency, responsibilities of the Board and other responsibilities prescribed under these regulations.

BOARD OF DIRECTORS

As on March 31, 2026, the strength of the Board was seven Directors. Of the seven Directors, five (i.e. 71% percent) are Non-Executive Independent Directors. The Board Members consists of persons with professional expertise and experience in various fields of Textile, Marketing, Finance, Management, Accountancy, etc.

None of the Directors on the Board holds directorships in more than ten public Companies. None of the Independent Directors serves as an Independent Director on more than seven Listed Companies. Necessary disclosures regarding Committee positions in other Public Companies as on March 31, 2026 has been made by the Directors. Pursuant to Regulation 26 of the SEBI Listing Regulations, none of our Directors are members in more than 10 committees or act as Chairperson of more than 5 committees (the committees being, Audit Committee and Stakeholders' Relationship Committee) across all public limited companies in which they are a Director. None of the Directors are related to each other.

Independent Directors are Non-Executive Directors as defined under Regulation 16(1) (b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of the SEBI 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 ability to discharge their duties. Based on the declarations received from Independent Directors, the Board of Directors have confirmed that they meet the criteria of independence as mentioned under the SEBI Listing Regulations and that they are independent of management. Further, the IDs have in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs.

Board Composition

(i.) **The details of composition of the Board as at March 31, 2026, number of shares held by Directors, the number of Directorships, Committee Memberships and Chairmanships held by them in other Public Companies and Directorship in other listed companies along with the category of directorship as on March 31, 2026 are given herein below:**

Name of Directors	Designation/ Category	No. of Shares held as on March 31, 2026	Directorships in Public Companies*	No. of Committee position held in all Companies#		Directorships in other Listed Companies along with the category of directorship	
				As Member	As Chairman	Names of other listed entities	Category of directorship
Mr. Jyotiprasad Chiripal (DIN: 00155695)	Managing Director & Promoter (Executive Director)	1,89,00,000	4	5	0	True Green Bio Energy Limited (Formerly known as CIL Nova Petrochemicals Limited)	Non-Executive - Non Independent Director- Chairperson
Mr. Shaktidan Gadhavi (DIN: 09004587)	Whole Time Director (Executive Director)	-	1	0	0	-	-
Mr. Giraj Mohan Sharma[1] (DIN: 01215950)	Independent Director (Non-Executive Director)	-	0	0	0	-	-
Mr. Kirit Joshi (DIN: 05316488)	Independent Director (Non-Executive Director)	-	2	0	1	-	-
Mr. Rahul Mehta (DIN: 00165521)	Independent Director (Non-Executive Director)	-	3	0	0	Banswara Syntex Ltd	Non-Executive Independent Director
						Pearl Global Industries Limited	Non-Executive Independent Director
Ms. Nalini Nageswaran (DIN: 10128138)	Independent Director (Non-Executive Director)	-	2	2	0	RBM Infracon Limited	Non-Executive Additional Independent Director
Mr. Ambalal C. Patel[2] (DIN: 00037870)	Independent Director (Non-Executive Director)	30,000	6	1	1	Sadbhav Infrastructure Project Limited	Non-Executive Independent Director
						Sadbhav Engineering Limited	Non-Executive Independent Director
						Shah Alloys Limited	Non-Executive Independent Director
						Shree Rama Newsprint Limited	Non-Executive Independent Director

<table>
<tr><th rowspan="2">Name of Directors</th><th rowspan="2">Designation/ Category</th><th rowspan="2">No. of Shares held as on March 31, 2026</th><th rowspan="2">Directorships in Public Companies*</th><th colspan="2">No. of Committee position held in all Companies#</th><th colspan="2">Directorships in other Listed Companies along with the category of directorship</th></tr>
<tr><th>As Member</th><th>As Chairman</th><th>Names of other listed entities</th><th>Category of directorship</th></tr>
<tr><td>Mr. Suresh Chatterjee[3] (DIN: 03565196)</td><td>Independent Director (Non-Executive Director)</td><td>50,000</td><td>2</td><td>1</td><td>3</td><td>True Green Bio Energy Limited (Formerly known as CIL Nova Petrochemicals Limited)</td><td>Non-Executive Independent Director</td></tr>
</table>

*Directorship in Public Companies includes listed as well as reporting entity.

Pursuant to Regulation 26 of the SEBI Listing Regulations, Memberships of only Audit Committee and Stakeholders' Relationship Committee in all Public Limited Companies have been considered.

[1] Mr. Giraj Mohan Sharma (DIN: 01215950) has retired on account of successful completion of his tenure as a Non-Executive Independent Director of the Company with effect from September 28, 2025.

[2] Mr. Ambalal C. Patel (DIN: 00037870) has been appointed as a Non-Executive Independent Director of the Company by members through 31st Annual General Meeting held on September 17, 2025.

[3] Mr. Suresh Chatterjee (DIN: 03565196) has been appointed as an Additional Director of the Company w.e.f. August 06, 2025 and he was regularised as Non-Executive Independent Director via resolution passed by the Members of your Company through 31st Annual General Meeting held on September 17, 2025.

Note:

- The Directorships/Committee Memberships are based on the latest disclosures received by the Company.
- The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all Directors is within the limits as prescribed under the Act and the SEBI Listing Regulations.

Disclosure of Relationships between Directors inter-se:

There is no inter-se relation among the Directors of the Company.

Changes in Board Structure during the Year

Appointment of Independent Directors:

Mr. Suresh Chatterjee has been appointed as an Independent Director w.e.f. August 06, 2025, has senior level experience in Public Financial Institutions and private sector.

Mr. Ambalal C. Patel has been appointed as an Independent Director w.e.f. September 17, 2025, has In-depth knowledge for administration (HR), management skills, finance handling, corporate finance and revival of sick units.

Resignation of Independent Director:

Mr. Giraj Mohan Sharma (DIN: 01215950) has retired on account of successful completion of his tenure as a Non-Executive Independent Director of the Company with effect from September 28, 2025

MEETINGS AND ATTENDANCE

The meetings of the Board of Directors are generally held at the Corporate Office of the Company. Meetings are scheduled well in advance. The Board meets at regular intervals to review the quarterly performance and the financial results of the Company. The Members of the Board have access to all information on the Company and are free to recommend inclusion of any matter in the agenda for discussion. Four Board Meetings were held during the year under review and the gap between two meetings did not exceed one hundred and twenty days. The said meetings were held respectively on May 23, 2025; August 06, 2025; November 13, 2025 and February 12, 2026.

The required minimum number of Board/ Committee members (a quorum) was present at each meeting to conduct business.

The details of attendance of Directors at Board Meetings either in person or through video conference during the financial year 2025-26 and at the Annual General Meeting (AGM) of the Company are as follows:

Name of Directors	Category	Board Meeting				Annual General Meeting
		May 23, 2025	August 06, 2025	November 13, 2025	February 12, 2026	September 17, 2025
Mr. Jyotiprasad Chiripal	Executive Promoter - Managing Director	Yes	Yes	Yes	Yes	Yes
Mr. Shaktidan Gadhavi	Executive Whole time Director	Yes	Yes	Yes	Yes	Yes
Mr. Giraj Mohan Sharma[1]	Non-Executive - Independent Director	Yes#	Yes#	NA	NA	Yes#
Mr. Kirit Joshi	Non-Executive - Independent Director	Yes	Yes	Yes	Yes	Yes#
Mr. Rahul Mehta	Non-Executive - Independent Director	Yes#	Yes#	Yes#	Yes#	Yes#
Ms. Nalini Nageswaran	Non-Executive - Independent Director	Yes#	Yes	Yes#	Yes	Yes#
Mr. Ambalal C. Patel[2]	Non-Executive - Independent Director	NA	NA	Yes#	Yes#	NA
Mr. Suresh Chatterjee[3]	Non-Executive - Independent Director	NA	NA	Yes	Yes	No

*NA – Not Applicable

#The Board Meeting was attended through video conferencing.

[1]Mr. Giraj Mohan Sharma (DIN: 01215950) has retired on account of successful completion of his tenure as a Non-Executive Independent Director of the Company with effect from September 28, 2025.

[2]Mr. Ambalal C. Patel (DIN: 00037870) has been appointed as a Non-Executive Independent Director of the Company by members through 31st Annual General Meeting held on September 17, 2025.

[3]Mr. Suresh Chatterjee (DIN: 03565196) has been appointed as an Additional Director of the Company w.e.f. August 06, 2025 and he was regularised as Non-Executive Independent Director via resolution passed by the Members of your Company through 31st Annual General Meeting held on September 17, 2025.

During FY 2025-26, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.

Scheduling and selection of agenda items for Board Meetings:

The dates of Board Meetings are scheduled well in advance. Meetings are convened with appropriate notice after obtaining approval from the Managing Director and the CEO. The Board meets at least once every quarter to review results and address items on the agenda. Additional meetings are organized whenever necessary. For matters requiring urgent approval, resolutions may be passed through circulation. To facilitate participation, the Company provides video conferencing facilities, enabling Directors to join discussions even when physical attendance is not possible.

The agenda for each Board Meeting is prepared by the Company Secretary, with explanatory notes, in consultation with the Managing Director and the CEO. These materials are circulated to the Directors in advance. All departments are advised to plan their activities proactively to ensure that matters requiring discussion or approval are ready for consideration at the Board or Committee Meetings.

In the path of digitalization and with a view to ensure its commitment to Go Green Initiative of the Government, the Company circulates to its Directors, notes for Board / Committee Meetings through an E-mail.

All material information is circulated to the Directors before the meeting, including minimum information required to be made available to the Board as prescribed under Part A of Schedule II of SEBI Listing Regulations.

The Company Secretary attends all the Meetings of the Board and its Committees and is, inter alia, responsible for recording the minutes of such meetings. The draft minutes of the Board and its Committees are sent to the Members for their comments in accordance with the Secretarial Standards. Thereafter, the minutes are entered in Minutes Book within thirty days of conclusion of Meetings, subsequent to incorporation of comments, if any, received from Directors.

The Company adheres to the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Secretarial Standards and SEBI Listing Regulations with respect to convening and holding the Meetings of the Board of Directors, its Committees and General Meetings of the shareholders of the Company.

Responsibilities of the Board of Directors:

The Board has a variety of matters related to the operations of the Company for its consideration and decision, which includes reviewing corporate performance, ensuring adequate availability of financial resources and reporting to Shareholders.

The Board of Directors ensures that their other responsibilities do not materially impact their responsibility as Directors of the Company. The Company has not entered into any materially significant transactions with its Directors or their relatives etc. which affects the interest of the Company.

Tenure of Board of Directors:

As per the provisions under section 152 of the Companies Act, 2013 and the Companies (Appointment and qualifications of Directors) Rules, 2014 as amended from time to time, every year one third (1/3) of the total strength of the Board, is liable to retire by rotation. The Directors, who are required to retire every year and if eligible, they qualify for re-appointment.

The tenure of Independent Directors is in accordance with Section 149(10) & (11) of the Companies Act, 2013.

Independent Directors

All the Independent Directors of your Company have confirmed that they meet the criteria as stipulated under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Companies Act, 2013 through the declaration under regulation 25(8) of the Listing Regulations and are independent of the management of your Company. Further, the Independent Directors have also registered their names in the databank maintained by the Indian Institute of Corporate Affairs as mandated in the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended.

The terms and conditions of their appointment have been disclosed on the website of the Company at https://www.nandandenim.com/admin/pdf/81079Terms-conditions-of-Appointment-of-Independent-Directors.pdf.

Meeting of Independent Directors':

The Independent Directors play an important role in deliberations at the Board Meetings and bring to the Company their wide experience in the fields of Textile, Technology, Management, Finance, Accountancy, etc. Schedule IV of the Companies Act, 2013 and Secretarial Standard – 1 on Meetings of the Board of Directors mandates that the Independent Directors of the Company hold at least one meeting in a year, without the attendance of Non-Independent Directors.

During the financial year 2025-26, the Independent Directors met on February 12, 2026 and following matters were, inter alia, reviewed and discussed in the meeting:

- Performance of Non-Independent Directors and the Board of Directors as a whole;
- Performance of the Chairman of the Company taking into consideration the views of Executive and Non-Executive Directors;
- Assessment of 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.

There has been no pecuniary or business relationship between the Non-Executive Directors and the Company, except for the sitting fees payable to them annually in accordance with the applicable laws and with the approval of shareholders. A declaration to this effect is also submitted by all the Directors at the beginning of each financial year that they are independent of the management.

Familiarisation Programme:

The Company conducts familiarization programme for the Independent Directors to enable them to familiarize with the Company, its management and its operations so as to gain a clear understanding of their roles, rights and responsibilities for the purpose of contributing significantly towards the growth of the Company. They are given full opportunity to interact with senior management personnel and are provided with all the documents required and/or sought by them to have a good understanding of the Company, its business model and various operations and the industry of which it is a part. The initiatives undertaken by the Company in this respect has been disclosed on the website of the Company at https://www.nandandenim.com/admin/pdf/396707Familiarization_Programme.pdf

Quarterly updates on important changes in the regulatory environment is presented to the Board by the functional heads. Apart from this, the statutory auditors present to the Audit Committee / Board, on regular intervals, on important regulatory changes while presenting the financial results.

Further, in the opinion of the Board, all the Independent Directors fulfil the conditions specified in SEBI Listing Regulations and are independent of the management.

DIRECTORS QUALIFICATIONS, SKILLS, EXPERTISE, COMPETENCIES AND ATTRIBUTES

The Board comprises qualified members with an appropriate blend of skills, competence, functional and industry expertise and diversity of perspectives appropriate to the size and nature of the Company to enable them to effectively contribute at the Board and Committee meetings.

The below matrix summarizes the key skills, expertise, competencies and attributes as identified by the NRC for recommending appointment of Directors on the Board. The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with all the Board Members:

List of core skills/expertise/competencies identified by the board of directors as required in the context of its business(es) and sector(s)

The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

Financial	Understanding the financial statements, financial controls, risk management, mergers and acquisitions, etc.
Global Business	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures and regulatory frameworks, and a board perspective on global market opportunities.
Leadership	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth.
Technical	Technical, professional skills and knowledge including legal and regulatory aspects.
Board Service and Governance	Service on a public company board to develop insights about maintaining board and management accountability, protecting shareholder interests, and observing appropriate governance practices.
Sales and Marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhance enterprise reputation

Sr. No.	Name of Director	Financial	Global Business	Leadership	Technical	Board Service and Governance	Sales and Marketing
1	Jyotiprasad Chiripal	✓	✓	✓	✓	✓	✓
2	Shaktidan Gadhavi	✓	-	✓	✓	✓	-
3	Kirit Joshi	✓	✓	✓	✓	✓	✓
4	Rahu Mehta	✓	✓	✓	✓	✓	✓
5	Nalini Nageswaran	✓	✓	✓	✓	✓	✓
6	Mr. Ambalal C. Patel	✓	✓	✓	✓	✓	✓
7	Mr. Suresh Chatterjee	✓	✓	✓	✓	✓	✓

COMMITTEES OF THE BOARD

The Board has constituted various Committees with specific terms of reference in line with the provisions of SEBI Listing Regulations; Companies Act, 2013 and Rules issued thereunder. The Board periodically reviews the composition and the terms of reference of various Committees constituted by the Board, inter alia, including the details of meetings held during the year and attendance thereat. All Committee decisions are taken, either at the meetings of the Committee or by passing of circular resolutions. The Company Secretary acts as the Secretary for all the Committees. The Chairperson of each Committee briefs the Board on significant discussions at the meetings. During the year under review all recommendations made by the various Committees were accepted by the Board.

The minutes of the meetings of all Committees of the Board are placed before the Board for noting.

Audit Committee

The Company has an independent Audit Committee, the constitution of which is in compliance with provisions of Section 177 of the Companies Act, 2013 read with rules framed thereunder and Regulation 18 of the SEBI Listing Regulations. As on March 31, 2026, the Audit Committee comprises of four Directors which includes three Non-Executive Independent Directors and one Executive Director and all the members are financially literate. The Committee is governed by a Charter that is in line with the regulatory requirements mandated by the Act and the SEBI Listing Regulations.

The Company has an independent Audit Committee, the constitution of which is in compliance with provisions of Section 177 of the Companies Act, 2013 read with rules framed thereunder and Regulation 18 of the SEBI Listing Regulations. As on March 31, 2026, the Audit Committee comprises of four Directors which includes three Non-Executive Independent Directors and one Executive Director and all the members are financially literate. The Audit Committee met four times during the financial year 2025–26. All meetings were conducted with the requisite quorum requirements duly met. The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year 2025-26 are detailed below:

During the year under review, four meetings of the Audit Committee were held on May 23, 2025; August 06, 2025; November 13, 2025 and February 12, 2026 respectively.

Name of Members	Position and Category	Number of Meetings attended during the year
Mr. Kirit Joshi	Chairperson – Non-Executive Independent Director	4
Mr. Giraj Mohan Sharma*	Member – Non-Executive Independent Director	2
Ms. Nalini Nageswaran	Member – Non-Executive Independent Director	4
Mr. Jyotiprasad Chiripal	Member – Executive Promoter Director	4
Mr. Suresh Chatterjee#	Member – Non-Executive Independent Director	2

Note:

*Mr. Giraj Mohan Sharma ceased to be a member w.e.f. September 28, 2025.

#Mr. Suresh Chatterjee was appointed as a member w.e.f. September 29, 2025.

The Company Secretary acts as the Secretary to the Audit Committee.

Meetings of the Audit Committee were also attended by Chief Financial Officer, Internal Auditor and Statutory Auditors of the Company. The Chairman of the Audit Committee, Kirit Joshi was present at the 31st Annual General Meeting of the Company held on September 17, 2025.

The terms of reference:

The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 (3) of the SEBI Listing Regulations read with Part C of Schedule II, which includes the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Reviewing with the management quarterly, half-yearly, nine months and annual financial statements, standalone as well as consolidated, before submission to the Board for approval;
3. Reviewing the Management Discussion and Analysis of the financial condition and results of operations;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
    a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report as per Sec 134(3)(c) of the Companies Act, 2013;
    b. Changes in the Accounting policies and practices and the reasons for the same, major accounting entries involving estimates based on the exercise of judgment by management and significant adjustments made in the financial statements arising out of audit findings;
    c. Compliance with listing and other legal requirements relating to financial statements;
    d. Disclosure of any related party transactions; and
    e. Modified opinion(s) in the draft audit report, if any.
5. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, fixing of audit fees and approving payments for any other service;
7. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
8. Reviewing management letters/letters of internal control weaknesses issued by the statutory auditors and ensuring suitable follow-up thereon;
9. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
10. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
11. Reviewing the appointment, removal and terms of remuneration of the Internal Auditors of the Company;

12. Formulating in consultation with the Internal Auditors, the scope, functioning, periodicity and methodology for conducting the internal audit;

13. Evaluating the internal financial controls and risk management policies system of the Company;

14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

15. Review of internal audit reports relating to internal control weaknesses and discuss with internal auditors any significant findings and follow-up thereon;

16. Reviewing the internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;

17. Review and comment upon the report made by the statutory auditors (before submission to the Central Government) with regard to any offence involving fraud committed against the Company by its officers/employees;

18. Approval or any subsequent modification of transactions of the company with related parties;

19. Reviewing the statements of significant related party transactions submitted by the management;

20. Reviewing and scrutinizing the inter-corporate loans and investments;

21. Valuation of undertakings or assets of the listed entity, wherever it is necessary

22. Review of the Whistle Blower mechanism of the Company as per the Whistle Blower Policy and overseeing the functioning of the same;

23. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

24. Approving the auditors (appointed under the Companies Act, 2013) to render any service other than consulting and specialized services along with approval of payment to statutory auditors for the same;

25. Recommending to the Board of Directors, the appointment, remuneration and terms of appointment of Cost Auditor for the Company;

26. Review the cost audit report submitted by the cost auditor on audit of cost records, before submission to the Board for approval;

27. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;

28. Reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

29. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

30. Looking into reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any;

31. Review and approve, policy on materiality of related party transactions and also dealing with related party transactions;

32. Review compliance with provisions of Securities Exchange Board of India (Prevention of Insider Trading) Regulation,2015 (including any amendment or modification from time to time) at least once in a financial year and shall verify that the systems for internal controls for ensuring compliance to these Regulations, are adequate and are operating effectively; and

33. Statement of deviations:

    (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

    (b) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).

34. Such other activities as the Board of Directors may determine from time to time.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee met four times during the financial year 2025-26. The composition of the Stakeholders Relationship Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year 2025-26 are detailed below:

During the year under review, four meetings of the Stakeholders Relationship Committee were held on May 23, 2025; August 06, 2025; November 13, 2025 and February 12, 2026 respectively.

Name of Members	Position and Category	Number of Meetings attended during the year
Mr. Giraj Mohan Sharma*	Chairperson – Non Executive Independent Director	2
Mr. Suresh Chattterjee#	Chairperson – Non Executive Independent Director	2
Ms. Nalini Nageswaran	Member – Non Executive Independent Director	4
Mr. Jyotiprasad Chiripal	Member – Executive Promoter Director	4

Note:

* Mr. Giraj Mohan Sharma ceased to be the Chairperson w.e.f. September 28, 2025.

#Mr. Suresh Chatterjee was appointed as the Chairperson w.e.f. September 29, 2025.

The Company Secretary acts as the Secretary to the Committee. Ms. Rinku Patel, Company Secretary, is the Compliance Officer in accordance with Regulation 6 of Listing Regulations.

The Chairperson of the Stakeholders Relationship Committee, Mr. Giraj Mohan Sharma was present at the 31st Annual General Meeting of the Company held on September 17, 2025.

The terms of reference:

1. Resolving the grievances of the security holders of the listed entity 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. Review of measures taken for effective exercise of voting rights by shareholders;

3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and

4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

5. Review of matters relating to unclaimed equity shares and dividend transferred to Investor Education and Protection Fund (IEPF) pursuant to the IEPF Rules.

6. Such other activities as the Board of Directors may determine from time to time.

Details relating to the number of complaints received and redressed during the financial year 2025-26 are as under:

Number of shareholders' complaints pending at the beginning of the year	Number of shareholders' complaints received during the year	Number of shareholders' complaints redressed during the year	Number of shareholders' complaints pending at the end of the year
0	0	0	0

The status of investor grievance redressal is updated to the Committee and the Board periodically.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee met two times during the financial year 2025-26. The composition of the Corporate Social Responsibility Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year 2025-26 are detailed below:

During the year under review, two meetings of the Corporate Social Responsibility Committee were held on May 23, 2025 and August 06, 2025.

Name of Members	Position and Category	Number of Meetings attended during the year
Mr. Giraj Mohan Sharma*	Chairperson – Non Executive Independent Director	2
Mr. Ambalal C. Patel#	Chairperson – Non Executive Independent Director	0
Mr. Jyotiprasad Chiripal	Member – Executive Promoter Director	2
Mr. Shaktidan Gadhavi	Member – Executive Director	2

Note:

*Mr. Giraj Mohan Sharma ceased to be the Chairperson w.e.f. September 28, 2025.

#Mr. Ambalal C. Patel was appointed as the Chairperson w.e.f. September 29, 2025.

The Company Secretary of the Company acts as the Secretary to the Committee.

The terms of reference:

The terms of reference of CSR Committee covers the areas as contemplated under Section 135 of the Act. The brief terms of reference of CSR Committee are as under:

1. Recommend the amount of expenditure to be incurred on the activities;

2. Monitor implementation and adherence to the CSR Policy of the Company from time to time;

3. Prepare a transparent monitoring mechanism for ensuring implementation of the projects/programmes/activities proposed to be undertaken by the Company; and

4. Such other activities as the Board of Directors may determine from time to time.

The details of the CSR initiatives as per the CSR Policy of the Company forms part of the CSR Section in the Annual Report. The CSR Policy of the Company has been uploaded on the Company's website and can be accessed at: https://www.nandandenim.com/admin/pdf/40125Corporate_Social_Responsibility_Policy.pdf

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee met three times during the financial year 2025-26. The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year 2025-26 are detailed below:

During the year under review, three meetings of the Nomination and Remuneration Committee were held on May 23, 2025, August 06, 2025 and November 13, 2025 respectively.

Name of Members	Position and Category	Number of Meetings attended during the year
Mr. Kirit Joshi	Chairperson – Non-Executive Independent Director	3
Mr. Giraj Mohan Sharma*	Member – Non-Executive Independent Director	2
Ms. Nalini Nageswaran	Member – Non-Executive Independent Director	3
Mr. Ambalal C. Patel#	Member – Non-Executive Independent Director	1

Note:

*Mr. Giraj Mohan Sharma ceased to be the Chairperson w.e.f. September 28, 2025.

#Mr. Ambalal C. Patel was appointed as the Chairperson w.e.f. September 29, 2025.

The Company Secretary of the Company acts as the Secretary to the Committee.

The terms of reference:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management positions in accordance with the criteria laid down, recommend to the Board their appointment and removal.

2. To determine whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

3. To specify the manner for effective evaluation of Board, its Committees and individual directors to be carried out either by the Board, by the Committee or by an independent external agency and review its implementation and compliance.

4. Devising a Policy on Board Diversity.

5. Formulate the criteria for determining qualifications, positive attributes and independence of a Director.

6. To recommend a Policy to the Board relating to the remuneration for the Directors, KMP and other employees, for its approval.

7. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.

   For the purpose of identifying suitable candidates, the Committee may:

   a. use the services of an external agencies, if required;

   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

   c. consider the time commitments of the candidates

8. To recommend to the Board remuneration proposed to be paid, to Executive Directors, Non-executive Directors (other than Independent Directors), Whole-time Key Managerial Personnel and Senior Management, with proper justification for such remuneration.

9. To seek information from management and have full access to the Company's records relevant to it's functioning in discharge of its obligations.

10. To make recommendations to the Board on any matter within its purview, by passing appropriate resolutions.

11. To recommend the Board, all remuneration, in whatever form, payable to senior management.

12. To undertake related activities, functions and duties as the Board of Directors may from time to time, after deliberations, prescribe or as may be required to be undertaken in terms of any statutory or regulatory provisions.

Remuneration to Directors and disclosures:

The remuneration paid / payable to each Director for the financial year ended March 31, 2026 and their shareholding as on that date is as under:

Name of Directors	Tenure upto	No. of equity shares held by Directors as on March 31, 2026	Remuneration for the financial year ended March 31, 2026 (Rs. In Lakhs)		
			Sitting Fees	Salary and Perquisites	Total
Mr. Jyotiprasad Chiripal	31.05.2027	1,89,00,000	-	-	-
Mr. Shaktidan Gadhavi	13.08.2029	-	-	7.49	7.49
Mr. Giraj Mohan Sharma*	28.09.2025	-	1.00	-	1.00
Mr. Kirit Joshi	12.08.2027	-	2.00	-	2.00
Mr. Rahul Mehta	12.08.2027	-	2.00	-	2.00
Ms. Nalini Nageswaran	29.05.2028	-	2.00	-	2.00
Mr. Ambalal C. Patel#	36th AGM	30,000	1.00	-	1.00
Mr. Suresh Chatterjee^	05.08.2030	50,000	1.00	-	1.00

Note:

*Mr. Giraj Mohan Sharma (DIN: 01215950) retired as a Non-Executive Independent Director of the Company with effect from September 28, 2025.

#Mr. Suresh Chatterjee was appointed as an Independent Director w.e.f. 6th August, 2025.

^Mr. Ambalal C. Patel was appointed as an Independent Director w.e.f. 17th September, 2025.

1. No commission has been paid to Executive and Non-Executive Directors (including Independent Directors) during the year ended March 31, 2026;

2. There is no provision for payment of severance fees and no performance linked incentives are paid to any Director. The tenure of office of the Managing Director / Executive Director is for five years from their respective dates of appointments. The notice period of Managing Director / Executive Director is governed by service rules of the Company;

3. None of the Directors hold any stock options and convertible instruments in the Company;

4. The Non-Executive Directors on the Company's Board, apart from receiving sitting fees do not have any other pecuniary relationship or transactions vis-à-vis the Company. The details of remuneration paid to Directors have also been disclosed under the heading 'Related Party Disclosures' of Notes to Financial Statement.

The other details about Independent Directors, Remuneration Policy, Performance Evaluation Criteria and Remuneration of Directors have been provided in the Board's Report forming part of this Annual Report.

SENIOR MANAGEMENT

There were no changes in the senior management since the closure of the previous Financial year.

RISK MANAGEMENT COMMITTEE

The Risk Management Committee was constituted pursuant to Regulation 21 of the Listing Obligations and Disclosure Requirements, 2015. The role of the Risk Management Committee, in brief, is to review the Risk Management Policy developed by the Management, risk framework and its implementation thereby ensuring that an effective risk management system is in place.

During the year under review, two meetings of the Risk Management Committee were held on August 06, 2025 and February 12, 2026 respectively.

Name of Members	Position and Category	Number of Meetings attended during the year
Mr. Jyotiprasad Chiripal	Chairperson – Executive Promoter Director	2
Mr. Shaktidan Gadhavi	Member – Executive Director	2
Ms. Nalini Nageswaran	Member – Non-Executive Independent Director	2

The terms of reference:

- The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.
- The role of the Risk Management Committee includes (a) establishing a framework for identification of internal and external risks specifically faced by the Company, including financial, operational, sectoral, sustainability (particularly ESG related), information, and cyber security risks, or any other risks, as may be determined by the committee, (b) implementing measures for risk mitigation including systems and processes for internal control of identified risks, (c) developing a business continuity plan and other functions.
- Monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems and periodically review the Risk Management Policy;
- Assisting the Board in effective operation of the risk management systems by performing specialized analyses and quality reviews;
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken

Recommendations of Committee(s) of the Board of Directors

During the year, all recommendations of Committee(s) of the Board of Directors, which are mandatorily required, were accepted by the Board.

GENERAL BODY MEETINGS

Details of last three AGM and summary of Special Resolutions passed therein, if any, are as under:

Financial Year	Day and Date	Time	Location	No. of Special Resolutions set out at the AGM
2024-25	Wednesday, September 17, 2025	03.00 p.m.	Conducted through video conferencing/ Other Audio Visual Means. (Deemed Venue: Chiripal House, Shivaranjani Cross Road, Satellite, Ahmedabad 380015, Gujarat)	1. To appoint Mr. Suresh Chatterjee (DIN: 03565196) as an Independent Director of the Company 2. To appoint Mr. Ambalal C. Patel (DIN: 00037870) as an Independent Director of the Company
2023-24	Friday, September 6, 2024	03.00 p.m.	Conducted through video conferencing/ Other Audio Visual Means. (Deemed Venue: Chiripal House, Shivaranjani Cross Road, Satellite, Ahmedabad 380015, Gujarat)	1. Re-appointment of Mr. Shaktidan Jayendrasingh Gadhavi as Whole- Time Director
2022-23	Monday, August 28, 2023	03.00 p.m.	Conducted through video conferencing/ Other Audio Visual Means. (Deemed Venue: Chiripal House, Shivaranjani Cross Road, Satellite, Ahmedabad 380015, Gujarat)	1. To appoint Ms. Nalini Nageswaran (DIN: 10128138) as an Independent Director of the Company

MEANS OF COMMUNICATION

Quarterly/Annual Financial Results

The unaudited quarterly financial results are announced within 45 days from the end of each quarter, and the audited annual financial results are announced within 60 days from the end of the last quarter. These financial results, after being taken on record by the Audit Committee and Board of Directors and promptly disseminated to BSE Limited ('BSE') & National Stock Exchange Limited ('NSE") for display on their website as well as uploaded on the website of the Company at www.nandandenim.com.

The Company publishes the quarterly, half-yearly and annual financial results of the Company in edition of Financial Express (Gujarati) and the Indian Express (English) newspapers.

Annual Report

Company sends soft copies of Annual Report to those Shareholders whose email IDs are registered with the Depository Participants and / or with the Company's Registrars and Transfer Agents, unless opted by them to get the physical copy, to support the "Green Initiative in Corporate Governance", an initiative taken by the Ministry of Corporate

Affairs. Your Company encourages its shareholders to register/ update the e-mail ids for communication purpose thereby contributing to the environment and is also available at the Company's website at www.nandandenim.com.

Communication to shareholders on email

Documents like Notices, Annual Report, ECS advices for dividends, etc. are sent to the shareholders at their email address, as registered with their Depository Participants/ Company/ Registrar and Transfer Agents (RTA).

Material events or information:

Material events or information, as detailed in Regulation 30 of the SEBI Listing Regulations and all corporate announcements, are disclosed to the Stock Exchanges and the same is also displayed on the Company's website: www.nandandenim.com.

NEAPS (NSE Electronic Application Processing System) and BSE Corporate Compliance & Listing Centre

The NEAPS and Listing centre are web-based application designed by NSE & BSE for Corporates. All periodic compliances, inter alia, the Shareholding Pattern, Integrated Governance Report, Financial Results, disclosures with respect to Board Meetings or any other Corporate Action Announcements are filed electronically on NEAPS/ BSE Listing centre.

SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralized web-based complaints redressal system through SCORES. The Action Taken Reports are uploaded online by the Company for any complaints received on SCORES platform, thereby making it convenient for the investors to view their status online.

Dispute Resolution Mechanism (ODR)

SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly, the investors can initiate dispute resolution through the ODR Portal https://smartodr.in/login

Exclusive email ID for investors

The Company has designated an email id cs.ndl@chiripalgroup.com exclusively for investor servicing, and the same is prominently displayed on the Company`s website www.nandandenim.com.

Investor Relations

Investor Relations (IR) at Nandan Denim is aimed at two-way communication of information and insights between the Company and the investment community. This process enables a full appreciation of the Company's business activities, strategy and prospects and allows the market to make an informed judgement about the Company.

The Company arranges investor meetings, updates and calls to ensure timely communication, thereby keeping stakeholders updated with financial performance and material business events. Inputs and feedback from the investor community is given due consideration and factored into future plans and strategies. The Company hosts meetings with institutional investors at its office on request and also arranges conference calls with those who are unable to travel.

A conference call is organized after declaration of the quarterly financial results and this is used to answer questions and provide clarifications to investors and analysts. The Company hosts con call through brokerage houses so as to provide a free and equitable forum for dissemination of information. It interacts with all types of funds and investors throughout the country in order to have a diversified shareholder base both in terms of geographical location and investment horizon.

Updates on investor relations are available on the website of the Company www.nandandenim.com.

Reminders to shareholders

Reminders were sent to shareholders for KYC updation/ dematerialisation of shares/updating PAN and Bank Account details and claiming unpaid / unclaimed dividends lying with the Company which are liable to be transferred to the Investor Education and Protection Fund Authority.

GENERAL SHAREHOLDER INFORMATION

The Company is registered in Gujarat, India. The Corporate Identification Number (CIN) allotted by Ministry of Corporate Affairs (MCA) is L51909GJ1994PLC022719.

Annual General Meeting and Record Date

The Day, Date, Time of the 32nd AGM and Record Date in relation thereto have been indicated in the Notice convening the AGM.

Financial year (1st April, 2026 to 31st March, 2027)

a.	First quarterly results	:On or Before 14th of August, 2026
b.	Second quarterly results	:On or Before 14th of November, 2026
c.	Third quarterly results	:On or Before 14th of February, 2027
d.	Audited yearly results for the year ending 31st March, 2026	:On or Before 30th May,2027
e.	Annual General Meeting for the year 31st March, 2026	:On or Before 30th September, 2027

The above tentative schedule shall be adhered to on or before the respective dates mentioned therein, or within such extended period as may be permitted by the Regulator.

Dividend

No dividend has been recommended for the year 2025-26.

Name of Stock Exchanges where the shares are listed and stock code:

Name and address of the Stock Exchange	Stock Code
BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001	532641
National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Bandra-Kurla Complex, Bandra, Mumbai 400 051	NDL

Annual Listing Fees for the financial year 2026-27 has been paid by the Company to BSE and NSE.

Electronic Clearing Service:

The Company provides the facility of payment of dividend to the shareholders by directly crediting the dividend amount to the shareholder's Bank Account. Members are therefore urged to avail of this facility to ensure safe and speedy credit of their dividend into their Bank Account through the Banks' Automated Clearing House ("ACH") and / or any other permitted mode for credit of dividend.

Members holding shares in physical form are requested to register and / or update their banking details with the Registrar and Transfer Agent and those holding shares in electronic form shall update their details with their Depository Participant to enable credit of the dividend to their Bank Account electronically and / or any other permitted mode for credit of dividend.

Particulars of Dividend remaining unclaimed:

In terms of section 124 of The Companies Act, 2013, amounts transferred to the Unpaid Dividend Account of the Company, which remain unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund (the Fund) established by the Central Government.

Details of the unclaimed dividend pertaining to the years 2014 to 2018 is hosted on Company's website. No dividend was declared since the financial year 2018-19 onwards, therefore, the Company did not require to open Unpaid Dividend Account.

Payment of Depository Fees

Annual Custody / Issuer Fees for the year 2026-27 has been paid by the Company to Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL).

Details of securities suspended:

Not applicable

Registrar and Share Transfer Agent (RTA):

Nandan Denim Limited has appointed Datamatics Business Solutions Limited as its RTA for both segments i.e. physical and electronic.

Datamatics Business Solutions Limited.
Plot No. A-16 & 17, Part B Cross Lane, MIDC, Andheri (East), Mumbai, Maharashtra – 400 093
Tel.: 022 - 66712001-06
Fax: 022 – 66712011
Email: investorsqry@datamaticsbpm.com

As required under Regulation 7(3) of the Listing Regulations, the Company has filed a Certificate issued by RTA & Compliance Officer of the Company certifying that all activities in relation to both physical and electronic share transfer facilities are maintained by RTA registered with SEBI i.e. Datamatics Business Solutions Limited.

The shares lodged for transfer, transmission, etc. are processed and share certificates duly endorsed are returned within stipulated time, subject to documents being valid and in all respects.

Company's Plant Locations

Plant-I
Survey No. 198/1 & 203/2,
Saijpur – Gopalpur, Pirana Road,
Piplej, Ahmedabad, Gujarat – 382 405

Plant-II
Plot No. 2 & 3,
Vraj Integrated Textile Park Limited
National Highway No. 8,
Bidaj, Kheda, Gujarat – 387 120

Company' Corporate Office

Chiripal House,
Near Shivranjani Cross Road,
Satellite, Ahmedabad – 380 015
Tel: (079) 69660000

Monday to Saturday: 10.00 a.m. to 07.00 p.m. (except holidays)

Designated e-mail ID for redressal of investor complaints: cs.ndl@chiripalgroup.com

Shareholders may also contact the Registrar & Share Transfer Agent of the Company.

Nodal Officer:

In accordance with IEPF rules, Ms. Rinku Patel, Company Secretary has been appointed as Nodal Officer.

Nomination facility

Pursuant to the provisions of Section 72 of the Companies Act, 2013, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014, Members may file Nomination in respect of their shareholdings. Members holding shares in Physical Form willing to avail this facility may submit to the Company the prescribed Form SH-13 and any change or variation in the nomination in prescribed Form SH-14.

Distribution of Shareholding

Share Holding Distribution Report					As on 31-03-2026	
Sr. No.	Shares Range From	To	Shares	% To Capital	No. of Holders	% To No. of Holders
1	1	500	13857690	0.96	115601	61.46
2	501	1000	18202950	1.26	21496	11.43
3	1001	2000	26121324	1.81	16807	8.94
4	2001	3000	24550912	1.70	9196	4.89
5	3001	4000	12744201	0.88	3536	1.88
6	4001	5000	21292872	1.48	4456	2.37
7	5001	10000	62459775	4.33	8160	4.34
8	10001	50000	152957276	10.61	7199	3.83
9	50001	99999999999	1109284680	76.96	1642	0.87

Shareholding Pattern (as on March 31, 2026)

Particulars	No. of Shares	%
Promoter & Promoter Group	735324200	51.01
Foreign Portfolio Investors	9745752	0.68
Financial Institutions/Banks	0	0.00
Central Government / State Government	165000	0.01
Resident Individuals	569776036	39.53
Non-Resident Individuals	31292767	2.17
Others	95167925	6.60
TOTAL	**1441471680**	**100.00**

Dematerialization of shares and liquidity

The Company's shares are compulsorily traded in dematerialized form on NSE and BSE. Equity shares of the Company representing 99.99 percent of the Company's equity share capital are dematerialized as on March 31, 2026. The details of company's shareholding has mentioned below:

Particulars	No. of Shares	%
In Physical Form	163400	0.01
In Demat Form	1441308280	99.99
Total	**1441471680**	**100.00**

ISIN: The International Securities Identification Number (ISIN) for the Company's Shares is INE875G01048

Members still holding physical share certificates are requested to dematerialize their shares by approaching any of the Depository Participants registered with the Securities and Exchange Board of India (SEBI).

Outstanding Global Depository Receipts (GDRs) or American Depository Receipts (ADRs) or warrants or any convertible instruments, conversion date and likely impact on equity

None

Commodity price risk and hedging activities

Not Applicable

Foreign exchange risk and hedging activities

The Company is exposed to foreign exchange risk on account of import of various raw materials used in its production and technology products imported, and other important export transactions. To mitigate the Foreign Exchange Risk which may exposed to Company, the Company is less dependent on import of different machines, equipments which are required to it for its business. Since the substantial portion of turnover of Company comprises of export turnover, accordingly Company receives payment in different currency from its customers which may sometime involves substantial risk on account of adverse currency movements in global foreign exchange markets. Therefore, Company generally trade on advance payments as far as possible. Further proper follow ups are made with overseas customers so as to receive the payments in time bound schedule in order to have minimal foreign currency fluctuation risk.

List of all Credit Ratings obtained by the entity along with any revisions thereto during the relevant Financial Year for all Debt Instruments of such entity or any Fixed Deposit Programme or any Scheme or proposal of the listed entity involving mobilization of funds, whether in India or Abroad

Details of Credit Rating have been included in the Boards' Report.

OTHER DISCLOSURES:

Related Party Transactions:

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015 during the financial year were in the ordinary course of business and on arm's length basis and for Material Related Party Transactions, the necessary members' approval has been taken. Related party transactions have been disclosed in Note 37 to the financial statements.

The Company is in process to sought approval of members of all material transactions under requisite provisions of the Companies Act, 2013 and LODR for the FY 2026-27. A statement in summary form of transactions with related parties in the ordinary course of business and arm's length basis is periodically placed before the Audit Committee for its review. Related party transactions policy is available on the Company's website at https://www.nandandenim.com/admin/pdf/675651Related_Party_Transaction_Policy.pdf

Subsidiary Company:

The Company does not have any Subsidiary Company in terms of Regulation 16 of SEBI Listing Regulations.

Further, no loans and advances in the nature of loans to firms/ companies in which directors are interested was given by the Company and its subsidiaries.

Material Subsidiaries: The Company does not have a material subsidiary as defined under Regulation 16(1)(c) SEBI (LODR) Regulations, 2015.

Performance Evaluation Criteria

The Nomination and Remuneration Committee lays down the criteria for performance evaluation of Directors. In accordance with the provisions of SEBI Listing Regulations and the Act, the performance evaluation of the individual Directors shall be done by the entire Board of Directors, subject to the condition that the Director who is subject to evaluation should not participate. The criteria for performance evaluation covers parameters such as decision taken in the interest of the organization objectively; assisting the Company in implementing the Corporate Governance; monitoring performance of organization based on agreed goals & financial performance; fulfilment of the independence criteria as prescribed and their independence from the management; and active participation in the affairs of the Company as Board / Committee Members.

CEO / CFO Certification

Pursuant to Regulation 17(8) of the Listing Regulations, the CEO / CFO certificate for the financial year 2025-26 signed by Mr. Deepak Chiripal, CEO and Mr. Suresh Maheshwari, CFO was placed before the Board of Directors of the Company at their meeting held on May 28, 2026 and is annexed to this Report.

Compliance Certificate On Corporate Governance

As required by Schedule V of the Listing Regulations, the Auditors Certificate on Corporate Governance is annexed to this Report.

Vigil Mechanism / Whistle Blower Policy:

Pursuant to Section 177(9) and (10) of the Act and Regulation 22 of the Listing Regulations, the Company has formulated a Whistle Blower Policy for the vigil mechanism of directors and employees to report to management about unethical behaviour, fraud, or violation of the Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and directors who use such mechanisms and makes provisions for direct access to the chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. This policy is available on the Company's website at https://www.nandandenim.com/admin/pdf/358578Whistle-Blower-Policy.pdf

Compliance With Regulation 26(6)

In accordance with the provisions of Regulation 26(6) of the SEBI Listing Regulations, the Key Managerial Personnel, Director(s) and Promoter(s) of the Company have affirmed that they have not entered into any agreement for themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

Details of Non Compliance By the Company, penalties, strictures imposed on the Company By Stock Exchange or SEBI or any Statutory Authority on any matter related to Capital Markets during the last three years

The Company has complied with all the requirements of the Stock Exchanges and SEBI on matters relating to Capital Markets except following late submissions to stock exchanges under various regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for which respective penalties were paid by Company:

Regulation of SEBI(LODR), 2015	Particulars	Notice of Stock Exchanges	Amount of penalty in Rupees (including GST)
Regulation 17(1A)	Non-compliance with the requirements pertaining to appointment or continuation of Non-executive director who has attained the age of seventy-five years	BSE notice dated November 28, 2025	99120
Regulation 17(1A)	Non-compliance with the requirements pertaining to appointment or continuation of Non-executive director who has attained the age of seventy-five years	NSE notice dated November 28, 2025	99120

Explanations of the Company to the Stock Exchanges:

There is no substantive non-compliance under Regulation 17(1A) as the Company have submitted corrigendum outcome of Board Meeting dated 06.08.2025 in pdf and XBRL (clarified in remarks column of XBRL) submission dated 06.08.2025 in respect of appointment of Mr. Ambalal C. Patel and his appointment is effective from the approval of Shareholders in 31st Annual General Meeting.

Further, the effective date of appointment of Mr. Ambalal C. Patel is the date of approval by the Shareholders, i.e. September 17, 2025, as mentioned in the 31st Notice of AGM and approved by Shareholders by passing Special Resolution, Form DIR-12 and Integrated Governance Report for the quarter ended September 2025.

The issue pertains only to an inadvertent error in the submission of the relevant compliance document, and not to any actual violation of the said regulation.

SEBI had issued Administrative warning letter to the Company on June 19, 2024 regarding non-compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Risk Management Committee meeting could not be held within 180 days of the previous Risk Management Committee meeting. The Company has held two consecutive meetings of Risk Management Committee on March 29, 2023 and November 09, 2023, the gap of 225 days between the said meetings is not in line with the provisions of Regulation 21(3C) of the SEBI (LODR) Regulations, 2015. In this connection SEBI has issued a letter no. SEBI/HO/CFD/SEC1/OW/P/2024/20153/1 dated June 19, 2024 advising the Company to ensure compliance with all applicable provisions of SEBI Regulations.

Explanations of the Company to the SEBI and Stock Exchanges: The said non-compliance was happened due to resignation of Company Secretary and Compliance Officer of the Company, the Risk Management Committee meeting could not have been conducted within due time mentioned in Regulation 21 (3C) of the SEBI (LODR) Regulations, 2015 at that time.

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

Disclosure of the Compliance of the Corporate Governance

The Company is in compliance with the Corporate Governance requirements as specified in Regulation 17 to 27 the SEBI Listing Regulations and the Company is also in compliance with the requirements of dissemination of the information of as required in terms of Regulation 46 (2) of the SEBI Listing Regulations.

Details of Preferential Allotment or Qualified Institutional Placement as specified under Regulation 32(7a) of the Listing Regulations

The Company has not raised funds through preferential allotment or qualified institutional placement.

Secretarial Compliance Report

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019. & NSE Circular Ref No: NSE/CML/ 2023/30 dated April 10, 2023 read with Regulation 24(A) of the SEBI Listing Regulations, directed listed entities to conduct Annual Secretarial Compliance Audit from Practicing Company Secretary of all applicable SEBI Regulations and circulars / guidelines issued thereunder. The said Secretarial Compliance Report is in addition to the Secretarial Audit Report by Practicing Company Secretaries under Form MR-3 and is required to be submitted to Stock Exchanges within 60 days of the end of financial year.

The Company has engaged the services of M/s J D Khatnani & Associates, Practicing Company Secretary for providing this certification.

Certificate from Practising Company Secretary

Certificate as required under Part C of Schedule V of Listing Regulations, received from Mr. Jay Khatnani (CP No. 18421), Proprietor of M/s J D Khatnani & Associates, Practicing Company Secretary, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

Fees paid to Statutory Auditor

Fees for all services paid by the Company to Statutory Auditors of the Company during the year ended March 31, 2026 is as follows:

Particulars	Amount in lakhs (excluding taxes)
Fees for audit and related services	16.00
Other fees	1.50
Fees paid to network entities	0.00
Total	**17.50**

Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place, an effective mechanism for dealing with complaints relating to sexual harassment at workplace. The details relating to the number of complaints received and disposed of during the financial year 2025-26 are as under:

Particulars	No. of Complaints
Filed during the year	NIL
Disposed of during the year	NIL
Pending at the end of year	NIL

The Company has complied with the requirement of provisions of the SEBI Listing Regulation. The Company has not entirely adopted discretionary requirements as specified in Part E of Schedule II of SEBI Listing Regulations non-mandatory requirement of the said clause during the year under review.

There are no cases where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required during period under review.

Disclosure of certain types of agreements binding listed entities – The Company has not entered into any agreements under clause 5A of paragraph A of Part A of Schedule III SEBI Listing Regulations.

Code of Conduct:

The Company has adopted a Code of Conduct for all employees including the members of the Board and Senior Management Personnel. All members of the Board and Senior Management Personnel have affirmed compliance with the said Code of Conduct for the financial year 2025-26. The declaration to this effect signed by Mr. Deepak Chiripal – Chief Executive Officer of the Company forms part of this Report.

Code of Conduct to Regulate, Monitor and Report trading by designated persons:

SEBI notified several amendments to SEBI Insider Trading Regulations pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which were effective from April 1, 2019.

Pursuant to the amendment, the Company has adopted a Code of Conduct to regulate, monitor and report trading by Designated Persons (Insider Trading Code) under Securities and Exchange Board of India (Prohibition of Insider Trading Regulations).

The Code of Conduct to regulate, monitor and report trading by Designated Persons, Code of Fair Disclosure & Conduct have been uploaded on website of the Company.

All compliances relating to Code of Conduct for Prevention of Insider Trading are being managed through regular intimation on opening and closing window and time to time presentation of these codes. This code lays down guidelines advising the management, staff and other connected persons, on procedures to be followed and disclosures to be made by them while dealing with the shares of NDL, and while handling any unpublished price sensitive information, cautioning them of the consequences of violations.

Permanent Account Number:	Email id registration:
Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferor(s), transferee(s), surviving joint holders, legal heirs be submitted to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.	To support the green initiative, shareholders are requested to register their email address with their DPs or with the Company's RTA, as the case may be. Communications in relation to the Company like, Notice of AGM and Annual Report are regularly sent electronically to such shareholders who have registered their email addresses. The shareholders willing to register their email address can write to their respective DP.

Disclosures with respect to Demat Suspense Account/ Unclaimed Suspense Account

Not Applicable

Reconciliation of Share Capital Audit

During the year under review, an audit was carried out at the end of every quarter by a qualified Practicing Company Secretary for reconciling the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the total number of shares held in physical form and the total number of dematerialized shares held with NSDL and CDSL. The report for every quarter upon reconciliation of capital was submitted to the stock exchanges and was also placed before the Board of Directors at their meetings.

DECLARATION BY CHIEF EXECUTIVE OFFICER PURSUANT TO SCHEDULE V(D) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

In accordance with Para D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all the Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them for the financial year ended 31st March, 2026.

For Nandan Denim Limited

Place: Ahmedabad
Date: April 17, 2026

Deepak Chiripal
Chief Executive Officer

CHIEF EXECUTIVE OFFICER (CEO) & CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

(Pursuant to Regulation 17(8) read with Part B of Schedule II and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
Nandan Denim Limited

A. We hereby certify that on the basis of the review of the financial statement and cash flow statement for the financial year ended March 31, 2026 and that to the best of our knowledge and belief:

   1. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;

   2. these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:

   (i) significant changes, if any, in the internal control over financial reporting during the year;

   (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and

   (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

For Nandan Denim Limited

Ahmedabad
May 28, 2026

Deepak Chiripal
CEO

Suresh Maheshwari
CFO

REPORT ON CORPORATE GOVERNANCE

To,
The Members,
NANDAN DENIM LIMITED
CIN: L51909GJ1994PLC022719

We have examined the compliance of conditions of Corporate Governance by Nandan Denim Limited ('the Company'), for the year ended March 31, 2026 as per the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in the Listing Regulations for the period April 01, 2025 to March 31, 2026.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. **However, the Company has received Notice from BSE and NSE on November 28, 2025, regarding Non-compliance of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to appointment or continuation of non-executive director Mr. Ambalal C. Patel who has attained the age of seventy-five years and levied fine of Rs. 84,000 plus GST by each stock exchanges. The Company has submitted a waiver application to the designated Stock Exchange (i.e. BSE), along with the requisite supporting documents on December 02, 2025, and the same was not considered favourably and therefore the Company has paid the stipulated fine to BSE and NSE on February 24, 2026.**

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations, as applicable.

Date: April 27, 2026
Place: Ahmedabad
UDIN: A050727H000209952

FOR, J. D. KHATNANI & ASSOCIATES,
Practicing Company Secretary

JAYKUMAR D. KHATNANI
Proprietor
ACS: 50727 COP: 18421
Peer Review No.1246/2021
FIRM REG. NO. S2018GJ620700

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
Members,
NANDAN DENIM LIMITED,
Ahmedabad-05, Gujarat

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of NANDAN DENIM LIMITED bearing CIN: L51909GJ1994PLC022719 and having its registered office at Survey No 198/1 203/2 Saijpur Gopalpur Pirana Road, Piplej Ahmedabad 382405 Gujarat India (hereinafter referred to 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. All the Independent Directors are Registered at www.independentdirectorsdatabank.in Portal.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	JYOTIPRASAD DEVKINANDAN CHIRIPAL	00155695	29/05/2017
2	SHAKTIDAN JAYENDRASINGH GADHAVI	09004587	28/12/2020
3	RAHUL MEHTA NARENDRA	00165521	13/08/2022
4	KIRIT VAIKUNTHRAYA JOSHI	05316488	13/08/2022
5	SURESH CHATTERJEE	03565196	06/08/2025
6	AMBALAL CHHITABHAI PATEL	00037870	17/09/2025
7	NALINI NAGESWARAN	10128138	30/05/2023

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

For, J.D. KHATNANI & ASSOCIATES,
Practicing Company Secretary

JAYKUMAR D. KHATNANI
(Proprietor)
(ACS: 50727, COP: 18421)
Peer Review No.1246/2021
FIRM REG. NO. S2018GJ620700

Place: Ahmedabad
Date: April 27, 2026
UDIN: A050727H000209908

Business Responsibility & Sustainability Reporting

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1. Corporate Identity Number (CIN) of the Listed Entity	L51909GJ1994PLC022719
2. Name of the Listed Entity	Nandan Denim Limited
3. Year of incorporation	09/08/1994
4. Registered office address	Survey No 198/1 203/2 Saijpur Gopalpur Pirana Road, Piplej, Ahmedabad – 382405, Gujarat
5. Corporate address	Chiripal House, Shivranjani Cross Road, Satellite Ahmedabad – 380015, Gujarat
6. E-mail	cs.ndl@chiripalgroup.com
7. Telephone	079-69660000
8. Website	www.nandandenim.com
9. Financial year for which reporting is being done	01/04/2025 to 31/03/2026
10. Name of the Stock Exchange(s) where shares are listed	BSE Limited and National Stock Exchange of India Limited
11. Paid-up Capital	Rs. 1441471680
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Ms. Rinku Patel (Mobile No -: 6357310846, Email ID: cs.ndl@chiripalgroup.com)
13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis	Standalone Basis
14. Name of assurance provider	Not Applicable
15. Type of assurance obtained	Not Applicable

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacturing	Textile, leather and apparel products	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Manufacturing of Textile Products	131	100%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	2	3	5
International	0	0	0

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	12
International (No. of Countries)	10

b. What is the contribution of exports as a percentage of the total turnover of the entity?

- 0.71 % of Total Turnover

c. A brief on types of customers

- Nandan Denim Limited has redefined the world's love for denim in truly remarkable ways. The company manufactures Denim, Shirting materials, Yarn and various types of fabrics. The business model of our company is B2B (Business to business) which mainly includes Fabric Re-seller, Garment Converter, Distributors, Wholesalers, Dealers, Brand Owners and Exporters.

IV. Employees

The Total number of Employees and Workers includes Corporate office, Piplej plant and Bareja plant's Employees and Workers for Current Financial Year and Previous Financial Year.

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
			EMPLOYEES			
1.	Permanent (D)	501	478	95.41	23	4.59
2.	Other than Permanent (E)	Nil	Nil	Nil	Nil	Nil
3.	**Total employees (D + E)**	**501**	**478**	**95.41**	**23**	**4.59**
			WORKERS			
4.	Permanent (F)	1225	1152	94.04	73	5.96
5.	Other than Permanent (G)	Nil	Nil	Nil	Nil	Nil
6.	**Total workers (F + G)**	**1225**	**1152**	**94.04**	**73**	**5.96**

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
			DIFFERENTLY ABLED EMPLOYEES			
1.	Permanent (D)	0	0	0	0	0
2.	Other than Permanent (E)	0	0	0	0	0
3.	**Total differently abled employees (D + E)**	**0**	**0**	**0**	**0**	**0**
			DIFFERENTLY ABLED WORKERS			
4.	Permanent (F)	0	0	0	0	0
5.	Other than permanent (G)	0	0	0	0	0
6.	**Total differently abled workers (F + G)**	**0**	**0**	**0**	**0**	**0**

21. Participation/Inclusion/Representation of women

Particulars	Total (A).	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	7	1	14.29
Key Management Personnel	5*	1	20.00

* Includes Managing Director & Whole time Director who are also covered in the number of Board of Directors.

22. Turnover rate for permanent employees and workers

Particulars	FY :- 2025-26 (Turnover rate in current FY)			FY :- 2024-25 (Turnover rate in previous FY)			FY:- 2023-24 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	1.02%	Nil	1.02%	1.09%	Nil	1.09%	1.23%	Nil	1.23%
Permanent Workers	1.18%	0.51%	1.69%	1.08%	0.80%	1.88%	2.08%	0.06%	2.14%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures:

The Company does not have any holding, subsidiary, associate or joint venture company.

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover (in Rs.) – 28,71,87,38,000

(iii) Net worth (in Rs.) – 6,51,18,33,000

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2025-26 (Current Financial Year)			FY 2024-25 (Previous Financial Year)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes, the Company has in place internal mechanism to address grievance on case to case basis	Nil	Nil	Nil	Nil	Nil	Nil

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/ No) (If Yes, then provide web-link for grievance redress policy)	FY 2025-26 (Current Financial Year)			FY 2024-25 (Previous Financial Year)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Investors (other than shareholders)	Yes, the company has in place internal mechanism to address grievance on case to case basis	Nil	Nil	Nil	Nil	Nil	Nil
Shareholders	Yes	Nil	Nil	Nil	2	0	Resolved
Employees and workers	Yes	Nil	Nil	Nil	Nil	Nil	Nil
Customers	Yes	168	0	Resolved	176	0	Resolved
Value Chain Partners	Yes	Nil	Nil	Nil	Nil	Nil	Nil
Other (please specify)	NA	Nil	Nil	Nil	Nil	Nil	Nil

Web-links for grievance redressal policies

Stakeholder group from whom complaint is received	Web Link for Grievance Policy
Communities	https://nandandenim.com/contact-us
Investors & Shareholders	https://www.nandandenim.com/admin/pdf/139609Grievance-Redressal-Policy-for-Investors.pdf
Employees and workers	https://www.nandandenim.com/admin/pdf/586242Grievance-Redressal-Policy-for-Employees.pdf
Customers	https://nandandenim.com/contact-us
Value Chain Partners	https://nandandenim.com/contact-us

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, are as under:

S. No.	Material issue identified	Indicate whether risk Or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Chemical Management	Risk and Opportunity	Risk: Shifting consumer preference towards safe & sustainable products. Additionally, the regulatory environment is getting more stringent on the sustainability aspects of chemicals and its associated impacts. Opportunity: To become a globally preferred denim brand in manufacturing safe, sustainable products while adhering to all regulatory compliances	We are engaged with our vendors and suppliers for the elimination of hazardous chemicals and to implement safer sustainable products	Positive: Reputational benefit resulting in increased demand for goods. Increased revenue due to better competitive position to reflect shifting consumer preferences. Negative: Reduced revenue from decreased demand of goods
2	People	Risk and Opportunity	Risk: Reputational risk if we fail to ensure fair labour practices, protection of human rights, health and safety of our employee & workers. Opportunity: By addressing the above risks, we are securing our social license to operate and representing ourselves	Promoting inclusiveness, leadership qualities, retaining talent, creating friendly work arrangements	Positive: While ensuring our people's prosperity in consideration, we seek to improve employee satisfaction, better retention and lowering cost of management. Negative: Reduced revenue due to negative impact on workforce.

S. No.	Material issue identified	Indicate whether risk Or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3	Energy Management	Risk and Opportunity	Risk: While energy contributes to the growth of textile and apparel industry, resulting emissions are a dampener for environmental health. Increasing demand of textile and apparels in the world, followed by increased production is the cause of higher GHG emissions. Opportunity: Improving upon the energy efficiency and increasing renewable usage will support us in cutting down the energy expenses and achievement of pertinent emission reduction commitments.	We have implemented 2 MW Wind Mill Power Project and 1 MW Solar rooftop system for captive electricity consumption Also, as part of its FY 2026–27 sustainability roadmap, Nandan Denim has entered into a Group Captive Renewable Energy arrangement to increase the share of renewable electricity in its energy mix. Under this arrangement, the Company will source power from a hybrid renewable energy project comprising 4.3 MW of wind capacity and 4.64 MW (DC) of solar capacity.	Positive: Wind Mill Project installation and 1 MW Solar rooftop system for captive consumption shall result in reduction in energy cost and reduction in fuel consumption The Group Captive Renewable Energy project is expected to supply additional 14 million units of renewable electricity annually upon commissioning. This initiative is expected to significantly enhance the Company's green energy portfolio from July, 2026 and contribute to the reduction of Scope 2 GHG emissions, supporting its long-term decarbonisation and sustainability objectives Negative: Due to increase in price of fuel and energy, the cost of production increases
4	Innovation	Opportunity	Investing in innovation and technology to accelerate the journey ahead across product development, manufacturing, supply chain, waste management and consumer engagement	NA	Positive: Partnering with innovative summit, product innovation, digital transformation, Sewage Treatment plant.
5	Cotton	Risk	Cotton is our main raw material and being an agricultural product it is dependent on weather/ environment. Unpredictable rainfall & weather results in lower production of cotton and in turn result high price of cotton	Preparation of advance strategic plan for purchase of cotton to mitigate any shortage in raw material.	Negative Increase in cost of raw materials which in turn results in increase in product cost.
6	Natural fiber	Opportunity	Due to increasing green revolution and environment sustainability, the use of natural fiber is increasing due to increase in demand by customers.	NA	Positive Implications Increase in revenue due to increase in demand of sustainable products

S. No.	Material issue identified	Indicate whether risk Or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
7	Water	Risk	Water is one of the essential requirement for our operation, even for cultivation of cotton and due to its scarcity, efficient management of water is highly essential for our operations	We recycle and reuse water by establishing an Effluent Treatment Plant (ETP) and a Reverse Osmosis Plant (RO) within our facility. We also treat wastewater with our Sewage Treatment Plant (STP) and reuse the treated water for gardening. In order to utilize backwash water, we have also installed a pipeline from the power plant to the fabric division. So, we can conserve the water by minimizing the extraction of water	May increase production and operations cost
8	Climate Change	Risk	Due to inadequate climate conditions and unseasonal rain, the production of cotton and other essential raw materials are effected which results in scarcity of available raw materials	The company prepares a strategic plan for mitigating the risk in line with production	Negative implication Non Availability of raw materials at reasonable price, which results in sourcing of materials at higher price.
9	Carbon generated from use of non-renewable energy	Opportunity	Company's business is highly energy intensive. Higher fossil fuel consumption has a severe impact on environment. Adoption and use of renewable energy will help address this risk	- Installation of solar plants/rooftops - Installation of wind power - Energy saving initiatives - The Group Captive Renewable Energy Arrangement	Long term financial benefits due to saving in fuel cost

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	https://nandandenim.com/policies-codes								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	No	No	No	No	No	No	No	No	No
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	The Company has following certifications: OEKO-TEX Standard 100 Global Organic Textile Standard (GOTS) Global Recycled Standard (GRS) Organic Content Standard (OCS) Recycled Claim Standard (RCS) Better Cotton Initiative (BCI)								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	NDL aims to become a carbon-neutral Company. The company has set goals and targets considering the ESG parameters which includes the following: 1. Use of energy which shall be generated from renewable sources of Wind mill and Solar of about 15 million units. 2. To conserve the Energy and can save 58 KWh/ Day by Installed Smart steam turbine with 225KW Generator 3. Plantation of our own greenbelt with over 2,000 trees.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	1. The company reduced its water usage and discharge by more than 5% relative to production 2. 53,02,068 units generated from wind mill projects and Solar system during the year and saved the energy from Installed inverter, heat recovery, etc. 3. Plantation of 5000 trees Performance on goals and targets are reviewed periodically by Plant head of the Company.								
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements:	At Nandan Denim Limited, we recognize our responsibility as a socially and environmentally responsible organization and remain committed to conducting our business with integrity, sustainability, and ethical governance. We continue to strengthen our ESG journey by integrating sustainable practices into our operations, creating long-term value for all stakeholders while minimizing our environmental footprint. During the year, we further advanced our sustainability initiatives through increased adoption of renewable energy, enhanced resource efficiency, employee well-being programmes, and meaningful community engagement. We remain focused on reducing waste generation, promoting responsible manufacturing practices, and producing ethical denim for a more sustainable future. Our commitment to environmental stewardship is reinforced through the responsible use of resources, minimization of hazardous chemicals, and compliance with stringent environmental standards. Our manufacturing facilities continue to be certified under Oeko-Tex Standard 100, GOTS 7.0, and BCI, demonstrating adherence to globally recognized sustainability benchmarks.								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
	We are continuously expanding our sustainable product portfolio by incorporating eco-friendly fibres such as Tencel, Rayon, and Excel, while broadening the application of indigo-dyed fabrics beyond denim into ethnic and formal wear, thereby offering innovative and sustainable solutions to our customers. As part of our long-term vision of becoming a carbon-neutral organization, we have initiated several energy and water conservation measures, including condensate recovery systems, improved resource utilization, and continuous efforts to reduce our overall energy and carbon footprint. Furthermore, our investment in renewable energy will support our transition towards cleaner energy sources and contribute significantly to reducing greenhouse gas emissions. The health, safety, and well-being of our employees remain our highest priority. Throughout the year, we conducted various employee engagement, health, safety, and skill development initiatives to foster an inclusive, motivated, and empowered workforce. While challenges such as climate change, resource availability, evolving regulatory expectations, and sustainable supply chain management continue to shape the business landscape, we remain confident that our proactive ESG strategy, clear sustainability targets, and commitment to transparent reporting will enable us to create lasting value for our stakeholders and contribute meaningfully towards a more sustainable future.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Suresh Maheshwari The President (Finance & ESG) and CFO Contact No.: +91 9825225582 Email ID: sureshmaheshwari@chiripalgroup.com								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes. The Board is responsible for decision making on sustainability related issues								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Yes									Annually								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Yes									Quarterly								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	No

12. **If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:**

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

1 PRINCIPLE

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. **Percentage coverage by training and awareness programmes on any of the Principles during the financial year:**

Segment	Total number of training and awareness programmes held	Topics/ principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	2	Update on amendments SEBI (PIT) Regulations and code of conduct for prevention of insider trading Update on amendments in SEBI (LODR) Regulations, with respect to Related Party Transactions	100
Key Managerial Personnel	2	Update on amendments SEBI (PIT) Regulations and code of conduct for prevention of insider trading Update on amendments in SEBI (LODR) Regulations, with respect to Related Party Transactions	100
Employees other than BOD and KMPs	116	- Forklift & truck driver training - Fire, health & safety Awareness training - Chemical safety & PPE's - Use of PPE's - Waste management - Electrical safety - Safety awareness - Firefighting practical - Emergency Preparedness & Mock drill - Practical training of fire system - Environment Awareness	100

Segment	Total number of training and awareness programmes held	Topics/ principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Workers	119	- Forklift & truck driver training - Fire, health & safety Awareness training - Chemical safety & PPE's - Use of PPE's - Waste management - Electrical safety - Safety awareness - Firefighting practical - Emergency Preparedness & Mock drill - Practical training of fire system - Environment Awareness	100

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):**

a. Monetary

Particular	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (in INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	P1	BSE and National Stock Exchange of India Limited	Rs. 99,120 (inclusive of GST) each	During the reporting period, BSE Limited and National Stock Exchange of India Limited levied a penalty on the Company for alleged non-compliance with Regulation 17(1A) of the SEBI (LODR) Regulations, 2015. The Company had submitted a waiver application; however, the same was not considered favorably and the Company has paid the fine of Rs. 99,120 (inclusive of GST) to each Stock Exchange.	No
Settlement	NIL	NIL	NIL	NIL	NIL
Compounding fee	NIL	NIL	NIL	NIL	NIL

b. Non-Monetary

Particular	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not Applicable	

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes, Nandan Denim Limited (NDL) has an Anti-Bribery Policy that establishes the Company's commitment to conducting business with integrity and in compliance with all applicable anti-bribery laws, regulations, and statutory requirements. The policy is complemented by the Company's Code of Ethics and Conduct, reinforcing a zero-tolerance approach towards bribery.

The policy encourages all employees and other stakeholders to promptly report any concerns relating to bribery, suspected malpractice, corrupt practices, violations of the policy, or applicable laws. All reported concerns are reviewed and investigated through an appropriate process. Confirmed violations may result in disciplinary action in accordance with the Company's policies and, where warranted, may lead to termination of employment or other appropriate legal action.

- Anti-Bribery Policy is available on Company's website and link is https://nandandenim.com/investor/policescode/Anti-Bribery-Policy.pdf

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

Particulars	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. **Details of complaints with regard to conflict of interest:**

Case Details	FY 2025-26 (Current Financial Year)		FY 2024-25 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	NIL	-	NIL	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	NIL	-	NIL	-

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest. – Not Applicable**

8. **Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:**

Particular	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Number of days of accounts payables	26	37

9. **Open-ness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	-	-
	b. Number of trading houses where purchases are made from	-	-
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	-	-
Concentration of Sales *	a. Sales to dealers / distributors as % of total sales	-	-
	b. Number of dealers / distributors to whom sales are made	-	-
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	-	-
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	1.26%	1.17%
	b. Sales (Sales to related parties / Total Sales)	12.01%	13.40%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	-	-
	d. Investments (Investments in related parties / Total Investments made)#	94.99%	90.94%

* The Company does not have any dealers / distributors, the Company sells its products to Customers, Traders, Brands and exports.

Restated the percentage of the Investment in related parties for the previous year as the investment in bonds was not considered in the total investments of the Company.

2 PRINCIPLE

Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

Particular	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)	Details of improvements in environmental and social impacts
R&D	-	-	
Capex *	50.42	4.68	As below mentioned Note

* Investment in plant & Machinery to improve environment impact is 50.42% in Current year and 4.68% in previous year of total assets Capitalized during the respective period.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

=> Yes

b. If yes, what percentage of inputs were sourced sustainably?

We procure organic cotton, fair trade cotton, BCI Certified Cotton and recycled Polyester. During the Financial Year 2025-26, we have sourced about 0-1 % sustainable yarn from sustainable sources. We also procure all the chemicals which are GOTS certified.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) Other waste.**

We have devised an internal process that focusses on classification of waste followed by segregation and storage in separated areas. After storage, periodically the waste is collected and responsibly disposed in accordance with the regulatory norms defined by the Gujarat Pollution Control Board (GPCB).

Plastic waste and e-waste are sold to registered recyclers approved by the Gujarat Pollution Control Board.

-

Hazardous waste includes ETP sludge and Fly Ash; ETP sludge is safely disposed at the TSDF site and Fly Ash is disposed at the authorized TSDF site.

Waste water is treated and recycled back into process water by establishing an Effluent Treatment Plant (ETP) and a Reverse Osmosis Plant (RO) within our facility. We also treat wastewater with our Sewage Treatment Plant (STP) and reuse the treated water for gardening.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). => No**

3 PRINCIPLE

Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	478	0	0	478	100	0	0	0	0	0	0
Female	23	0	0	23	100	0	0	0	0	0	0
Total	**501**	**0**	**0**	**501**	**100**	**0**	**0**	**0**	**0**	**0**	**0**
Other than Permanent employees											
Male	Not Applicable										
Female											
Total											

b. Details of measures for the well-being of workers:

Category	Total (A)	% of workers covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	1152	0	0	1152	100	0	0	0	0	0	0
Female	73	0	0	73	100	0	0	0	0	0	0
Total	**1225**	**0**	**0**	**1225**	**100**	**0**	**0**	**0**	**0**	**0**	**0**
Other than Permanent workers											
Male	Not Applicable										
Female											
Total											

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

Particular	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Cost incurred on well-being measures as a % of total revenue of the Company	0.015	0.010

2. **Details of retirement benefits, for Current FY and Previous Financial Year.**

Benefits	FY 2025-26 (Current Financial Year)			FY 2024-25 (Previous Financial Year)		
	No. of employees covered as a % oftotal employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Yes	100	100	Yes
Gratuity	100	100	Yes	100	100	Yes
ESI	100	100	Yes	100	100	Yes
Others – please specify	NA	NA	NA	NA	NA	NA

3. **Accessibility of workplaces**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard. -> Not applicable, as there are no differently abled employees in company

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy. -> Yes**

We are proud to be an equal opportunity employer, and this commitment is reflected not only on our website but also in our day-to-day operations through our Code of Ethics & Conduct. Our Human Rights Policy and Equal Opportunity Policy reaffirm our commitment to fostering a fair, inclusive, and respectful workplace. At Nandan Denim Limited (NDL), all employment-related decisions, including recruitment, remuneration, performance evaluation, training, career development, and promotions, are based solely on merit, qualifications, and performance, irrespective of race, religion, caste, gender, sexual orientation, age, disability, or any other protected characteristic. This approach ensures equal opportunities for all employees and reinforces our zero-tolerance stance towards discrimination in any form.

Equal Opportunity Policy Link: https://nandandenim.com/investor/policescode/Equal-Opportunity-policy.pdf

Human Rights Policy Link: https://nandandenim.com/investor/policescode/Human-Rights-Policy.pdf

5. **Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NA	NA	NA	NA
Female	NA	NA	NA	NA
Total				

Note: There was no such instances occurred during the year.

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief. -> Yes**

Category	Yes
Permanent Workers	Company has grievances redressal policy, whistle blower policy, sexual harassment to receive and address grievances from employees and workers
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	Not Applicable

7. **Membership of employees and worker in association(s) or Unions recognized by the listed entity:**

Category	FY 2025-26 (Current Financial Year)			FY 2024-25 (Previous Financial Year)		
	Total employees / workers in respective category (A)	No. of employees /workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees /workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	NA	NA	NA	NA	NA	NA
- Male						
- Female						
Total Permanent Workers	NA	NA	NA	NA	NA	NA
- Male						
- Female						

Note: Nandan Denim does not have any employees and workers' unions or association.

8. **Details of training given to employees and workers:**

Category	FY 2025-26 (Current Financial Year)					FY 2024-25 (Previous Financial Year)				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No.(B)	% (B/ A)	No.(C)	% (C /A)		No.(E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	478	478	100	478	100	448	448	100	448	100
Female	23	23	100	23	100	15	15	100	15	100
Total	**501**	**501**	**100**	**501**	**100**	**463**	**463**	**100**	**463**	**100**
Workers										
Male	1152	1152	100	1152	100	1494	1494	100	1494	100
Female	73	73	100	73	100	169	169	100	169	100
Total	**1225**	**1225**	**100**	**1225**	**100**	**1663**	**1663**	**100**	**1663**	**100**

9. **Details of performance and career development reviews of employees and worker:**

Category	FY 2025-26 (Current Financial Year)			FY 2024-25 (Previous Financial Year)		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	478	478	100	448	448	100
Female	23	23	100	15	15	100
Total	**501**	**501**	**100**	**463**	**463**	**100**
Workers						
Male	1152	1152	100	1494	1494	100
Female	73	73	100	169	169	100
Total	**1225**	**1225**	**100**	**1663**	**1663**	**100**

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity?

Yes. The Company has implemented an Occupational Health and Safety (OHS) Management System to ensure a safe and healthy working environment across its operations. As part of this system, the Company regularly conducts Safety Audits and Fire Safety Audits to identify and mitigate workplace risks. Additionally, the Company undergoes Environmental Management System (EMS) Audits by a recognized agency approved by the Gujarat Pollution Control Board (GPCB). Standard Operating Procedures (SOPs) are also in place to support effective occupational health and safety management, ensuring compliance with applicable regulations and promoting a strong culture of workplace safety.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Yes, as per the Company's internal processes, routine inspections and safety checks are conducted at the operational sites by the respective department heads to identify potential risks and work-related hazards. In addition, the Company regularly conducts Safety Audits and Environmental Audits through external agencies to ensure compliance with applicable safety and environmental standards.

The Company also organizes regular training programmes on industrial safety to enhance employee awareness and promote a strong safety culture. Furthermore, training is provided whenever new processes are implemented as part of product development to ensure safe and effective operations.

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks.

Yes, the company has placed internal mechanism for reporting any work related hazards to respective heads and steps to be taken to mitigate such risks.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services?

- **Yes**

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

To ensure safe and healthy working environment, NDL has assigned the responsibility at different levels to ensure safety of the workers and employees at work place. Fixing the responsibility of the contractors, sub-contractors, transporters and other agencies entering the premises. Relevant techniques and methods (such as safety audits and risk assessment) for periodical assessment at least once in every two years on the status of health, safety and environment and taking all the remedial measures by external competent authority. Regular training and awareness programmes have been organized at operation site for workers and employees. Medical camps and fire safety training are conducted at operations site on regular basis. To mitigate fire related incidents, we have installed fire safety machinery and instruments to ensure safety of workers and employees. Mock drills, training and programmes are organized to bring awareness among health and safety management.

13. **Number of Complaints on the following made by employees and workers:**

Particular	FY 2025-26 (Current Financial Year)			FY 2024-25 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	NA	Nil	Nil	NA
Health & Safety	Nil	Nil	NA	Nil	Nil	NA

14. **Assessments for the year:**

Particular	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100
Working Conditions	100

* Third party Safety Audit has been conducted by Gujarat Industrial Safety & Health Services (DISH approved), Ahmedabad. Working conditions were internally assessed by the Company.

15. **Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

To strengthen workplace health and safety, the Company maintains a comprehensive Corrective and Preventive Action Register to record, investigate, and monitor all fire incidents, injuries, near misses, and other safety observations. Root cause analyses are conducted for reportable incidents, and appropriate corrective and preventive actions are implemented to prevent recurrence. The effectiveness of these actions is periodically reviewed to ensure continuous improvement.

To proactively address significant health and safety risks, the Company has implemented a robust safety management framework that includes regular safety training and awareness programmes, mandatory use of Personal Protective Equipment (PPE), easy access to first-aid facilities, adherence to standard hygiene protocols, and access to doctors and psychologists for employee well-being. Periodic mock drills are conducted across manufacturing operations to enhance emergency preparedness and response capabilities.

In addition, all activities involving modifications, routine maintenance, electrical installations, erection, and commissioning of machinery are carried out only after issuance of the prescribed work permits in accordance with the Company's established safety guidelines. Regular workplace inspections, risk assessments, and monitoring of working conditions are undertaken to identify potential hazards and implement timely mitigation measures, thereby ensuring a safe and healthy working environment for all employees

4 PRINCIPLE — Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**

- The company has identified its internal as well as external stakeholders to deepen its insights into their needs and expectations and to develop sustainable strategies for the short term, medium and long term. Key stakeholders are Suppliers, Customers, Employees, Investors/Bankers and Shareholders.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope, of engagement including key topics and concerns raised during such engagement
Suppliers	No	Email, SMS, Meeting, Calling	Regularly	Quality of Products, New order, Price, Improvement Scope
Customers	No	Email, WhatsApp message, Meeting, plant visit, market visit, exhibition	Regularly	Quality of Products, After sales Service, New order, Improvement Scope
Employees	No	Email, internal training programs, seminars	Regularly	Employee Benefits and Employee Engagement
Banker/ Investors	No	Email, Physical Visit, Publication of Annual reports, Website	Event Based	Annual Performance Report, Annual Report, Quarterly result
Shareholders	No	Email, SMS, Newspaper, Letter, Meetings, Public Disclosure, Website	Quarterly	Grievance handling, meeting- agenda approval and services related to shareholders requirement

5 PRINCIPLE

Businesses should respect and promote human rights

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity in the following format:**

Category	FY 2025-26 (Current Financial Year)			FY 2024-25 (Previous Financial Year)		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	501	501	100	463	463	100
Other than permanent	NA	NA	NA	NA	NA	NA
Total Employees	**501**	**501**	**100**	**463**	**463**	**100**
Workers						
Permanent	1225	1225	100	1663	1663	100
Other than permanent	NA	NA	NA	NA	NA	NA
Total Workers	**1225**	**1225**	**100**	**1663**	**1663**	**100**

2. **Details of minimum wages paid to employees and workers, in the following format:**

Category	FY 2025-26 (Current Financial Year)					FY 2024-25 (Previous Financial Year)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No.(B)	% (B/ A)	No.(C)	% (C /A)		No.(E)	% (E / D)	No. (F)	% (F / D)
Employees										
Permanent										
Male	478	0	0	478	100	448	0	0	448	100
Female	23	0	0	23	100	15	0	0	15	100
Other than permanent										
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Workers										
Permanent										
Male	1152	45	3.91	1107	96.09	1494	57	3.82	1437	96.18
Female	73	0	0	73	100	169	0	0	169	100
Other than permanent										
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

3. **Details of remuneration/salary/wages**

a. Median remuneration / wages:

Particular	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (Amount in Rs.)	Number	Median remuneration/ salary/ wages of respective category (Amount in Rs.)
Board of Directors (BoD) *	6	2,00,000	1	2,00,000
Key Managerial Personnel #	4	2204807	1	826183
Employees other than BoD and KMP	475	436524	22	491382
Workers	1152	171600	73	120120

* includes sitting fees payment made to independent directors.

[#] Mr. Shaktidan Gadhavi is Whole Time Director, whose details mentioned in Board of Directors as well as Key Managerial Personnel.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

Particular	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Gross wages paid to females as % of total wages	4.59	9.18

4. **Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes, the company has internal mechanism to for addressing human rights impacts.

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

Grievances related to Human Rights issues at NDL are addressed as per the policy depending upon the nature of matter. The internal mechanism for handling the grievances is in line with the Human Rights policy.

6. **Number of Complaints on the following made by employees and workers:**

Particular	FY 2025-26 (Current Financial Year)			FY 2024-25 (Previous Financial Year)		
	Filed during the year	Pending resolution at theend of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	NA	-	0	NA	-
Discriminationat workplace	0	NA	-	0	NA	-
Child Labour	0	NA	-	0	NA	-
Forced Labour /Involuntary Labour	0	NA	-	0	NA	-
Wages	0	NA	-	0	NA	-
Other human rights related issues	0	NA	-	0	NA	-

7. **Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

Particular	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees/workers	NA	NA
Complaints on POSH upheld	NA	NA

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

NDL's Prevention of Sexual Harassment (POSH) Policy provides robust safeguards to protect complainants from any adverse consequences arising from reporting incidents of discrimination or harassment. The policy strictly prohibits any form of retaliation, victimization, or unfair treatment, including termination, demotion, discrimination, or harassment against the complainant or witnesses. It ensures that complaints are handled confidentially, impartially, and in accordance with applicable laws, fostering a safe, respectful, and supportive workplace for all employees.

9. **Do human rights requirements form part of your business agreements and contracts?**

(Yes/No)

- Yes

10. **Assessments for the year:**

Name of the Assessments	% of your plants and offices that were assessed (by entity or statutory authorities or third parties) *
Child labour	Nil
Forced/involuntary labour	Nil
Sexual harassment	Nil
Discrimination at workplace	Nil
Wages	Nil
Others – please specify	Nil

* The Company have various policies as per the norms/laws and regulations of various statutory/ regulatory authorities and the Company obliged to follow the same norms.

11. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.**

- Nil

6 PRINCIPLE — Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
From Renewable Sources		
Total electricity consumption (A) (TJ)	19.09	19.66
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C) (TJ)	**19.09**	**19.66**
From Non- Renewable Sources		
Total electricity consumption (D) (TJ)	73.05	105.01
Total fuel consumption (E) (TJ)	1,903.95	2,122.26
Energy consumption through other sources (F)	-	-
Total energy consumed from Non-renewable Sources (D+E+F) (TJ)	**1977.00**	**2,227.27**
Total Energy Consumed (A+B+C+D+E+F) (TJ)	**1,996.09**	**2,246.93**
Energy intensity per rupee of turnover (Total energy consumption/ Crore rupee of turnover)	0.70	0.63
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Crore rupee of turnover adjusted for PPP)	14.14	12.72
Energy intensity in terms of physical Output	-	-
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, M/s. Future & Beyond Business Consulting Services Pvt. Ltd.

Energy conversions have been carried out using conversion factors published by the Intergovernmental Panel on Climate Change (IPCC),and the UK Department for Environment, Food & Rural Affairs (DEFRA).For energy intensity calculations, Purchasing Power Parity (PPP) conversion factors of 20.34 (FY 2025–26) and 20.08 (FY 2024–25) have been applied for India, based on the International Monetary Fund (IMF) World Economic Outlook (WEO) implied PPP conversion rates. https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC/IND*

*restated

2 **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

- Yes. The Company's two manufacturing units have been notified under the relevant Government of India energy efficiency and the Perform, Achieve and Trade (PAT) Scheme. During FY 2025–26, the Company successfully achieved all applicable compliance targets notified by the Government.

3. **Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Water withdrawal by source (in kiloliters)	-	-
(i) Surface water	-	-
(ii) Groundwater	3,46,720	3,57,340
(iii) Third party water	-	-
(iv) Seawater / desalinated water	-	-
(v) Others (Corporate Office)	377	315
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	**3,47,097**	**3,57,655**
Total volume of water consumption (in kiloliters)	3,47,097	3,57,655
Water intensity per rupee of turnover (Water consumed / Crore Rupee of turnover)	120.86	100.84
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Crore Rupee of turnover adjusted for PPP)	2458.31	2024.87
Water intensity in terms of physical Output	-	-
Water intensity (optional)–the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Independent Assessment was conducted by an external agency i.e. M/s. Watair Envisol Consultancy Co. in the current financial year and M/s. Entech Laboratories in Previous Financial Year.

4. **Provide the following details related to water discharged:**

Parameter	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)	-	-
(i) To Surface water	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To Groundwater	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To Seawater	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties	-	-
- No treatment	-	-
With treatment – please specify level of treatment * 1. Primary– Chemical Treatment 2. Secondary– Biological Treatment 3. Tertiary -Sand-carbon filter Treatment	3,19,903	3,06,178
v) Others	-	-
- No treatment	-	-
- With treatment # – Through ASP based STP Plant complying Pollution control board norms – Using Sewage treated water for Gardening Purpose only	-ETP RECYCLE- 9,414 KL/YEAR FOR PROCESS & STP RECYCLE-80,329 KL/YEAR FOR PROCESS & GARDENING	-ETP RECYCLE- 11,723 KL/YEAR FOR PROCESS & STP RECYCLE-87,213 KL/YEAR FOR PROCESS & GARDENING
Total water discharged (in kilolitres)	**3,19,903**	**3,06,178**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Independent Assessment was conducted by an external agency i.e. M/s. Watair Envisol Consultancy Co. in the current financial year and M/s. Entech Laboratories in Previous Financial Year

* The waste water after all level of treatment in ETP, sent to third party i.e. NAROL TEXTILES INFRASTRUCTURE & ENVIRO MANAGEMENT

The corporate office does not operate an on-site sewage treatment plant. However, it is connected to the municipal sewage network, and all domestic wastewater is discharged into the public sewer system for centralized treatment. Accordingly, no water is considered as discharged without treatment.

5. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

No, but the Company takes the entire issue of water management with utmost seriousness and realize that we owe a lot to the environment. And that is why we reuse and recycle water by employing Effluent Treatment Plant (ETP) and Reverse Osmosis (RO) Plant. We also ensure we treat wastewater with responsibility through Sewage Treatment Plant (STP) and reuse the same for gardening purpose and rest of treated effluent as per the prescribed parameters goes to Common Effluent treatment plant.

6. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
NOx	PPM	16.30	18.0
SOx	PPM	33.67	36.0
Particulate matter (PM)	MILIGRAM/ NM3	68.45	165.0
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others – please specify	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Independent Assessment was conducted by an external agency i.e. M/s. Watair Envisol Consultancy Co. in the current financial year and M/s. Entech Laboratories in Previous Financial Year which covers the above scope.

7. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) intensity, in the following format:**

Parameter	Unit	FY 2025-26 (Current Financial Year)	FY 2024-25* (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	1,87,706	2,06,680
	CO2, Tons	1,86,652	2,05,439
	CH4, Tons	53	59
	N2O, Tons	779	869
	R22, 32 and CO2 based Fire extinguishers	222	313
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	14,407	20,710
Total Scope 1 and Scope 2 emissions per rupee of turnover	MT CO2/ Crore Rupee of turnover	70.38	64.11
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	MT CO2/ Crore Rupee of turnover adjusted for PPP	1431.67	1287.27
Total Scope 1 and Scope 2 emission intensity in terms of physical output	-	-	-
Total Scope 1 and Scope 2 emission intensity (optional)	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, M/s. Future & Beyond Business Consulting Services Pvt. Ltd.

Greenhouse gas (GHG) emissions arising from refrigerant leakage (R22 and R32) and fugitive emissions from CO_2-based fire extinguishers have been included under Scope 1.

The GHG inventory has been prepared using emission factors published by the IPCC, DEFRA, and the Central Electricity Authority (CEA). A grid emission factor of 0.71 kg CO_2e/kWh has been consistently applied for both FY 2025–26 and FY 2024–25, based on the CEA CO_2 Baseline Database, Version 21.

For GHG intensity calculations, Purchasing Power Parity (PPP) conversion factors of 20.34 (FY 2025–26) and 20.08 (FY 2024–25) have been applied for India, based on the IMF World Economic Outlook (WEO) implied PPP conversion rates. https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC/IND

* restated

8. Does the entity have any project related to reducing Green House Gas emission?

Yes. Nandan Denim Limited (NDL) has undertaken multiple initiatives that contribute directly or indirectly to reducing GHG emissions across operations, product development, and community engagement.

Community-Scale Afforestation (Green Yodha Program):

As part of its environmental stewardship, Chiripal group organized the Chiripal Green Yodha Drive in collaboration with Radio Mirchi and the Ahmedabad Municipal Corporation. Under this program, over 50,000 trees were planted across Ahmedabad in FY 26. The Nandan is one of the group Company of Chiripal group.

Investment in Renewable Energy project:

As part of its FY 2026–27 sustainability roadmap, Nandan Denim has entered into a Group Captive Renewable Energy arrangement to increase the share of renewable electricity in its energy mix. Under this arrangement, the Company will source power from a hybrid renewable energy project comprising 4.3 MW of wind capacity and 4.64 MW (DC) of solar capacity. The project is expected to supply additional 14 million units of renewable electricity annually upon commissioning. This initiative is expected to significantly enhance the Company's green energy portfolio and contribute to the reduction of Scope 2 GHG emissions, supporting its long-term decarbonisation and sustainability objectives.

Energy Efficiency Projects:

- Installed a smart steam turbine with a 225 kW generator to conserve the Energy and can save 58 KWh/ Day.
- Installed 11 KW Pump set at WTP RO-1 MGF for power saving

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste* **(A)**	14.45	14.86
E-waste **(B)**	-	-
Bio-medical waste **(C)**	-	-
Construction and demolition waste **(D)**	-	-
Battery waste **(E)**	-	-
Radioactive waste **(F)**	-	-
Other Hazardous waste. Please specify, if any. **(G)**	8101.2	4179.9
- ETP Sludge	50.2	51.9
- Fly Ash	8051	4128
Other Non-hazardous waste generated (H). Please specify, if any.	-	-
Total (A+B + C + D + E + F + G + H)	**8115.65**	**4194.76**
Waste intensity per rupee of turnover (Total waste generated/ Crore Rupee of turnover)	2.826	1.183
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Crore Rupee of turnover adjusted for PPP)	57.479	23.755
Waste intensity in terms of physical output	-	-
Waste intensity in terms of physical output (Total waste generated /Number of Transformers manufactured)	-	-

Parameter	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	-	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	**-**	**-**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	18.64	21.75
(iii) Other disposal operations	-	-
Total	**18.64**	**21.75**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Independent Assessment as per GPCB norms was conducted by an external agency i.e. M/s. Watair Envisol Consultancy Co. in current financial year and M/s. Entech Laboratories in previous financial year which covers above scope of activities.

*Plastic Waste are mainly plastic carboys, average weight of carboys are taken in MT due to different sizes (50 Litres carboy weight is 2.5 kg and 100 litres carboy weight is 5.8 kg).

10. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

The Company has established an internal waste management process that emphasizes the systematic classification, segregation, and storage of waste in designated areas. The accumulated waste is periodically collected and disposed of in a responsible manner in accordance with the applicable regulatory norms prescribed by the Gujarat Pollution Control Board (GPCB).

The Company also recognizes the importance of efficient water management and has implemented several initiatives to promote water conservation. An Effluent Treatment Plant (ETP) and Reverse Osmosis (RO) Plant have been installed to facilitate the treatment, reuse, and recycling of water within the facility. In addition, wastewater is treated through a Sewage Treatment Plant (STP), and the treated water is reused for gardening purposes. In order to utilise backwash water, we have also installed a pipeline from the power plant to the fabric division.

11. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Not Applicable as there no operations nearby above mentioned zones			

12. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web Link
No such project requiring EIA has been undertaken in the current reporting year					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N).

Yes, the Company is compliant with the applicable environmental laws/ regulations/ guidelines in India.

7 PRINCIPLE

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations: 7

   b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National)
1	BETTER COTTON INITIATIVE	National
2	DENIM MANFACTURERS ASSOCIATION	National
3	FEDERATION OF INDIAN EXPORT ORGANISATIONS	National
4	MASKATI CLOTH MARKET ASSOCIATION	State
5	NAROL TEXTILE INFRASTRUCTURE & ENVIRO MANAGEMENT	State
6	YPO GUJARAT	State
7	ZVC INDIA PRIVATE LIMITED	National

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities. NIL

8 PRINCIPLE

Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity,

We do not have any R&R projects as communities have not been displaced by us.

3. Describe the mechanisms to receive and redress grievances of the community.

The unit HR heads work closely with the communities. These individuals interact with the community members, village elders and local opinion leaders on time to time basis to assess their specific needs and concerns; address their queries and grievances, if any. We haven't received any complaints from the communities we operate in.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

Particular	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	9.73	9.38
Directly from within India	99.87	99.95

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Location	FY 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Rural	-	-
Semi-Urban	11.94	18.82
Urban	-	-
Metropolitan	88.06	81.18

9 PRINCIPLE

Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

The company has laid down internal procedure to receive and address consumer's complaints and feedback. A designated team has been established for receiving, addressing and communicating the response to any consumer complaint or feedback.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

Particular	As a percentage to total turnover
Environmental and social parameters relevant to the product *	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	20%

* all our facilities are certified under GOTS, GRS, OCS, RCS, BCI and Oeko tax

3. **Number of consumer complaints in respect of the following:**

Particular	FY 2025-26 (Current Financial Year)			FY 2024-25 (Previous Financial Year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	NIL	NA	NA	Nil	NA	NA
Advertising	NA	NA	NA	NA	NA	NA
Cyber-security	NIL	NA	NA	Nil	NA	NA
Delivery of essential Services	NIL	NA	NA	Nil	NA	NA
Restrictive Trade Practices	Nil	NA	NA	Nil	NA	NA
Unfair Trade Practices	Nil	NA	NA	Nil	NA	NA
Other (Quality Complaints)	168	0	Resolved	176	0	Resolved

4. **Details of instances of product recalls on account of safety issues:**

Particular	Number	Reasons for recall
Voluntary recalls	NIL	NIL
Forced recalls	NIL	NIL

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy. -> Yes**

   IT Security Policy Link: https://nandandenim.com/investor/policescode/IT-Security-Policy.pdf

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

   There was no such incident reported related to the mentioned topics.

7. **Provide the following information relating to data breaches:**

   a. Number of instances of data breaches - NIL

   b. Percentage of data breaches involving personally identifiable information of customers - NIL

   c. Impact, if any, of the data breaches - NA

Independent Auditors' Report

To
The Members of
M/S. NANDAN DENIM LIMITED

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **M/S. NANDAN DENIM LIMITED** ("the Company"), which comprises the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the statement of Changes in Equity and Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian accounting Standards prescribed under section 133 of the Act read with the companies (Indian Accounting standards) Rule, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2026 and its profit & total Comprehensive Income, Changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that in our professional, judgment were of most significance in our audit of the standalone financial statements of the current period.

These matters were addressed in the context of our audit, of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion, on these matters.

Key audit matter identified in our audit is on assessment of Existence & Recoverability of Trade Receivable as follows:

Key audit matter	How our audit addressed the key audit matter
Existence & Recoverability of Trade Receivable	

The company has trade receivables (net) outstanding of Rs. 37,664.84 Lakhs after deducting the provision for impairment of Rs. 2,882.13 Lakhs at the end of reporting period.
 	
These balances are receivable in relation to the revenue recognized in accordance with the requirements of Ind AS 115 "Revenue from Contracts with Customers".
 	
The recoverability of trade receivables is a key element of the company's working capital management, which is managed on an ongoing basis by its management. Due to the nature of the business, the requirements of customers and various contract terms that are in place, there is a risk that the carrying values may not reflect the recoverable amounts as at the reporting date.
	Our audit procedures included the following:
	• Reviewing the accounting policy with respect to
	  ◦ recognition of revenue & its appropriateness in accordance with Ind AS 115: Revenue from Contract with Customers;
	  ◦ Appropriateness of Recognition, Measurement and Impairment of Trade Receivables in accordance with Ind AS 109: Financial Instruments.
	• Evaluating the design & implementation of internal controls in relation to recovery of Trade receivables, calculation of allowance for impaired trade receivable along with testing its operating effectiveness on sample basis.

Key audit matter	How our audit addressed the key audit matter
Therefore, the assessment of existence & recoverability of trade receivables is a key audit matters due to its size, and inherent uncertainty involved in the Management judgement. Refer note 2.1.1 to material accounting policies and note 9 & 9.3 and note 34.3.3 to the standalone Financial statements.	• Obtaining the external balance confirmations on samples basis to ascertain the existence & completeness of trade receivables. • Verified the subsequent receipts of trade receivables for selected samples to ascertain its existence as on balance sheet date. • Obtaining an understanding of the processes for evaluating the recoverability of the trade receivables including the collection process & allowances for impaired trade receivables. • Verifying the ageing analysis of Trade receivables, long outstanding & overdue balances, latest correspondences with customers for recovery of dues & evaluating its impact on provisioning & impairment. • Assessing the adequacy of the disclosures as required by the statute.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility & Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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.

Responsibility of Management 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 Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive loss, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified 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 Standalone Financial Statements, management and Board of Directors are 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 the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

A further description of the auditor's responsibilities for the audit of the financial statements is included in **Annexure A**. This description forms part of our auditor's report.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure B**, statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

    b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

    c) The Standalone Balance sheet, the statement of Standalone Profit and loss including other comprehensive Income, Statement of changes in Equity and the Standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account;

    d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

    e) On the basis of written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

    f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure C**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

    g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

    h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us

        i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

        ii) The Company was not required to recognise a provision as at March 31, 2026 under the applicable law or accounting standards, as it does not have any material foreseeable losses on long term contracts. The company did not have any derivative contracts as on 31.03.2026.

        iii) There has been no delay in transferring amounts required to be transferred, to Investor Education and Protection Fund by the Company during the year.

        iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

            (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been 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 (a) and (b) above, contain any material misstatement.

v) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

vi) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable and Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year. and as informed to us the audit trail has been preserved by the company as per the statutory requirements for record retention.

As per our Report of Even Date
For, Nahta Jain & Associates
Chartered Accountants
Firm Reg. No. 106801W

Gaurav Nahta
Partner
M.No. 116735
UDIN: 26116735MPHBJL1802

Place: Ahmedabad
Date: 28.05.2026

Annexure "A" to the Independent Auditor's Report

Responsibilities for Audit of Financial Statement

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone 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 standalone financial statements.

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

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

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

For, Nahta Jain & Associates
Chartered Accountants
Firm Reg. No. 106801W

Gaurav Nahta
Partner
M.No. 116735
UDIN: 26116735MPHBJL1802

Place: Ahmedabad
Date: 28.05.2026

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) In respect of Property, Plant and Equipment and Intangible Assets:

a) A) According to the information and explanation given to us and the records produced to us for our verification, the company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, Capital Work in Progress ('CWIP') and Right to Use.

B) According to the information and explanation given to us and the records produced to us for our verification the company is maintaining proper records showing full particulars of the Intangible assets including those under development.

b) According to the information and explanation given to us and the records produced to us for our verification, the Company has a regular programme of physical verification of its Property, Plant and Equipments by which all Property, Plant and Equipments are verified by the management at least once in every three years. In accordance with this programme, certain Property, Plant and Equipment were verified during the year and the discrepancies noticed on verification were not material and have been appropriately dealt with in the books of accounts. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

c) According to the information and explanation given to us and the records produced to us for our verification, the title deeds of all the immovable properties (other than immovable properties where the company is the lessee and the lease agreements are duly executed in favour of the company) disclosed in the standalone financial statements are held in the name of the company.

d) According to the information and explanation given to us and the records produced to us for our verification, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Accordingly, clause 3(i)(d) of the Order is not applicable.

e) Based on the information and explanations furnished to us, no proceedings have been initiated or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.

(ii) In respect of Inventory:

(a) The physical verification of inventories has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by management is appropriate and no material discrepancies of 10% or more in aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

(b) The company has been sanctioned working capital limit in excess of Rs.5.00 Crores in aggregate from banks on the basis of security of current assets. Copies of quarterly statement and return, furnished to bank have also been made available for our verification. We have verified the same on random sampling basis and discrepancies noticed during the verification were reasonably explained by the management.

(iii) In respect of the loans, secured or unsecured, granted by the company to companies, firms or other parties:

(a) As per the information furnished, the company has not granted any loans or advances, secured or unsecure, not made investment in other concerns and provided guarantee, to the companies, firms and other parties. In our opinion as no loans and advances are granted by company during the year hence clause 3 (iii) (a), (b), (c), (d), (e), (f) of the Companies (Auditor's Report) Order, 2020 are not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) According to the information and explanation given to us, the company has not accepted any deposit from the public during the year. Therefore, the provisions of clause (v) of paragraph 3 of the order are not applicable to the company.

(vi) We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 in respect of the company's services to which the said rules are made applicable and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate and complete.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The company is generally regular in depositing the undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Wealth Tax, Sales Tax, Goods and Service Tax, Custom Duty, Excise Duty, Service Tax, Value Added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of afore mentioned dues were outstanding as at 31st March 2026 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, details of statutory dues that have not been deposited on account of disputes are as under:

Name of the Statute	Nature of the Dues	Year	Amount (Rs. In Lakhs)	Forum where dispute is pending
Income Tax	Income Tax Demand & Interest	2020-21	481.72	Commissioner of Income Tax (Appeals)
	Income Tax Demand & Interest	2021-22	5.94	Commissioner of Income Tax (Appeals)
Value Added Tax	Value Added Tax Demand	2010-11	27.16	Gujarat Value Added Tax Tribunal, Ahmedabad
	Interest & Penalty	2010-11	40.02	Gujarat Value Added Tax Tribunal, Ahmedabad
ESIC Act	ESIC Demand	2013-14	26.04	ESIC Court

(viii) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, which has not been recorded in the books of account in earlier year.

(ix) 1) Based upon the audit procedures performed, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

2) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Willful Defaulter by any bank or financial institution or government or any government authority.

3) According to the information and explanations given to us by the management, the company has utilized the money obtained by way of term loan during the year for the purposes for which they were obtained.

4) According to the information and explanations given to us, funds raised on short term basis have not been utilized for long term purposes.

5) According to the information and explanations given to us, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

6) According to the information and explanations given to us and procedures performed by us, we report that the Company does not have any subsidiary therefore reporting under clause 3(ix)(f) of the Order is not applicable.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

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

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

(c) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has not received any whistle- blower complaints during the year.

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

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Standalone financial statements as required by the applicable accounting standards.

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

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

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities and it is not required to obtain Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

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

(d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the order is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under provisions of 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.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For, Nahta Jain & Associates
Chartered Accountants
Firm Reg. No. 106801W

Gaurav Nahta
Partner
M.No. 116735
UDIN: 26116735MPHBJL1802

Place: Ahmedabad
Date: 28.05.2026

Annexure "C" to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

Opinion

We have audited the internal financial controls over standalone financial statements of **M/S. NANDAN DENIM LIMITED** ("the Company"), as of 31st March, 2026, in conjunction with our audit of the standalone financial statements of the Company as at and for the year ended that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31st March 2026, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls with reference to Standalone Financial Statements based on the internal control with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

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') and the Standards of Accounting, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were 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 or 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained 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 the 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, Nahta Jain & Associates
Chartered Accountants
Firm Reg. No. 106801W

Gaurav Nahta
Partner
M.No. 116735
UDIN: 26116735MPHBJL1802

Place: Ahmedabad
Date: 28.05.2026

Balance Sheet

as at 31st March, 2026

CIN : L51909GJ1994PLC022719

(₹ in Lakhs)

Particulars	Note Reference	As at 31/03/2026	As at 31/03/2025
ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	3, 3.1	42,046.39	45,883.69
(b) Right of use Asset	3.3	25.69	30.29
(c) Capital Work-in-Progress	3.2	110.87	70.80
(d) Other Intangible Assets	4	12.36	20.06
(e) Financial Assets			
(i) Investments	5	107.19	68.22
(ii) Others Financial Assets	6	469.30	415.16
(f) Other Non-Current assets	7	135.63	1,147.89
(2) Current Assets			
(a) Inventories	8	14,284.59	17,681.36
(b) Financial Assets			
(i) Trade Receivables	9	37,664.84	51,052.81
(ii) Cash and cash Equivalents	10	354.40	251.30
(iii) Other Bank Balances	11	2,015.87	2,375.31
(iv) Others Financial Assets	6	3,024.05	5,927.27
(c) Current Tax Asset (Net)	12	361.67	397.29
(d) Other Current Assets	7	2,548.60	2,127.73
TOTAL ASSETS		**1,03,161.45**	**1,27,449.18**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	13	14,414.72	14,414.72
(b) Other Equity	14	50,703.61	47,464.20
TOTAL EQUITY		**65,118.33**	**61,878.92**
Liabilities			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	4,990.20	6,331.92
(ii) Lease Liability	16	20.10	20.07
(iii) Other Financial Liabilities	17	22.96	438.82
(b) Provisions	18	367.62	378.06
(c) Deferred Tax Liabilities (Net)	19	5,816.97	4,767.69
(d) Deffered Government Grants Liabilities	20	7.11	32.73
(e) Other Non-Current Liabilities	21	Nil	Nil
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	6,743.71	18,529.55
(ii) Lease Liabilities	16	0.11	0.10
(iii) Trade Payables	22		
(a) Due to Micro & Small Enterprises		2,899.78	2,955.59
(b) Due to Other than Micro & Small Enterprises		14,524.11	28,922.99
(iv) Other Payables			
(iv) Other Financial Liabilities	17	1,828.06	1,954.24
(b) Other Current Liabilities	21	667.68	1,078.03
(c) Provisions	18	133.48	104.41
(d) Deffered Government Grants Liabilities	20	21.23	56.06
TOTAL LIABILITIES		**38,043.12**	**65,570.26**
TOTAL EQUITY AND LIABILITIES		**1,03,161.45**	**1,27,449.18**
Statement of Material Accounting Policies	2		

As per our report of even date attached herewith.

For, **Nahta Jain & Associates**
Chartered Accountants
(Firm Regd. No. 106801W)

For & on behalf of the Board of Directors of
NANDAN DENIM LIMITED

(Gaurav Nahta)
Partner
(M.No. 116735)

Jyotiprasad Chiripal
(Managing Director)
(DIN: 00155695)

Shaktidan Gadhavi
(Whole Time Director)
(DIN: 09004587)

Deepak Chiripal
(Chief Executive Officer)

Date :28/05/2026
Place: Ahmedabad

Date :28/05/2026
Place: Ahmedabad

Suresh Maheshwari
(Chief Financial Officer)

Rinku Patel
(Company Secretary)

Statement of Profit and Loss

for the year ended 31st March, 2026

CIN : L51909GJ1994PLC022719

(₹ in Lakhs)

Particulars	Note Reference	Year Ended 31/03/2026	Year Ended 31/03/2025
I INCOME			
(1) Revenue from Operations	23	2,87,187.38	3,54,667.56
(2) Other Income	24	1,419.94	762.69
TOTAL INCOME		**2,88,607.32**	**3,55,430.25**
II EXPENSES			
(1) Cost of materials consumed	25	2,48,605.16	3,11,824.47
(2) Purchases of Stock-in-Trade	26	751.29	2,196.64
(3) Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	27	2,235.36	(840.07)
(4) Employee Benefit expenses	28	8,795.13	8,780.73
(5) Finance Costs	29	1,766.14	3,674.20
(6) Depreciation and Amortisation expenses	30	4,420.52	5,320.92
(7) Other Expenses	31	17,808.15	19,888.14
TOTAL EXPENSES		**2,84,381.75**	**3,50,845.03**
PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS FOR THE YEAR		4,225.57	4,585.22
III EXCEPTIONAL ITEMS		Nil	Nil
PROFIT/(LOSS) BEFORE TAX FOR THE YEAR		**4,225.57**	**4,585.22**
IV TAX EXPENSE			
(1) Current Tax	32	Nil	Nil
(2) Deferred Tax	32	1,049.29	1,255.92
(3) Short/(Excess)Provision Of Income Tax of earlier year	32	(136.56)	(15.55)
TOTAL TAX EXPENSE		**912.73**	**1,240.37**
PROFIT/(LOSS) AFTER TAX FOR THE YEAR		**3,312.84**	**3,344.85**
V OTHER COMPREHENSIVE INCOME			
(i) Items that will not be reclassified to Profit or Loss			
(a) Gain on revaluation of PPE (specify class of PPE)			
(b) Remeasurements of Defined Benefit Plans		(73.43)	22.75
(ii) Income Tax relating to items that will not be reclassified to Profit or Loss		Nil	(5.73)
TOTAL OTHER COMPREHENSIVE INCOME FOR THE YEAR (NET OF TAX)		**(73.43)**	**17.02**
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**3,239.41**	**3,361.87**
VI EARNINGS PER EQUITY SHARE			
OF FV RS. 1/- EACH FULLY PAIDUP			
(a) Basic (in Rs.)	33	0.23	0.23
(b) Diluted (in Rs.)	33	0.23	0.23

As per our report of even date attached herewith.

For, **Nahta Jain & Associates**
Chartered Accountants
(Firm Regd. No. 106801W)

For & on behalf of the Board of Directors of
NANDAN DENIM LIMITED

(Gaurav Nahta)
Partner
(M.No. 116735)

Jyotiprasad Chiripal
(Managing Director)
(DIN: 00155695)

Shaktidan Gadhavi
(Whole Time Director)
(DIN: 09004587)

Deepak Chiripal
(Chief Executive Officer)

Date :28/05/2026
Place: Ahmedabad

Date :28/05/2026
Place: Ahmedabad

Suresh Maheshwari
(Chief Financial Officer)

Rinku Patel
(Company Secretary)

Statement of Cash Flows

for the year ended on 31st March, 2026

CIN : L51909GJ1994PLC022719

(₹ In Lakhs)

Particulars	Year ended 31/03/2026	Year ended 31/03/2025
Cash flow from operating activities		
Profit before Tax from Continuing operations	4,225.57	4,585.22
Profit before tax	**4,225.57**	**4,585.22**
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation	4,420.52	5,320.92
Provision/(Reversal) for Doubtful debts	(1.15)	(10.98)
Amotisation of Pre Received Income	(382.65)	(341.65)
Finance Charges	1,766.14	3,674.20
Deferred Government Grant Income	(60.45)	(101.19)
Provision/(Reversal) for doubtful Advances	(690.49)	19.65
Insurance Claim income on property Plant & Equipment	(4.24)	Nil
Insurance Claim income Repair & Maintenance	(49.25)	Nil
Gain on disposal of Property, Plant & Equipment	(2.59)	(0.96)
Net (gains)/Loss on fair value changes on Investments classified through FVTPL	(38.97)	(27.14)
Interest Received	(814.51)	(232.10)
Dividend Income	(0.06)	(0.06)
Working capital adjustments:		
Movements in provisions, gratuity and government grants		
Increase in trade and other receivables, contract asset, right to return asset and prepayments		
Decrease in inventories, Right of return assets and others		
Increase in trade and other payables, contract liability and refund liabilities		
Increase/(decrease) in Trade Payable	(14,454.68)	13,192.51
Increase/(decrease) in short-term Provision	(67.10)	27.40
Increase/(decrease) in Long-term Provision	(10.44)	75.04
Increase/(decrease) in other current liability	(410.35)	354.80
Increase/(decrease) in other current Financial liability	(55.26)	(157.10)
Decrease/(increase) in Trade receivable	13,389.12	(13,849.03)
Decrease/(increase) in Inventories	3,396.77	(922.48)
Decrease/(increase) in other Current assets	273.37	(767.56)
Decrease/(increase) in other Non Current Financial assets	(0.01)	(0.11)
Decrease/(increase) in other Current Financial assets	2,961.14	(852.41)
Decrease/(increase) in other non-current assets	1.86	4.87
Cash generated from operations	**13,392.30**	**9,991.84**
Income taxes paid	1,052.96	(484.90)
Net cash from operating activities	**14,445.26**	**9,506.94**
Cash Flows from Investing activities		
Purchase of property, plant and equipment (Incl. Capital work in progress)	(531.30)	(837.56)
Purchase of Intangible Asset	(4.80)	(8.61)
Proceeds from sale of property, plant and equipment	(1.65)	0.97
Margin Money Deposit(Net)	301.22	1,566.33
Interest Received	814.32	235.03
Dividend Income	0.06	0.06
Net cash used in investing activities	**577.85**	**956.22**

Statement of Cash Flows

for the year ended on 31st March, 2026
CIN : L51909GJ1994PLC022719

(₹ In Lakhs)

Particulars	Year ended 31/03/2026	Year ended 31/03/2025
Cash Flows from financing activities		
Pre-payment of borrowings	(709.24)	Nil
Repayment of borrowings	(3,422.19)	(2,059.11)
Decrease in Long Term Borrowing (Net)	17.05	(3,743.06)
Decrease in Short Term Borrowing (Net)	(9,436.26)	(2,747.68)
Interest paid	(1,369.37)	(3,192.97)
Net cash used in financing activities	**(14,920.01)**	**(11,742.82)**
Net increase in cash and cash equivalents	**103.10**	**(1,279.66)**
Cash and cash equivalents at the beginning of the financial year	251.30	1,530.96
Cash and cash equivalents at end of the year	354.40	251.30

Reconciliation of cash and cash equivalents as per the cash flow statement

(₹ In Lakhs)

Cash and cash equivalents as per above comprise of the following:	As at 31/03/2026	As at 31/03/2025
Cash and cash equivalents (Note 10)	354.40	251.30
Fixed deposits with less than 3 month from date of origination	Nil	Nil
Balances per statement of cash flows	**354.40**	**251.30**

Note:

The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard - 7 "Statement of Cash Flows" specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Indian Accounting Standards) Rules, 2015.

As per our report of even date attached herewith.

For, **Nahta Jain & Associates**
Chartered Accountants
(Firm Regd. No. 106801W)

For & on behalf of the Board of Directors of
NANDAN DENIM LIMITED

(Gaurav Nahta)
Partner
(M.No. 116735)

Jyotiprasad Chiripal
(Managing Director)
(DIN: 00155695)

Shaktidan Gadhavi
(Whole Time Director)
(DIN: 09004587)

Deepak Chiripal
(Chief Executive Officer)

Date :28/05/2026
Place: Ahmedabad

Date :28/05/2026
Place: Ahmedabad

Suresh Maheshwari
(Chief Financial Officer)

Rinku Patel
(Company Secretary)

Statement of Changes in Equity

for the year ended on 31st March, 2026
CIN : L51909GJ1994PLC022719

A) Equity Share Capital

Particulars	Note No.	₹ in Lakhs
Balance as on 31st March, 2024	**13**	**14,414.72**
Changes in Equity Share Capital due to Prior Period Errors		Nil
Restated Balance as on 31st March, 2024		14,414.72
Changes during the Year		Nil
Balance as on 31st March, 2025	**13**	**14,414.72**
Changes in Equity Share Capital due to Prior Period Errors		Nil
Restated Balance as on 31st March, 2025		14,414.72
Changes during the Year		Nil
Balance as on 31st March, 2026	**13**	**14,414.72**

B) Other Equity

(₹ in Lakhs)

Particulars	Reserves and Surplus			Total
	Securities Premium Reserve	General Reserve	Retained Earnings	
Balance as at 31/03/2024	**Nil**	**755.40**	**43,346.93**	**44,102.33**
Profit for the year	Nil	Nil	3,344.85	3,344.85
Other Comprehensive Income for the year (Net of Tax)	Nil	Nil	17.02	17.02
Total Comprehensive Income for the year	Nil	Nil	3,361.87	3,361.87
Transactions with owners in their capacity as owners:				
Capitalisatoin of reserve on issue of Bonus Share	Nil	Nil	Nil	Nil
Dividend paid	Nil	Nil	Nil	Nil
Balance as at 31/03/2025	**Nil**	**755.40**	**46,708.80**	**47,464.20**
Profit for the year	Nil	Nil	3,312.84	3,312.84
Other Comprehensive Income for the year (Net of Tax)	Nil	Nil	(73.43)	(73.43)
Total Comprehensive Income for the year	Nil	Nil	3,239.42	3,239.42
Transactions with owners in their capacity as owners:				
Capitalisatoin of reserve on issue of Bonus Share	Nil	Nil	Nil	Nil
Dividend paid	Nil	Nil	Nil	Nil
Balance as at 31/03/2026	**Nil**	**755.40**	**49,948.21**	**50,703.61**

Note: Pursuant to a resolution passed at the meeting of Shareholder dated 6th September 2024, Company has approved sub-division of 1 (One) Equity Share of face value of Rs.10/- each into 10 (ten) Equity Shares of face value of Rs.1/- each. Accordingly, the issued, subscribed and paid-up share capital of the Company was subdivided from 14,41,47,168 equity shares of face value of Rs.10/- each to 1,44,14,71,680 equity shares of face value of Rs. 1/- each.

As per our report of even date attached herewith.

For, **Nahta Jain & Associates**
Chartered Accountants
(Firm Regd. No. 106801W)

(Gaurav Nahta)
Partner
(M.No. 116735)

Date :28/05/2026
Place: Ahmedabad

For & on behalf of the Board of Directors of
NANDAN DENIM LIMITED

Jyotiprasad Chiripal
(Managing Director)
(DIN: 00155695)

Shaktidan Gadhavi
(Whole Time Director)
(DIN: 09004587)

Deepak Chiripal
(Chief Executive Officer)

Date :28/05/2026
Place: Ahmedabad

Suresh Maheshwari
(Chief Financial Officer)

Rinku Patel
(Company Secretary)

Notes to Financial Statements

for the Year ended 31st March, 2026

Note: 1

1.1 Company Overview

Nandan Denim Limited is a public limited Company incorporated and domiciled in India and its shares are traded on the National Stock Exchange of India Ltd ('NSE') and BSE Limited ('BSE'), in India. The registered office of the Company is situated at Survey No. 198/1 & 203/2 Saijpur-Gopalpur, Pirana Road, Piplej, Ahmedabad-382405-Gujarat.

The Company is principally engaged in the manufacturing and Sale of fabrics including Denim, Yarn and Shirting etc. The Company has manufacturing facilities located at Piplej and Bareja, Gujarat.

These financial statements presented in Indian Rupee with figures rounded off to nearest rupees in lakhs except otherwise indicated were approved and adopted by Board of Directors of the Company in their meeting held on 28.05.2026.

1.2 Basis of Preparation of Accounts

These individual financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, except for certain financial instruments which are measured at fair values. The Ind AS is prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereto.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Company retains the presentation and classification of items in the financial statements from one period to the next.

1.3 Use of Estimates and Judgements

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgements and the use of assumptions in financial statements have been specified in Note 1.4 below. Accounting estimates could change from period to period. Actual results could differ from estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in financial statements in the period in which the changes are made and, if material, their effects are disclosed in these notes to the individual financial statements.

1.4 Critical Accounting Estimates and Judgement used in application of Accounting Policies

a. Income Taxes

Significant judgements are involved in determining the provision for Income Taxes, including amount expected to be paid / recovered for uncertain tax positions.

b. Property, Plant and Equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful life and residual values of the Company's assets are determined by the Management at the time the asset is acquired and reviewed periodically, including at each financial year end. The life is based on historical experience with similar assets as well as anticipation of future events, which may impact their life such as changes in technology. (Refer Note 3)

c. Impairment of Financial Assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation based on empirical evidence available without undue cost or effort, existing market conditions as well as forward looking estimates at the end of each reporting period. (Refer Note 9 and34.3.3)

d. Defined Benefit Plan

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligations is determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. (Refer Note 28, 28.1 and 28.2)

Notes to Financial Statements

for the Year ended 31st March, 2026

e. **Fair Value Measurement of Financial Instruments**

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets, where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include consideration of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair values of financial instruments. (Refer Note 34)

f. **Expected credit loss for receivables**

Significant judgements are involved in determining the provision for Expected credit loss for receivable based on the historical credit loss experience adjusted for forward looking information.

Note 2

2.1 Material Accounting Policies

2.1.1 Revenue Recognition

Revenue from Contacts with Customers

The company manufactures Denim Cloth, Shirting Cloth and Yarn and engaged in trading of Cotton and Coal. The company also render job work service. The time taken from entering into order and sale is less than 12 months and the normal credit period offered to customers is also less than 12 months. The company offers trade Discount, Quantity Discount, cash Discount, Discount for Shortage or quality issue discount which are factored while determining transaction price. Revenue is recognized such that significant reversal is not highly probable. The reconciliation between the contract price and revenue recognized is given in Note 23.

2.1.1.a Sale of Goods

Revenue from the sale of goods is recognized at a point in time when the control of the products has 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.

At that point in time, the customer has the ability to direct the use of, and obtain substantially all of the remaining benefits from, the asset or to restrict the access of other entities to those benefits.

2.1.1.b Rendering of Service

Revenue from Job work service contracts:

i) The revenue relating to Job Work service contracts are recognised at point in time as control is transferred to the customer on dispatch of goods to them and

ii) the revenue relating to supplies are measured in line with policy set out in 2.1.1.a

In respect of indivisible contracts, the revenues are recognised over a period of time, measured as per (i) above.

When the consideration is received, before the Company transfers goods to the customer, the Company shall present the consideration as a contract liability and when the services rendered by the Company exceed the payment, a contract asset is recognised excluding any amount presented as receivable.

2.1.2 Insurance Claim

Insurance claims are recognized when there is reasonable certainty regarding the realization of the same at an amount estimated by the management to the extent that it is highly probable that a significant reversal in the amount recognised will not occur at the time of actual receipt of the claim amount. At the end of each reporting period, the estimated amount is updated, if required, to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

2.1.3 Inventories

Inventories are measured at cost and net realizable value, whichever is lower. Net realizable value is the estimated selling price in the ordinary course of business less estimated cost necessary to make the sale. Cost in respect of raw materials and stock in trade are determined on FIFO basis. Costs in respect of all other Inventories are computed on weighted average basis method. Finished goods and process stock include cost of conversion and other costs incurred in acquiring the inventory and bringing them to their present location and condition.

Inventories are written down to net realizable value item by item except where it is appropriate to group similar or related items. When a decline in the price of materials, indicates that the cost of the finished products exceeds net realizable value, the materials are written down to their replacement cost. When the circumstances that

Notes to Financial Statements
for the Year ended 31st March, 2026

previously caused inventories to be written down below cost no longer exist or when there is clear evidence of an increase in net realizable value because of changed economic circumstances, the amount of the write-down is reversed so that the new carrying amount is the lower of the cost and the revised net realizable value. Inventories are recognized as expense in the period in which the related revenue is recognized.

2.1.4 Property, Plant and Equipment

2.1.4.a Recognition of Property, Plant and Equipment

Property, plant and equipment are tangible items that are held for use in the production or supply of goods and services, rental to others or for administrative purposes and are expected to be used during more than one period. The cost of an item of property, plant and equipment is recognized as an asset if and only, if 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. Freehold land is carried at cost less accumulated impairment losses. All other items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost of an item of property, plant and equipment comprises:

- Its purchase price, all costs including financial costs till commencement of commercial production are capitalized to the cost of qualifying assets. Goods & Service Tax credit, if any, are accounted for by reducing the cost of capital goods;
- Any other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

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

2.1.4.b Depreciation of Property, Plant and Equipment

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately on straight-line method. Parts of plant and equipment that are technically advised to be replaced at prescribed intervals / periods of operation, insurance spares and cost of inspection / overhauling are depreciated separately based on their specific useful life provided these are of significant amounts. The depreciation charge for each period is recognized in profit or loss unless it is included in the carrying amount of another asset. Depreciable amount of an item of property, plant and equipment is arrived at after deducting estimated residual value. The depreciable amount of an asset is allocated on a systematic basis over its useful life as disclosed in Note 3. The Company reviews the residual value and useful life at each financial year-end and, if expectations differ from previous estimates, the residual value and useful lives are changed prospectively and accounted for as a change in accounting estimate. Depreciation commences when the item of property, plant and equipment is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation ceases at the earlier of the date that the asset is classified as held for sale (or included in a disposal group that is classified as held for sale) and the date that the asset is derecognized. The Company reviews the depreciation method at each financial year-end and if, there has been a significant change in the expected pattern of consumption of the future economic benefits embodied in the asset, the method is changed to reflect the changed pattern. Such a change is accounted as a change in accounting estimate on prospective basis.

2.1.4.c Compensation for Impairment

The Company recognizes compensation from third parties for items of property, plant and equipment that were impaired, lost or given up in profit or loss when the compensation becomes receivable.

2.1.4.d Derecognition of Property, Plant and Equipment

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss from the derecognition of an item of property, plant and equipment is recognized in profit or loss when the item is derecognized.

2.1.5 Leases

As a Lessee

At inception of a contract, the company assesses whether a contract is, or contains, a lease. 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 the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and (iii) the company has the right to direct the use of the asset.

Notes to Financial Statements

for the Year ended 31st March, 2026

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The cost of the right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of Property, Plant and Equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently measured as given below:

(a) increasing the carrying amount to reflect interest on the lease liability;

(b) reducing the carrying amount to reflect the lease payments made; and

(c) remeasuring the carrying amount to reflect any reassessment or lease modifications.

It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-to-use assets and lease liabilities for short-term lease that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as expense on straight line basis as per the terms of the lease.

2.1.6 Employee Benefits

2.1.6.a Short-term Employee Benefits

Short-term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the reporting period in which the employees render the related service. Short-term employee benefits include salaries, wages, social security contributions, bonus, paid annual leave etc. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

2.1.6.b Post-employment Benefits

Post-employment benefits are benefits (other than termination benefits and short-term employee benefits) that are payable after the completion of employment. Post-employment benefits are identified under defined contribution plans and defined benefit plans.

2.1.6.b.i Defined Contribution Plans

Post-employment benefits are identified under defined contribution plans if the Company has no obligation other than to contribute a fixed amount of money to a fund. Employees may contribute to the fund along with the Company. Contributions to the Employees' Regional Provident Fund and Superannuation Fund are recognised as defined contribution plan. Such contributions are recognised as liability and expenses during the period in which the employees perform the services. Any excess contributions to the fund are recognised as an asset.

2.1.6.b.ii Defined Benefit Plans

Post-employment benefits in the form of Gratuity are considered as defined benefit plan and determined on actuarial valuation using the projected unit credit method at the balance sheet date. Actuarial Gains or Losses through re-measurement of the net obligation of a defined benefit liability or asset is recognised in Other Comprehensive Income and aggregated with retained earnings. Such re-measurements are not reclassified to Profit or Loss in subsequent periods.

Gratuity is funded through a trust for which a policy with Life Insurance company Limited has been taken.

Notes to Financial Statements

for the Year ended 31st March, 2026

2.1.6.c Other long-term employment benefits

Employee Benefits that are neither short-term employee benefit nor post-employment benefit nor termination benefits are other long-term employee benefits. Entitlements to annual leave and sick leave are recognized when they accrue to employees. Sick leave can only be availed while annual leave can be either availed or encashed subject to a restriction on the maximum number of accumulated leave. The Company determines the liability for such accumulated leaves using the projected unit credit method. Actuarial gains and losses are recognised in the Profit or Loss.

2.1.7 Government Grants

Grants related to assets, including non-monetary grants at fair value, are presented in the balance sheet as deferred government grants Liabilities. Deferred government grants Liabilities is recognised in profit or loss on the basis the related assets are depreciated or amortised if they are related to asset or under other income when the grant becomes receivable. Grants related to income are presented in profit or loss under other income. Grants received in advance before fulfilment of conditions are recognised as Other Liability classified into current or non-current, as appropriate in the circumstances of the case.

Export Incentives

Export entitlements are recognized in Profit or Loss when the right to receive credit as per the terms of scheme is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

Subsidy

Subsidy under Textiles Up gradation Fund Scheme (TUFS), Gujarat Textile Policy or any other subsidy are recognized when there is reasonable certainty regarding the realization of the same.

2.1.8 Borrowing Costs

Interest and other costs that the Company incurs in connection with the borrowing of funds are identified as borrowing costs. The Company capitalises borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which it is incurred. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. The Company identifies the borrowings into specific borrowings and general borrowings. Specific borrowings are borrowings that are specifically taken for the purpose of obtaining a qualifying asset. General borrowings include all other borrowings except the amount outstanding as on the balance sheet date of specific borrowings for assets that are not yet ready for use. Borrowing cost incurred actually on specific borrowings are capitalised to the cost of the qualifying asset. For general borrowings, the Company determines the amount of borrowing costs eligible for capitalisation by applying a capitalisation rate to the expenditures on the qualifying asset based on the weighted average of the borrowing costs applicable to general borrowings. The capitalisation on borrowing costs commences when the Company incurs expenditure for the asset, incurs borrowing cost and undertakes activities that are necessary to prepare the asset for its intended use or sale. The capitalisation of borrowing costs is suspended during extended periods in which active development of a qualifying asset is suspended. The capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

2.1.9 Financial Instruments

Significant judgement is required to assess whether a particular asset is a financial instrument or otherwise. An asset that represents a contractual right to receive cash that is subject to other than only passage of time or cannot be sold independently of other operating rights have not been presented as financial assets. Such assets are mainly in the nature of security deposits and investments in equity shares for receiving services from third parties including government-controlled organisations.

2.1.9.a Recognition, classification, measurements and derecognition of Financial Assets Financial assets include cash and cash equivalents, trade and other receivables, investments in securities and other eligible current and non-current assets.

At initial recognition, all financial assets are measured at fair value except for trade receivable that that initially measured at transaction price. Transaction costs is adjusted to the initial fair value where financial assets are not classified as subsequently measured at fair value through profit or loss.

Financial assets are subsequently classified and measured under one of the following three categories according to the purpose for which they are held and contractual cash flow characteristics. Financial assets are reclassified only when the purpose for which they are held changes. Financial assets are derecognised when the right to cash flows from the financial asset expires or when the financial asset is transferred resulting in transfer of significant risks and rewards to the buyer. Where significant risks and rewards are retained on

Notes to Financial Statements

for the Year ended 31st March, 2026

transfer of a financial asset, the financial asset is not derecognised, and a financial liability is recognised for the consideration received. Where the transfer of financial asset results in partial transfer of risks and rewards, the asset is derecognised if the buyer obtains the right to sell the asset to third party unilaterally without attaching any conditions else the financial asset continues to be recognised to the extent of continuing involvement.

2.1.9.a.i Financial Assets at amortised cost

The company subsequently measures the following financial assets at amortised cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the financial asset except for financial assets that are credit-impaired in which case the effective interest rate is applied to the amortised cost. Financial assets at amortised cost, at the date of initial recognition, are held to collect contractual cash flows and have contractual terms that are consistent with a basic lending arrangement comprising of cash flows on specified dates that are solely payments of principal and interest on principal amount outstanding. The losses arising from impairment are recognised in the profit or loss.

2.1.9.a.ii Financial asset at Fair Value through Other Comprehensive Income (FVOCI)

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

2.1.9.a.iii Financial assets at Fair Value through Profit or Loss (FVPL)

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

2.1.9.b Impairment of Financial Assets

The Company recognizes the impairment on financial assets based on the expected credit loss model for the financial assets which are not measured at fair value through profit or loss. In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance. In case of other financial assets, expected credit losses are measured at an amount equal to 12-month ECL unless there has been significant increase in credit risk from initial recognition in which case these are measured at lifetime expected credit loss. The amount of expected credit losses or reversal that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the profit or loss for the period.

2.1.9.c Recognition, classification, measurement and derecognition of financial liabilities

Financial liabilities include long-term and short-term loans and borrowings, trade and other payables and other eligible current and non-current liabilities. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and other payables, net of directly attributable transaction costs. The Company derecognises a financial liability when the obligation specified in the contract is discharged, cancelled or expires.

After initial recognition, financial liabilities are classified as:

2.1.9.c.i Financial liabilities at amortised cost

After initial recognition, such financial liabilities are subsequently measured at amortised cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the financial liability. The EIR amortisation is included in finance expense in the statement profit or loss.

2.1.9.c.ii Financial liabilities at Fair Value through Profit or Loss (FVPL)

Financial Liabilities at FVPL are those which are designated as such on initial recognition, or which are held for trading. Fair value gains / losses attributable to changes in own credit risk is recognised in OCI. These gains /losses are not subsequently transferred to Statement of Profit and Loss. All other changes in fair value of such liabilities are recognised in Profit or Loss.

Notes to Financial Statements

for the Year ended 31st March, 2026

2.1.9.d Derivative Financial Instruments

Derivative instruments such as forward foreign currency contracts, interest rate swaps and option contracts are used to hedge foreign currency risks and interest rate risk. Such derivatives are initially recognised at their fair values on the date on which a derivative contract is entered into and are subsequently re-measured at fair value on each reporting date. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Profit or Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

2.1.10 Off-setting of financial instruments

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

2.1.11 Earnings per Share

Basic earnings per share is calculated by dividing the profit or loss for the period attributable to the equity holders of the Company by the weighted average number of ordinary shares outstanding during the year. 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. (Refer Note 34)

2.1.12 Intangible Assets

The Company identifies an identifiable non-monetary asset without physical substance as an intangible asset. The Company recognises an intangible asset if it is probable that expected future economic benefits attributable to the asset will flow to the entity and the cost of the asset can be measured reliably. An intangible asset is initially measured at cost unless acquired in a business combination in which case an intangible asset is measured at its fair value on the date of acquisition. The Company identifies research phase and development phase of an internally generated intangible asset. Expenditure incurred on research phase is recognised as an expense in the profit or loss for the period in which incurred. Expenditure on development phase are capitalised only when the Company is able to demonstrate the technical feasibility of completing the intangible asset, the ability to use the intangible asset and the development expenditure can be measured reliably. The Company subsequently measures all intangible assets at cost less accumulated amortisation less accumulated impairment. An intangible asset is amortised on a straight-line basis over its useful life. Amortisation commences when the asset is in the location and condition necessary for it to be capable of operating in the manner intended by management. Amortisation ceases at the earlier of the date that the asset is classified as held for sale (or included in a disposal group that is classified as held for sale) and the date that the asset is derecognised. The amortisation charge for each period is recognised in profit or loss unless the charge is a part of the cost of another asset. The amortisation period and method are reviewed at each financial year end. Any change in the period or method is accounted for as a change in accounting estimate prospectively. The Company derecognises an intangible asset on its disposal or when no future economic benefits are expected from its use or disposal and any gain or loss on derecognition is recognised in profit or loss as gain / loss on derecognition of asset.

2.1.13 Income Taxes

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

2.1.13.a Current Tax

Current tax is determined on income for the year chargeable to tax in accordance on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Current tax items are recognised in correlation to the underlying transaction either in profit or loss or OCI or directly in equity. The Company has provided for the tax liability based on the significant judgment that the taxation authority will accept the tax treatment.

2.1.13.b Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognised for all taxable temporary differences on gross basis. Deferred tax assets are recognised for all deductible temporary differences, unabsorbed losses and tax credits to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, unabsorbed losses and tax credits will be utilised. The carrying amount of deferred tax assets is reviewed at the end of financial year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is expected

Notes to Financial Statements

for the Year ended 31st March, 2026

to be settled or the asset realised, based on tax rates and tax laws that have been substantively enacted by the balance sheet date. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

2.1.14 Fair Value Measurement

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for asset or liability, or
- In the absence of a principal market, in the most advantageous market for asset or liability

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1 —quoted market prices in active markets for identical assets or liabilities

Level 2 — inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 — inputs that are unobservable for the asset or liability

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

2.1.15 Segment Reporting

The Chief Operational Decision Maker (CODM) monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segments are reported in a manner consistent with the internal reporting to the CODM.

Accordingly, the Board of Directors of the Company is CODM for the purpose of segment reporting. Refer note 40 for segment information presented.

2.1.16 Cash and cash equivalents:

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.1.17 Statement of Cash flows:

Cash flows from operating activities are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Note:2.2

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

In May 2025, MCA notified amendments to Ind AS 21 – The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

Notes to Financial Statements

for the Year ended 31st March, 2026

In August 2025, MCA notified the following amendments to:

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 –

   The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants.

   In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance.

   The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments:

   Disclosures, applicable w.e.f. April 1, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 3

(₹ in Lakhs)

Particulars	Land	Buildings	Plant & equipment	Office equipment	Furniture & fixtures	Vehicles	Computers	Total
	Owned	Owned	Owned	Owned	Owned	Owned	Owned	
Gross Block								
Gross Carring Value as at 31/03/2024	**1,428.38**	**26,271.89**	**73,842.34**	**208.61**	**364.43**	**237.99**	**272.36**	**1,02,625.98**
Additions during the year	Nil	Nil	280.77	16.60	63.59	23.44	33.33	417.73
Disposals during the year	Nil	Nil	(3.73)	Nil	Nil	Nil	Nil	(3.73)
Other adjustments during the year	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Gross Carring Value as at 31/03/2025	**1,428.38**	**26,271.89**	**74,119.38**	**225.21**	**428.02**	**261.43**	**305.69**	**1,03,039.98**
Additions during the year	275.12	Nil	253.93	9.58	10.02	9.83	11.87	570.35
Disposals during the year	Nil	Nil	(0.35)	Nil	Nil	(7.50)	Nil	(7.85)
Other adjustments during the year	Nil	Nil	(40.30)	Nil	Nil	Nil	Nil	(40.30)
Gross Carring Value as at 31/03/2026	**1,703.49**	**26,271.89**	**74,332.66**	**234.79**	**438.04**	**263.76**	**317.57**	**1,03,562.19**
Accumulated Depreciation								
Accumulated depreciation as at the 31/03/2024	**Nil**	**6,583.59**	**44,515.00**	**177.09**	**227.94**	**166.35**	**182.93**	**51,852.90**
Depreciation for the year	Nil	952.38	4,250.35	13.28	28.68	21.53	40.90	5,307.12
Disposals during the year	Nil	Nil	(3.73)	Nil	Nil	Nil	Nil	(3.73)
Other Adjustment**	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Accumulated depreciation as at the 31/03/2025	**Nil**	**7,535.97**	**48,761.63**	**190.37**	**256.62**	**187.88**	**223.83**	**57,156.29**
Depreciation for the year	Nil	952.38	3,336.23	14.29	31.56	23.01	45.94	4,403.41
Disposals during the year	Nil	Nil	(0.35)	Nil	Nil	(7.50)	Nil	(7.85)
Other Adjustment**	Nil	Nil	(36.06)	Nil	Nil	Nil	Nil	(36.06)
Accumulated depreciation as at the 31/03/2026	**Nil**	**8,488.35**	**52,061.44**	**204.66**	**288.18**	**203.39**	**269.78**	**61,515.79**
Net Carrying Value								
As at 31/03/2025	**1,428.38**	**18,735.92**	**25,357.75**	**34.84**	**171.40**	**73.55**	**81.86**	**45,883.69**
As at 31/03/2026	**1,703.49**	**17,783.53**	**22,271.22**	**30.13**	**149.86**	**60.37**	**47.79**	**42,046.39**
Capital Work-in-Progress (Refer Note 3.2)								
As at 31/03/2025	Nil	Nil	70.80	Nil	Nil	Nil	Nil	70.80
As at 31/03/2026	Nil	Nil	110.87	Nil	Nil	Nil	Nil	110.87
Assets that are given as security for liabilities								
As at 31/03/2025	1,428.38	18,735.92	25,357.75	34.84	171.40	73.55	81.86	45,883.69
As at 31/03/2026	1,703.49	17,783.53	22,271.22	30.13	149.86	60.37	47.79	42,046.39
Useful Life (in Years)								
As at 31/03/2025	Nil	30	15-25	5	10	8	3	
As at 31/03/2026	Nil	30	15-25	5	10	8	3	
Amount of Contractual commitments for acquisition (Refer Note. 35.1)								
As at 31/03/2025	Nil	Nil	190.49	Nil	Nil	Nil	Nil	190.49
As at 31/03/2026	Nil	Nil	16.93	Nil	Nil	Nil	Nil	16.93

**Other Adjustment of FY 2025-26 to Gross Carrying Value of Assets represent a sum of Rs. 40.30 Lakhs (P.Y. Nil) and Accumulated Depreciation of Rs. 36.06 Lakhs (P.Y. Nil) towards retirement of fully destroyed assests due to fire at Piplaj Plant on 20th January 2026

Notes to Financial Statements
for the Year ended 31st March, 2026

Note 3 (Contd..)

Note 3.1

Title deeds of immovable property (other than proper taken on lease by duly executed lease agreement) are held in the name of the company.

Note 3.2 Movement of Capital Work in Progress

(₹ in Lakhs)

Particulars	Total
Balance at 31st March, 2024	**71.25**
Addition during the year	76.94
Capitalised during the year	77.39
Balance at 31st March, 2025	**70.80**
Addition during the year	136.50
Capitalised during the year	96.43
Balance at 31st March, 2026	**110.87**

(₹ in Lakhs)

Details of Capital Work in Progress	As at 31/03/2026	As at 31/03/2025
Account Head:		
Building	Nil	Nil
Plant and Machinery	110.87	70.80
Total	**110.87**	**70.80**

(₹ in Lakhs)

Ageing of Capital Work in Progress	As at 31/03/2026	As at 31/03/2025
For Period Less Than 1 Year	110.87	62.04
For Period Between 1 Year and 2 Years	Nil	8.75
For Period Between 2 Year and 3 Years	Nil	Nil
For Period More Than 3 Years	Nil	Nil
Total	**110.87**	**70.80**

Note 3.3 Right of Use Assets

(₹ in Lakhs)

Particulars	Land	Plant and Equipments	Total
Gross Block			
Gross Carring Value as at 31/03/2024	**0.90**	**45.00**	**45.90**
Additions during the year	Nil	Nil	Nil
Disposals during the year	Nil	Nil	Nil
Other adjustments during the year	Nil	Nil	Nil
Gross Carring Value as at 31/03/2025	**0.90**	**45.00**	**45.90**
Additions during the year	Nil	Nil	Nil
Disposals during the year	Nil	Nil	Nil
Other adjustments during the year	Nil	Nil	Nil
Gross Carring Value as at 31/03/2026	**0.90**	**45.00**	**45.90**

Notes to Financial Statements
for the Year ended 31st March, 2026

Note 3 (Contd..)

(₹ in Lakhs)

Particulars	Land	Plant and Equipments	Total
Accumulated Amortisation			
Accumulated Amortisation as at the 31/03/2024	**0.25**	**10.75**	**11.00**
Amortisation for the year	0.11	4.50	4.61
Disposals during the year	Nil	Nil	Nil
Other adjustments during the year	Nil	Nil	Nil
Accumulated Amortisation as at the 31/03/2025	**0.36**	**15.25**	**15.61**
Amortisation for the year	0.11	4.50	4.61
Disposals during the year	Nil	Nil	Nil
Other adjustments during the year	Nil	Nil	Nil
Accumulated Amortisation as at the 31/03/2026	**0.46**	**19.75**	**20.21**
Net Carrying Value			
As at 31/03/2025	**0.54**	**29.75**	**30.29**
As at 31/03/2026	**0.44**	**25.25**	**25.69**

Note 4 Other Intangible Assets

(₹ in Lakhs)

Particulars	Licence & software	Total
Gross Block		
Gross Carring Value as at 31/03/2024	**186.32**	**186.32**
Additions during the year	8.61	8.61
Disposals during the year	Nil	Nil
Other adjustments during the year	Nil	Nil
Gross Carring Value as at 31/03/2025	**194.93**	**194.93**
Additions during the year	4.80	4.80
Disposals during the year	Nil	Nil
Other adjustments during the year	Nil	Nil
Gross Carring Value as at 31/03/2026	**199.73**	**199.73**
Accumulated Amortisation		
Accumulated Amortisation as at the 31/03/2024	**165.68**	**165.68**
Amortisation for the year	9.19	9.19
Disposals during the year	Nil	Nil
Other adjustments during the year	Nil	Nil
Accumulated Amortisation as at the 31/03/2025	**174.87**	**174.87**
Amortisation for the year	12.50	12.50
Disposals during the year	Nil	Nil
Other adjustments during the year	Nil	Nil
Accumulated Amortisation as at the 31/03/2026	**187.37**	**187.37**
Net Carrying Value		
As at 31/03/2025	**20.06**	**20.06**
As at 31/03/2026	**12.36**	**12.36**
Amount that are given as security for liabilities		
As at 31/03/2025	20.06	20.06
As at 31/03/2026	12.36	12.36
Amortisation period		
As at 31/03/2025	3	3
As at 31/03/2026	3	3
Amount of Contractual commitments for acquisition		
As at 31/03/2025	Nil	Nil
As at 31/03/2026	Nil	Nil

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 5 Non-Current Investments

Name of the Body Corporate	Subsidiaries / Associates / Joint Ventures / Structured Entities / Others	No. of Shares and Face Value of Shares				Quoted / Unquoted	Partly Paid/ Fully paid	(₹ in Lakhs)		Measured as at Cost /Amortised Cost / FVOCI / FVPL
		As on 31/03/2026		As on 31/03/2025						
		Nos.	Face Value	Nos.	Face Value			As at 31/03/2026	As at 31/03/2025	
(a) Investments in Equity Instruments										
(i) TRUE GREEN BIO ENERGY LIMITED (Formerly known as CIL Nova Petrochemicals Limited	Others	64000	10.00	64000	10.00	Quoted	Fully Paid	88.36	48.58	FVPL
(ii) UCO Bank Limited	Others	3500	10.00	3500	10.00	Quoted	Fully Paid	0.79	1.25	FVPL
(iii) Asian Paints Limited	Others	200	1.00	200	1.00	Quoted	Fully Paid	4.33	4.68	FVPL
(iv) The Saraswat Co. Op. Bank Limited	Others	2500	10.00	2500	10.00	Unquoted	Fully Paid	0.25	0.25	Amortised Cost
Total		**70200**		**70200**				**93.73**	**54.76**	
(b) Investments in Preference Shares										
(i) Non Cummulative Redeemable Prefrence Shares of Vraj Integrated Textile Park Limited	Others	2203720	10.00	2203720	10.00	Unquoted	Fully Paid	13.46	13.46	Amortised Cost
Total		**2203720**		**2203720**				**13.46**	**13.46**	
(c) Investments in bonds										
(i) LVB Unsecure Non-Con. Redeem. Basel III	Others	10	1000000	10	1000000	Unquoted	Fully Paid	100.00	100.00	Amortised Cost
Less: Provision for the Dimunation in Value of Investment in bonds								(100.00)	(100.00)	
Total		**10**		**10**				**Nil**	**Nil**	
Grand Total								**107.19**	**68.22**	
Aggregate Cost of quoted investments								21.41	21.41	
Aggregate amount of quoted investments								93.48	54.51	
Aggregate amount of unquoted investments								13.71	13.71	
Aggregate amount of Investment in Bond (Net of Provision for the Dimunation in Value of Investment in bonds)								Nil	Nil	

Notes to Financial Statements
for the Year ended 31st March, 2026

Note 6 Other Financial Assets

(₹ in Lakhs)

Particulars	Non-Current		Current	
	As at 31/03/2026	As at 31/03/2025	As at 31/03/2026	As at 31/03/2025
(i) Bank deposits with more than 12 months maturity	267.10	212.97	Nil	Nil
(ii) Security Deposits (Unsecured, considered good)	202.19	202.19	49.68	Nil
(iii) Interest Receivable	Nil	Nil	10.47	10.28
(iv) Insurance Claim Receivable	Nil	Nil	53.49	7.30
(v) Amount Receivable from Statutory Authorities	Nil	Nil	2,910.41	5,909.69
Total	**469.30**	**415.16**	**3,024.05**	**5,927.27**

Note 7 Other Assets

(₹ in Lakhs)

Particulars	Non-Current		Current	
	As at 31/03/2026	As at 31/03/2025	As at 31/03/2026	As at 31/03/2025
(i) Capital Advances	62.35	188.22	Nil	Nil
Less: Allowance for Doubtful Capital Advances	(55.58)	(51.83)	Nil	Nil
(ii) Pre Payment Expenses	17.66	17.86	Nil	Nil
(iii) Advances other than capital advances:				
(a) Security Deposits	Nil	Nil	Nil	Nil
(b) Advance recoverable in cash or kind	Nil	Nil	1,557.96	1,369.33
Less: Allowance for Doubtful Advances	Nil	Nil	(35.04)	(729.28)
Total (i+ii+iii)	**24.43**	**154.25**	**1,522.92**	**640.05**
(iv) Tax receivable				
Advance Tax & TDS Receivable	2,169.89	1,025.43	Nil	Nil
Less: Provision for Tax	(2,058.69)	(33.46)	Nil	Nil
Total (iv)	**111.20**	**991.97**	**Nil**	**Nil**
(v) Loan to Employee	Nil	1.67	4.84	31.97
(vi) Others				
Deferred Fair Value Gain / (Loss) on Investment in Prefernce Shares	Nil	Nil	164.90	166.92
(vii) Prepaid expenses	Nil	Nil	262.49	335.37
(viii) Balance With Govt Authorities	Nil	Nil	593.45	953.42
Total (vi+vii+viii)	**Nil**	**Nil**	**1,020.84**	**1,455.71**
Grand Total	**135.63**	**1,147.89**	**2,548.60**	**2,127.73**

Note 7.1 Movements in each class of provision during the year

(₹ in Lakhs)

Particulars	Non-Current		Current	
	As at 31/03/2026	As at 31/03/2025	As at 31/03/2026	As at 31/03/2025
Allowance for Doubtful Capital Advances				
Balance at the beginning	51.83	25.00	Nil	Nil
Impairment loss recognised	3.75	26.83	Nil	Nil
Impairment loss reversed	Nil	Nil	Nil	Nil
Balance at the end	**55.58**	**51.83**	**Nil**	**Nil**
Allowance for Doubtful Advances				
Balance at the beginning	Nil	Nil	729.28	736.45
Impairment loss recognised	Nil	Nil	14.71	1.65
Impairment loss reversed	Nil	Nil	708.95	8.82
Balance at the end	**Nil**	**Nil**	**35.04**	**729.28**

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 8 Inventories

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
(a) Raw materials		
(i) in possession	7,670.86	8,892.88
(ii) in transit	Nil	Nil
(b) Work-in-progress	2,077.50	2,560.34
(c) Finished goods		
(i) in possession	3,496.50	5,335.89
(ii) in transit	127.63	40.75
(d) Stores and spares		
(i) in possession	517.29	454.78
(ii) in transit	Nil	Nil
(e) Fuel		
(i) in possession	310.86	310.83
(ii) in transit	Nil	Nil
(f) Packing Material		
(i) in possession	83.95	85.89
(ii) in transit	Nil	Nil
Total	**14,284.59**	**17,681.36**

Notes:

(i) Inventories Hypothicated/Mortgage as Security with bank for borrowing as on 31/03/2026 of Rs. 14,284.59 Lakhs (as on 31/03/2025 Rs. 17,681.36 Lakhs)

Note 9 Trade Receivables

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Trade Receivable Considered Good - Unsecured	31,397.07	43,746.32
Trade Receivable Credit Impaired	9,149.90	10,189.77
Less: Allowance for Expected Credit Loss	(2,882.13)	(2,883.28)
Total	**37,664.84**	**51,052.81**

Note 9.1

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Trade Receivables due by Key Management Personnel(KMP) and Entities in which KMP has significant influence or control		
(i) Companies in which any Director is a Director	4,843.07	4,467.33
Total	**4,843.07**	**4,467.33**

Note 9.2

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Trade Receivables offered as collateral for liabilities or contingent liabilities	40,546.97	53,936.09

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 9 Trade Receivables (Contd..)

Note 9.3 Trade receivable ageing schedule for the year ended as on 31st March, 2026 and 31st March, 2025

(₹ in Lakhs)

Gross Outstanding as on 31/03/2026	Disputed Trade Receivable		Undisputed Trade Receivable	
	Credit Impaired	Considered Good	Credit Impaired	Considered Good
Not Due	Nil	Nil	Nil	29,120.78
Due Less than 3 Months	Nil	Nil	Nil	2,276.29
Due for 3 to 6 Months	Nil	Nil	421.22	Nil
Due for more than 6 Months to 1 Year	Nil	Nil	4,712.99	Nil
Due for more than 1 Year to 2 Years	Nil	Nil	251.15	Nil
Due for more than 2 Years to 3 Years	Nil	Nil	485.71	Nil
Due for more than 3 Years	2,629.85	Nil	648.98	Nil
Total	**2,629.85**	**Nil**	**6,520.05**	**31,397.07**

(₹ in Lakhs)

Gross Outstanding as on 31/03/2025	Disputed Trade Receivable		Undisputed Trade Receivable	
	Credit Impaired	Considered Good	Credit Impaired	Considered Good
Not Due	Nil	Nil	Nil	42,371.74
Due Less than 3 Months	Nil	Nil	Nil	1,374.59
Due for 3 to 6 Months	Nil	Nil	838.96	Nil
Due for more than 6 Months to 1 Year	Nil	Nil	5,562.38	Nil
Due for more than 1 Year to 2 Years	Nil	Nil	857.99	Nil
Due for more than 2 Years to 3 Years	6.84	Nil	106.29	Nil
Due for more than 3 Years	2,648.05	Nil	169.25	Nil
Total	**2,654.89**	**Nil**	**7,534.87**	**43,746.33**

Note 9.4

The general credit period in respective on Domestic and Export sale ranges between 30-90 days and by and large company is not charging any interest on late payment.

Note 9.5

Credit risk is managed at the operational segmental level. The credit limit and credit period are fixed for each customer after evaluating the financial position, past performance, business opportunities, credit references etc. The credit limit and the credit period are reviewed regularly at periodical intervals.

Note 9.6

Concentration risk considers significant exposures relating to industry, counterparty, geography, currency etc. The concentration of credit risk is not significant as the customer base is large and diversified.

Note 10 Cash and Cash Equivalents

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Balances with Banks	235.97	133.47
Cash on Hand	118.43	117.83
Total	**354.40**	**251.30**

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 11 Other Bank Balances

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Margin Deposits with bank (with original maturity of more than 3 months but less than 12 months)	2,015.87	2,371.22
Unclaimed dividend Account*	Nil	4.09
Total	**2,015.87**	**2,375.31**

* The company can utilise this balances only towards sttlement of unclaimed dividend.

Of the above, the following have been offered as collateral for liabilities and contingent liabilities:

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Margin Deposits with bank (with original maturity of more than 3 months but less than 12 months)	2,015.87	2,371.22
Bank balance which have restriction on repatriation	Nil	Nil
Total	**2,015.87**	**2,371.22**

Note 12 Current Tax Asset (Net)

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Tax deducted at source receivable	361.67	397.29
Provision for Taxation	Nil	Nil
Total	**361.67**	**397.29**

Note 13 Equity Share Capital

(₹ in Lakhs)

Particulars	As at 31/03/2026		As at 31/03/2025	
	No.	Amount	No.	Amount
Authorised Share Capital of Rs.1/- each (P.Y. 1 each)	1,50,00,00,000	15,000.00	1,50,00,00,000	15,000.00
Issued Share Capital of Rs.1/- each (P.Y. Rs. 1 each)	1,44,14,71,680	14,414.72	1,44,14,71,680	14,414.72
Subscribed Share Capital of Rs.1/- each (P.Y. Rs. 1 each)	1,44,14,71,680	14,414.72	1,44,14,71,680	14,414.72
Fully Paid-up Share Capital of Rs. 1 each (P.Y. Rs. 1 each)	1,44,14,71,680	14,414.72	1,44,14,71,680	14,414.72

Reconciliation of the number of shares outstanding and the amount of share capital as at 31/03/2026 and 31/03/2025 is set out below:-

(₹ in Lakhs)

Particulars	As at 31/03/2026		As at 31/03/2025	
	No.	Amount	No.	Amount
Balance at the beginning of the year FV Rs.1 (PY Rs. 10)	1,44,14,71,680	14,414.72	14,41,47,168	14,414.72
Addition Due to subdivision of Shares FV Rs.10 each to Rs.1 each	Nil	Nil	1,29,73,24,512	Nil
Deletion	Nil	Nil	Nil	Nil
Balance at the end of the year FV Rs. 1 (PY Rs. 1)	1,44,14,71,680	14,414.72	1,44,14,71,680	14,414.72

Note:

01. Pursuant to a resolution passed at the meeting of Shareholder dated 06th September 2024, Company has approved sub-division of (One) Equity Share of face value of Rs.10/- each into 10 (ten) Equity Shares of face value of Rs.1/- each. Accordingly, the issued, subscribed and paid-up share capital of the Company was subdivided from 14,41,47,168 equity shares of face value of Rs.10/- each to 1,44,14,71,680 equity shares of face value of Rs. 1/- each. The impact of sub-division of shares is considered only for the computation of earnings share as per the requirement of earnings share as per the requirement/ principles of Ind AS 33, as applicable.

02. The Company doesn't have any holding company

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 13 Equity Share Capital (Contd..)

Note 13.1 Terms/right attached to Equity Shares:

The company has only one class of shares referred to as Equity shares having face value of Rs. 1/- each (P.Y. Rs. 1 each) Holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholder.

The Company declares and pays dividends in Indian Rupees. The Dividend proposed by the Board of Director is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Details of the Share Holders holding Shares more than 5% shares :-

Name of Shareholders	As at 31/03/2026		As at 31/03/2025	
	No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding
Chiripal Industries Limited	35,98,28,100	24.96%	35,98,28,100	24.96%
Chiripal Exim LLP	13,40,13,500	9.30%	13,40,13,500	9.30%
Devkinandan Corporation LLP	8,71,30,920	6.04%	8,71,30,920	6.04%

Details of the Promotor and Promotor Group Share holding are as under:-

Name of Shareholders	As at 31/03/2026			As at 31/03/2025		
	No. of Equity Shares	% of Total Shares	% Change	No. of Equity Shares	% of Total Shares	% Change
Brijmohan Devkinandan Chiripal	4,84,75,000	3.36%	0.00%	4,84,75,000	3.36%	-1.39%
Jyotiprasad D Chiripal	1,89,00,000	1.31%	0.00%	1,89,00,000	1.31%	0.00%
Jaiprakash D Chiripal	1,12,89,750	0.78%	0.00%	1,12,89,750	0.78%	0.00%
Urmiladevi Jyotiprasad Chiripal	1,89,54,060	1.31%	0.00%	1,89,54,060	1.31%	0.00%
Nishi J Agarwal	1,44,00,000	1.00%	0.00%	1,44,00,000	1.00%	0.00%
Deepak J Chiripal	39,00,000	0.27%	0.00%	39,00,000	0.27%	0.00%
Vedprakash Chiripal	53,32,620	0.37%	0.00%	53,32,620	0.37%	-4.52%
Vineeta Chiripal	76,86,250	0.53%	0.00%	76,86,250	0.53%	-0.13%
Chiripal Industries Limited	35,98,28,100	24.96%	0.00%	35,98,28,100	24.96%	0.00%
Chiripal Exim LLP	13,40,13,500	9.30%	0.00%	13,40,13,500	9.30%	-7.19%
Devkinandan Corporation LLP	8,71,30,920	6.04%	0.00%	8,71,30,920	6.04%	-0.63%
Nandan Terry Private Limited	1,80,00,000	1.25%	0.00%	1,80,00,000	1.25%	0.00%
Chiripal Textile Mills Private Limited	74,10,000	0.51%	0.00%	74,10,000	0.51%	0.00%
Jaiprakash Chiripal (On Behalf Of Jai Trust)	1,000	0.00%	0.00%	1,000	0.00%	0.00%
Jyotiprasad Devkinandan Chiripal (On Behalf Of Jyoti Trust)	1,000	0.00%	0.00%	1,000	0.00%	0.00%
Brijmohan Devkinandan Chiripal (On Behalf Of Brij Trust)	1,000	0.00%	0.00%	1,000	0.00%	0.00%
Vedprakash Devkinandan Chiripal (On Behalf Of Ved Trust)	1,000	0.00%	0.00%	1,000	0.00%	0.00%
Total	**73,53,24,200**	**51.01%**	**0.00%**	**73,53,24,200**	**51.01%**	**-13.86%**
Total No. of Shares	**1,44,14,71,680**			**1,44,14,71,680**		

Note: Pursuant to a resolution passed at the meeting of Shareholder dated 6th September 2024, Company has approved sub-division of 1 (One) Equity Share of face value of Rs. 10/- each into 10 (ten) Equity Shares of face value of Rs. 1/- each. Accordingly, the issued, subscribed and paid-up share capital of the Company was subdivided from 14,41,47,168 equity shares of face value of Rs. 10/- each to 1,44,14,71,680 equity shares of face value of Rs. 1/- each.

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 14 Other Equity

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
General Reserve		
Balance as per last financial Statement	755.40	755.40
Closing Balance	**755.40**	**755.40**
Retained Earnings		
Balance as per last financial Statement	46,708.80	43,346.93
Add : Profit for the year	3,312.84	3,344.85
Add :Other Comprehensive income (net of tax)	(73.43)	17.02
Less: Capitalisation of Issue of Bonus Shares	Nil	Nil
Closing Balance	**49,948.21**	**46,708.80**
Grand Total	**50,703.61**	**47,464.20**

Nature and Purpose of each component of equity	Nature and Purpose
General Reserve	The general reserve is a free reserve, retained from Company's profits and can be utilized upon fulfilling certain conditions in accordance with Companies Act, 2013.
Retained Earning	The amount of retained earning includes the component of Other Comprehensive income, which cannot be distributed by the Company as dividends to its equity shareholders. Balance amount is available for distribution to equity share holders.

Note 15 Borrowings

(₹ in Lakhs)

Particulars	Non-Current				Current			
	Secured		Unsecured		Secured		Unsecured	
	As at 31/03/2026	As at 31/03/2025	As at 31/03/2026	As at 31/03/2025	As at 31/03/2026	As at 31/03/2025	As at 31/03/2026	As at 31/03/2025
Term loans								
(i) from banks	1,418.77	3,143.14	Nil	Nil	1,072.61	3,422.19	Nil	Nil
(ii) Vehicle Loan	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Loans repayable on demand								
(i) from banks	Nil	Nil	Nil	Nil	5,671.10	15,107.36	Nil	Nil
(ii) Inter Corporate Deposit	Nil	Nil	3,571.43	3,188.78	Nil	Nil	Nil	Nil
(iii) from others	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	**1,418.77**	**3,143.14**	**3,571.43**	**3,188.78**	**6,743.71**	**18,529.55**	**Nil**	**Nil**

Note 15.1 Nature of Security and terms of Payment of Borrowings

Type of Debt Instrument	Nature of Security	Terms of Repayment
Term loans		
(i) from banks	Term Loans under Consortium finance are secured by first charge on the entire Fixed Assets of the company both present and future, second charge on Book Debts, Stock and other Current Assets of the Company and also further guaranted by personal guarantee of promoter directors.	Term Loans are repayable in Quarterly installments bearing Interest rate 9.40% p.a.
(ii) from banks	Guaranteed Emegency Credit Line loans are secured by extension of Second Charge on the present Primary and collateral securities. The said loan is Guaranteed by National Credit Guarantee Trustee Company Ltd. (NCGTC)	Guaranteed Emegency Credit Line 2.0 facility is to be repayable in 48 equal monthly instalments after moratorium of 12 months bearing Interest rate 9.25% p.a.

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 15 Borrowings (Contd..)

Type of Debt Instrument	Nature of Security	Terms of Repayment
Loans repayable on demand		
(i) from banks	Working Capital loans under consortium finance are secured by first charge on Book Debts, Stocks and other Current Assets and second charge on all the Fixed Assets, both present and future of the Company and also further guaranted by Promoter Directors. (Refer Note No. 3,9.2)	Working Capital loan is repayable on Demand bearing Interest Rate ranging from 9.65% to 10.55% p.a.
(ii) Inter Corporate Deposits	Inter Corporate Deposits are in nature of Unsecured Loan.	Inter Corporate Deposits are repayable after 3 years and the same are in nature of interest free loans.
(iii) from Other	Loans from others are in nature of Unsecured Loan.	Loan from others are repayable after 3 years.

Note 15.2 Borrowings personal guaranteed by Promotor Directors

(₹ in Lakhs)

Type of Debt Instrument	Non-Current		Current	
	As at 31/03/2026	As at 31/03/2025	As at 31/03/2026	As at 31/03/2025
Term loans				
(i) from banks	1,418.77	3,143.14	1,072.61	3,422.19
Loans repayable on demand				
(i) from banks	Nil	Nil	5,671.10	15,107.36
Total	**1,418.77**	**3,143.14**	**6,743.71**	**18,529.55**

Note 16 Lease Liability

(₹ in Lakhs)

Particulars	Non-Current		Current	
	As at 31/03/2026	As at 31/03/2025	As at 31/03/2026	As at 31/03/2025
Lease Rent Payable	20.10	20.07	0.11	0.10
Total	**20.10**	**20.07**	**0.11**	**0.10**

Note 17 Other Financial Liabilities

(₹ in Lakhs)

Particulars	Non-Current		Current	
	As at 31/03/2026	As at 31/03/2025	As at 31/03/2026	As at 31/03/2025
Interest accrued but not due	Nil	Nil	16.12	62.48
Creditors for Property, Plant & Equipment	Nil	Nil	23.26	73.76
Creditors for Expenses	Nil	Nil	550.30	634.98
Employee Benefits Payable	Nil	Nil	832.77	806.53
Pre Received Income	22.96	438.82	405.61	372.40
Unpaid dividends	Nil	Nil	Nil	4.09
Total	**22.96**	**438.82**	**1,828.06**	**1,954.24**

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 18 Provisions

(₹ in Lakhs)

Particulars	Non-Current		Current	
	As at 31/03/2026	As at 31/03/2025	As at 31/03/2026	As at 31/03/2025
Provision for Gratuity (Net) (Refer Note No. 28.2)	344.90	354.72	125.09	95.14
Provision for Leave encashment (Refer Note No. 28.2)	22.72	23.34	8.39	9.27
Total	**367.62**	**378.06**	**133.48**	**104.41**

Note 18.1 Movements in each class of provision during the financial year

(₹ in Lakhs)

Particulars	Provision for Gratuity	Provision for Leave encashment
As at 31st March, 2024 (Net)	**355.22**	**28.43**
Charged/(credited) to profit or loss	159.66	6.41
Charged/(credited) to OCI	(22.75)	Nil
Reversed during the period	Nil	Nil
Amounts used during the year	(42.28)	(2.23)
As at 31st March, 2025 (Net)	**449.85**	**32.61**
Charged/(credited) to profit or loss	(7.30)	2.14
Charged/(credited) to OCI	73.43	Nil
Reversed during the period	Nil	Nil
Amounts used during the year	(45.99)	(3.64)
As at 31st March, 2026 (Net)	**469.99**	**31.11**

Note 19 Deferred tax Liabilities (Net)

The balance comprises temporary differences attributable to:

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Unpaid Liabilities Allowable under Income Tax Act, 1961 in succeding years u/s 43B on Payment basis	(126.08)	(121.38)
Allowance for Expected Credit Loss	(725.14)	(725.44)
Allowance for doubtful Advance	(8.82)	(183.49)
Bonus Payable	(9.39)	(8.27)
Unabsorb Depreciation	(411.12)	(926.06)
Total deferred tax assets	**(1,280.56)**	**(1,964.64)**
Difference in respect of depriciation on as per Income Tax Act & Companies Act on PPE and Intangible Assets	7,079.40	6,724.00
Fair Valuation Gain on Investment	18.13	8.33
Total deferred tax liabilities	**7,097.53**	**6,732.33**
Net deferred tax liabilities	**5,816.97**	**4,767.69**

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 19 Deferred tax Liabilities (Net) (Contd..)

Note 19.1 Movement in deferred tax assets

(₹ in Lakhs)

Particulars	Allowable Unutilised Tax Credits	Unpaid Liabilities Allowable under Income Tax Act, 1961 in succeding years u/s 43B on Payment basis	Allowance for Expected Credit Loss	Allowance for doubtful Advance	Unabsorb Depreciation	Amount Disallowed U/s 40(a)(ia)	Bonus Payable	Total
As At 31st March 2024	**Nil**	**(96.53)**	**(728.20)**	**(185.29)**	**(1,398.94)**	**Nil**	**(15.63)**	**(2,424.58)**
(Charged)/credited:								
- to profit or loss	Nil	(30.58)	2.75	1.80	472.89	Nil	7.36	454.21
- to other comprehensive income	Nil	5.73	Nil	Nil	Nil	Nil	Nil	5.73
As At 31st March, 2025	**Nil**	**(121.38)**	**(725.45)**	**(183.49)**	**(926.06)**	**Nil**	**(8.27)**	**(1,964.64)**
(Charged)/credited:								
- to profit or loss	Nil	(4.69)	0.30	174.67	514.93	Nil	(1.12)	684.09
- to other comprehensive income	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
As At 31st March, 2026	**Nil**	**(126.08)**	**(725.15)**	**(8.82)**	**(411.12)**	**Nil**	**(9.39)**	**(1,280.56)**

Movement in deferred tax liabilities

(₹ in Lakhs)

Particulars	Difference in respect of depriciation on as per Income Tax Act & Companies Act on PPE and Intangible Assets	Fair Valuation Gain on Investment	Total
As At 31st March 2024	**5,928.27**	**2.36**	**5,930.63**
(Charged)/credited:			
- to profit or loss	795.73	5.97	801.70
- to other comprehensive income	Nil.	Nil	Nil
As At 31st March, 2025	**6,724.00**	**8.33**	**6,732.33**
(Charged)/credited:			
- to profit or loss	355.39	9.81	365.20
- to other comprehensive income	Nil.	Nil	Nil
As At 31st March, 2026	**7,079.40**	**18.13**	**7097.53**

Note 20 Defered Government Grant

(₹ in Lakhs)

Particulars	Non-Current		Current	
	As at 31/03/2026	As at 31/03/2025	As at 31/03/2026	As at 31/03/2025
Deferred Consideration on Loan	7.11	32.73	21.23	56.06
Total	**7.11**	**32.73**	**21.23**	**56.06**

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 21 Other Liabilities

(₹ in Lakhs)

Particulars	Non-Current		Current	
	As at 31/03/2026	As at 31/03/2025	As at 31/03/2026	As at 31/03/2025
Advance received from Customer	Nil	Nil	575.20	962.77
Statutory Dues	Nil	Nil	92.48	115.26
Total	**Nil**	**Nil**	**667.68**	**1,078.03**

Note 22 Trade Payables

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Payable to Micro and Small Enterprise	2,899.78	2,955.59
Payable to others		
- Acceptance	5,086.25	7,506.18
- Other than Acceptances	9,437.86	21,416.81
Total	**17,423.89**	**31,878.57**
Of the above, payables to		
Related Parties	14.58	14.21

Outstanding as on 31/03/2026	Micro & Small Trade Payable		Other than Micro & Small Trade Payable	
	Disputed	Undisputed	Disputed	Undisputed
Not Due for Payment	Nil	Nil	Nil	5,086.25
Outstanding Less Than 1 Year	Nil	2,899.78	Nil	9,154.88
Outstanding Between 1 Year to 2 Years	Nil	Nil	Nil	202.35
Outstanding Between 2 Years to 3 Years	Nil	Nil	Nil	27.46
Outstanding More Than 3 Years	Nil	Nil	Nil	53.18

Outstanding as on 31/03/2025	Micro & Small Trade Payable		Other than Micro & Small Trade Payable	
	Disputed	Undisputed	Disputed	Undisputed
Not Due for Payment	Nil	Nil	Nil	7,506.18
Outstanding Less Than 1 Year	Nil	2,955.59	Nil	20,683.45
Outstanding Between 1 Year to 2 Years	Nil	Nil	Nil	197.05
Outstanding Between 2 Years to 3 Years	Nil	Nil	Nil	250.50
Outstanding More Than 3 Years	Nil	Nil	Nil	285.81

(a) Dues to Micro and Small enterprises have been determined to the extent such parties have been identified on the basis of the information collected by the Management and the same has been relied by the auditor.

(b) Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came in to force from 02.10.2006, certain disclosers are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with management, outstanding dues to the Micro and Small enterprise as defined in the MSMED Act, 2006 are disclosed as below:

Notes to Financial Statements
for the Year ended 31st March, 2026

Note 22 Trade Payables (Contd..)

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
a) The Principal amount remaining unpaid to Micro and Small enterprise supplier as at the year end	2,899.78	2,955.59
b) Interest due thereon	Nil	Nil
c) Amount of interest paid by the Company in terms of section 16 of MSMED Act	Nil	Nil
d) Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED 2006	Nil	Nil
e) Amount of interest accrued and remaining unpaid at the end of accounting year	Nil	Nil
f) the amount of further interest remaining due and payable even in the succeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance of a deductible expenditure under section 23 of Micro, Small and Medium Enterprise Development Act, 2006.	Nil	Nil

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company and the same has been relied by the Auditor.

Note 23 Revenue from Operations

(₹ in Lakhs)

Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
Sale Of Products	2,74,205.87	3,41,637.42
Sale Of Services	8,656.87	7,011.32
Other Operating Revenues		
Sale of Scrap	44.67	64.27
Export Incentive	100.02	86.88
Government Grant :		
Goods & Service Tax Incentive	4,179.95	5,867.67
Total	**2,87,187.38**	**3,54,667.56**

* State Goods and Service Tax (SGST) Concession: Reimbusement of SGST Collected on end product / intermdiate product to the extent of the eligible capital investments in plant and machinery for the specified period as per scheme.

a) Reconciliation of Revenue recognised in the statement of profit and loss with the Contracted price :-

(₹ in Lakhs)

Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
Gross Revenue	2,84,424.92	3,50,031.41
Less: Rebate & Discount etc	(1,517.51)	(1,318.40)
Revenue recognised from Contract with Customers	**2,82,907.41**	**3,48,713.01**

(b) Reconciliation of Revenue from operation with Revenue from contracts with Customers :-

(₹ in Lakhs)

Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
Revenue from operation	2,87,187.38	3,54,667.56
Less: Export Incentive	(100.02)	(86.88)
Less: Goods & Service Tax Incentive	(4,179.95)	(5,867.67)
Revenue from contracts with Customers	**2,82,907.41**	**3,48,713.01**

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 24 Other Income

(₹ in Lakhs)

Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
Interest Income	814.51	232.10
Amotisation of Pre Received Income	382.65	341.65
Dividend Income	0.06	0.06
Net gains on fair value changes on Investments classified through FVPL	38.97	27.14
Net Foreign Exchange (Loss) / Gain	50.14	32.85
Gain on Sale of Property, Plant & Equipment	2.59	0.96
Reversal of Allowance for Expected Credit Loss	1.15	10.98
Insurance Claim income on Property Plant & Equipment	4.24	Nil
Insurance Claim Income on Repair P&M, Stores Consumption	49.25	Nil
Miscellaneous Income	76.38	116.95
Total	**1,419.94**	**762.69**

Note 25 Cost of Materials consumed

(₹ in Lakhs)

Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
Opening Stock of Raw Materials	8,892.88	8,665.28
Purchases during the period	2,47,383.15	3,12,052.07
Closing Stock of Raw Materials	(7,670.86)	(8,892.88)
Total	**2,48,605.16**	**3,11,824.47**

Note 26 Purchase of Stock In Trade

(₹ in Lakhs)

Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
Purchases of Stock in Trade	751.29	2,196.64
Total	**751.29**	**2,196.64**

Note 27 Changes in inventories of finished goods, stock-in-trade and work-in-process

(₹ in Lakhs)

Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
A. Stock-in-Trade		
Opening Stock of Stock-in-Trade	Nil	Nil
Closing Stock of Stock-in-Trade	Nil	Nil
B. Work-in-Process		
Opening Work-in-Process	2,560.34	2,526.93
Closing Work-in-Process	(2,077.50)	(2,560.34)
C. Finished Goods		
Opening Stock of Finished Goods	5,376.65	4,569.98
Closing Stock of Finished Goods	(3,624.13)	(5,376.65)
Total	**2,235.36**	**(840.07)**

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 28 Employee Benefit Expense

(₹ in Lakhs)

Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
Salaries and Wages	8,537.41	8,373.99
Contribution to provident and other funds (Refer Note No. 18, 28.1 and 28.2)	218.20	351.78
Staff welfare expenses	39.53	54.96
Total	**8,795.13**	**8,780.73**

Note 28.1 Employee Benefit Defined Benefit Plan Disclosures (Refer Note 18, 28, 28.2)

Particulars	31/03/2026 (₹ in Lakhs)	31/03/2025 (₹ in Lakhs)
A. Change in Present Value of Defined Benefit Obligation		
Present Value of Benefit Obligation at the Beginning of the Period	655.87	549.80
Interest Cost	44.02	38.22
Current Service Cost	94.79	90.06
(Benefit paid directly to the Employer)	(44.99)	(42.28)
Actuarial (Gains) / Losses on Obligations - Due to Change in Financial Assumption	(8.21)	13.82
Actuarial (Gains) / Losses on Obligations - Due to Experience	(64.47)	6.26
Present Value of Benefit Obligation at the End of the Period	677.01	655.87
B. Change in Fair Value of Plan Assets		
Fair Value of Plan Assets at the beginning of the period	205.98	194.58
Interest Income	14.35	14.07
Employer Direct Benefit Payments	44.99	42.28
Employer Contributions	1.00	Nil
Assets Transferred in / Acquisitions	Nil	Nil
(Assets Transferred out / Divestments)	Nil	Nil
(Benefit payment from employer)	(44.99)	(42.28)
(Benefit paid from the fund)	Nil	Nil
(Assets distributed on settlements)	Nil	Nil
Effect of Asset Ceiling	Nil	Nil
Increase / (Decrease) due to effect of any business combination / divestiture / transfer)	2.54	Nil
Return on Plan Assets, excluding interest income	0.75	(2.67)
Fair Value of Plan Assets at the end of the period	224.62	205.98
C. Amount recognised in Balance Sheet		
(Present value of defined benefit obligation at the end of the period)	677.01	655.87
Fair Value of Plan Assets at the end of the period	224.62	205.98
Funded Status (Surplus / (Deficit))	(452.39)	(449.89)
Net (Liability) / Asset Recognised in the Balance Sheet	(452.39)	(449.89)
D. Net Interest Cost for the Current Period		
Present value of defined benefit obligation at beginning of the period	655.87	549.80
(Fair Value of Plan Assets at beginning of the Period)	205.98	194.58
Net Liability / (Asset) at the beginning of the Period	449.89	355.22
Interest Cost	44.02	38.22
(Interest Income)	14.35	14.07
Net Interest Cost	29.67	24.15
E. Expenses Recognised in the Profit or Loss for Current Period		
Current service cost	94.79	90.06
Net Interest Cost	29.67	24.15
Past service cost	Nil	Nil
Employer Contributions	(1.00)	Nil
(Gains) / Losses on Curtailments and Settlements	Nil	Nil
Net Effect of Changes in Foreign Exchange Rates	Nil	Nil
Expenses Recognised	123.46	114.21

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 28 Employee Benefit Expense (Contd..)

Particulars	31/03/2026 (₹ in Lakhs)	31/03/2025 (₹ in Lakhs)
F. Expenses Recognised in the Other Comprehensive Income (OCI) for Current Period		
Actuarial (Gains) / losses on Obligation for the period	(73.43)	22.75
Return on Plan Assets, Excluding Interest Income	Nil	Nil
Change in asset ceiling	Nil	Nil
Net (Income) / Expense for the Period recognised in OCI	(73.43)	22.75
G. Balance Sheet Reconciliation		
Opening net liability	449.89	355.22
Expenses recognised in Statement in Profit or Loss	123.46	114.21
Expenses recognised in OCI	(73.43)	22.75
Net Liability / (Asset) Transfer In	Nil	Nil
Net (Liability) / Asset Transfer Out	(2.54)	Nil
(Benefit paid directly by the employer)	(44.99)	(42.28)
(Employer's contribution)	Nil	Nil
Net Liability / (Asset) recognised in the Balance Sheet	452.39	449.89
H. Category of Assets		
Governement of India Assets	Nil	Nil
State Government Securities	Nil	Nil
Special Deposits scheme	Nil	Nil
Debt Instruments	Nil	Nil
Corporate Bonds	Nil	Nil
Cash and Cash Equivalents	Nil	Nil
Insurance fund	100%	100%
Asset-backed securities	Nil	Nil
Structured debt	Nil	Nil
Other	Nil	Nil
No. of Active Members	2,576	2,059
Per month salary for active members	0.10	0.10
Weighted average duration of defined benefit obligation	11.77	11.56
Average Expected future service	21.00	20.26
Defined benefit obligation	677.01	655.87
Prescribed contribution for next year (12 months)	Nil	Nil
J. Net Interest Cost for Next Year		
Present value of defined benefit obligation at the end of the period	677.01	655.87
(Fair value of plan assets at the end of the period)	224.62	205.98
Net Liability / (Asset) at the end of the period	452.39	449.89
Interest Cost	44.02	38.22
(Interest Income)	(14.35)	(14.07)
Net Interest Cost for next year	29.67	24.15
K. Expenses recognised in the Pofit or Loss for next year		
Current service cost	94.79	90.06
Net Interest Cost	29.67	24.15
Past Service Cost	Nil	Nil
Total	**124.46**	**114.21**
L. Maturity Analysis of Defined benefit obligation		
Projected benefits payable in future years from the date of reporting		
1st following year	128.30	97.28
2nd following year	53.48	57.75
3rd following year	50.54	54.50
4th following year	58.83	47.46
5th following year	51.11	53.76
Sum of years 6 to 10	321.87	263.72

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 28 Employee Benefit Expense (Contd..)

Particulars	31/03/2026 (₹ in Lakhs)	31/03/2025 (₹ in Lakhs)
Employee Benefit Defined Benefit Plan Disclosures (Refer Note 18, 28, 28.2)		
M. Sensitivity Analysis		
Defined benefit obligation on current assumptions	677.01	655.87
Delta effect of +1% Change in Rate of Discounting	632.33	608.90
Delta effect of Mortality Rates - Up by 10%	677.26	32.61
Delta effect of Mortality Rates - Down by 10%	676.76	32.61
Delta effect of -1% Change in Rate of Discounting	728.23	710.00
Delta effect of +1% Change in Rate of Salary Increase	731.06	713.24
Delta effect of -1% Change in Rate of Salary Increase	629.00	605.29
Delta effect of +1% Change in withdrawal Rate	682.99	661.88
Delta effect of -1% Change in withdrawal Rate	670.16	648.98
N. Summary of Valuation Assumptions		
Mortality table	100%	100%
Retirement age	58	58
Attrition rate	5.00%	5.00%
Salary escalation rate	5.00%	5.00%
Discount rate	7.12%	6.95%

Details of the Key actuarial assumptions used in the determination of long term compensated absences are as under

Particulars	Projected Unit Credit Method	
	2025-26	2024-25
Period Covered	31/03/2026 (₹ in Lakhs)	31/03/2025 (₹ in Lakhs)
A. Change in defined benefit obligation		
Defined benefit obligation at beginning of period	32.61	28.43
Service cost		
a. Current service cost	10.76	7.22
b. Past service cost	Nil	Nil
c. (Gain) / loss on settlements	Nil	Nil
Interest expenses	2.14	1.97
Cash flows		
a. Benefit payments from plan	Nil	Nil
b. Benefit payments from employer	(3.63)	(2.23)
c. Settlement payments from plan	Nil	Nil
d. Settlement payments from employer	Nil	Nil
Remeasurements		
a. Effect of changes in demographic assumptions	Nil	Nil
b. Effect of changes in financial assumptions	(0.19)	0.33
c. Effect of experience adjustments	(10.57)	(3.11)
Transfer In /Out		
a. Transfer In	Nil	Nil
b. Transfer out	Nil	Nil
Defined benefit obligation at end of period	31.11	32.61
B. Change in fair value of plan assets		
Fair value of plan assets at beginning of period	Nil	Nil
Interest income	Nil	Nil
Cash flows		
a. Total employer contributions		
(i) Employer contributions	Nil	Nil
(ii) Employer direct benefit payments	3.63	2.23
(iii) Employer direct settlement payments	Nil	Nil
b. Participant contributions	Nil	Nil
c. Benefit payments from plan assets	Nil	Nil

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 28 Employee Benefit Expense (Contd..)

Particulars	Projected Unit Credit Method	
	2025-26	2024-25
Period Covered	31/03/2026 (₹ in Lakhs)	31/03/2025 (₹ in Lakhs)
d. Benefit payments from employer	(3.63)	(2.23)
e. Settlement payments from plan assets	Nil	Nil
f. Settlement payments from employer	Nil	Nil
Remeasurements		
a. Return on plan assets (excluding interest income)	Nil	Nil
Transfer In /Out		
a. Transfer In	Nil	Nil
b. Transfer out	Nil	Nil
Fair value of plan assets at end of period	Nil	Nil
C. Amounts recognized in the statement of financial position		
Defined benefit obligation	31.11	32.61
Fair value of plan assets	Nil	Nil
Funded status	31.11	32.61
Effect of asset ceiling	Nil	Nil
Net defined benefit liability (asset)	31.11	32.61
D. Components of defined benefit cost		
Service cost		
a. Current service cost	10.76	7.22
b. Past service cost	Nil	Nil
c. (Gain) / loss on settlements	Nil	Nil
d. Total service cost	10.76	7.22
Net interest cost		
a. Interest expense on DBO	2.14	1.97
b. Interest (income) on plan assets	Nil	Nil
d. Total net interest cost	2.14	1.97
Remeasurements (recognized in other comprehensive income)		
a. Effect of changes in demographic assumptions	Nil	Nil
b. Effect of changes in financial assumptions	(0.19)	0.33
c. Effect of experience adjustments	(10.57)	(3.11)
f. Total Remeasurements included in OCI	Nil	Nil
Total defined benefit cost recognized in P&L	2.14	6.41
E. Components of actuarial Loss / (Gain) on obligation		
a. Effect of changes in demographic assumptions	Nil	Nil
b. Effect of changes in financial assumptions	(0.19)	0.33
c. Effect of experience adjustments	(10.57)	(3.11)
d. (Return) on plan assets (excluding interest income)	Nil	Nil
Net actuarial Loss / (Gain) on obligation	(10.76)	(2.78)
F. Employer Expense (P&L)		
a. Current Service Cost	10.76	7.22
b. Interest Cost on net DBO	2.14	1.97
c. Past Service Cost	Nil	Nil
d. Net value of remeasurements on the obligation and plan assets	(10.76)	(2.78)
e. Total P& L Expenses	2.14	6.41
G. Net defined benefit liability/(asset) reconciliation		
Net defined benefit liability (asset)	32.61	28.43
Defined benefit cost included in P&L	2.14	6.41
a. Employer contributions	Nil	Nil
b. Employer direct benefit payments	(3.63)	(2.23)
c. Employer direct settlement payments	Nil	Nil
Net transfer	Nil	Nil
Net defined benefit liability (asset) as of end of period	31.11	32.61

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 28 Employee Benefit Expense (Contd..)

Particulars	Projected Unit Credit Method	
Period Covered	2025-26 31/03/2026 (₹ in Lakhs)	2024-25 31/03/2025 (₹ in Lakhs)
H. Reconciliation of OCI (Re-measurement)		
Recognised in OCI at the beginning of period	Nil	Nil
Recognised in OCI during the period	Nil	Nil
Recognised in OCI at the end of the period	Nil	Nil
Employee Benefit Defined Benefit Plan Disclosures (Refer Note 18, 28, 28.2)		
J. Significant actuarial assumptions		
Discount rate Current Year	7.12%	6.95%
Discount rate Previous Year	6.95%	7.23%
Salary increase rate	Uniform 5.0%	Uniform 5.0%
Retirement Age	58 Years	58 Years
Salary increase rate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate
Disability	Nil	Nil
K. Data		
No.	1,464	1,943
Avg. Age (yrs.)	40	36
Total Monthly Basic Salary for Leave Encashment in (Rs. In lakhs)	123.08	143.38
Average Monthly Basic Salary for Leave Encashment (Rs. In lakhs)	0.08	0.07
L. Expected cash flows for following year		
Expected employer contributions / Addl. Provision Next Year	31.11	32.61
N. Defined benefit obligation at end of year		
Current Obligation	8.39	9.27
Non-Current Obligation	22.72	23.34
Total	**31.11**	**32.61**
SUMMARY		
Assets / Liabilities		
Defined benefit obligation at end of period	31.11	32.61
Fair value of plan assets at end of period	Nil	Nil
Net defined benefit liability/(asset)	174.21	32.61
Defined benefit cost included in P&L	145.24	6.41
Total remeasurements included in OCI	Nil	Nil
Total defined benefit cost recognized in P&L and OCI	145.24	6.41

Note 28.2 Employee Benefit Disclosures (Refer Note 18, 28, 28.1)

(₹ in Lakhs)

Particulars	As at 31/03/2026			As at 31/03/2025		
	Non-Current	Current	Total	Non-current	Current	Total
Gratuity (Net)	344.90	125.09	469.99	354.72	95.14	449.86
Leave obligations	22.72	8.39	31.11	23.34	9.27	32.61
Total employee benefit obligations	**367.62**	**133.48**	**501.10**	**378.06**	**104.41**	**482.47**

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 28 Employee Benefit Expense (Contd..)

(i) Leave obligations

The leave obligations cover the group's liability for sick and earned leave.

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Current leave obligations expected to be settled within the next 12 months	8.39	9.27

Note 29 Finance Costs

(₹ in Lakhs)

Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
Interest to Banks	1,071.18	2,929.02
Other Interest	2.77	13.04
Unwinding of Interest on Borrowing	382.65	341.65
Other Borrowing Costs	309.54	390.49
Total	**1,766.14**	**3,674.20**

Note 30 Depreciation and Amortization Expense

(₹ in Lakhs)

Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
Depreciation on Property, Plant and Equipment	4,403.41	5,307.12
Amortisation on Right of use Assets	4.61	4.61
Amortisation on Intangible Assets	12.50	9.19
Total	**4,420.52**	**5,320.92**

Note 31 Other Expenses

(₹ in Lakhs)

Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
Stores & Spares consumed	1,504.05	1,843.37
Stores & Spares consumed - (Due to Fire Loss)	6.67	Nil
Packing materials consumed	822.14	861.62
Electricity & Fuel charges	10,987.57	12,968.63
Labour Charges	1,616.98	1,500.53
Carriage Inward	11.82	11.82
Inspection Charges	47.51	62.38
Repairs and Maintenance of Plant & Machinery	550.17	567.30
Repairs and Maintenance of Plant & Machinery (Due to Fire Loss)	42.57	Nil
Repairs and Maintenance of Building	135.40	188.30
Repairs and Maintenance of Others	30.83	24.86
Insurance	168.97	213.34
Rent	38.07	54.51
Rates and Taxes	52.06	69.22
Communication Expense	42.82	38.54
Traveling and Conveyance Expense	138.40	157.58
Legal and Professional Expense	338.62	297.68
Freight, Clearing and Forwarding Charges	675.18	678.61

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 31 Other Expenses (Contd..)

(₹ in Lakhs)

Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
Auditor's Remuneration:		
(i) For Audit	13.50	13.50
(ii) For Tax Audit	2.50	2.50
(iii) For Others	1.50	2.50
Other Selling Expense	47.21	64.22
Corporate Social Responsibility Expenses (Refer Note 39)	63.19	92.99
Donation Expense	6.75	0.09
Loss due to Fire of Property, Plant & Equipment	4.24	Nil
Commission Expense	273.58	103.27
Provision/(Reversal of Provision) for doubtful Advances	18.46	19.65
Miscelleneous Expense (Includes Security Expense, House Keeping Expense, office Expense & Director Sitting Fees etc)	167.36	51.13
Total	**17,808.15**	**19,888.14**

Note 31.1 Following are the expense line items that have adjusted due to retrospective restatement of prior period error:

(₹ in Lakhs)

Expense Head	Year Ended 31/03/2026	Year Ended 31/03/2025
Legal Professional Charges	Nil	2.85
Labour Charges	1.50	Nil
Other Selling Expense	0.50	Nil
Repairs and Maintainance Expenses	0.18	Nil
Commission on Sales	1.00	Nil
Total Expense	**3.18**	**2.85**

Note 31.2 Leases

Lease rentals charged during the period

(₹ in Lakhs)

Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
Lease Rent Expense	38.07	54.51

Note 31.3 Future minimum lease payable

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Not later than 1 year	27.01	53.93
Later than 1 year and Not Later than 5 Years	Nil	Nil
Later than 5 years	Nil	Nil

The operating lease arrangements, are renewable on a periodic basis subject to price escalation clauses which have been straight lined if such escalation is not in line with the general inflation in that locality.

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 32

Note 32.1 Tax Expense

(₹ in Lakhs)

Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
Current tax expense	Nil	Nil
Deferred Tax	1,049.29	1,255.92
Total Tax Expense of Current Year	1,049.29	1,255.92
Short/(Excess) Provision Of Income Tax of earlier year	(136.56)	(15.55)
Total	**912.73**	**1,240.37**

Note 32.2 Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

(₹ in Lakhs)

Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
Profit from continuing operations before income tax expense	4,225.57	4,585.22
	4,225.57	**4,585.22**
Tax at the Indian tax rate of 25.17% (31st March 2025 25.17%)	1,063.58	1,154.10
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Expense not duductible for tax purpose	(157.39)	34.15
Adjustments for the current tax of prior periods	143.10	67.67
Short/(Excess) Provision Of Income Tax of earlier year	(136.56)	(15.55)
Income tax expense	912.73	1,240.37

Note 33 Earnings per Share Disclosures

Note 33.1 Reconcilation on Amount of EPS

Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
(a) Basic earnings per share in Rs.		
From continuing operations attributable to the equity holders of the company	0.23	0.23
Total basic earnings per share attributable to the equity holders of the company in Rs. for share of **FV Rs.1 each**	0.23	0.23
(b) Diluted earnings per share in Rs.		
From continuing operations attributable to the equity holders of the company	0.23	0.23
Total diluted earnings per share attributable to the equity holders of the company in Rs. for share of **FV Rs.1 each**	0.23	0.23

Note 33.2 Reconciliations of earnings used in calculating earnings per share

(₹ in Lakhs)

Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
Basic earnings per share		
Profit attributable to the equity holders of the company used in calculating basic earnings per share:		
From continuing operations	3,312.84	3,344.85
Profit attributable to the equity holders of the company used in calculating basic earnings per share	3,312.84	3,344.85
Diluted earnings per share		
Profit from continuing operations attributable to the equity holders of the company	3,312.84	3,344.85
Profit attributable to the equity holders of the company used in calculating diluted earnings per share	3,312.84	3,344.85

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 33 Earnings per Share Disclosures (Contd..)

Note 33.3 Weighted average number of shares used as the denominator

Particulars	As at 31/03/2026	As at 31/03/2025
Nominal Value of Shares (in Rs.)	1	1
Weighted average number of equity shares used as the denominator in calculating basic earnings per share (Number of shares)	1441471680	1441471680
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share (Number of shares)	1441471680	1441471680

Note 33.4 Increase / (Decrease) in EPS due to retrospective restatement of Prior period error

Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
Basic EPS in Rs.	0.00	(0.00)
Diluted EPS in Rs.	0.00	(0.00)

Note 34

34.1 Financial Instruments by Category

The carrying value and fair value of financial instruments by categories as at 31st March, 2026 are as under:

(₹ in Lakhs)

Particulars	Note Reference	Amortised Cost	Fair value through Profit and Loss	Fair Value through OCI	Total Carrying Value	Total Fair Value
Financial Assets						
Cash and Cash Equivalents	10	354.40	Nil	Nil	354.40	354.40
Other Bank Balances	11	2,015.87	Nil	Nil	2,015.87	2,015.87
Investments						
Equity Instruments other than subsidiaries	5	0.25	93.47	Nil	93.72	93.72
Preference Shares	5	13.46	Nil	Nil	13.46	13.46
Bonds	5	Nil	Nil	Nil	Nil	Nil
Trade Receivables	9	37,664.84	Nil	Nil	37,664.84	37,664.84
Other Financial Assets						
Non Current	6	469.30	Nil	Nil	469.30	469.30
Current	6	3,024.05	Nil	Nil	3,024.05	3,024.05
Total Financial Assets		**43,542.17**	**93.47**	**Nil**	**43,635.65**	**43,635.65**
Liabilities						
Borrowings						
Non Current	15	4,990.20	Nil	Nil	4,990.20	4,990.20
Current	15	6,743.71	Nil	Nil	6,743.71	6,743.71
Trade Payables	22	17,423.89	Nil	Nil	17,423.89	17,423.89
Lease Liability						
Non Current	16	20.10	Nil	Nil	20.10	20.10
Current	16	0.11	Nil	Nil	0.11	0.11
Other Financial Liabilities						
Non Current	17	22.96	Nil	Nil	22.96	22.96
Current	17	1,828.06	Nil	Nil	1,828.06	1,828.06
Total Financial Liabilities		**31029.03**	**0.00**	**0.00**	**31029.03**	**31029.03**

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 34 (Contd..)

The carrying value and fair value of financial instruments by categories as at 31st March 2025 are as under:

(₹ in Lakhs)

Particulars	Note Reference	Amortised Cost	Fair value through Profit and Loss	Fair Value through OCI	Total Carrying Value	Total Fair Value
Assets						
Cash and Cash Equivalents	10	251.30	Nil	Nil	251.30	251.30
Other Bank Balances	11	2,375.31	Nil	Nil	2,375.31	2,375.31
Investments						
Equity Instruments other than subsidiaries	5	0.25	54.50	Nil	54.75	54.75
Preference Shares	5	13.46	Nil	Nil	13.46	13.46
Bonds	5	Nil	Nil	Nil	Nil	Nil
Trade Receivables	9	51,052.81	Nil	Nil	51,052.81	51,052.81
Other Financial Assets						
Non Current	6	415.16	Nil	Nil	415.16	415.16
Current	6	5,927.27	Nil	Nil	5,927.27	5,927.27
Total Financial Assets		**60,035.56**	**54.50**	**Nil**	**60,090.06**	**60,090.06**
Liabilities						
Borrowings						
Non Current	15	6,331.92	Nil	Nil	6,331.92	6,331.92
Current	15	18,529.55	Nil	Nil	18,529.55	18,529.55
Trade Payables	22	31,878.57	Nil	Nil	31,878.57	31,878.57
Lease Liability						
Non Current	16	20.07	Nil	Nil	20.07	20.07
Current	16	0.10	Nil	Nil	0.10	0.10
Other financial liabilities						
Non Current	17	438.82	Nil	Nil	438.82	438.82
Current	17	1,954.24	Nil	Nil	1,954.24	1,954.24
Total Financial Liabilities		**59,153.27**	**Nil**	**Nil**	**59,153.27**	**59,153.27**

Note 34.2 Fair Value Hierarchy

Level 1 : Quoted prices (unadjusted) in active markets for identical assets and liabilities

Level 2 : 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 : Inputs for the assets and liabilities that are not based on observable market data (unobservable inputs)

The fair value hierarchy of assets and liabilities measured at fair value are as under:

(₹ in Lakhs)

Particulars	Note Reference	Level 1	Level 2	Level 3
a. Investment in equity shares other than subsidiaries and joint ventures				
As at 31st March, 2026	5	93.47	Nil	0.25
As at 31st March, 2025	5	54.50	Nil	0.25
b. Investment in preference shares				
As at 31st March, 2026	5	Nil	Nil	13.46
As at 31st March, 2025	5	Nil	Nil	13.46

Note 34.2.1 Investment in equity shares quoted on recognised stock exchanges

The fair value of investment in equity shares is based on quoted price.

Notes to Financial Statements
for the Year ended 31st March, 2026

Note 34 (Contd..)

Note 34.2.2 Investment in unqouted preference shares

The fair value of unquoted preference shares has been determined using Level 3 inputs based on Discounted Cash Flow method. A one percentage point change in the unobservable inputs used in fair valuation of Level 3 does not have a significant impact on its value. The movement in unquoted investments is on account of sale of shares during the comparative period (Refer Note 5).

Note 34.2.3 Transfers between levels of fair value hierarchy

There have been no transfers between levels of fair value heirarchy during the year ended 31st March, 2026 and during the comparative period ended 31st March, 2025.

Note 34.2.4 Valuation Process

The finance department of the company includes a team that performs the valuations of financial assests and liabilities required for financial reporting purposes, including level 3 fair values. The fair valuation of level 1 and level 2 classified assests and liabilities are readily available from the qouted prices in the open market and rates available in secondary market respectively. The valuation method applied for various Financial assests and liabilities are as follows-

1. Quoted price in the primary market cosidered for the fair valuation of the non-current investment. Gain/ (loss) on fair valuation is recognised in profit and loss.

2. The carrying amount of trade receivable, trade payable, cash and bank balances, short term loans and advances, statutory/ receivable, short term borrowing, employee dues are considered to be the same as their fair value due to their short-term nature.

Note 34.3 Financial Risk Management

The company is exposed to market risk, credit risk and liquidity risk. The company's senior management oversees the management of these risks. The Board of Directors review and agree policies for managing each of these risks, which are summarised below:

Note 34.3.1 Market Risk

Market risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate instrument because of changes in market factors. Market risk comprises three type of risks:

a. Currency Risk
b. Interest Rate Risk
c. Price Risk

The company is exposed to currency risk and price risk. The same are analysed below:

a. Currency Risk

The company is exposed to foreign exchange risk arising from foreign currency borrowing denominated in US dollars (US$) and foreign currency notes denominated in various foreign currencies. The company also imports certain material which are denominated in US$ which exposes it to foreign currency risks. If the value of the Indian Rupee depreciates relative to these foreign currencies, the related costs may increase. The exchange rates between the Indian Rupee and US$ has changed substantially in recent periods and may continue to fluctuate substantially in the future. In order to mitigate the foreign Currency exposure risk, as on 31st March, 2026, the company has entered into derivative contract of Rs. Nil Lakhs (31st March, 2025 Rs. Nil Lakhs) to hedge exposure to fluctuation risk. The below sensitivity does not include the impact of foreign currency forward contracts which largly mitigate the risk:

Foreign currency risks from non derivative financial instruments as at 31st March, 2026 are given below:

(₹ in Lakhs)

Particulars	USD	EURO	CHF	JPY	Total
Trade Receivables (Refer Note 9)	1,122.41	Nil	Nil	Nil	1,122.41
Advance to Supplier (Refer Note 7)	129.60	Nil	Nil	Nil	129.60
Trade Payables (Refer Note 22)	Nil	Nil	Nil	Nil	Nil
Advance from Customer (Refer Note 21)	(7.09)	Nil	Nil	Nil	(7.09)
Loans repayable on demand (Refer Note 15)	Nil	Nil	Nil	Nil	Nil
Net Foreign Currency Risk Exposure	**1,259.10**	**Nil**	**Nil**	**Nil**	**1,259.10**

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 34 (Contd..)

Foreign currency risks from non derivative financial instruments as at 31st March 2025 are given below:

(₹ in Lakhs)

Particulars	USD	EURO	CHF	JPY	Total
Trade Receivables (Refer Note 9)	510.65	Nil	Nil	Nil	510.65
Advance to Supplier (Refer Note 7)	76.94	Nil	Nil	Nil	76.94
Trade Payables (Refer Note 22)	(220.57)	Nil	Nil	Nil	(220.57)
Advance from Customer (Refer Note 21)	Nil	Nil	Nil	Nil	Nil
Loans repayable on demand (Refer Note 15)	Nil	Nil	Nil	Nil	Nil
Net Foreign Currency Risk Exposure	**367.02**	**Nil**	**Nil**	**Nil**	**367.02**

For each of the years ended 31st March, 2026 and 31st March 2025, every percentage point depreciation / appreciation in the exchange rate between the Indian rupee and U. S. Dollars, has affected company's incremental operating margins by approximately 0.29% & 0.08% respectively.

Sensitivity analysis is computed based on the changes in the income and expenses in foreign currency upon conversion into functional currency, due to exchange rate fluctuations between the previous reporting period and the current reporting period.

b. Price Risk

The company's exposure to price risk arises from investments in equity shares of other companies (Refer Note 5 and 34.1). The company has not undertaken any risk mitigation measures to reduce the price risk. The table below summarises the impact of increases / decreases of share price of the investments and profit for the period. The analysis is based on the assumption that the market price of those investments in equity shares of other companies move by 5% point on either side with all other variables held constant.

Year Ended	No. of Shares	Average Market price per share	Fair Value in Rs.	% Change in Fair Value	Effect on Profit before Tax (Rs. in Lakhs)
31-03-2026	67700	138.07	93.47	5.00%	4.67
				-5.00%	(4.67)
31-03-2025	67700	80.51	54.50	5.00%	2.73
				-5.00%	(2.73)

c. Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

According to the Company interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Exposure to interest rate risk

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Fixed Rate Instruments (Refer Note. 15)		
Financial liabilities		
Non Current	Nil	Nil
Current	Nil	Nil
Total	Nil	Nil

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 34 (Contd..)

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Variable Rate Instruments (Refer Note. 15)		
Financial liabilities		
Non Current	1,418.77	3,143.14
Current	6,743.71	18,529.55
Total	**8,162.48**	**21,672.69**

The outstanding position of borrowings at variable interest rate along with proportion of total loans is given below:

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Total Borrowings	8,162.48	21,672.69
% of Borrowings out of above bearing variable rate of interest	100.00%	100.00%

Interest Rate Sensitivity

A change of 50 bps in interest rates would have following Impact on profit before tax

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
50bps increase would decrease the profit before tax by	40.81	108.36
50bps decrease would increase the profit before tax by	(40.81)	(108.36)

Note 34.3.2 Liquidity Risk

Liquidity risk is the risk that the company would not be able to meet its financial obligations when they become due. The company is financed primarily by bank loans, loans from directors, and other operating cash flows. The company has undrawn borrowing facilities to the extent of Rs. 12,470.90 Lakhs as on 31st March, 2026 (as on 31st March, 2025 Rs. 8,332.64 Lakhs).

The details of the contractual maturities of significant financial liabilities as at 31st March, 2026 are as under:

(₹ in Lakhs)

Particulars	Note Ref.	< 1 year	1-2 year	2-5 years	5-8 years	8 years and Above	Total
Borrowings (Term Loan - Banks & Inter Corporate Loan)	15	1,072.61	916.47	500.75	3,572.98	Nil	6,062.80
Borrowings (Working capital)	15	5,671.10	Nil	Nil	Nil	Nil	5,671.10
Vehicle Loans	15	Nil	Nil	Nil	Nil	Nil	Nil
Lease Liability	16	0.11	0.11	0.40	0.00	19.60	20.21
Trade Payable	22	17,423.89	Nil	Nil	Nil	Nil	17,423.89
Other Financial Liabilities	17	995.29	Nil	22.96	Nil	Nil	1,018.25
Employee Benefit liabilities	17	832.77	Nil	Nil	Nil	Nil	832.77
Unpaid dividends	17	Nil	Nil	Nil	Nil	Nil	Nil
Total		**25,995.77**	**916.57**	**524.10**	**3,572.99**	**19.60**	**31,029.03**

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 34 (Contd..)

The details of the contractual maturities of significant financial liabilities as at 31st March, 2025 are as under:

(₹ in Lakhs)

Particulars	Note Ref.	< 1 year	1-2 year	2-5 years	5-8 years	8 years and Above	Total
Borrowings (Term Loan - Banks & Inter Corporate Loan)	15	3,422.19	1,428.09	1,633.63	3,270.21	Nil	9,754.11
Borrowings (Working capital)	15	15,107.36	Nil	Nil	Nil	Nil	15,107.36
Vehicle Loans	15	Nil	Nil	Nil	Nil	Nil	Nil
Lease Liability	16	0.10	0.11	0.40	0.00	19.57	20.17
Trade Payable	22	31,878.57	Nil	Nil	Nil	Nil	31,878.57
Other Financial Liabilities	17	1,143.63	Nil	438.82	Nil	Nil	1,582.45
Employee Benefit liabilities	17	806.53	Nil	Nil	Nil	Nil	806.53
Unpaid dividends	17	4.09	Nil	Nil	Nil	Nil	4.09
Total		**52,362.45**	**1,428.19**	**2,072.84**	**3,270.21**	**19.57**	**59,153.27**

Note 34.3.3 Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Company maintains its cash and cash equivalents and bank deposits with banks having good reputation, good past track record and high quality credit rating and also reviews their credit-worthiness on an on-going basis.

The maximum exposure to credit risk at the reporting date is primarily from trade receivables. Credit risk has always been managed by the Company 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.

On account of the adoption of Ind AS 109, the Company uses ECL model to assess the impairment loss or gain. The Company uses a provision matrix to compute the ECL allowance for trade receivables and unbilled revenues. The provision matrix takes into account available external and internal credit risk factors and the Company's experience for customers.

The Company reviews trade receivables on periodic basis and makes provision for doubtful debts if collection is doubtful. The Company also calculates the expected credit loss (ECL) for non-collection of receivables. The Company makes additional provision if the ECL amount is higher than the provision made for doubtful debts. In case the ECL amount is lower than the provision made for doubtful debts, the Company retains the provision made for doubtful debts without any adjustment.

The allowance for lifetime ECL on customer balances for the year ended 31st March, 2026 was Rs. 2,882.13 Lakhs and for the year ended 31st March, 2025 was Rs. 2,883.28 Lakhs

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Balance at the beginning	2,883.28	2,894.26
Impairment loss recognised	23.90	22.91
Impairment loss reversed	(25.05)	(33.89)
Balance at the end	2,882.13	2,883.28

The company has assessed that credit risk on other Financial Asset, the same is insignificant based on the empirical data. Credit risk from balances with banks and financial institutions is managed by the Company’s treasury department in accordance with the Company’s assessment of credit risk about particular financial institution. None of the Company’s cash equivalents, including term deposits (i.e., certificates of deposit) with banks, were past due or impaired as at each balance sheet date.

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 35 Contingent Liabilities

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Value Added demands disputed by Company/vat Authorities (Against which Company has paid Rs.10.24 Lakhs, as at 31/03/2025 Rs.10.24 Lakhs)	77.43	77.43
Income Tax Demands disputed in appeal by Company/Income Tax Authorities (Against which Company has paid Rs. 1,942.25 Lakhs, as at 31/03/2025 Rs.1,373.60 Lakhs)	Nil	1,944.36
Excise & Customs demands disputed in appeal by Company/Authorities (Against which Company has paid Rs. 41.43 Lakhs, as at 31/03/2025 Rs. 41.43 Lakhs)	41.43	41.43
Amount not Acknowleged as Debt by the Company	34.39	684.39
Show cause notice received from Various Authorities in respect of Excise & Customs	9.37	9.37
Excess ITC claimed for period FY 17-18 as per order no 108/GST/ADC/CHD/24 dtd 03/02/2025 Rs. 22.10 Lakhs Against which company has paid Rs. 1.10 Lakhs	22.10	22.10
GSTR DRC-01 SCN Ref ZD240226053874B dtd 17/02/2026 for Tax Not Paid or Short Paid Rs. 30.82 Lakhs FY 2021-22	30.82	Nil
Disputed Tax demand In appeal by Company in respect of ESIC (Against which Company has paid Rs.8.68 Lakhs, as at 31/03/2025 Rs.8.68 Lakhs)	34.72	34.72
Letter of Credit and Bank Guarantee	2,076.11	1,936.94
Civil Suits filed against the Company by various Individuals	Amount not Quantifiable	Amount not Quantifiable
A Letter received by the Company from Service Tax Department seeking Clarification on Selling Commission	Amount not Quantifiable	Amount not Quantifiable
Civil/Labour Suits filed against Company	Amount not Quantifiable	Amount not Quantifiable
Total	**2,326.38**	**4,750.74**

Note 35.1 Commitments

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Estimated Amount of Contract to be execcuted on Capital Account (Against Which the Company has paid Rs. 6.77 Lakhs (as at 31/03/2025 Rs. 79.65 Lakhs)	16.93	190.49
Total	**16.93**	**190.49**

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 36 Capital Management Disclosures

Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide return to shareholders and benefits to other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

Company manages the capital structure and makes the adjustment to it in the light of changes in economic conditions and risk characteristics of the underlying assets. The company monitors capital on the gearing ratio basis. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (Non-Current borrowing and current borrowings) less cash and cash equivalents. Total capital is calculated as total shareholder's equity.

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Non-Current borrowings (Refer Note 15)	4,990.20	6,331.92
Current borrowings (Refer Note 15)	5,671.10	15,107.36
Current maturities of long-term borrowings (Refer Note 15)	1,072.61	3,422.19
Total Borrowings	**11,733.90**	**24,861.47**
Less: Cash & Cash Equivalents (Refer Note 10)	354.40	251.30
Net Debt	**11,379.50**	**24,610.17**
Total Equity attributable to equity share holders of the company (Refer Note 13 & 14)	65,118.33	61,878.92
Gearing ratio	0.17	0.40

Note 37 Related Party Disclosures

a. List of Key Management Personnel with whom transactions have occurred during the year

(₹ in Lakhs)

Name of Key Management Personnel	Designation	Total Transaction during 2025-26	Total Transaction during 2024-25
Deepak Chiripal	Chief Executive Officer	299.04	293.70
Shaktidan Gadhavi	Whole Time Director	7.49	7.79
Suresh Chand Maheshwari	Chief Financial Officer	23.46	23.14
Rinku Patel	Company Secretary	8.26	6.30
Giraj Mohan Sharma	Independent Director (Retierment on 28/09/2025)	1.00	2.50
Kirit Vaikunthraya Joshi	Independent Director	2.00	2.50
Rahul Mehta	Independent Director	2.00	2.50
Nalini Nageswaran	Independent Director	2.00	2.50
Ambalal Chhitanhai Patel	Independent Director (Appointed on 17/09/2025)	1.00	Nil
Suresh Chatterjee	Independent Director (Appointed on 06/08/2025)	1.00	Nil

b. List of close members of family of Key Management Personnel with whom transactions have occurred during the year

(₹ in Lakhs)

Name of close members of family of Key Management Personnel	Relationship	Total Transaction during 2025-26	Total Transaction during 2024-25
Bhagyeshri Gadhavi	Relative of Whole Time Director	3.40	3.54
Nirmala Maheshwari	Relative of Chief Financial Officer	29.43	29.30

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 37 Related Party Disclosures (Contd..)

c. List of entities in which Key Management Personnel have control or significant influence with whom transactions have occurred during the year

(₹ in Lakhs)

Name of Entity	Total Transaction during 2025-26	Total Transaction during 2024-25
Chiripal Industries Limited	35,845.73	47,019.18
Nova Textiles Private Limited	98.33	2,138.99
Vishal Fabrics Limited	1.84	2.34
Shanti Exports Private Limited	9.83	27.56
Vraj Integrated Textiles Park Limited	61.86	51.06
True Green Bio Energy Limited (Formerly known as CIL Nova Petrochemicals Limited)	17.94	5.61
Nandan Terry Limited	1,078.40	1,187.22
Chiripal Charitable Trust	39.86	Nil
Chiripal Textile Mills Private Limited	13.83	Nil
Shanti Shirting Private Limited	8.80	1.73
Narol Textile Infrastructure & Enviro Management	47.35	64.75
Hunky Dory Travel Private Limited	5.91	12.87
Hexa Biochem Private Limited	7.55	13.83
Creative Garments Private Limited	0.06	Nil
Nandan Industries Private Limited	3.29	Nil
Quality Exim Private Limited	4.90	Nil
TG Power Solutions Private Limited (Formerly known as Chiripal Nova Industries Private Limited)	3.11	2.27
Omkar Dying & Printing Mills Private Limited	2.83	2.33
Nandan Corporation LLP	16.79	47.09
Green Renewables Private Limited	Nil	3.50
Uniformverse Private Limited	5.13	1.75

d. Outstanding balances due from related parties (Refer Note 9.1 & 21)

(₹ in Lakhs)

Name of Related Party	Nature of Asset	As at 31/03/2026	As at 31/03/2025
Nova Textiles Private Limited	Trade Receivable	165.12	1,119.17
Nandan Terry Limited	Trade Receivable	715.93	836.29
Chiripal Industries Limited	Trade Receivable	3,339.68	1,888.32
Vishal Fabrics Limited	Trade Receivable	104.59	102.67
True Green Bio Energy Limited (Formerly known as CIL Nova Petrochemicals Limited)	Trade Receivable	1.49	Nil
Chiripal Textile Mills Private Limited	Trade Receivable	1.00	1.00
Shanti Shirting Private Limited	Trade Receivable	487.77	497.00
Nandan industries Private Limited	Trade Receivable	1.62	Nil
Quality Exim Private Limited	Trade Receivable	5.26	5.26
Srikunj Weaving Private Limited	Trade Receivable	15.95	16.17
TG Power Solutions Private Limited (Formerly known as Chiripal Nova Industries Private Limited)	Trade Receivable	2.62	0.72
Uniformverse Private Limited	Advance from Customer	(0.00)	0.00
Omkar Dying & Printing Mills Private Limited	Trade Receivable	2.03	0.74

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 37 Related Party Disclosures (Contd..)

e. Outstanding balance due to related parties (Refer Note 7,17 & 22)

(₹ in Lakhs)

Name of Related Party	Nature of Liability	As at 31/03/2026	As at 31/03/2025
Vraj Integrated Textile Park Limited	Creditor for Exp	13.86	13.71
Nandan Industries Private Limited	Advance recoverable in cash or kind	(289.18)	(289.18)
True Green Bio Energy Limited (Formerly known as CIL Nova Petrochemicals Limited)	Advance recoverable in cash or kind	Nil	(32.47)
Narol Textile Infrastructure & Enviro Management	Advance recoverable in cash or kind	(0.05)	Nil
Dholi Spintex Private Limited	Trade Payable	0.03	0.03
Hexa Biochem Private Limited	Trade Payable	0.69	0.47
Hunky Dory Travel Private Limited	Advance recoverable in cash or kind	(0.41)	Nil
Nirmala Maheshwari	Advance recoverable in cash or kind	(0.25)	(0.25)

f. Compensation to Key Management Personnel

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Short-term employee benefits	347.25	340.93
Post Employment Benefits	11.16	11.08
Total	**358.40**	**352.00**

g. Transactions with Related Parties

(₹ in Lakhs)

Particulars	2025-26	2024-25
Purchase of Material		
Entities in which KMP have control or significant influence	3,119.51	3,640.55
Total	**3,119.51**	**3,640.55**
Rent		
Entities in which KMP have control or significant influence	10.23	28.06
Total	**10.23**	**28.06**
Membership Fees		
Entities in which KMP have control or significant influence	0.25	Nil
Total	**0.25**	**Nil**
Donation Exp(CSR)		
Entities in which KMP have control or significant influence	39.86	Nil
Total	**39.86**	**Nil**
Repairs and Maintainance		
Entities in which KMP have control or significant influence	118.09	156.30
Total	**118.09**	**156.30**
Sale of Goods		
Entities in which KMP have control or significant influence	33,968.62	46,732.42
Total	**33,968.62**	**46,732.42**
Sale of Capital Asset		
Entities in which KMP have control or significant influence	Nil	0.96
Total	**Nil**	**0.96**
Rent Income		
Entities in which KMP have control or significant influence	1.20	1.30
Total	**1.20**	**1.30**
Travelling Expenses		
Entities in which KMP have control or significant influence	5.91	12.87
Total	**5.91**	**12.87**

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 37 Related Party Disclosures (Contd..)

(₹ in Lakhs)

Particulars	2025-26	2024-25
Remuneration Paid		
Key Management Personnel	338.25	330.93
Close members of family of Key Management Personnel	3.40	3.54
Total	**341.64**	**334.47**
Director Sitting Fees		
Key Management Personnel	9.00	10.00
Total	**9.00**	**10.00**
Legal and Professional Fees		
Entities in which KMP have control or significant influence	29.43	29.30
Total	**29.43**	**29.30**
Transportation Charges		
Entities in which KMP have control or significant influence	7.66	9.61
Total	**7.66**	**9.61**
Purchase of Capital Assets		
Entities in which KMP have control or significant influence	2.00	Nil
Total	**2.00**	**Nil**

Note: List of transaction, out of the transactions reported in the above table, where the transactions entered in to with single party exceeds 10% of the total related party transactions of similar nature are as under:

(₹ in Lakhs)

Particulars	2025-26	2024-25
Expenditure:		
Purchase of Material:		
- Chiripal Industries Limited	3,087.76	3,587.34
- Nova Textiles Private Limited	Nil	Nil
- True Green Bio Energy Limited (Formerly known as CIL Nova Petrochemicals Limited)	Nil	Nil
Rent		
- Shanti Exports Private Limited	9.83	27.56
Capital Asset purchased		
- Nova Textiles Private Limited	2.00	Nil
Travelling Expenses		
- Hunky Dory Travel Pvt Ltd	5.91	12.87
Repairs and Maintainance and Other Expenses		
- Vraj Integrated Textile Park Ltd	54.20	40.96
- Narol Textile Infrastructure & Enviro Management	47.10	64.75
- Nandan Corporation LLP	16.79	47.09
Legal and Professional Fees		
- Nirmala Maheshwari	29.43	29.30
Transportation Charges		
- Vraj Integrated Textile Park Limited	7.66	9.61
Membership Fees		
- Narol Textile Infrastructure & Enviro Management	0.25	Nil
Income Received:		
Sale of Goods		
- Nova Textiles Private Limited	Nil	Nil
- Chiripal Industries Limited	32,757.57	43,431.84
Rent Income		
- TG Power Solutions Private Limited (Formerly known as Chiripal Nova Industries Private Limited)	0.60	Nil
- Omkar Dying & Printing Mills Private Limited	0.60	Nil
Remuneration Paid:		
- Deepak Chiripal	299.04	293.70

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 38 Details Of Hedged And Unhedged Exposure in Foreign Currency Denominated Monetary Items

a Exposure in foreign currency - Hedged

The Company enters into forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Company does not enter into any derivative instruments for trading or speculative purposes.

The forward exchange contracts used for hedging foreign currency exposure and outstanding as at reporting date are as under:

Currency	Number of Contracts	Sell Amount in Foreign Currency in Lakhs	Indian Equivalent (Rs. in Lakhs)
Forward contract to Sell USD - As at 31/03/2026	Nil	Nil	Nil
Forward contract to Sell USD - As at 31/03/2025	Nil	Nil	Nil

b Exposure in foreign currency - Unhedged

The foreign currency exposure not hedged as at 31st March, 2026 are as under:

Currency	Payable (FC in Lakhs)		Receivable (FC in Lakhs)	
	As at 31/03/2026	As at 31/03/2025	As at 31/03/2026	As at 31/03/2025
USD	(0.07)	2.64	13.20	7.05
EURO	Nil	Nil	Nil	Nil

Currency	Payable (INR in Lakhs)		Receivable (INR in Lakhs)	
	As at 31/03/2026	As at 31/03/2025	As at 31/03/2026	As at 31/03/2025
USD	(7.09)	220.57	1,252.01	587.59
EURO	Nil	Nil	Nil	Nil

Note 39 Corporate Social Reponsibility

(₹ in Lakhs)

Sr. No	Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
1	Gross amount required to be spent by the company during the year	61.31	91.51
2	Amount Spent during the year on		
	(i) Construction/ Acquisition of any assets		
	In Cash	Nil	Nil
	Yet to be paid	Nil	Nil
3	(ii) On purpose other than (i) above		
	In Cash	63.19	92.99
	Yet to be paid	Nil	Nil

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 40 Segment Reporting

The Company is considered to be engaged in Textile Industry with all activity revolving around this business and accordingly the company has only one reportable business segment in accordance with the requirement of Ind AS 108- Operating Segment.

The Geographical details of Revenue and Non Current Asset are as Under:

(₹ in Lakhs)

Sr. No.	Particulars	India	Rest of World	Total	Year
1	Segment Revenues	2,85,178.04	2,009.34	2,87,187.38	For 2025-26
		3,51,823.42	2,844.14	3,54,667.56	For 2024-25
2	Segment Assets	42,907.43	Nil	42,907.43	As at 31/03/2026
		51,960.68	Nil	51,960.68	As at 31/03/2025

Details of customer contributing 10% or more of total revenue :

Particulars	Year Ended 31/03/2026	Year Ended 31/03/2025
No. of customers contributing 10% or more of total revenue (individually)	3	2
Amount of revenue (₹ in Lakhs)	1,15,878.87	1,52,835.51
% of total revenue	40.35%	43.09%

Note 41

The financial statement are approved by the Board of Directors & Audit Committee at their meeting on 28th May, 2026.

Note 42

A Fire had broken out on 20th Jan, 2026 in Yarn Dying Division at the factory located at Piplaj, Ahmedabad. The Property, Plant and Equipment destryoed by fire having a net carrying value of Rs. 4.24 Lakhs have been reduced from the block of Property, Plant and Equipment of the company. The loss in respect of Property, Plant and Equipment due to fire has been presented seprately under the head of Other Expenses in statement of Profit and Loss. The said loss on account of Fire is fully covered by Insurance. The Company has accounted for this amount as amount receivalbe from the Insurance company disclosed under "Other Current Financial Asset" and under statement of Profit and Loss under head "Other Income".

Note 43 Dividend

(₹ in Lakhs)

Particulars	As at 31/03/2026	As at 31/03/2025
Equity shares		
Final dividend for the year ended **31st March 2026** of Rs.Nil Lakhs (**31st March 2025** Rs. Nil Lakhs) per fully paid share has been distributed	Nil	Nil
Dividends not recognised at the end of the reporting period		
In addition to the above dividends, since year end the directors have recommended the payment of a final dividend of Rs.Nil Lakhs per fully paid equity share (31st March 2025 – Rs. Nil Lakhs). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	Nil	Nil

Note 44

On periodical basis and as and when required, the Company reviews the carrying amounts of its assets and found that there is no indication that those assets have suffered any impairment loss. Hence, no such impairment loss have been provided in the Financial Year 2025-26 (PY. Rs. Nil Lakhs)

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 45 Details in respect of Analytical Ratios of the Company

Sr. No.	Particulars	Numerator/ Denominator	₹ in Lakhs	Current Period	₹ In Lakhs	Previous Period	% of Variance	Explanation for any change in the ratio by more than 25% as compared to the preceding year.
1	Current Ratio	Current Assets	60,254.02	2.25	79,813.07	1.49	50.89%	Due to Receivable from Govt has been recoverd and outstindng has been reduced
		Current Liabilities	26,818.16		53,600.95			
2	Debt - Equity Ratio	Total Debts	11,733.90	0.18	24,861.47	0.40	-55.15%	Due to Pre payment of term Loan Total Debt has been reduced
		Shareholders Equity	65,118.33		61,878.92			
3	Debt Service Coverage Ratio	Earning available for Debt services	9,677.33	2.38	12,809.12	3.06	-22.18%	
		Debt Service	4,067.56		4,189.95			
4	Return on Equity Ratio	Net profit After tax - Prefernce Dividend	3,312.84	5.22%	3,344.85	5.56%	6.11%	
		Average of Shareholder Funds	63,498.62		60,197.98			
5	Inventory turnover Ratio	Cost of Goods Sold	2,51,591.80	15.74	3,13,181.04	18.19	-13.45%	
		Average Inventory	15,982.97		17,220.12			
6	Trade Receivables turnover Ratio	Turnover	2,82,862.74	6.38	3,48,648.74	7.90	-19.30%	
		Average Trade Receivables	44,358.83		44,122.81			
7	Trade payables turnover Ratio	Purchase	2,50,460.62	10.16	3,16,953.71	12.54	-18.96%	
		Average Trade Creditors	24,651.23		25,282.33			
8	Net Capital turnover Ratio	Net Sales	2,82,862.74	8.46	3,48,648.74	13.30	-36.40%	Due to Decrease of Turnover Compare to previous year
		Working Capital	33,435.86		26,212.12			
9	Net Profit Ratio	Net Profit	3,312.84	1.17%	3,344.85	0.96%	22.08%	
		Net Sales	2,82,862.74		3,48,648.74			
10	Return on Capital employed	Earning Before Interest and Taxes	5,299.52	8.14%	7,527.28	12.16%	-33.10%	Due to Decrease in Turnover compare to previous year
		Capital Employeed	65,118.33		61,878.92			
11	Return on investment	Income generated from investment	39.03	44.50%	27.21	49.80%	-10.64%	
		Average Investment	87.71		54.65			

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 46 Assets Hypothicated / Mortgage as Security

The Carrying amount of assets Hypothicated / Mortgage as Security for Current and non Current borrowing are:

Particulars	Note No.	As at 31/03/2026	As at 31/03/2025
Non-Current Assets			
Property Plant & Equipment	3, 3.1	42,046.39	45,883.69
Capital Work in progress	3.2	110.87	70.80
Other Intangible Assets	4	12.36	20.06
Total Non Current Assets Hypothicated / Mortgage as Security		**42,169.63**	**45,974.54**
Current Assets			
Inventories	8	14,284.59	17,681.36
Financial Assets			
Trade Receivable	9	37,664.84	51,052.81
Cash and cash equivalents	10	354.40	251.30
Other Bank Balance	11	2,015.87	2,375.31
Other Financial Assets	6	3,024.05	5,927.27
Other Current Assets	7	2,548.60	2,127.73
Total Current Assets Hypothicated / Mortgage as Security		**59,892.36**	**79,415.78**
Total Assets Hypothicated / Mortgage as Security		**1,02,061.99**	**1,25,390.32**

Note: Asset Hypothicated / Mortgage as security includes the Securities hypothecated with the bank for current and non-current borrowing by the company.

Note 47 - Additional Regualtory Information

The disclosures required by amendment to Division II of Schedule III of the Companies Act, 2013, are given only to the extent applicable:

(i) Details of Benami Property:The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) Details of Charges: The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iii) Details of crypto currency or virtual currency : The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) Utilization of borrowed funds and share premium: The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(iv)(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

(iv)(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficial

(v) Undisclosed Income: The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(vi) Willful Defaulter: The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

(vii) Compliance with number of layers of Companies: The Company has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

Notes to Financial Statements

for the Year ended 31st March, 2026

Note 47 - Additional Regualtory Information (Contd..)

(viii) Valuation of PP&E, Intangible asset and Investment Property : The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year

(ix) 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.

(x) Details in respect of difference in respect of Current Assets as per Books and details as provided in quarterly returns filed by the company, the details of the same are as under:

For the Financial Year 2025-2026

(₹ in Lakhs)

Quarter	Name of the Bank	Particularsof Security Provided	Amount as per Books	Amount Reported in Quarterly Return / Statement	Amount of Difference	Reason or Material Discrepancies
Jun-2025	Consortium Finance	Inventories	16,780.19	16,130.59	649.60	Due to Change in Stock Valuation rate.
		Trade Receivable	55,580.65	53,536.11	2,044.54	Due to Change in bifurcation of accounts in to Customer, Vendor and Advance received from Customer, Promotor Group Company Balances.
		Trade Payable	33,400.07	29,847.59	3,552.48	Due to Change in bifurcation of accounts in to Customer, Vendor and Advance received from Customer, Promotor Group Company Balances.
Sep-2025	Consortium Finance	Inventories	12,573.43	12,910.05	(336.62)	Due to Exclusion of Export Sale in transit and Due to Change in Valuation Rate.
		Trade Receivable	54,744.12	51,436.87	3,307.25	Net Trade receivable has changed due to Exclusion of Export Sale in transit and Due to Change in Customer Grouping and Due to creation of ECL Provision.
		Trade Payable	27,641.58	28,228.72	(587.14)	Due to Change in bifurcation of accounts in to Customer,Vendor, Advance Paid to Supplier and Due to provision for Expense.
Dec-2025	Consortium Finance	Inventories	14,373.21	14,795.85	(422.64)	Inventory has changed due to Reversal of Export Sale in transit and Due to Change in valuaiton Rate
		Trade Receivable	42,247.47	37,981.52	4265.96	Net Trade receivable has changed due to Exclusion of Export Sale in transit and Due to Change in Customer Grouping.
		Trade Payable	21,446.16	22,048.11	(601.95)	Due to Change in bifurcation of accounts in to Customer, Vendor, Advance Paid to Supplier and Due to provision for Expense.
Mar-2026	Consortium Finance	Inventories	14,284.58	13,897.01	387.58	Inventory has changed due to Reversal of Export Sale in transit and Due to Change in valuaiton Rate
		Trade Receivable	37,664.84	34,130.90	3,533.94	Net Trade receivable has changed due to Exclusion of Export Sale in transit and Due to Change in Customer Grouping.
		Trade Payable	17,423.89	17,584.07	(160.18)	Due to Change in bifurcation of accounts in to Vendor and Advance Paid to Supplier.

Notes to Financial Statements
for the Year ended 31st March, 2026

Note 47 - Additional Regualtory Information (Contd..)

For the Financial Year 2024-2025

(₹ in Lakhs)

Quarter	Name of the Bank	Particulars of Security Provided	Amount as per Books	Amount Reported in Quarterly Return / Statement	Amount of Difference	Reason or Material Discrepancies
Jun-2024	Consortium Finance	Inventories	17,571.12	16,315.41	1,255.71	Due to Change in Stock Valuation rate.
		Trade Receivable	43,543.19	39,840.67	3,702.52	Due to Change in bifurcation of accounts in to Customer, Vendor and Advance received from Customer, Promotor Group Company Balances.
		Trade Payable	22,971.95	20,159.10	2,812.84	Due to Change in bifurcation of accounts in to Customer, Vendor and Advance received from Customer, Promotor Group Company Balances.
Sep-2024	Consortium Finance	Inventories	14,382.34	14,213.81	168.53	Due to Exclusion of Export Sale in transit and Due to Change in Valuation Rate.
		Trade Receivable	57,483.24	55,350.71	2,132.53	Net Trade receivable has changed due to Exclusion of Export Sale in transit and Due to Change in Customer Grouping and Due to creation of ECL Provision.
		Trade Payable	30,594.35	31,646.52	(1,052.17)	Due to Change in bifurcation of accounts in to Customer,Vendor, Advance Paid to Supplier and Due to provision for Expense.
Dec-2024	Consortium Finance	Inventories	17,488.36	17,242.97	245.39	Inventory has changed due to Reversal of Export Sale in transit and Due to Change in valuaiton Rate
		Trade Receivable	56,707.80	54,547.97	2,159.83	Net Trade receivable has changed due to Exclusion of Export Sale in transit and Due to Change in Customer Grouping.
		Trade Payable	35,268.95	37,595.25	(2,326.30)	Due to Change in bifurcation of accounts in to Customer, Vendor, Advance Paid to Supplier and Due to provision for Expense.
Mar-2025	Consortium Finance	Inventories	17,681.36	17,280.15	401.21	Inventory has changed due to Reversal of Export Sale in transit and Due to Change in valuaiton Rate
		Trade Receivable	51,052.81	47,286.42	3,766.39	Net Trade receivable has changed due to Exclusion of Export Sale in transit and Due to Change in Customer Grouping.
		Trade Payable	31,878.57	32,313.59	(435.02)	Due to Change in bifurcation of accounts in to Vendor and Advance Paid to Supplier.

(xi) The Company does not have any transctions or relationships with any companies struck off under section 248 of the Companies Act, 2013.

As per our report of even date attached herewith.

For, **Nahta Jain & Associates**
Chartered Accountants
(Firm Regd. No. 106801W)

(Gaurav Nahta)
Partner
(M.No. 116735)

Date :28/05/2026
Place: Ahmedabad

For & on behalf of the Board of Directors of
NANDAN DENIM LIMITED

Jyotiprasad Chiripal
(Managing Director)
(DIN: 00155695)

Shaktidan Gadhavi
(Whole Time Director)
(DIN: 09004587)

Deepak Chiripal
(Chief Executive Officer)

Date :28/05/2026
Place: Ahmedabad

Suresh Maheshwari
(Chief Financial Officer)

Rinku Patel
(Company Secretary)

Nandan

One world with denim

Nandan Denim Limited
Chiripal House, Shivaranjani Cross Road,
Satellite, Ahmedabad – 380 015, Gujarat, India
Phone: 079 – 69660000
Fax: 079 – 2676 8656