

# **45<sup>th</sup>** **ANNUAL REPORT**



***2024 - 2025***

**ADINATH TEXTILES LIMITED**



**BOARD OF DIRECTORS**

Mr. Rajneesh Oswal	Chairman & Managing Director	(DIN : 00002668)
Mr. Vishal Oswal	Vice-Chairman & Managing Director	(DIN : 00002678)
Mr. Krishan Sethi	Independent Director	(DIN : 00157646)
Mrs. Priya Begana	Independent Director	(DIN : 07706647)
Mr. Ravinder Kumar	Independent Director	(DIN : 09733167)

**CHIEF FINANCIAL OFFICER**

Mr. Rajesh Kumar

**COMPANY SECRETARY**

Ms. Harpreet Kaur

**STATUTORY AUDITORS :**

M/s. Kamboj Malhotra & Associates  
(Formerly Known as M/s. Malhotra  
Manik & Associates)  
Chartered Accountants  
Ludhiana.

**SECRETARIAL AUDITORS :**

M/s. P.S. Bathla & Associates  
Ludhiana.

**REGISTERED OFFICE & WORKS**

CIN: L17115PB1979PLC003910  
Village Bholapur, P.O. Sahabana  
Chandigarh Road, Ludhiana - 141 123  
Tel: +91-9876100948  
Email: atl@shreyansgroup.com  
Website: www.adinathtextiles.com

**OFFICES**

5 A-C, Gopala Tower, 25, Rajendra  
Place, New Delhi- 110008.  
TEL: +91-11-25818258-59, 25721042  
EMAIL: sil.delhi@shreyansgroup.com

**Registrar & Transfer Agents**

Skyline Financial Services (p) Limited  
D-153/A, 1st Floor  
Okhla Industrial Area, Phase - 1,  
New Delhi - 110020  
Tel.: 011 40450193-97  
Email: admin@skylinerta.com

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## NOTICE

NOTICE is hereby given that the 45th Annual General Meeting of the members of the Company will be held on Tuesday, the 30<sup>th</sup> day of September, 2025 at 11:00 A.M. at the Registered Office of the Company at Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana 141 123 to transact the following business:

**AS AN ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a director in place of Mr. Rajneesh Oswal (DIN: 00002668), who retires by rotation and being eligible offers himself for re-appointment.

**AS SPECIAL BUSINESS****ITEM NO. 3**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

“**RESOLVED THAT** consent of the Members of the company be and is hereby accorded to the re-appointment of Mr. Vishal Oswal (DIN: 00002678) as Vice-Chairman & Managing Director of the Company for a period of five years w.e.f. 1st May, 2025 to 30th April, 2030, without payment of remuneration, in accordance with provisions of sections 196 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V of the said Act including any statutory modification or re-enactment thereof, and set out in the agreement to be entered into between the Company and Mr. Vishal Oswal, draft of which is submitted to this meeting and the same is hereby specifically approved.”

“**RESOLVED FURTHER THAT** the board be and is hereby severally authorized to do all such act, deeds and things and to execute all such documents, instruments and writing as may be required to give effect to the aforesaid resolution.”

**ITEM NO. 4**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s P.S. Bathla & Associates, Practising Company Secretaries, Ludhiana (CP No. 2585) be and is hereby appointed as Secretarial Auditors of the Company for a period of 5 consecutive years, commencing from the financial year 2025-26 to 2029-30, to conduct the Secretarial Audit and issue the Secretarial Audit Report and

Annual Secretarial Compliance Report, on such terms & conditions, including remuneration as may be as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.”

**RESOLVED FURTHER THAT** approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolutions.”

**By order of the Board  
For Adinath Textiles Limited**

**Sd/-  
Harpreet Kaur  
Company Secretary  
(ACS 49237)**

**Dated : 28<sup>th</sup> May, 2025**

**Regd. Office: Village Bholapur,  
P.O. Sahabana, Chandigarh Road,  
Ludhiana 141 123**

**CIN: L17115PB1979PLC003910**

**Tel.: +91-98761-00948**

**Email: atl@shreyansgroup.com**

**Website: www.adinathtextiles.com**

**NOTES:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

**2. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

3. Members/proxies are requested to bring their copy of Annual Report to the Meeting and bring in duly filled attendance slips enclosed herewith to attend the meeting. Shareholders/ Proxy holders are requested to

produce at the entrance, duly filled and signed attendance slips for admission to the Meeting Hall.

Corporate members are required to send a certified copy of the Board Resolution to the Company, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.

4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed herewith.

5. The Register of Members and Share Transfer books of the Company shall remain closed from 24th September, 2025 to 30th September, 2025 (both days inclusive), for the purpose of Annual General Meeting of the Company.

6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their question in writing to the Company, so as to reach the registered office of the Company at least 10 days before the date of the meeting so that information required may be made available at the time of the Meeting.

7. In compliance with Ministry of Corporate Affairs (MCA) and SEBI's circulars; the notice of the 45th AGM and Annual Report for FY 2024-25 is being sent only through electronic mode to those members whose email addresses are registered with the company/RTA/depositories. The members may note that, the notice will also be available on the company's website at [www.Adinathtextiles.com](http://www.Adinathtextiles.com), website of the stock exchange i.e. BSE limited at [www.bseindia.com](http://www.bseindia.com) and on website of the e-voting agency- Central Depository & Services limited at [www.evotingindia.com](http://www.evotingindia.com). Any shareholder of the company interested in obtaining a physical copy of the said annual report may write to the company secretary at [atl@shreyansgroup.com](mailto:atl@shreyansgroup.com).

8. Members are requested to :

- Quote their folio number/Client ID & DP-ID in all correspondence with the company.
- Notify immediately to the company any change in their address/ mandate, if any.
- Register their e-Mail id with the company or its Registrar or their depository participant to enable the company to send the notices and other reports through email.

9. Shares of the Company are available for De-Materialization under **ISIN- INE207C01019**. Members who have not opted for De-Materialization are requested to do so in their own interest.

**10. Please note that the meeting is for members or**

**their proxies only. Please avoid being accompanied by non members and children.**

11. A remote e-voting facility for the members shall also be provided in terms of Section 108 of the Companies Act, 2013 and rules made there under and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise the right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

12. M/s P.S. Bathla & Associates, Company Secretaries in practice, Ludhiana have been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms). Based on the report received from the scrutinizer, the Company will submit details of the voting results within two working days of the conclusion of the Meeting to the stock exchange as required under Reg. 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The results declared alongwith the Scrutinizer's report will also be posted on the website of the Company [www.adinathtextiles.com](http://www.adinathtextiles.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

## **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING 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.

- The voting period begins on 26<sup>th</sup> September 2025 (09.00 A.M.) and ends on 29<sup>th</sup> September 2025 (05.00 P.M.). 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 23<sup>rd</sup> September 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 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 share holders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/Depository Participants.**

Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

Pursuant to above said SEBI Circular, Login method for e-Voting 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 <b>CDSL Depository</b>	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided</p>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>CSDL Depository</b>	<p>by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>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.</p> <p>3) If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in Demat mode with <b>NSDL Depository</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "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. 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</p>

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>NSDL Depository</b>	<p>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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Individual Share holders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at toll free no. 1800225533
Individual Share holders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(v) Login method for e-Voting 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](http://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](http://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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>



- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the **EVSN (250827028)** for **<Adinath Textiles Limited>** on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) 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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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 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; [atl@shreyansgroup.com](mailto:atl@shreyansgroup.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## 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 e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013,

**FORMING PART OF THE NOTICE OF ANNUAL GENERAL MEETING****ITEM NO. 3**

On the recommendations of the Nomination & Remuneration Committee and subject to the approval by the members of the Company, the Board of Directors at their meeting held on 13th February, 2025 have re-appointed Sh. Vishal Oswal as the Vice-Chairman & Managing Director of the Company for a further period of five years i.e. from 1st May, 2025 to 30th April, 2030. The Board of Directors has not proposed any remuneration for Sh. Vishal Oswal for holding the office of Vice-Chairman & Managing Director of the Company.

The re-appointment of Sh. Vishal Oswal shall be without remuneration. Further, no sitting fee shall be payable to Sh. Vishal Oswal during his tenure for attending any meeting of the Board or Committee thereof.

Sh. Vishal Oswal aged 53 years is the Vice-Chairman & Managing Director of the Company. He is a Commerce Graduate and has a good experience of more than two decade in the field of management & administration.

He is also holding the Office of Vice-Chairman & Managing Director in Shreyans Industries Limited and Director in the following companies:

1. Achin Investment & Mercantile Company
2. Levina Investment & Mercantile Company
3. Ojasvi Investment & Mercantile Company
4. Oasis Share Trading (P) Ltd.

A copy of the draft agreement for re-appointment of Sh. Vishal Oswal as Vice-Chairman & Managing Director, setting out the terms and conditions is available for inspection by members at registered office of the company during working hours.

The Board recommends the Special resolution set forth at Item no. 3 of the Notice for the approval of the members.

**NOTICE OF INTEREST**

None of the Directors/ Key Managerial Personnel of the company/ relatives, except Sh. Vishal Oswal, the appointee himself and Sh. Rajneesh Oswal being relative of Mr. Vishal Oswal, is interested in the proposed resolution.

**ITEM NO. 4**

Pursuant to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit by a Secretarial Auditor who shall be Peer Reviewed Company Secretary and annex a Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of one term (in case of individual)/ two terms

(in case of firm) of five consecutive years, with the approval of its shareholders in its Annual General Meeting. Accordingly, the Board of Directors of the Company at their meeting held on 28th May, 2025 has recommended the appointment of M/s P.S. Bathla & Associates (CP No. 2585) Practicing Company Secretaries as the Secretarial Auditor of the Company for a term of five consecutive years, commencing from the financial year 2025-26 to 2029-30.

M/s. P.S. Bathla & Associates have consented to their appointment as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2015 read with SEBI (LODR) Regulations, 2015. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the applicable Act & Rules made thereunder and SEBI (LODR) Regulations.

**Disclosure pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:**

**Proposed Fees Payable to Secretarial Auditor:** ₹25,000 (Rupees Twenty Five Thousand only) plus applicable tax and Reimbursement of out of pocket expenses if any for financial year 2025-26. The remuneration for the subsequent year(s) of their term shall be determined by the Board of the Directors based on the recommendation of the Audit Committee.

**Terms of Appointment:** 5 Consecutive Years i.e. from the financial year 2025-26 to financial year 2029-30.

**Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: Not Applicable**

**Basis of Recommendation of Appointment:** Based on evaluation and consideration of various factors such as industry experience, competency of the audit team, efficiency and quality in conduct of audit, independent assessment, etc. , further based on the recommendation of the Audit Committee, the Board re-commends the Ordinary Resolution for appointment of Secretarial auditor.

**Details in relation to and credentials of the secretarial auditor proposed to be appointed:** Mr. Parminder Singh Bathla (ICSI fellow membership no. 4391, CP No. 2585) is proprietor of M/s. P. S. Bathla & Associates. His Firm i.e. M/s. P. S. Bathla & Associates, Ludhiana is a peer reviewed firm and he is serving as a Secretarial Auditor to various listed and unlisted companies. Mr. Parminder Singh Bathla is a post graduate in commerce and a fellow member of the Institute of Company Secretaries of India. He is also a registered as an Insolvency Professional. He is having a rich

experience of more than 40 years in handling compliances under Companies Act, Corporate Law and related legislations, Secretarial Audit, Due Diligence, Corporate Restructuring advisory services for Merger, Amalgamation, take over, Scrutinizer for E-voting/Postal Ballot.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the

Secretarial Auditors.

Necessary resolution is proposed at item No. 4 of the aforesaid notice as an ordinary resolution. The Directors of your company recommend the above resolutions for your consideration and approval.

#### **NOTICE OF INTEREST**

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

#### **ANNEXURE TO ITEM NOS. 2 & 3 OF THE NOTICE**

**Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting (in pursuance of Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.**

<b>Name of the Director</b>	<b>Rajneesh Oswal</b>	<b>Vishal Oswal</b>
DIN	00002668	00002678
Age	59 Years	53 Years
Date of Appointment on the Board	30.06.1989	31.07.1999
Nature of Expertise in specific functional areas	Management and Administration	Management and Administration
Qualifications	MBA	Commerce Graduate
No. of Board Meetings attended during the financial year	4 out of 4	4 out of 4
Details of remuneration paid in FY 24-25	Nil	Nil
Directorship of other public limited companies	Shreyans Industries Limited	Shreyans Industries Limited
Memberships of committees of other Public Listed Entity (Mandatory Committees only)	Stakeholder's Relationship Committee and Audit Committee (Shreyans Industries Limited)	Stakeholder's Relationship Committee (Shreyans Industries Limited)
Details of Listed Entity from which person has resigned in past three years	Nil	Nil
Disclosure of relationship between directors inter-se	Mr. Rajneesh Oswal and Mr. Vishal Oswal are real brothers.	Mr. Vishal Oswal and Mr. Rajneesh Oswal are real brothers.
No. of Shares held in the Company	1000	10

**By order of the Board  
For Adinath Textiles Limited  
Sd/-  
Harpreet Kaur  
Company Secretary  
(ACS 49237)**

**Dated : 28<sup>th</sup> May, 2025**  
**Regd. Office: Village Bholapur,**  
**P.O. Sahabana, Chandigarh Road, Ludhiana 141 123**  
**CIN : L17115PB1979PLC003910**  
**Tel. : +91-98761-00948**  
**Email : atl@shreyansgroup.com**  
**Website : www.adinathtextiles.com**

## DIRECTORS' REPORT

Your Directors are pleased to present the 45th Annual Report on the operational and financial performance of the Company along with Audited Financial statements for the year ended 31st March 2025.

## FINANCIAL RESULTS

Particulars	(₹ in lakhs)	
	2024-25	2023-24
Income from Operations	---	---
Other Income	136.10	189.42
Profit/ (Loss) before interest & depreciation	17.57	73.67
Less Interest	0.17	4.06
Gross Profit/ (Loss)	17.40	69.61
Depreciation and amortization expense	5.41	6.18
Profit/ (Loss) Before Tax	11.99	63.43
Provision For Taxation (including deferred tax)	2.98	15.80
Profit/ (Loss) after Tax from continuing operations	9.01	47.63
Profit / (Loss) from discontinued operations	---	---
Profit / (Loss) for the year	9.01	47.63

## CORPORATE REVIEW

The company has given its vacant factory buildings on lease for warehousing purpose. The income from lease is recognized as other income.

The other income of the company, including the income from lease, during the financial year 2024-25 is ₹136.10 Lacs in comparison to ₹189.42 Lacs for previous financial year 2023-24.

## EQUITY SHARE CAPITAL

The paid up Equity Share Capital as on 31st March 2025 was ₹681.44 Lacs. During the year under review, the Company has neither issued any shares nor granted stock options and nor sweat equity.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantee and Investments covered under section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statement for Financial Year ended 31st March 2025.

## OTHER EQUITY

The Company does not propose to carry any amount to any reserves.

## DIVIDEND

Due to absence of adequate profits, your Directors are unable to recommend any dividend for the financial year under review.

## DEPOSITS

During the Financial year under review the company has not accepted any deposits within the meaning of section 73 of the companies Act, 2013 and rules made thereunder.

## NUMBER OF MEETINGS HELD

The details of Board and Committee/other meetings held in Financial Year 2024-25 are given in the Corporate Governance Report.

## DIRECTORS/KEY MANAGERIAL PERSONNEL

In compliance with the provisions of Section 152 of the Companies Act, 2013 read with the Articles of Association of the company, Mr. Rajneesh Oswal, Chairman & Managing Director of the Company, is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment. The Board recommends his reappointment.

Sh. Vishal Oswal was re-appointed as Vice-Chairman & Managing Director of the Company for a period of five years which was valid till 30th April, 2030. The Nomination & Remuneration Committee in its meeting held on 13th February, 2025 has recommended to the Board the re-appointment of Sh. Vishal Oswal as Vice-Chairman & Managing Director.

The Board of Directors in its meeting held on 13th February, 2025 has approved and recommended the re-appointment of Sh. Vishal Oswal as Vice-Chairman & Managing Director for a further period of five years commencing from 1st May, 2025.

All independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149[6] of the Companies Act, 2013 and Regulation 16[1][b] of the SEBI [Listing Obligations & Disclosure Requirements] Regulations, 2015].

There were no changes in Key Managerial Personal during the year under review.

#### **BOARD EVALUATION**

Pursuant to provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out as an annual performance evaluation of its own performance and the performance of the individual Directors as well as the evaluation of the working of its committees. The manner in which the evaluation was carried out has been explained in the Corporate Governance.

#### **REMUNERATION POLICY**

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their Remuneration. The said policy has been uploaded on the website of the Company. The Key provisions of Nomination and Remuneration policy are appended as an **Annexure I** to the Board's report.

#### **AUDIT COMMITTEE**

The Company has duly constituted Audit Committee, the scope of which is quite comprehensive and is in conformity with the provisions of the Companies Act, 2013 and Listing Regulations. The composition of the Audit Committee is given in Corporate Governance Report.

All the recommendations of the Audit Committee were accepted by the Board.

#### **DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

The Company has adopted the Whistle Blower Policy/Vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's Code of Conduct and Ethics. Such mechanism/policy is also uploaded on the website of the Company.

#### **STATUTORY AUDITORS**

At Annual General Meeting held on 29th September 2022, M/s Kamboj Malhotra & Associates (Formerly Known as M/s Malhotra Manik & Associates) were appointed as Statutory Auditors of the company to hold office from 42nd Annual General Meeting till the conclusion of the 47th Annual General Meeting.

The Auditors' Report on the accounts of the Company for the year under review requires no comments. Further, there were no frauds reported by the Statutory Auditors of the Company during the period under review neither under Section 143(12) of neither the Act nor which are reportable to the Central Government.

#### **COST AUDIT**

Cost audit for the financial year 2024-25 is not applicable to the company as per Section 148 along with Companies (Cost Records and Audit) Rules, 2014 and any other notification issued by the Ministry of Corporate Affairs, hence no cost auditor was appointed for cost audit purposes.

#### **SECRETARIAL AUDIT**

M/s P.S. Bathla & Associates, Practising Company Secretaries at Ludhiana, were appointed to conduct the secretarial audit of the Company for Financial Year 2024-25, as required under Section 204 of the Companies Act, 2013 and Rules made there under. The Secretarial Audit Report for Financial Year 2024-25 is appended as an Annexure II to the Board's Report.

The Secretarial Auditors' in their report and in Annual Secretarial Compliance Report (Under Regulation 24A of SEBI LODR Regulations, 2015) for year ended 31st March 2025 has marked no observation.

The Board has recommended the appointment of M/s P.S. Bathla & Associates, Practising Company Secretaries, as Secretarial Auditor of the Company for a period of 5 consecutive years, commencing from the financial year 2025-26 to 2029-30, subject to the approval of members of the company.

**RELATED PARTY TRANSACTIONS**

All Related Party transactions entered during the financial year were on arm's length basis and in the ordinary course of business. There were no materially significant related party transactions during the year.

Since there were no contracts/arrangements/transactions which were not at arm's length basis or material with Related Party during the year; disclosure in form AOC-2 is not applicable.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013, the rules there under and Listing Regulations.

This Policy as considered and approved by the Board has been uploaded on the website of the Company at [https://www.adinathtextiles.com/pdf/Related\\_Party\\_Transaction\\_Policy.pdf](https://www.adinathtextiles.com/pdf/Related_Party_Transaction_Policy.pdf)

**PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as an Annexure III and forms an integral part of this report.

**ANNUAL RETURN**

Annual Returns as of previous years are available on the website of the company at [www.adinthtextiles.com](http://www.adinthtextiles.com).

A copy of Annual Return for the financial year 2024-25 will be available on the website of the company after submission of the same to the Registrar of Companies.

**INDUSTRIAL RELATIONS**

The Company maintained healthy, cordial and harmonious industrial relations at all levels.

**DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY**

The Company has been addressing various risks through well-defined risk management policy/procedures, which in the opinion of the Board may threaten the existence of the Company.

**INTERNAL FINANCIAL CONTROL SYSTEMS**

The Company had laid down adequate internal financial controls with reference to financial statements. During the year such controls were tested and no material weakness in their operating effectiveness was observed.

**BASIS OF PREPARATION OF FINANCIAL STATEMENT**

Financial statements for the year ended 31st March, 2025 have been prepared in accordance with Indian Accounting Standards [Ind-AS], the provisions of the Company Act, 2013 and guidelines issued by the Securities and Exchange Board of India [SEBI]. The Ind-AS are prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies [Indian Accounting Standards] Rules, 2015 and relevant amendment rules issued thereafter.

**ASSOCIATES AND SUBSIDIARIES**

The Company has no Associates & Subsidiaries as on 31st March, 2025.

**CORPORATE GOVERNANCE**

As per the provisions of Listing Regulations, a separate Report on Corporate Governance practices followed by the Company together with a Certificate from the Practicing Company Secretary, confirming compliance forms part of this report.

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

As required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies [Accounts] Rules, 2014 the particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo is appended as Annexure IV to the Board's report.

**CHANGE IN THE NATURE OF BUSINESS**

There is no change in the nature of business.

**MATERIAL CHANGE**

There are no material changes or commitments affecting the financial position of the Company have occurred during the year under consideration, or after closure of the financial year till the date of this report.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations.

**DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your Directors confirm that:

- (a) In the preparation of the annual accounts the applicable Indian Accounting Standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- (f) The directors had devised proper systems to ensure compliance with the provisions all applicable laws and that such systems were adequate and operating effectively.

**GENERAL DISCLOSURES**

The Company has already complied with provisions relating to the constitution of Internal Complaint committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act. 2013. There were no complaints/cases reported with Internal Complaint Committee formed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act. 2013.

**ACKNOWLEDGMENTS**

Your Directors place on record their sincere appreciation for the contributions made by the employees through their dedication, hard work and commitment in achieving your Company's performance. In an increasingly competitive environment collective dedication of employees is delivering superior and sustainable shareholder value.

The Board also places on record its sincere appreciation towards the Company's valued customers, vendors, shareholders and investors for their continued support to the Company.

**For and on Behalf of the Board  
For Adinath Textiles Limited**

**Sd/-**

**Rajneesh Oswal**

**Chairman & Managing Director  
(DIN : 00002668)**

**Place : Ludhiana  
Date : 28<sup>th</sup> May, 2025**

**Annexure I****NOMINATION AND REMUNERATION POLICY**

The Key provisions of the Nomination and Remuneration policy are given below:

The guiding principle is that the remuneration and the other terms of employment shall be competitive in order to ensure that the Company can attract and retain competent Executives.

The Nomination and Remuneration policy for executives reflects the remuneration philosophy and principles of the Shreyans Group. When determining the remuneration policy and arrangements for Executive Directors/KMP's, the Nomination and Remuneration Committee shall consider pay and employment conditions with peers / elsewhere in the competitive market to ensure that pay structures are appropriately aligned and that levels of remuneration remain appropriate in this context.

The Committee while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the company successfully.



The Nomination and Remuneration Committee while considering a remuneration package must ensure a balanced approach reflecting short and long term performance objectives appropriate to the working of the company and its goals.

The Committee shall consider that a successful remuneration policy must ensure that any increase in the remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

Nomination and Remuneration policy is guided by a common reward framework and set of principles and objectives as particularly envisaged under section 178 of the Companies Act 2013, inter alia principles pertaining to determining qualifications, positives attributes, integrity and independence etc.

Remuneration packages are designed to attract high-caliber executives in a competitive market and remunerate executives fairly and responsibly. The remuneration shall be competitive and based on the individual responsibilities and performance.

Remuneration is designed to motivate delivery of our key business strategies, create a strong performance-orientated environment and reward achievement of meaningful targets over the short- and long-term.

Executive remuneration shall be proposed by the Committee and subsequently approved by the Board of Directors. In determining packages of remuneration, the Committee may consult with the Chairman/Managing Director as appropriate.

Information on the total remuneration of members of the Company's Board of Directors and KMPs shall be disclosed in the Company's Annual Report.

The Company may grant any advance salary/loan to employees of the Company at concessional/Nil interest rates as it deems fit subject to tax laws.

The Board may delegate the appointment and remuneration powers in case of Sr. Management Personnel (except KMPs and Directors) to the Chairman & Managing Director and/or Vice-Chairman & Managing Director by way of Board Resolution.

The appointment letters of all Sr. Management Personnel, KMPs and Directors shall draw reference to the fact that the appointment and remuneration is in accordance with the Nomination and Remuneration Policy of the Company.

#### Annexure II

#### Form No. MR-3

#### SECRETARIAL AUDIT REPORT

#### FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2025

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

To,

The Members,

Adinath Textiles Limited

Vill. Bholapur P O Sahabana

Chandigarh Road, Ludhiana-141123

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Adinath Textiles Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:



1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s Adinath Textiles Limited** ("The Company") for the financial year ended on 31<sup>st</sup> March, 2025 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable as the Company has not issued further capital during the financial year under review)
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable as the Company has not issued any shares/options to directors/employees under the said guidelines/regulations during the year under review)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable, as the Company has not issued Debt Securities during the Audit Period under review)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial Year under review);
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during the Audit Period as there was no event in this regard)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable as the Company has not bought back/proposed to buy-back any of its securities during the financial year under review.)
- (VI) Textiles (Development and Regulation) Order, 2001

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).
- (ii) The SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015

I report that during the period under review the company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards etc. mentioned above.

## 2. I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including one women 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.
- Adequate notice is given to all directors to schedule the Board Meetings and agenda, detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board Meetings and Committee Meetings have been carried out unanimously as recorded in the minutes of the meetings of Board of Directors and Committee of the Board, as case may be.

I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For P S Bathla & Associates**  
**Company Secretaries**

(P. S. Bathla)  
FCS No. 4391  
C.P No. 2585

Peer Review No. 1306/2022

SCO-6, Feroze Gandhi Market, Ludhiana

Place : Ludhiana  
Date : 28<sup>th</sup> May, 2025  
UDIN : F004391G000467876

**Note: This Report is to be read with my Letter of even date which is annexed as Annexure A and forms an integral part of this report.**

**'Annexure A'**

To,  
The Members,  
Adinath Textiles Limited  
Vill. Bhoapur P O Sahabana  
Chandigarh Road, Ludhiana-141123

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process 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. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For P S Bathla & Associates  
Company Secretaries**

**(P. S. Bathla)**

**FCS No. 4391**

**C.P No. 2585**

**Peer Review No. 1306/2022**

**SCO-6, Feroze Gandhi Market, Ludhiana**

**Place : Ludhiana**

**Date : 28<sup>th</sup> May, 2025**

**Annexure III**

**REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES**

The information required pursuant to Section 197 read with Rule 5 (1) and (2) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is furnished hereunder:

1 (i)

Name of the Director/KMP and Designation	Remuneration in Fiscal 2024-25 ₹ in lakhs	% Increase in remuneration from previous year	Ratio of Remuneration to MRE#
Rajneesh Oswal (Chairman & Managing Director)	---	---	---
Vishal Oswal (Vice-Chairman & Managing Director)	---	---	---
Rajesh Kumar (Chief Financial Officer)	7.40	7.83%	3.23
Harpreet Kaur (Company Secretary)	2.53	---	1.10

Note: For this purpose, sitting fees paid to the Directors have not been considered as remuneration.

#MRE-Median Remuneration of Employee based on annualized salary.

- (ii) The median remuneration of employees of the Company during the financial year was Rs. 2.29 lakhs p.a;
- (iii) The percentage increase in the median remuneration of employees In the financial year ;26.59%
- (iv) There were 26 permanent employees on the rolls of the Company as on 31st March, 2025;
- (v) Average percentile increase already 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:

Percentage of increase in salary of Employees other than managerial personnel: 11.23%

Percentage of increase in salary of managerial Personnel: 5.70%

(vi) The key parameters for any variable component of remuneration availed by the directors; Nil

(vii) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel, Senior Management Personnel and other employees.

## 2 Details of top ten employees in terms of remuneration:

Name of Employee	Designation of the employee	Remuneration received* ₹ in lakhs	Qualifications	Experience (No. of Years)	Date of Commencement of employment	Age (years)	The last employment held by such employee before joining the Company	%age of equity shares held by the employee in the Company	Whether relative of any Director or Manager of the Company
Rajesh Kumar	CFO	7.40	B.COM.	33	01.04.2008	55	Dass Khanna & CO.	---	---
Krishan Kumar	Asstt. Manager (EDP)	5.87	B.COM. & PGDCA	35	05.04.2013	59	Surindera Cycles Pvt. Ltd.	---	---
Mithun Lal	Asstt. Electrical engineer	5.98	Matric	35	01.08.2014	53	Adinath Textiles Limited	---	---
Dinesh Kumar	Time office incharge	4.98	Graduate	37	01.04.2005	59	Dext Lab India Pvt.ltd.	---	---
Ravi Kant	Senior Assistant	2.79	Matric	35	01.01.2015	55	Adinath Textiles Ltd.	---	---
Raj Narain Yadav	Assistant	2.97	Graduate	20	01.08.2019	44	Surindera Cycles Pvt. Ltd.	---	---
Lallan Rai	Office Assistant	2.60	Under Matric	31	01.05.2014	48	JCT, Phagwara	---	---
Gurbachan Singh	Assistant	2.70	Under Matric	31	01.01.2012	49	Adinath Textiles Ltd.	---	---
Ranjit Singh	Security Watchman	2.61	Matric	40	16.01.2023	58	Luxes Securities, Ludhiana	---	---
Avtar Singh	Security Inspector	2.58	Matric	28	01.09.2020	57	Eveline International	---	---

Employed throughout the year and were in receipt of remuneration at the rate of not less than ₹102,00,000/- per annum: NIL

None of the Employees was employed for a part of the financial year and separated, who were in receipt of remuneration at the rate of not less than Rs 8.50 lakhs per month: NIL

### Annexure IV

#### INFORMATION UNDER SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE REPORT OF THE BOARD OF DIRECTORS CONSERVATION OF ENERGY

A) Energy Conservation is an ongoing process in the Company. The Company continued its efforts to improve energy usage efficiencies.

#### (i) Steps taken or impact on conservation of energy:

- Improvement in energy usage efficiency in lighting systems by installation of more efficient lighting solutions such as Light Emitting Diodes.
- Installation of Capacitors to maintain power factor for efficient use of power.

#### (ii) Steps taken for utilizing alternate sources of energy:

The Company is exploring potential of using alternate source of energy, which may be considered implementation in future.

#### (iii) Capital investment on energy conservation equipment during the year: NIL

## B) TECHNOLOGY ABSORPTION

(i) **Efforts made towards technology absorption:** NIL

ii) **Benefits derived:** NIL

iii) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):** N.A.

a. Details of Technology: N.A.

b. Year of Import: N.A.

c. whether the technology has been fully absorbed: N.A.

d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof - N.A.

iv) **Expenditure incurred on Research and Development:** NIL

C) **FOREIGN EXCHANGE EARNING AND OUTGO:** NIL

## MANAGEMENT DISCUSSIONS AND ANALYSIS

The company based in Ludhiana in the state of Punjab and Corporate office is located in Ludhiana of Punjab State. The company has given its vacant factory buildings on lease for warehousing purpose. The income from lease is recognized as other income.

The other income of the company, including the income from lease, during the financial year 2024-25 is ₹136.10 Lacs in comparison to ₹189.42 Lacs for previous financial year 2023-24.

## SEGMENTWISE-PRODUCTWISE PERFORMANCE

The company has only one segment.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has well defined internal control system that corresponds to the size, scope and complexities of its activities. The Company takes abundant care to design, review and monitor the working of its internal control system. Internal controls are also in place to guarantee that all assets are safeguarded and protected against loss due to unauthorized use or disposition, and that transactions are properly authorized, recorded, and reported. Internal Audit in the organization is an independent appraisal activity and it measures the efficiency, adequacy and effectiveness of other controls in the organization. All significant issues are brought to the attention of the Audit Committee of the Board.

## DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in accordance with the requirements of the Companies Act, 2013 and the Indian Accounting Standards issued by the Institute of Chartered Accountants of India. The details of the financial performance of the company are appearing in Balance Sheet, Profit & Loss Statement and other financial statements forming parts of this annual report.

## FINANCIAL STATEMENT

Financial statements of the company have been prepared in compliance with the requirements of the Companies Act, 2013 and Indian Accounting Standard.

The management of the company accepts responsibility for the integrity and objectivity of these financial statements, as well as various estimates and judgements used therein.

However, any unforeseen and uncontrollable external factors may alter these judgements.

## FINANCIAL PERFORMANCE AND ANALYSIS

The discussions in this section relate to the financial results pertaining to the year ended March 31, 2025 prepared in accordance with the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, read with the Companies [Indian Accounting Standards] Rules, as amended from time to time.

Significant accounting policies used in the preparation of the financial statements are disclosed in the notes to the financial statements.

The following table gives an overview of the financial results of the Company.

(₹ in lakhs)

Particulars	2024-25	2023-24
Income from Operations	---	---
Other Income	136.10	189.42
Profit/ (Loss) before interest & depreciation	17.57	73.67
Less Interest	0.17	4.06
Gross Profit/ (Loss)	17.40	69.61
Depreciation & amortization expense	5.41	6.18
Profit/ (Loss) Before Tax	11.99	63.43
Provision For Taxation (including deferred tax)	2.98	15.80
Net Profit/ (Loss) after Tax from continuing operations	9.01	47.63
Profit / (Loss) from discontinued operations	---	---
Profit / (Loss) for the year	9.01	47.63

## KEY FINANCIAL RATIOS

The details of key financial ratios and changes compared to previous financial year are provided in note no. 40 to the financial statements.

## HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS

The human resources development function of the Company is guided by a strong set of values and policies. Your company strives to provide the best work environment with ample opportunities to grow and explore. Your company maintains a work environment that is free from undue stress and harassment.

## REPORT ON CORPORATE GOVERNANCE

### 1. Company's philosophy of Corporate Governance

The Company is in compliance with the requirements of the guidelines on corporate governance stipulated under SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The status with regard to the various aspects of the corporate governance is given below.

The Company has laid down a Code of Conduct for all its Board members and senior management for avoidance of conflicts of interests. Company has received the necessary declaration affirming compliance with the code of conduct for the year 2024-25.

### 2. Board of Directors

#### (a) Composition:

The Company has an Executive Chairman and the number of independent directors is not less than half of the total strength of the Board. The Company has complied with the requirements of listing regulations in respect of composition of Board of Directors. None of the independent directors have any pecuniary relationship (except sitting fee) or transactions with the company.

#### (b) Attendance of each Director at the Board Meetings and the last Annual General Meeting (AGM):

Name of the Director	DIN	Category of Directorship	No. of Board Meetings attended	Attendance at the last AGM
Rajneesh Oswal Chairman & Managing Director	00002668	Promoter & Executive Director	4	Yes
Vishal Oswal Vice-Chairman & Managing Director	00002678	Promoter & Executive Director	4	Yes
Ravinder Kumar Independent Director	09733167	Non Executive Director	4	Yes
Priya Begana Independent Director	07706647	Non Executive Director	4	Yes
Krishan Sethi Independent Director	00157646	Non Executive Director	2	Yes

#### (c) Number of Companies or Committees in which the Director of the Company is a Director/Member/Chairman:

Name of the Director	No. of Directorships in all public companies*	Membership of the Board Committees in all Public Companies**	Chairmanship of the Board Committees in all Public Companies**	Directorship in other listed entity and category
Rajneesh Oswal	2	3	---	Shreyans Industries Limited (Chairman & Managing Director)
Vishal Oswal	2	2	---	Shreyans Industries Limited (Vice-Chairman & Managing Director)
Ravinder Kumar	3	5	3	Shreyans Financial and Capital Services Ltd. Shreyans Industries Limited (Non-Executive Independent Director in all above listed Companies)
Krishan Sethi	4	3	0	Shreyans Financial and Capital Services Ltd. Shreyans Industries Limited (Non-Executive Independent Director in all above listed Companies)
Priya Begana	2	4	1	Shreyans Financial and Capital Services Ltd. (Non-Executive Independent Director in all above listed Companies)

\* including Adinath Textiles Ltd. and excluding private limited companies, foreign companies, unlimited liability companies and Companies under section 8 of the Companies Act, 2013.

\*\* Board Committee for this purpose includes Audit Committee and Stakeholder's Relationship Committee of Public Limited companies (including committees of Adinath Textiles Ltd.)

(d) Four Board Meetings were held during the Financial Year 2024-25 on 28th May 2024, 13th August 2024, 12th November 2024 and 13th February 2025.

(e) The Board is comprised of qualified members bringing the required skills, expertise and competence to give fruitful contributions to achieve highest standards of Corporate Governance. The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company.

Business Dynamics	Understanding of business dynamics, across various markets, industry verticals and regulatory jurisdictions.
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.

DIRECTORS AS ON 31ST MARCH 2025	Attributes		
	Business Dynamics & leadership	Strategy and Planning	Governance
Rajneesh Oswal	✓	✓	✓
Vishal Oswal	✓	✓	✓
Priya Begana	✓	✓	✓
Krishan Sethi	✓	✓	✓
Ravinder Kumar	✓	✓	✓

(f) The Board of Directors hereby confirms that in its opinion, the Independent Directors of the Company fulfill the conditions as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations and are independent of the management.

(g) None of the Directors of the Company has resigned before the expiry of his tenure.

During the year all the relevant information required was placed before the Board and decisions taken at the Board Meeting are promptly communicated to the concerned Department(s). Actions taken on the decisions on the previous meeting are reported at the succeeding meeting of the Board. Board periodically reviews the compliance of various laws and regulations applicable to the company.

## Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, a system has been put in place to carry out performance evaluation of the Board, its Committees and individual directors. An appraisal format has been devised covering various aspects of the Board's functioning such as adequacy of composition of the board and its Committees, board process, culture and accountability etc. Similarly, a separate format is also formulated for carrying out evaluation of the performance of individual Directors including the Chairman of the Board, which inter-alia include parameters such as level of engagement and contribution, understanding of industry and global trends, and independence of judgment etc.

## Board Familiarization Programme

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter alia explains the role, functions, duties and responsibilities expected from him/her as a Director of the Company. The Director is also explained in detail the compliance required from him/her under the Companies Act, 2013, Listing Regulations and other relevant laws/regulations.

The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him/her to effectively fulfill his/her role as Director of the Company. The details of familiarization programmes have been posted on the website of the Company.

## 3. Audit Committee

### i. Terms of Reference:

Company has duly constituted Audit Committee, the scope of which is quite comprehensive and is in conformity with the provisions of the Companies Act, 2013 and Listing Regulations.

All the financial statements of the Company are first reviewed by the Audit Committee before presentation to the Board of Directors. The Audit committee discusses the reports of Statutory Auditors, Internal Auditors, Secretarial Auditors of the company. The appointment of Statutory and Secretarial are recommended by the Audit Committee.

**ii. Composition, Name of Members and Chairperson**

Name of Member	Designation	Meetings Attended
Ravinder Kumar	Chairperson	4
Priya Begana	Member	4
Krishan Sethi	Member	2

iii. Four Meetings of the Audit Committee were held during Financial Year 2024-25 on 28th May 2024, 13th August 2024, 12th November 2024 and 13th February 2025.

**4. Nomination and Remuneration Committee**

**i. Terms of Reference:**

The terms of reference of this Committee are wide enough covering the matters specified under the Listing Regulations and the Companies Act, 2013.

**ii. Composition, Name of Members and Chairperson**

One meeting of the Nomination and Remuneration Committee were held during the Financial Year 2024-25 on 13th February 2025.

Name of Member	Designation	Meetings Attended
Ravinder Kumar	Chairman	1
Priya Begana	Member	1
Krishan Sethi	Member	1

**iii. Nomination and Remuneration Policy**

The Nomination and Remuneration policy of the Company is designed to attract, motivate and retain manpower in competitive market. The Key provisions of such policy are given in Board's Report.

**iv. Remuneration of Directors**

**Executive Directors**

Company has not paid remuneration to any of the Executive Director.

**Non- Executive Directors**

The Non-Executive Directors are paid the sitting fee or reimbursement of out of pocket expenses incurred by them for attending the meeting of Board or any committee thereof. The sitting fee amount is within the limits prescribed under the Companies Act, 2013 and rules made there under. No other payment is made to any of the Non-executive Director. No stock option has been given to any of the Directors, including Executive Directors.

(Amount in ₹)

Name of Member	Category	Sitting Fees for Board Meeting
Ravinder Kumar	Independent Director	3,000
Priya Begana	Independent Director	30,000
Krishan Sethi	Independent Director	1500



**5. Stakeholders Relationship Committee**

The Board has formed an investors' Grievance Committee named as Stakeholder's Relationship Committee to specifically look into the Redressal of investors' complaint like transfer of shares, non-receipt of balance sheet or non-receipt of credit of shares into the De-mat account etc. The committee also approves issue of duplicate share certificate(s) and other related matters and oversees and reviews all matters connected with the share transfer.

**I. Composition**

Name of Member	Designation	Meetings Held	Meetings Attended
Ravinder Kumar	Chairman	1	1
Rajneesh Oswal	Member	1	1
Priya Begana	Member	1	1
Vishal Oswal	Member	1	1

ii. Mrs. Harpreet Kaur, Company Secretary is the compliance officer and acts as secretary to the committee(s). The Company has designated the email id [atl@shreyansgroup.com](mailto:atl@shreyansgroup.com) for the purpose of registering complaints by investors electronically. The email id is displayed on the company's website.

iii. The details regarding the investor's complaints are as under:

Particulars	No. of Complaints	Particulars	No. of Complaints
Pending as on 01-04-2024	0	Resolved during the year	0
Received during the year	0	Pending as on 31-03-2025	0

**6. Independent Directors Meeting**

During the year, the Independent Directors met on 13th February, 2025 to:

- Review the performance of Non-Independent Directors and the Board as a whole.
- Review the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.
- Evaluate 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.

**7. General Body Meetings**

(i) Location and time where last three Annual General Meetings were held and details of special resolution(s) passed:

Financial Year	Date of A.G.M	Time	Venue	No. of Special Resolutions Passed
2023 - 2024	30th Sept., 2024	11.00 A.M.	Regd. Office of the Company at Vill. Bholapur, P.O. Shabana, Chandigarh Road, Ludhiana- 141123	1
2022 - 2023	29th Sept., 2023	11.00 A.M.	-----Do-----	1
2021 - 2022	29th Sept., 2022	11.00 A.M.	-----Do-----	3

**(ii) Postal Ballot**

During the year under review, no resolution was passed through Postal Ballot.

**8. Disclosures**

- The details of related party transactions are placed before Audit Committee and these are disclosed in the Notes on Account to the Balance Sheet. For the year 2024-25, there was no transaction of material nature with related parties, which are not in the normal course of business.



- ii. There are no pecuniary relationships (except sitting fees) or transactions of non-executive directors vis-à-vis Company that have a potential conflict with the interests of the company.
- iii. The Company is in compliance with the requirements of the Stock exchanges, SEBI and other statutory authorities on all matters relating to the capital market during the last three years. The company has complied with all mandatory requirements of clause Listing Regulations on corporate governance. The company has followed accounting treatment as prescribed in Accounting Standards applicable to the Company. There were no penalties or strictures imposed on the company by Stock Exchanges or SEBI, any statutory authority on any matter related to the above.
- iv. As on 31st March, 2025 none of the non-executive directors, is holding any equity shares of the company.
- v. The Company has a Whistle Blower Policy in place for employees to report concerns about unethical behavior. No personnel have been denied to approach the Management or the Audit Committee on any issue.
- vi. Mr. Rajneesh Oswal, Chairman & Managing Director, Mr. Vishal Oswal, Vice Chairman & Managing Director are real brothers. No other director is having any relationship with each other.
- vii. All the necessary disclosures/policies/codes/intimations etc under the Companies Act, 2013, SEBI (LODR) Regulations, as amended from time to time and other enactments etc are uploaded under separate section "INVESTORS" on website of the Company i.e. [www.adinathtextiles.com](http://www.adinathtextiles.com).

## 9. Means of Communication

i	Quarterly Results	Published in the newspapers every quarter
ii	Newspapers wherein results normally published	The Financial Express and Nawa Zamana
iii	Any website, where results are displayed	<a href="http://www.adinathtextiles.com">www.adinathtextiles.com</a>
iv	Whether it also displays official news releases	No
v	The presentations made to Institutional Investors or to the Analysts	No

**Online Filing:** Periodical compliance filings like shareholding pattern, corporate governance report, announcements, corporate actions etc. have been filed electronically on BSE –Corporate Compliance & Listing Centre.

**SCORES (SEBI Complaints Redressal System):** The Investor Complaints are processed in a centralized web based complaints Redressal system on [www.scores.sebi.gov.in](http://www.scores.sebi.gov.in), a website maintained by SEBI (Securities and Exchange Board of India). The main feature of this system is central database of all complaints, online upload of action taken reports (ATR's) by the concerned companies and online view by investors of action taken on complaints and its current status. The Company had dispose of all the pending complaints filed through scores.

## 10. General Share Holders Information

### (i) Annual General Meeting:

Date & Time: Tuesday, the 30<sup>th</sup> day of September, 2025 at 11:00 A.M.

Place: Regd. office of the Company at Vill. Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana -141 123.

### (ii) Financial Year: The company's Financial Year starts from 1<sup>st</sup> April every year and conclude on 31<sup>st</sup> March, next year.

### (iii) Book Closure: Wednesday, 24<sup>th</sup> September, 2025 to Tuesday, 30<sup>th</sup> September, 2025 (both days inclusive).

### (iv) Company has not declared any dividend during the year 2024-25.

### (v) Listing Details: The Equity shares of the Company are listed on Bombay Stock Exchange Limited, Phirozee Jeejeebhoy Towers, 25th floor, Dalal Street, Mumbai-400001 Stock Code (BSE): 514113

### (vi) Depositories for Equity Shares: National Securities Depository Limited (NSDL) and Central Depository Services limited (CDSL).

ISIN No. for the Companies Equity Shares: INE207C01019

### (vii) Registrar and Share Transfer Agent.

The details of Registrar & Transfer Agents areas under

Name : Skyline Financial Services (P) Ltd.  
 Address : D-153/A, 1st Floor, Okhla Industrial Area, Phase -1, New Delhi -110 020  
 Phone No. : 011-011-40450193-97, Fax No.: 011-26812682  
 Contact Person : Mr. Parveen Sharma, Email: [parveen@skylinert.com](mailto:parveen@skylinert.com)

(viii) Distribution of Equity share capital as on 31.03.2025  
Nominal Value of Each Share: Rs.10

Share Holding Nominal Value (in Rs.)		No. of Share Holders	% to Total Numbers	Share Holding Amount (in Rs.)	% to Total Amount
From	To				
Up To 5,000		24963	97.17	27228160.00	39.96
5,001	10,000	462	1.80	3585090.00	5.26
10,001	20,000	156	0.61	2262450.00	3.32
20,001	30,000	48	0.19	1158800.00	1.70
30,001	40,000	18	0.07	630560.00	0.93
40,001	50,000	5	0.02	215680.00	0.32
50,001	1,00,000	19	0.07	1210420.00	1.78
1,00,000 and Above		20	0.08	31852340.00	46.74
<b>TOTAL</b>		<b>25691</b>	<b>100.00</b>	<b>68143500.00</b>	<b>100.00</b>

\* The distribution is after excluding the shares forfeited but not re- allotted.

(ix) As on 31.03.2025, 63.95% of the total paid up capital of the company is held with depositories in dematerialized form.

(x) **Share Transfer System**

With effect from April 1, 2019, SEBI has mandated that no share can be transferred by the Company in physical mode. Shares of the Company are available for De-materialization under ISIN INE207C01019. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

**Shareholders who hold shares in the physical form and wish to make Change/ nomination in respect of their shares in the company, as permitted under Companies Act, 2013 may submit the same to Registrars & Transfer Agents of the company in the prescribed Form.**

(xi) The Company has not issued any GDR's/ADR's and there are no warrants or any convertible warrants.

(xii) Location of Plant:

Adinath Textiles Ltd.,

Vill. Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana (Punjab) 141 123

(xiv) Address for Correspondence:

Adinath Textiles Limited, Vill. Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana (India) -141 123

Ph. 9876100948, Email: atl@shreyansgroup.com, Website: www.adinathtextiles.com

Registered Office

Adinath Textiles Limited

Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana (India) -141123 Ph. 9876100948,

Email: atl@adinathtextiles.com

Website: www.adinathtextiles.com

**12. OTHER DISCLOSURES**

- The Company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging activities is not applicable.
- There is no Non-Compliance of any requirement of Corporate Governance Report of Sub para (2) to (10) of Part C of Schedule V of the Listing regulations.
- The Company has complied with all the applicable corporate governance requirements specified in regulation 17 to 27 with schedule II and V of the Listing Regulations.
- The Company has paid total fees of Rs. 50,000/- for FY 2024-25 for all services to the Statutory Auditors of the Company.
- All the necessary disclosures/policies/codes/intimations etc. under the Companies Act, 2013, SEBI (LODR) Regulations, 2015 as amended from time to time and other enactments etc. are uploaded under a separate section "INVESTORS" on the website of the Company i.e. [www.adinathtextiles.com](http://www.adinathtextiles.com).
- The Company has already complied with provisions relating to the constitution of Internal Complaint committee under the Sexual Harassment of women at workplace (prevention and redressal) Act. 2013. There were no complaints/cases reported with internal complaints committee formed under the said Act.

**DECLARATION BY THE MANAGING DIRECTOR UNDER REGULATIONS 26(3) OF THE LISTING REGULATIONS**

To,  
The Members,  
Adinath textiles Ltd.  
Ludhiana.

I hereby confirm that all Board Members and Senior Management Personnel have affirmed compliance with the code of conduct for the Directors and Senior Management Personnel as approved by the Board for the Financial Year ended 31<sup>st</sup> March, 2025 in terms of regulations 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place: Ludhiana  
Date : 28<sup>th</sup> May, 2025

Sd/-  
**Rajneesh Oswal**  
Chairman & Managing Director  
(DIN : 00002668)

**Practicing Company Secretary Certificate on Compliance  
with the condition of Corporate Governance**

To  
The Members  
Adinath Textiles Ltd

We have examined the compliance of conditions of corporate governance by Adinath Textiles Limited (the company) for the year ended 31<sup>st</sup> March, 2025 as stipulated under the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to review of 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.

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.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For P. S. Bathla & Associates**  
**Company Secretaries**

(P.S. Bathla)  
C. P. No. 2585  
M. No. 4391

Place : Ludhiana  
Dated : 28<sup>th</sup> May, 2025

UDIN: F004391G000468030  
Peer Review No. 1306/2021

**CMD & CFO CERTIFICATION**

To  
The Members,  
Adinath Textiles Ltd,  
Ludhiana.

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

**Sd/-**  
**Rajneesh Oswal**  
**Chairman & Managing Director**  
**(DIN : 00002668)**  
**Place: Ludhiana**  
**Date : 28<sup>th</sup> May, 2025**

**Sd/-**  
**Rajesh Kumar**  
**Chief Financial Officer**

**Certificate from Company Secretary in Practice**  
**(Pursuant to clause 10 of Part C of Schedule V of SEBI (LODR) Regulation, 2015)**

In pursuance of sub clause (i) of clause 10 of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; in respect of Adinath Textiles Limited (CIN: L17115PB1979PLC003910), I hereby certify that:

On the basis of disclosures/declarations received from the Directors and taken on record by the Board of Directors and according to the verifications (including DIN Status of Directors at the portal([www.mca.gov.in](http://www.mca.gov.in))) as considered necessary and explanations furnished to me by the Company. I hereby certify that none of the Five Directors on the

Board of the Company as stated below for the Financial Year ended as an 31<sup>st</sup> March, 2025, has been debarred or disqualified from being appointed or continuing as Director of Companies by the SEBI / Ministry of Corporate Affairs or any such other statutory authority.

Sl. No.	Name of Director	DIN	Date of Appointment in Company
1.	Ms. Priya Begana	07706647	12/01/2017
2.	Mr. Vishal Oswal	00002678	01/05/2017
3.	Mr. Krishan Sethi	00157646	19/05/2022
4.	Mr. Rajneesh Oswal	00002668	30/06/1989
5.	Mr. Ravinder Kumar	09733167	12/11/2022

Ensuring the eligibility of / for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification.

This certificate is neither an assurance as to the future viability of the Company or of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For P. S. Bathla & Associates**  
**Company Secretaries**

**Parminder Singh Bathla**

**FCS No. 4391**

**C. P. No. 2585**

**UDIN: F004391G000467942**

**Peer Review No. 1306/2021**

**Place : Ludhiana**

**Dated : 28<sup>th</sup> May, 2025**

## INDEPENDENT AUDITOR'S REPORT

To,  
The Members

**ADINATH TEXTILES LIMITED**

### **Report on the Ind AS Financial Statements Opinion**

We have audited the accompanying financial statements of ADINATH TEXTILES LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2025, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 Ind AS and accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2025 and its net profit, its cash flows, total comprehensive income and the changes in equity for the year ended on that date.

### **Basis for Opinion**

We conducted our audit of the financial statement in accordance with Standard on Auditing (SAs) specified under section 143(10) of Act. Our responsibilities under those Standards are further described in Auditor's Responsibilities for the Audit of Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by Institute of Chartered Accountants of India (ICAI) together with the Independence requirement that are relevant to our audit of the Financial Statement under the provisions of the Act and the Rule made there under, and we have Fulfilled our other ethical responsibilities. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statement.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

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

### **Responsibilities of Management and Those Charged with Governance for Financial Statement**

The Company's Board of Directors is responsible for the matter stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation of these financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the relevant rules issued there under. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial

statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

## **Auditor's Responsibility for the audit of the Financial Statement**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the Magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in:
  - a) Planning the scope of our audit work and in evaluating the results of our work; and
  - b) To evaluate the effect of any identified misstatements in the financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be



communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 except as mentioned in paragraph 2(VI)(a).
  - c) The Balance Sheet, the Statement of Profit and Loss, Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Companies Act, 2013, read with relevant rules issued there under.
  - e) On the basis of written representations received from the directors as on March 31, 2025, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164 (2) of the Companies Act, 2013;
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
  - g) 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 financial statement. Refer clause vii(a) of the annexure-A to the audit report.
    - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - 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 therefore the provisions of sec.123 of the Companies Act 2013 are not applicable.
- VI. The reporting under Rule 11 (g) of the Companies (Audit & Auditors) Rules, 2014 is applicable from 1st April, 2023 Based on our examination, which includes

test checks, except for the instances mentioned below, the company, has used an accounting software for maintaining its books of account which has feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

VII. The feature of recording audit trail (edit log) facility was not enabled at the application layer of the accounting software relating to, property, plant & equipment, Investment Property, for complete year. We did not come across any instance of the audit trail feature being tampered with and has been preserved as per the requirements for the record retention.

**For Kamboj Malhotra & Associates**  
**Chartered Accountants**  
**Firm's Reg. No. 015848N**

**Sd/-**

**Place : Ludhiana**

**CA Amarjit Kamboj**

**Date : 28<sup>th</sup> May, 2025**

**Partner**

**Membership No. 082152**

**UDIN : 25082152BMLXXR9623**

## **ANNEXURE- A TO THE INDEPENDENT AUDITORS-REPORT**

The Annexure referred to in our Independent Auditors' Report to the members of ADINATH TEXTILES LIMITED on the Ind AS financial statements for the year ended on 31st March, 2025. We report that:

(i) In respect of the Company's Property Plant and Equipment:

(a) The Company is maintaining proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment and Intangible assets.

(b) As explained to us, all the fixed assets have not been physically verified by the management during the year, but the Company has a regular program of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets. According to the information and explanations given to us, no

material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment.

(e) The Company has not hold any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder. Hence, the reporting under clause 3(i)(e) of the Order is not applicable.

(ii) (a) According to the information and explanations given to us, the physical verification of inventories has been conducted at reasonable interval by the management. As explained to us, no material discrepancies were noticed on physical verification of inventories carried out by the management as compared to the book records.

(b) The Company has not been sanctioned working capital limits in excess of ₹5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

(iii) During the year the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence, reporting under clause 3(iii) of the Order is not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of the section 186 of the Companies Act, 2013 pursuant to investment made and the company has not granted loans to directors or to the person in whom directors are interested. Therefore the provisions of Section 185 of the Companies Act, 2013 are not applicable to the company.

(v) The Company has not accepted deposits from the public within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there

under. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.

- (vi) As per information & explanations given by the management, maintenance of cost records is not required to be maintained as required under sub-section (1) of section 148 of the companies Act, 2013 read with Rule 3 of Companies (Cost Records and Audit) Amendment Rules, 2014.

- (vii) (a) According to the information and explanations given to us and the books and records examined by us, we state that the company is regular in depositing undisputed statutory dues including income tax, provident fund, employees state insurance, service tax and other statutory dues to the appropriate authorities.

The details of the undisputed statutory dues to the extent of the arrears of outstanding statutory dues as on last day of financial year outstanding for a period of more than six months from the date they became payable :

Name of The Statutory of Dues	Amount in (Rs.)
Sales Tax	22,77,956.74
Entry Tax	2,37,798.17
Interest on PF/ESI/ SALE TAX	67,160

- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

- (ix) (a) The company has not been defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.  
 (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.  
 (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.  
 (d) The company has not raised any funds on short term basis. Hence, reporting under clause 3(ix)(d) of the Order is not applicable.  
 (e) On an overall examination of the financial

statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.  
 (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.  
 (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.  
 (c) No whistle blower complaints have been received by the Company during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.  
 (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence paragraph 3(xv) are not applicable to the Company.

(xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.

(b) According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities. Hence, reporting under clause 3(xvi)(b) of the Order is not applicable.

(c) In our opinion, The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Hence, reporting under clause 3(xvi)(c) of the Order is not applicable.

(d) The Group has more than one CIC as part of the group. There are five CIC forming part of the group.

(xvii) The Company has not incurred any cash losses in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization 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) According to the information and explanations given to us, the provisions of section 135 of the Act are not applicable to the Company. Hence, the

provisions of paragraph (xx)(a) to (b) of the Order are not applicable to the Company.

(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 the report.

**For Kamboj Malhotra & Associates**  
**Chartered Accountants**  
**Firm's Reg. No. 015848N**

**Place : Ludhiana** **CA Amarjit Kamboj**  
**Date : 28<sup>th</sup> May, 2025** **Partner**  
**Membership No. 082152**  
**UDIN : 25082152BMLXXR9623**

**Annexure B to the Independent Auditors' Report**  
**(Referred to in paragraph 1(g) under "Report on other legal and regulatory requirements" of our report of even date)**

**Report on the Internal Financial Controls under Clause (i) of sub section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

We were engaged to audit the internal financial controls over financial reporting of **ADINATH TEXTILES LIMITED** ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("the ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely

preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's Internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of Internal financial controls over financial reporting and the Guidance Note issued by the ICAI. 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 systems on financial reporting and their operating effectiveness. Our audit of Internal financial controls over financial reporting included obtaining an understanding of Internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements whether due to fraud or error.

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

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

A company's internal financial controls 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 controls over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly

reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

#### **Opinion**

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

**For Kamboj Malhotra & Associates**  
Chartered Accountants  
Firm's Reg. No. 015848N

Place : Ludhiana  
Date : 28<sup>th</sup> May, 2025

CA Amarjit Kamboj  
Partner  
Membership No. 082152  
UDIN : 25082152BMLXXR9623

# ADINATH TEXTILES LIMITED

# 45<sup>th</sup> Annual Report

## BALANCE SHEET AS AT 31ST MARCH 2025

PARTICULARS	Note No.	As at 31/03/2025 ₹	As at 31/03/2024 ₹
<b>I. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Property Plant & Equipment	3	42,48,695.77	40,99,072.34
(b) Investments Property		14,39,787.15	20,44,236.58
(c) Financial Assets	4		
- investments	5	2,59,81,894.18	1,83,44,944.31
(d) Other non-current assets	6	9,67,141.00	9,67,141.00
<b>Total Non-current Assets</b>		<b>3,26,37,518.10</b>	<b>2,54,55,394.23</b>
<b>2 Current Assets</b>			
(a) Inventories	7	1,04,797.00	1,04,797.00
(b) Financial Assets			
- Investments	8	0.00	70,21,068.29
- Trade receivables	9	24,85,074.85	24,85,074.85
- Cash and cash equivalents	10	24,22,756.14	21,24,117.85
(c) Others current assets	11	30,82,621.17	34,79,295.00
(d) Current tax assets	12	10,56,791.00	9,71,748.00
<b>Total Current Assets</b>		<b>91,52,040.16</b>	<b>1,61,86,100.99</b>
<b>Total Assets</b>		<b>4,17,89,558.26</b>	<b>4,16,41,495.22</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	13	6,99,43,500.00	6,99,43,500.00
(b) Other Equity	14	(4,01,67,482.53)	(4,10,46,697.42)
<b>Total Equity</b>		<b>2,97,76,017.47</b>	<b>2,88,96,802.58</b>
<b>LIABILITIES</b>			
<b>1 Non-current liabilities</b>			
(a) Financial Liabilities			
- Other financial liabilities	15	1,12,622.04	1,03,322.97
(b) Provisions	16	23,99,819.00	21,03,762.00
(c) Deferred Tax Liabilities (Net)	17	5,72,449.01	3,19,493.41
<b>Total Non-current Liabilities</b>		<b>30,84,890.05</b>	<b>25,26,578.38</b>
<b>2 Current liabilities</b>			
(a) Financial Liabilities			
- Other financial liabilities	18	47,85,248.00	59,10,956.35
(b) Other current liabilities	19	39,23,356.74	41,77,422.91
(c) Provisions	20	2,20,046.00	1,29,735.00
<b>Total Current liabilities</b>		<b>89,28,650.74</b>	<b>1,02,18,114.26</b>
<b>Total Equity &amp; Liabilities</b>		<b>4,17,89,558.26</b>	<b>4,16,41,495.22</b>

Subject to our separate report of even date

**For Kamboj Malhotra & Associates**

**Chartered Accountants**

**(CA Amarjit Kamboj)**

Partner

(M. No. 082152)

**PLACE : LUDHIANA**

**DATED : 28.05.2025**

**1 to 41**

The accompanying notes are an integral part of these financial statements.

**For and on behalf of the Board of Directors**

**(Rajneesh Oswal)**

Chairman and  
Managing Director  
DIN 00002668

**(Vishal Oswal)**

Vice-Chairman and  
Managing Director  
DIN 00002678

**(Harpreet Kaur)**

Company Secretary

**(Rajesh Kumar)**

CFO





# ADINATH TEXTILES LIMITED

# 45<sup>th</sup> Annual Report

## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDING 31ST MARCH 2025

PARTICULARS	Note No.	For the year ended 31/03/2025 (₹)	For the year ended 31/03/2024 (₹)
I. Revenue from operations		---	---
II. Other income	21	1,36,10,362.74	1,89,41,955.26
III. <b>Total Income (I + II)</b>		<b>1,36,10,362.74</b>	<b>1,89,41,955.26</b>
IV. <b>EXPENSES</b>			
Employee Benefits expense	22	81,41,103.00	79,27,995.00
Financial costs	23	16,636.64	4,06,167.92
Depreciation and amortization expense	3	5,41,055.00	6,17,920.00
Other expenses	24	37,12,236.62	36,46,445.84
<b>Total Expenses</b>		<b>1,24,11,031.26</b>	<b>1,25,98,528.76</b>
V. <b>Profit/ (Loss) before exceptional items and tax (III-IV)</b>		<b>11,99,331.48</b>	<b>63,43,426.50</b>
VI. Exceptional items		---	---
VII. <b>Profit / (Loss) before tax (V+VI)</b>		<b>11,99,331.48</b>	<b>63,43,426.50</b>
VIII. <b>Tax expense:</b>			
i) Current tax		49,986.00	4,05,908.00
ii) Deferred tax (Assets)/Liabilities		2,60,666.59	11,74,437.30
iii) Tax expense relating to earlier years		(12,481.00)	---
IX. <b>Profit/(Loss) for the year after tax (VII-VIII)</b>		<b>9,01,159.89</b>	<b>47,63,081.20</b>
X. <b>Other Comprehensive Income</b>			
A i) Items that will not be reclassified to Profit or Loss (on account of remeasurements of defined benefit plans)		(29,656.00)	(30,128.00)
ii) Income tax related to items that will not be reclassified to profit or loss		7,711.00	7,833.00
B i) Items that will be reclassified to Profit or Loss		---	---
ii) Income tax related to items that will be reclassified to profit or loss		---	---
		<b>8,79,214.89</b>	<b>47,40,786.20</b>
XI. <b>Total Comprehensive Income/(Loss) for the period (IX+X)</b>			
<b>Earning per equity share (Nominal Value per share : ₹10)</b>			
Basic		0.13	0.70
Diluted		0.13	0.70

Subject to our separate report of even date

1 to 41

The accompanying notes are an integral part of these financial statements.

For Kamboj Malhotra & Associates  
Chartered Accountants

For and on behalf of the Board of Directors

(CA Amarjit Kamboj)  
Partner  
(M. No. 082152)

PLACE : LUDHIANA  
DATED : 28.05.2025

(Rajneesh Oswal)  
Chairman and  
Managing Director  
DIN 00002668

(Vishal Oswal)  
Vice-Chairman and  
Managing Director  
DIN 00002678

(Harpreet Kaur)  
Company Secretary

(Rajesh Kumar)  
CFO

**STATEMENT OF CHANGES IN EQUITY**
**(A) Equity Share Capital**
**As at 31st March 2025**

Balance as at 1st April 2024	Changes in Equity Share Capital due to prior period errors	Restated balance as at 01 April 2024	Changes in equity share capital during the current year	Balance as at 31st March 2025
6,99,43,500.00	—	6,99,43,500.00	—	6,99,43,500.00

**As at 31st March 2024**

Balance as at 1st April 2023	Changes in Equity Share Capital due to prior period errors	Restated balance as at 01 April 2023	Changes in equity share capital during the current year	Balance as at 31st March 2024
6,99,43,500.00	—	6,99,43,500.00	—	6,99,43,500.00

**(B) Other Equity**
**As at 31st March 2025**

PARTICULARS	Reserves and Surplus			Equity Instruments through other comprehensive income	Other items of other comprehensive income	Total
	Capital reserve	Securities premium	Retained Earnings			
Balance as at 01 April 2024	12,000.00	6,95,07,250.00	(11,08,13,385.79)	1,22,027.22	1,25,411.15	(4,10,46,697.42)
Changes in accounting policies or prior period errors						
Restated balances as at 01 April 2024	12,000.00	6,95,07,250.00	(11,08,13,385.79)	1,22,027.22	1,25,411.15	(4,10,46,697.42)
Changes in equity for the year ended 31st March 2025						
Profit for the year			9,01,159.89			9,01,159.89
Other Comprehensive Income for the year					(21,945.00)	(21,945.00)
Total Comprehensive Income for the year			9,01,159.89		(21,945.00)	8,79,214.89
Balance as at 31st March 2025	12,000.00	6,95,07,250.00	(10,99,12,225.90)	1,22,027.22	1,03,466.15	(4,01,67,482.53)



As at 31st March 2024

PARTICULARS	Reserves and Surplus			Equity Instruments through other comprehensive income	Other items of other comprehensive income	Total
	Capital reserve	Securities premium	Retained Earnings			
Balance as at 01 April 2023	12,000.00	6,95,07,250.00	(11,55,76,466.99)	1,22,027.22	1,47,706.15	(4,57,87,483.62)
Changes in accounting policies or prior period errors						
Restated balances as at 01 April 2023	12,000.00	6,95,07,250.00	(11,55,76,466.99)	1,22,027.22	1,47,706.15	(4,57,87,483.62)
Changes in equity for the year ended 31st March 2024						
Profit for the year			47,63,081.20			47,63,081.20
Other Comprehensive Income for the year					(22,295.00)	(22,295.00)
Total Comprehensive Income for the year			47,63,081.20		(22,295.00)	47,40,786.20
Balance as at 31st March 2024	12,000.00	6,95,07,250.00	(11,08,13,385.79)	1,22,027.22	1,25,411.15	(4,10,46,697.42)

Subject to our separate report of even date

The accompanying notes are an integral part of these financial statements.

For Kamboj Malhotra & Associates  
Chartered Accountants

For and on behalf of the Board of Directors

(CA Amarjit Kamboj)  
Partner  
(M. No. 094604)  
PLACE : LUDHIANA  
DATED : 28.05.2025

(Rajneesh Oswal)  
Chairman and  
Managing Director  
DIN 00002668

(Vishal Oswal)  
Vice-Chairman and  
Managing Director  
DIN 00002678

(Harpreet Kaur)  
Company Secretary

(Rajesh Kumar)  
CFO

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2025

PARTICULARS	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) Before Exceptional items & Tax	11,99,331.48	63,43,426.50
<b>Adjustment For Non Cash &amp; Non Operating Items:-</b>		
Depreciation and amortisation expences	5,41,055.00	6,17,920.00
Interest Income	(41,505.00)	(60,840.00)
Financial Expenses	16,636.64	4,06,167.92
Loss/(Profit) on Sale & Discard of PPE	0.00	0.00
Profit on sale of Investment	(1,04,628.00)	(42,565.29)
Gain on fair valuation of investments	(15,11,253.57)	(43,00,623.97)
Employee Benefits through Other Comprehensive Income	(29,656.00)	(30,128.00)
Rental Income	(1,10,30,259.00)	(1,38,07,282.00)
	(1,21,59,609.93)	(1,72,17,351.34)
<b>Operating Profit Before Working Capital Changes</b>	(1,09,60,278.45)	(1,08,73,924.84)
<b>Adjustment For Changes in Working Capital</b>		
Increase/(Decrease) in Trade Recievable	0.00	0.00
(Increase)/Decrease in Other Current Assets	3,96,673.83	(26,98,565.00)
(Increase)/Decrease in Current Tax Assets	(85,043.00)	(4,15,269.76)
(Increase)/Decrease in Other Non Current Assets	0.00	0.00
(Increase)/Decrease in Trade Payables	0.00	0.00
Increase/(Decrease) in other Current Liabilities	(2,54,066.17)	(25,299.00)
(Increase)/Decrease in Current Provisions	90,311.00	(66,731.00)
(Increase)/Decrease in Non-Current Provisions	2,96,057.00	(1,05,228.00)
(Increase)/Decrease in Other Financial Liabilities	(11,25,708.35)	(2,06,555.07)
	(6,81,775.69)	(35,17,647.83)
<b>Cash Flow From Operating Activities Before Exceptional Items &amp; tax</b>	(1,16,42,054.14)	(1,43,91,572.67)
Direct Taxes Paid	(37,505.00)	(4,05,908.00)
	(37,505.00)	(4,05,908.00)
<b>Net Cash Used in Operating Activities</b>	(1,16,79,559.14)	(1,47,97,480.67)
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(86,229.00)	(1,12,600.00)
Sale of Fixed Assets	0.00	0.00
Investment in Mutual Fund	0.00	0.00
Sale of Investment in Mutual Fund	10,00,000.00	20,00,000.00
Rental Income	1,10,30,259.00	1,38,07,282.00
Interest Income	41,505.00	60,840.00
<b>Net Cash Generated from Investing Activities</b>	1,19,85,535.00	1,57,55,522.00
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Long Term Borrowings	0.00	0.00
Financial Expenses	(7,337.57)	(3,97,636.67)
<b>Net Cash Generated from/(used in) Financing Activities</b>	(7,337.57)	(3,97,636.67)
Net Increase/(Decrease) in Cash and Cash Equivalents	2,98,638.29	5,60,404.66
Opening Cash and Cash Equivalents at the beginning of the year	21,24,117.86	15,63,713.20
Closing Cash and cash Equivalents at the closing of the year	24,22,756.15	21,24,117.86

This is the cash flow statement referred to in our report of even date.

**For Kamboj Malhotra & Associates**  
Chartered Accountants

**For and on behalf of the Board of Directors**

(CA Amarjit Kamboj)  
Partner  
(M. No. 082152)

(Rajneesh Oswal)  
Chairman and  
Managing Director  
DIN 00002668

(Vishal Oswal)  
Vice-Chairman and  
Managing Director  
DIN 00002678

(Harpreet Kaur)  
Company Secretary

(Rajesh Kumar)  
CFO

PLACE : LUDHIANA  
DATED : 28.05.2025



**1. CORPORATE INFORMATION**

Adinath Textiles Limited (the Company) is a public company incorporated under the provisions of the Companies Act, 1956. The company is temporarily engaged in business of giving its property on operating lease to different tenants. However, the company is actively engaged in profound deliberations, exploring the prospects of embarking upon a new business venture within the confines of its esteemed premises.

**2. MATERIAL ACCOUNTING POLICIES, SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS :****2.1 Statement of Compliance**

The Financial statement comply in all material aspects with Indian accounting standards guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

**2.2 Basis of preparation of financial statements**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

**2.3 Functional and Presentation Currency-** The functional currency of company is Indian rupee. These financial statements are presented in Indian rupees.**2.4 Use of Estimates And Judgements**

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of the 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. Accordingly estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made. Differences between actual results and estimates are recognized in the period in which the results are known. The areas involving significant estimates and judgement include determination of useful life of property, plant and equipment (Refer note 3), measurement of Defined Benefit Obligations (Refer note 30), recognition and Recognition of Deferred tax asset/liabilities (refer note 32).

**2.5 Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for returns, discounts, value added taxes and amounts collected on behalf of third parties. The effect on adoption of Ind AS 115 was insignificant as the revenue is of short term nature and performance obligations are satisfied upon delivery of services.

**(i) Rental Income**

The company policy for recognizing of revenue from operating lease is described below in part no 2.20.

**(ii) Interest**

Income from interest is recognized using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial assets. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

**2.6 Employees Benefits****(i) Short term employee Benefits :**

Short term Employee Benefits are recognized as an expense on an undiscounted basis in the statement of profit and loss of the year in which the related service is rendered. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services.

**(ii) Post Employment Benefits****(a) Defined Contribution Plans:****Provident Fund**

Benefits to employees are provided for by contribution to Provident Fund and other funds in accordance with provisions of Employee Provident Fund and Miscellaneous Provisions Act, 1952, the payment of which are accounted for on accrual basis. Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense when an employee renders the related service.

**(b) Defined Benefit Plans****Gratuity**

The Company provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees of the Company. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment of an amount based on the respective employee's salary and the tenure of employment of the Company. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method.

The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Remeasurements comprising of actuarial gains and losses are recognized in Other Comprehensive income which are not reclassified to profit or loss in subsequent periods.

**(iii) Long-term employee benefits (Leave Encashment)**

The liability of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method.

**2.7 Property, Plant and Equipment**

Freehold land is carried at cost. All other items of Property, plant and equipment are stated at cost, less accumulated depreciation. The cost of an item of Property, Plant and Equipment comprises:

- i) Its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates.
- ii) Any attributable expenditure directly attributable for bringing an asset to the location and the working condition for its intended use and
- iii) The initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.
- iv) The company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets as prescribed under Part C of Schedule II of the Companies Act 2013 except the assets costing 5000/- or below on which depreciation is charged @ 100% per annum on proportionate basis, are as follows:
 

Building	-	30-60 years.
Plant and Machinery	-	10-25 years.
Office Equipment	-	5 years.

Computer Equipment	- 3 years.
Furniture and fittings	- 10 years
Vehicles excluding Motor cycles	- 08 years
Motor cycles	- 10 years

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other 'non-current assets' and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the assets and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

## 2.8 Investment Property

(i) Property which is held for long-term rental yields or for capital appreciation or both, is classified as Investment Property. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, policies with respect to depreciation, useful life and derecognition are followed on the same basis as stated for Property, Plant & Equipment.

Building - 30-60 years

## (ii) Reclassification to/from Investment Property

Transfers to (or from) investment property are made only when there is a change in use. Transfers between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

## 2.9 Inventories

Inventories are valued at cost or net realizable value, whichever is lower. The cost in respect of the various items of inventory is computed as under :-

(i) In case of stores and spares at weighted average cost plus direct expenses. The cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

## 2.10 Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the asset. Other borrowing costs are recognized as an expense in the period in which they are incurred. Borrowing costs consist of interest and other costs they an entity incurs in connection with the borrowing of funds.

## 2.11 Earnings per Share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholder is divided by weighted average number of shares outstanding during the period after adjusting for the effects of all dilutive potential equity shares, if any.

## 2.12 Income Taxes

Income tax expense comprises current tax and deferred tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case it is also recognized in equity or other comprehensive income respectively.

Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements. Deferred tax

substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the assets and settle the liability simultaneously.

## 2.13 Financial instruments

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

### (i) Initial Recognition and measurement

On initial recognition, all the financial assets and liabilities are recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability except financial asset or financial liability measured at fair value through profit or loss. Transaction costs of financial assets and liabilities carried at fair value through the profit and loss are immediately recognized in the Statements of Profit and Loss.

### (ii) Subsequent measurement

#### (a) Non-derivative financial instruments

##### - Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### - Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### - Financial assets at fair value through profit or loss (FVTPL)

A financial asset is measured at fair value through profit and loss unless it is measured at amortised cost or at fair value through other comprehensive income.

##### - Financial liabilities

The financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

##### - Derecognition of financial instruments

A financial asset is derecognized when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when the obligation specified in the contract is discharged or cancelled or expired.

##### - Fair value measurement of financial instruments

The fair value of financial instruments is determined using the valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Based on the three level fair value hierarchy, the methods used to determine the fair value of financial assets and liabilities include quoted market price, discounted cash flow analysis and valuation certified by the external valuer.

In case of financial instruments where the carrying amount approximates fair value due to the short maturity of those instruments, carrying amount is considered as fair value.

**(b) Ordinary Shares**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

**2.14 Impairment of assets**

**(i) Financial assets**

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivable with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. 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 statement of profit or loss.

**(ii) Non-financial assets**

**Intangible assets and property, plant and equipment**

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that they are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years. Impairment is reviewed periodically, including at each financial year end.

**2.15 Cash flow statement**

The cash flow statement is prepared in accordance with the Indian Accounting Standard (Ind AS) - 7 "Statement of Cash flows" using the indirect method for operating activities.

**2.16 Provisions**

**(i) Provision shall be recognized when:**

An entity has a present obligation as a result of a past event :

- (a) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- (b) a reliable estimate can be made of the amount of the obligation.

**2.17 Cash and cash equivalents**

Cash and cash equivalents in the statement of financial position include cash in hand and at bank and short-term deposits with original maturity period of three months or less.

**2.18 Contingent Liabilities & Contingent Assets**

**Contingent Liabilities**

- (i) Provisions are recognized for liabilities that can be determined by using a substantial degree of estimation, if:
  - (a) The company has a present obligation as a result of a past event;
  - (b) A probable outflow of resources embodying economic benefits is expected to settle the obligation; and
  - (c) The amount of the obligation can be reliably estimated
- (ii) Contingent liability is disclosed in the case of:

- (a) a present obligation arising from a past event when it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or
- (b) a possible obligation, unless the probability of outflow of resources embodying economic benefits is remote.

#### **Contingent Assets**

- (i) Where an inflow if economic benefit is probable, an entity shall disclose a brief description of the nature of the contingent assets at the end of reporting period, and, where practicable, an estimate of their effect, measured using the principles set out as per provisions.

#### **2.19 Leases**

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

##### **Company as a lessor**

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is generally recognised on a straight line basis over the term of the relevant lease however, where the rentals are structured solely to increase the in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned. Rental income from Factory building given on operating lease can be renewed by the mutual consent of the parties after the expiry date.

#### **2.20 Significant accounting judgments, estimates and assumptions**

The preparation of financial statements in conformity with Ind AS requires management to make certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The principal accounting policies adopted by the Company in the financial statements are as set out above. The application of a number of these policies requires the Company to use a variety of estimation techniques and apply judgment to best reflect the substance of underlying transactions.

The Company has determined that a number of its accounting policies can be considered significant, in terms of the management judgment that has been required to determine the various assumptions underpinning their application in the financial statements presented which, under different conditions, could lead to material differences in these statements. The actual results may differ from the judgments, estimates and assumptions made by the management and will seldom equal the estimated results.

The Company's financial statements have been prepared on a going concern basis. The Company has performed an assessment of its financial position as at March 31, 2023 and forecasts of the Company for a period of eighteen months from the date of these financial statements (the 'Going Concern Assessment Period' and the 'Foreseeable Future').

In evaluating the forecasts, the Company has taken into consideration both the sufficiency of liquidity to meet obligations as they fall due as well as potential impact on compliance with financial covenants during the forecast period. These forecasts indicate that, based on cash generated from operations, the existing funding facilities and inter corporate deposits from subsidiaries, the Company will have sufficient liquidity to operate and discharge its liabilities as they become due, without breaching any relevant covenants and the need for any mitigating actions.

Based on the evaluation described above, management believes that the Company has sufficient financial resources available to it at the date of approval of these financial statements and that it will be able to continue as a 'going concern' in the foreseeable future and for a period up to September 30, 2024.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.



**A) Critical Judgments**

The following are significant management judgments in applying the accounting policies of the Company that have the most significant effect on the financial statements.

**(i) Deferred Tax Assets:**

The assessment of the probability of future taxable income in which deferred tax assets can be utilized is based on the company's forecast, which is adjusted for significant non-taxable income and expenses, and specific limits to the use of any unused tax loss or credit. The tax rules in India in which the company operates are also carefully taken into consideration. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, especially when it can be utilized without a time limit, that deferred tax asset is usually recognized in full. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

**(ii) Contingencies and commitments:**

In the normal course of business, contingent liabilities may arise from litigations and other claims against the Company. Where the potential liabilities have a low probability of crystallizing or are very difficult to quantify reliably, we treat them as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings, we do not expect them to have a materially adverse impact on our financial position.

**(iii) Useful lives of property, plant and equipment**

The estimated useful lives of property, plant and equipment are based on a number of factors including the effects of obsolescence, internal assessment of user experience and other economic factors (such as the stability of the industry, and known technological advances) and the level of maintenance expenditure required to obtain the expected future cash flows from the asset. The Company reviews the useful life of property, plant and equipment at the end of each reporting date.

**B) Estimates and assumptions**

The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the uncollectability of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

**(i) Key sources of estimation uncertainty**

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

**a) Allowance/Impairment for uncollected accounts receivable and other advances:**

Trade receivables and other advances do not carry any interest and are stated at their normal value as reduced by appropriate allowance/impairment which is made on ECL, and the present value of the cash shortfall over the expected life of the financial assets.

**b) Recoverability of deferred tax assets:**

Management judgement is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to signification adjustment to the amounts reported in financial statement.

**c) Estimation of fair value of financial assets and financial liabilities:**

While preparing the financial statements the Company makes estimates and assumptions that affect the reported amount of financial assets and financial liabilities.

- 2.21** The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits has received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the effective date of the Code is yet to be notified and final rules for quantifying the financial impact are also yet to be issued. In view of this, the Group will assess the impact of the Code when relevant provisions are notified and will record related impact, if any, in the period the Code becomes effective.

**Recent pronouncements**

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. During the year ended March 31, 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind As 116 – Leases , relating to sale and lease back transactions, applicable from April 1, 2024. The Company has assessed that there is no significant impact on its financial statements.

## DEPRECIATION CHART AS PER COMPANIES ACT, 2013

### NOTE No. 03 PROPERTY, PLANT & EQUIPMENT

PARTICULARS	GROSS BLOCK				DEPRECIATION					NET BLOCK		
	As at	Addition	Discarded	Trf. to	As at	As at	Discarded	Trf. to	Provided	As at	As at	As at
	01/04/2024	during the	during the	Investment	31/03/2025	01/04/2024	during	Investment	for	31/03/2025	31/03/2025	31/03/2024
	₹	year	year	Property	₹	₹	the year	Property	the year	₹	₹	₹
				during				during				
				the year (₹)				the year (₹)				
Land	6,59,388.97	0	0	57,130.62	7,16,519.59	0	0	0	0	0	7,16,519.59	6,59,388.97
Buildings	1,58,43,621.35	44,859.00	0	47,57,895.04	2,06,46,375.39	1,41,79,063.88	0	42,75,004.57	1,16,577.66	1,85,70,646.11	20,75,729.28	16,64,557.47
Plant & Equipment	89,35,055.34	41,370.00	0	0	89,76,425.34	81,65,520.84	0	0	39,391.00	82,04,911.84	7,71,513.50	7,69,534.50
Furniture, Fixture &												
Other Equipment	43,79,412.43	0	0	0	43,79,412.43	35,16,701.03	0	0	2,25,022.00	37,41,723.03	6,37,689.40	8,62,711.40
Vehicles	9,44,872.00	0	0	0	9,44,872.00	8,01,992.00	0	0	95,636.00	8,97,628.00	47,244.00	1,42,880.00
Total	3,07,62,350.09	86,229.00	0	48,15,025.66	3,56,63,604.75	2,66,63,277.75	0	42,75,004.57	4,76,626.66	3,14,14,908.98	42,48,695.77	40,99,072.34

PARTICULARS	GROSS BLOCK				DEPRECIATION					NET BLOCK		
	As at	Addition	Discarded	Trf. to	As at	As at	Discarded	Trf. to	Provided	As at	As at	As at
	01/04/2023	during the	during the	Investment	31/03/2024	01/04/2023	during	Investment	for	31/03/2024	31/03/2024	31/03/2023
	₹	year	year	Property	₹	₹	the year	Property	the year	₹	₹	₹
				during				during				
				the year (₹)				the year (₹)				
Land	8,68,977.00	0	0	2,09,588.03	6,59,388.97	0	0	0	0	0	6,59,388.97	8,68,977.00
Buildings	3,33,61,448.99	0	0	1,75,17,827.64	1,58,43,621.35	2,96,60,940.97	0	1,55,95,218.07	1,13,340.98	1,41,79,063.88	16,64,557.47	37,00,508.02
Plant & Equipment	89,02,455.34	32,600.00	0	0	89,35,055.34	81,30,292.84	0	0	35,228.00	81,65,520.84	7,69,534.50	7,72,162.50
Furniture, Fixture &												
Other Equipment	42,99,412.43	80,000.00	0	0	43,79,412.43	32,44,377.03	0	0	2,72,324.00	35,16,701.03	8,62,711.40	10,55,035.40
Vehicles	9,44,872.00	0	0	0	9,44,872.00	6,92,926.00	0	0	1,09,066.00	8,01,992.00	1,42,880.00	2,51,946.00
Total	4,83,77,165.76	1,12,600.00	0	1,77,27,415.67	3,07,62,350.09	4,17,28,536.84	0	1,55,95,218.07	5,29,958.98	2,66,63,277.75	40,99,072.34	66,48,628.92

### 4. INVESTMENT PROPERTY

PARTICULARS	GROSS BLOCK				DEPRECIATION					NET BLOCK		
	As at	Addition	Trf. from	Sales/Adjust-	As at	As at	Trf. from	Adjustments	Provided	As at	As at	As at
	01/04/2024	during the	PPE during	ments during	31/03/2025	01/04/2024	PPE during	during	for	31/03/2025	31/03/2025	31/03/2024
	₹	year	the year	the year	₹	₹	the year	the year	the year	₹	₹	₹
Land	2,09,588.03	0	0	(57,130.62)	1,52,457.41	0	0	0	0	0	1,52,457.41	2,09,588.03
Buildings	1,75,17,827.64	0	0	(47,57,895.04)	1,27,59,932.60	1,56,83,179.09	0	(42,75,004.57)	64,428.34	1,14,72,602.86	12,87,329.74	18,34,648.55
Total	1,77,27,415.67	0	0	(48,15,025.66)	1,29,12,390.01	1,56,83,179.09	0	(42,75,004.57)	64,428.34	1,14,72,602.86	14,39,787.15	20,44,236.58

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK			
	As at	Addition	Trf. from	Sales/Adjust-	As at	As at	Trf. from	Adjustments Provided	As at	As at	As at	
	01/04/2023	during the	PPE during	ments during	31/03/2024	01/04/2023	PPE during	during	for	31/03/2024	31/03/2024	31/03/2023
	₹	year	the year	the year	₹	₹	the year	the year	₹	₹	₹	₹
Land	0	0	2,09,588.03	0	2,09,588.03	0	0	0	0	2,09,588.03	0	0
Buildings	0	0	1,75,17,827.64	0	1,75,17,827.64	0	1,55,95,218.07	0	87,961.02	1,56,83,179.09	18,34,648.55	0
Total	0	0	1,77,27,415.67	0	1,77,27,415.67	0	1,55,95,218.07	0	87,961.02	1,56,83,179.09	20,44,236.58	0

PARTICULARS	As at 31/03/2025	As at 31/03/2024
	₹	₹

**Investment Property**
**Information regarding income and expenditure of Investment Property**

Rental Income derived from Investment Property	1,10,30,259	1,38,07,282
Direct Operating Expenses	91,618	1,58,438
Profit arising from investment property before depreciation	1,09,38,641	1,36,48,844
Less: Depreciation	64,428	87,961
Profit arising from Investment Property	1,08,74,213	1,35,60,883

- a) The Company has no restriction on the realisability of its investment property and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.
- b) The entity is under no contractual obligation to purchase, construct, or develop investment property for repairs, maintenance or enhancements.
- c) The investment property is industrial Land and building located at Adinath Textiles, village Bholapur, Ludhiana with a total area of 45,435 square yards, out of which 10958.44 square yards is currently leased to multiple tenants".
- d) The Company is unable to measure the fair value of the investment property reliably due to the following reasons:
- a) The market for comparable properties is inactive. There are few recent transactions, price quotations are not current, and observed transaction prices indicate that the seller was forced to sell.
- b) Alternative reliable measurements of fair value, such as those based on discounted cash flow projections, are not available due to high uncertainty and variability in the assumptions used.

**5. INVESTMENT (NON CURRENT)**
**i. Investments in Equity instruments**
**Unquoted-Long Term at FVTPL**

22500 (22500 in FY24) equity shares of Fountain Tie-Up Pvt. Ltd of Rs. 10 each	52,17,825.18	51,08,168.60
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**ii. Investments in Mutual Fund (Quoted)**
**Quoted- Long Term at FVTPL**

65411.226 ( Previous year 65411.226) units of ICICI Prudential Balance Advantage Fund of Rs. 69.36 each	45,36,922.00	42,15,754.00
61293.288 (Previous year 61293.288) units of ICICI Prudential US Bluechip Eq. Fund of Rs. 59.18 each	36,27,337.00	36,62,274.00
310173.598 (Previous year 310173.598) units of SBI Balanced Advantage Fund of Rs. 14.67 each	45,50,246.71	42,38,645.71
35866.212 (Previous year 35866.212) of PGIM India Flexi Cap Fund of Rs. 33.32 each	11,95,062.00	11,20,102.00

PARTICULARS	As at 31/03/2025 ₹	As at 31/03/2024 ₹
Transferred from current investments		
91847.415 (Previous year 130150.144) units of ICICI Prudential Ultra Short Term Fund of Rs. 27.1758 each	24,96,027.29	---
47055.408 (Previous year 47055.408) units of Motilal Oswal Midcap Fund of Rs. 92.6243 each	43,58,474.00	---
<b>TOTAL</b>	<b>2,59,81,894.18</b>	<b>1,83,44,944.31</b>
Aggregate value of unquoted investment	52,17,825.18	51,08,168.60
Aggregate value of quoted investment	1,40,99,494.00	94,52,301.00
Market value of quoted investment	2,07,64,069.00	1,32,36,775.71
<b>6. OTHER NON-CURRENT ASSETS</b>		
<b>Non Financial Assets at amortised cost</b>		
(unsecured, considered good)		
Security Deposits	9,67,141.00	9,67,141.00
<b>TOTAL</b>	<b>9,67,141.00</b>	<b>9,67,141.00</b>
<b>7. INVENTORIES</b>		
<b>STOCK &amp; STORES</b>		
Stores & Spares	---	1,04,797.00
Scraps	1,04,797.00	---
<b>TOTAL</b>	<b>1,04,797.00</b>	<b>1,04,797.00</b>
<b>8. INVESTMENTS (CURRENT)</b>		
<b>i Investments in Mutual Fund (Quoted)</b>		
<b>Quoted- Short Term at FVTPL</b>		
130150.144 (Previous year 130150.144) units of ICICI Prudential Ultra Short Term Fund of Rs. 25.3116 each	24,96,027.29	32,94,308.29
47055.408 (Previous year 47055.408) units of Motilal Oswal Midcap Fund of Rs. 79.1994 each	43,58,474.00	37,26,760.00
Less: transferred to non-current investments	68,54,501.29	---
<b>TOTAL</b>	<b>---</b>	<b>70,21,068.29</b>
Aggregate value of quoted investment	---	55,42,566.00
Market value of quoted investment	---	70,21,068.29
<b>9. TRADE RECEIVABLES</b>		
Trade Receivable Considered good, Secured	---	---
Trade Receivable Considered good, Unsecured	24,11,044.85	24,11,044.85
Trade Receivable With significant Credit risk	---	---
Trade Receivable Credit Impaired	57,97,409.45	57,97,409.45
	82,08,454.30	82,08,454.30
loss allowances for credit impaired	(57,23,379.45)	(57,23,379.45)
<b>TOTAL</b>	<b>24,85,074.85</b>	<b>24,85,074.85</b>

Note: 1. Trade receivables are non interest bearing and are generally on credit terms of 30-45 days.

2. In determining the allowances for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables taking into account historical credit loss experience. The expected credit allowance is based on the ageing of the receivables that are due & there is significant uncertainty regarding their recoverability.

Trade Receivables ageing schedule as at 31.03.2025

	Particulars	Outstanding for following periods from due date of payment#					Total
		Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i)	Undisputed Trade receivables- considered goods	---	---	---	---	24,85,074.85	24,85,074.85
(ii)	Undisputed Trade receivables- credit impaired	---	---	---	---	38,88,193.94	38,88,193.94
(iii)	Disputed Trade receivables- credit impaired	---	---	---	---	18,35,185.51	18,35,185.51
		---	---	---	---	82,08,454.30	82,08,454.30
	less : Allowances for credit impaired						(57,23,379.45)
	<b>Total Trade Receivables</b>						<b>24,85,074.85</b>

# Where due date of payment is not available date of transaction has been considered.

Trade Receivables ageing schedule as at 31.03.2024

	Particulars	Outstanding for following periods from due date of payment#					Total
		Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i)	Undisputed Trade receivables- considered goods	---	---	---	---	24,85,074.85	24,85,074.85
(ii)	Undisputed Trade receivables- credit impaired	---	---	---	---	38,88,193.94	38,88,193.94
(iii)	Disputed Trade receivables- credit impaired	---	---	---	---	18,35,185.51	18,35,185.51
		---	---	---	---	82,08,454.30	82,08,454.30
	less : Allowances for credit impaired						(57,23,379.45)
	<b>Total Trade Receivables</b>						<b>24,85,074.85</b>

# Where due date of payment is not available date of transaction has been considered.

## 10. CASH AND CASH EQUIVALENTS

PARTICULARS	As at 31/03/2025 ₹	As at 31/03/2024 ₹
(a) Balance With Banks in Current Accounts	22,15,258.50	17,39,937.46
(b) Cheque in Hand	12,400.00	28,560.00
(b) Cash on Hand	1,74,315.46	1,47,611.46
(c) Other Bank Balances:		
i. FDR's with Banks	20,782.18	2,08,008.93
<b>TOTAL</b>	<b>24,22,756.14</b>	<b>21,24,117.85</b>

## 11. OTHER CURRENT ASSETS

(Unsecured, considered good unless otherwise stated)

a) Advances to employees	2,49,846.00	1,31,365.00
b) Balance with Statutory/ Govt. Authorities	1,06,874.00	6,34,588.00
c) Prepaid Expenses	66,243.71	58,326.00
d) Other amount receivable	26,59,657.46	26,55,016.00
<b>TOTAL</b>	<b>30,82,621.17</b>	<b>34,79,295.00</b>

## 12. CURRENT TAX ASSETS

Current Tax Liability	49,986.00	4,05,908.00
Current Tax Assets	11,06,777.00	13,77,656.00
<b>Current Tax Assets (Net)</b>	<b>10,56,791.00</b>	<b>9,71,748.00</b>

**13. EQUITY SHARE CAPITAL**
**(a) AUTHORISED**

i) 9900000 Equity Shares of Rs.10/- each (par value)	<b>9,90,00,000.00</b>	9,90,00,000.00
ii) 10000, 11% Redeemable Non-cumulative preference shares of Rs. 100/- each (par value)	<b>10,00,000.00</b>	10,00,000.00

<b>TOTAL</b>	<b>10,00,00,000.00</b>	<b>10,00,00,000.00</b>
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**(b) ISSUED & SUBSCRIBED**

i) 8616800 Equity Shares of Rs.10/- each.	<b>8,61,68,000.00</b>	8,61,68,000.00
ii) 2000, 11% Redeemable Non-cumulative preference shares of Rs. 100/- each	<b>2,00,000.00</b>	2,00,000.00

<b>TOTAL</b>	<b>8,63,68,000.00</b>	<b>8,63,68,000.00</b>
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**(c) PAID UP CAPITAL**

i) 6814350 Equity Shares of Rs.10/- each.	<b>6,81,43,500.00</b>	6,81,43,500.00
ii) Add : Shares Forfeited (Amount originally paid up)	<b>18,00,000.00</b>	18,00,000.00

<b>TOTAL</b>	<b>6,99,43,500.00</b>	<b>6,99,43,500.00</b>
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**(d) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period :**

PARTICULARS	As at 31/03/2025		As at 31/03/2024	
	Number	Amount	Number	Amount
<b>Equity Shares</b>				
i) At the beginning of the reporting period	<b>68,14,350</b>	<b>6,99,43,500</b>	68,14,350	6,99,43,500
ii) Add : Issued during the year	---	---	---	---
iii) Less : Buyback during the reporting period	---	---	---	---
<b>Outstanding at the end of the reporting period</b>	<b>68,14,350</b>	<b>6,99,43,500</b>	<b>68,14,350</b>	<b>6,99,43,500</b>

**Rights, preferences and restrictions attached to equity**

The company has one class of equity shares having a par value of Rs. 10/- each. Each holder of equity shares 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. The distribution will be in proportion to the number of equity shares held by the shareholders.

- (e) The company issued 2000 11% Non-cumulative Redeemable Preference Shares of Rs.100/- each fully paid up in the year 2011-12 & the same will be redeemed with in the period specified under section 55 of the Companies Act, 2013 from the date of allotment i.e. 31.10.2012 or earlier at the discretion of Board of Directors.

**Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

PARTICULARS	As at 31/03/2025		As at 31/03/2024	
	Number	Amount	Number	Amount
<b>Preference Shares</b>				
i) At the beginning of the reporting period	2,000	2,00,000	2,000	2,00,000
ii) Add : Issued during the year	---	---	---	---
iii) Less : Buyback during the reporting period	---	---	---	---
<b>Outstanding at the end of the reporting period</b>	<b>2,000</b>	<b>2,00,000</b>	<b>2,000</b>	<b>2,00,000</b>

**(f) Shares held by holding company or its ultimate holding company or subsidiaries or associates of the holding company or the ultimate holding company in aggregate.**

There is no holding or ultimate holding company of the company.

**(g) Detail of shareholders holding more than 5% of share capital in the company**

Class of shares & Name of Shareholder	As at 31/03/2025		As at 31/03/2024	
	Number	% Shareholding	Number	% Shareholding
<b>a) Equity shares</b>				
Shreyans Industries Ltd.	12,80,000	18.78	12,80,000	18.78
Ojasvi Investment & Mercantile Co.	4,29,920	6.31	4,29,920	6.31
Levina Investment & Mercantile Co.	4,11,150	6.03	4,11,150	6.03
Achin Investment & Mercantile Co.	3,87,710	5.69	3,87,710	5.69

**(h)** under Indian GAAP, Non Cumulative preference shares were recorded at their transaction value. Under Ind AS, these preference shares are to be measured as compound financial instruments on the basis of effective interest rate method. Due to this, preference shares has been divided into debt portion and equity component as under:

Particulars	As at 31/03/2025	As at 31/03/2024
Equity Component- Note No. 14 Other Equity	1,22,027.22	1,22,027.22
Debt Component- Note No. 15 Other financial	1,12,622.04	1,03,322.97
Deferred Tax Liability Outstanding	21,991.28	24,331.67
Deferred Tax reversed till date	17,987.53	15,840.38
Interest on debt portion recognised	(67,669.39)	(59,138.14)

**(i) Detail of shareholders holding more than 5% of share capital in the company**

Promoter Name	As at 31/03/2025			As at 31/03/2024		
	No. of Shares	% of Total Shares	% Change during the year	No. of Shares	% of Total Shares	% Change during the year
<b>Equity shares of ₹10/- each</b>						
Kunal Oswal	5,400.00	0.08	---	5,400.00	0.08	---
Nirmal Kumari Oswal	---	---	---	---	---	---
Rajneesh Oswal	1,000	0.01	---	1,000	0.01	---
Vishal Oswal	10	0.00	---	1,000	0.01	---
Shreyans Industries Ltd.	12,80,000.00	18.78	---	12,80,000.00	18.78	---
Ojasvi Investment & Mercantile Co.	4,29,920.00	6.31	---	4,29,920.00	6.31	---
Levina Investment & Mercantile Co.	4,11,150.00	6.03	---	4,11,150.00	6.03	---
Achin Investment & Mercantile Co.	3,87,710.00	5.69	---	3,87,710.00	5.69	---
Adeep Investment Co.	1,75,600.00	2.58	---	1,75,600.00	2.58	---
Virat Investment & Mercantile Co.	95,840.00	1.41	---	95,840.00	1.41	---
Shreyans Financial & Capital Services Ltd.	89,000.00	1.31	---	89,000.00	1.31	---
Limelite Consultants Pvt. Ltd.	78,258.00	1.15	---	78,258.00	1.15	---
Jagvallah Parasnath Capital Inv. P. Ltd.	14,700.00	0.22	---	14,700.00	0.22	---
Noble Share Trading Pvt. Ltd.	200.00	0.003	---	200.00	0.003	---
<b>11% Redeemable non-cumulative preference shares of Rs. 100/- each :</b>						
Kunal Oswal	100	5.00	---	100	5.00	---
Nirmal Kumari Oswal	200	10.00	---	200	10.00	---
Ojasvi Investment & Mercantile Co.	200	10.00	---	200	10.00	---
Levina Investment & Mercantile Co.	200	10.00	---	200	10.00	---
Achin Investment & Mercantile Co.	200	10.00	---	200	10.00	---
Adeep Investment Co.	200	10.00	---	200	10.00	---
Virat Investment & Mercantile Co.	200	10.00	---	200	10.00	---
Shreyans Financial & Capital Services Ltd.	200	10.00	---	200	10.00	---
Jagvallah Parasnath Capital Inv. P. Ltd.	200	10.00	---	200	10.00	---
Vishal Oswal	100	5.00	---	100	5.00	---
Rajneesh Oswal	100	5.00	---	100	5.00	---
Priti Oswal	100	5.00	---	100	5.00	---



**14. OTHER EQUITY**

PARTICULARS	Reserves & Surplus			Equity Instruments through other comprehensive income	Other items of other comprehensive income	TOTAL
	Capital reserve	Securities Premium	Retained Earnings			
<b>As at 31st March 2025</b>						
Balance as at 01 <sup>st</sup> April 2024	12,000	6,95,07,250	(11,08,13,385.79)	1,22,027.22	1,25,411.15	(4,10,46,697.42)
Changes in equity for the year ended 31 <sup>st</sup> March 2025						
Profit for the year	---	---	9,01,159.89	---	---	9,01,159.89
Other Comprehensive Income for the year					(21,945.00)	(21,945.00)
<b>Total Comprehensive Income for the year</b>			<b>9,01,159.89</b>		<b>(21,945.00)</b>	<b>8,79,214.89</b>
<b>Balance as at 31<sup>st</sup> March 2025</b>	<b>12,000</b>	<b>6,95,07,250</b>	<b>(10,99,12,225.90)</b>	<b>1,22,027.22</b>	<b>1,03,466.15</b>	<b>(4,01,67,482.53)</b>
<b>As at 31st March 2024</b>						
Balance as at 01 <sup>st</sup> April 2023	12,000	6,95,07,250	(11,55,76,466.99)	1,22,027.22	1,47,706.15	(4,57,87,483.62)
Prior Period Errors						
Restated Balance as at 01 April 2023	12,000	6,95,07,250	(11,55,76,466.99)	1,22,027.22	1,47,709.15	(4,57,87,483.62)
Changes in equity for the year ended 31 <sup>st</sup> March 2024						
Profit for the year	---	---	47,63,081.20	---	---	47,63,081.20
Other Comprehensive Income for the year					(22,295.00)	(22,295.00)
<b>Total Comprehensive Income for the year</b>			<b>47,63,081.20</b>		<b>(22,295.00)</b>	<b>47,40,786.20</b>
<b>Balance as at 31<sup>st</sup> March 2024</b>	<b>12,000</b>	<b>6,95,07,250</b>	<b>(11,08,13,385.79)</b>	<b>1,22,027.22</b>	<b>1,25,411.15</b>	<b>(4,10,46,697.42)</b>

**Nature and purpose of reserves**
**(i) Capital Reserve**

Capital Reserve amounting to Rs. 12000/- was created on account of excess amount received on forfeiture of shares in the year 1989-1990

**(ii) Securities Premium**

Securities Premium is created on recording of premium on issue of shares. The reserve is utilised in accordance with the provisions of companies act, 2013.

**(iii) Retained Earnings**

The same is created out of profits/(loss) of the company over the years and shall be utilised as per the provisions of the act.

**(iv) Equity Instruments through other comprehensive income**

It represents the portion of equity on convertible preference shares issued by the company on as per the provisions of INDAS- 109.

**15. OTHER FINANCIAL LIABILITIES (NON CURRENT)**

PARTICULARS	As at 31/03/2025 ₹	As at 31/03/2024 ₹
<b>Financial Liabilities at Amortized cost</b>		
(i) Preference Shares	1,12,622.04	1,03,322.97
<b>TOTAL</b>	<b>1,12,622.04</b>	<b>1,03,322.97</b>
<b>16. PROVISIONS (NON CURRENT)</b>		
Provision for employee benefits		
- Leave encashment	7,46,795.00	6,67,521.00
- Gratuity	16,53,024.00	14,36,241.00
<b>TOTAL</b>	<b>23,99,819.00</b>	<b>21,03,762.00</b>

**17. DEFERRED TAX LIABILITIES**

<b>PARTICULARS</b>	<b>As at 31/03/2025</b> ₹	<b>As at 31/03/2024</b> ₹
Gross deferred tax liability (A) [Refer note 36(b)]	<b>27,17,330.51</b>	23,65,945.64
Deferred Tax Asset		
Gross deferred tax asset (B) [Refer note 36(b)]	<b>21,44,881.50</b>	20,46,452.22
Deferred Tax Liability (net) (A-B)	<b>5,72,449.01</b>	3,19,493.41

**18. OTHER FINANCIAL LIABILITIES (CURRENT)**

<b>(a) Interest accrued &amp; due on non-current debt</b>	<b>37,25,911.00</b>	37,25,911.00
<b>(b) Other Payables</b>		
(i) Employee Benefits*	<b>7,99,025.22</b>	7,30,314.22
(ii) For Expenses	<b>2,60,311.78</b>	14,54,731.13
<b>TOTAL</b>	<b>47,85,248.00</b>	59,10,956.35

\* includes dues towards ESI, Provident fund, Welfare Fund etc.

**19. OTHER CURRENT LIABILITIES**

i) Statutory Duties & Taxes*	<b>24,60,609.74</b>	27,64,563.91
ii) Securities Payables	<b>14,62,747.00</b>	14,12,859.00
<b>TOTAL</b>	<b>39,23,356.74</b>	41,77,422.91

\* includes dues towards TDS, Sale tax, Entry tax & GST.

**20. PROVISIONS (CURRENT)**

<b>Provision for Employee benefits.</b>		
- Leave encashment	<b>1,26,163.00</b>	92,947.00
- Gratuity	<b>93,883.00</b>	36,788.00
<b>TOTAL</b>	<b>2,20,046.00</b>	1,29,735.00

**21. OTHER INCOME**

Interest received on securities with PSPCL	<b>41,505.00</b>	60,840.00
Lease Rental income	<b>1,10,30,259.00</b>	1,38,07,282.00
Sundry Balances written back	<b>8,76,077.17</b>	6,98,047.00
Gain /(Loss) on fair valuation of investments through profit & loss (FVTPL)	<b>15,11,253.57</b>	43,00,623.97
Interest on Income Tax Refund	<b>38,601.00</b>	21,920.00
Interest income on FDR	<b>8,039.00</b>	10,677.00
Profit on Sale of investment	<b>1,04,628.00</b>	42,565.29
<b>TOTAL</b>	<b>1,36,10,362.74</b>	1,89,41,955.26

**22. EMPLOYEES BENEFITS EXPENSE**

Salaries, Wages & Other Allowances	<b>70,65,262.00</b>	69,59,498.00
Contribution to provident and other fund	<b>10,08,757.00</b>	9,62,225.00
Staff & Labour Welfare	<b>67,084.00</b>	6,272.00
<b>TOTAL</b>	<b>81,41,103.00</b>	79,27,995.00

**23. FINANCE COST**

<b>PARTICULARS</b>	<b>Current Year ₹</b>	<b>Previous Year ₹</b>
Bank Charges & Commission	7,307.57	6,929.67
Notional Interest on Preference shares	9,299.07	8,531.25
Interest Paid	30.00	3,90,707.00
<b>TOTAL</b>	<b>16,636.64</b>	<b>4,06,167.92</b>

**24. OTHER EXPENSES**
**(a) ADMINISTRATIVE EXPENSES**

Insurance	1,43,052.00	1,55,310.96
Listing Fees	3,25,000.00	3,25,000.00
Legal & Professional Expenses	5,29,440.00	4,95,011.00
Demat Charges	1,65,358.00	1,71,507.00
E-Voting Charges	10,350.80	10,516.80
Directors Sitting Fees	34,500.00	36,000.00
Canteen Expenses	96,080.79	1,05,414.87
Fees & Taxes	3,61,226.00	1,82,134.70
Traveling Expenses	90,675.00	1,25,447.00
Auditors Remuneration		
- Audit Fee	50,000.00	30,000.00
Vehicle Expenses	65,893.96	67,700.34
Sundry Balances Written off	50.00	0.00
Advertisement	33,510.40	31,609.60
Power and Fuel	11,93,995.00	11,87,379.00
Other Expenses	6,13,104.67	7,23,414.57
<b>TOTAL</b>	<b>37,12,236.62</b>	<b>36,46,445.84</b>

**25 (a) Financial Instruments by Category**

The Carrying value & fair value of financial instruments at the end of each reporting period is as follows :

<b>PARTICULARS</b>	<b>At Cost</b>	<b>At Amortised Cost</b>	<b>At fair value through profit or loss</b>	<b>At fair value through OCI</b>	<b>Total carrying value</b>	<b>Total fair value</b>
			<b>Designated upon initial recognition</b>	<b>Mandatory Equity instruments designated upon initial recognition</b>		
<b>As at 31st March 2025</b>						
<b>Assets:</b>						
Investments (Non Current) (Refer note 4)			2,59,81,894.18		2,59,81,894.18	2,59,81,894.18
Trade receivables (Refer note 9)		24,85,074.85			24,85,074.85	24,85,074.85
Cash and Cash Equivalents (Refer note 10)		24,22,756.14			24,22,756.14	24,22,756.14
<b>Total</b>	-	<b>49,07,830.99</b>	-	-	<b>3,08,89,725.17</b>	<b>3,08,89,725.17</b>
<b>As at 31st March 2025</b>						
<b>Liabilities:</b>						
Other financial liabilities (Non Current) (Refer note 15)		1,12,622.04			1,12,622.04	1,12,622.04
Borrowings (Current) (Refer note 17)		-			-	-
Trade Payables (Refer note 18)		-			-	-
Other financial liabilities (Current) (Refer note 19)		47,85,248.00			47,85,248.00	47,85,248.00
<b>Total</b>	-	<b>48,97,870.04</b>	-	-	<b>48,97,870.04</b>	<b>48,97,870.04</b>

**25 (a) Financial Instruments by Category**

The Carrying value & fair value of financial instruments at the end of each reporting period is as follows :

PARTICULARS	At Cost	At Amortised Cost	At fair value through profit or loss		At fair value through OCI		Total carrying value	Total fair value
			Designated upon initial recognition	Mandatory	Equity instruments designated upon initial recognition	Mandatory		
<b>As at 31st March 2024</b>								
<b>Assets:</b>								
Investments (Non Current) (Refer note 4)				1,83,44,944.31			1,83,44,944.31	1,83,44,944.31
Trade receivables (Refer note 9)		24,85,074.85					24,85,074.85	24,85,074.85
Cash and Cash Equivalents (Refer note 10)		21,24,117.85					21,24,117.85	21,24,117.85
<b>Total</b>	<b>-</b>	<b>46,09,192.70</b>	<b>-</b>	<b>1,83,44,944.31</b>	<b>-</b>	<b>-</b>	<b>2,29,54,137.01</b>	<b>2,29,54,137.01</b>
<b>As at 31st March 2024</b>								
<b>Liabilities:</b>								
Other financial liabilities (Non Current) (Refer note 15)		1,03,322.97					1,03,322.97	1,03,322.97
Borrowings (Current) (Refer note 17)		-					-	-
Trade Payables (Refer note 18)		-					-	-
Other financial liabilities (Current) (Refer note 19)		59,10,956.35					59,10,956.35	59,10,956.35
<b>Total</b>	<b>-</b>	<b>60,14,279.32</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>60,14,279.32</b>	<b>60,14,279.32</b>

**25 (b) Fair Value Measurement**
**(i) Fair Value hierarchy**

**Level 1-** Quoted prices (unadjusted) 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 (i.e. as prices) or indirectly (i.e. derived from prices)

**Level 3-** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

(ii) The following table presents fair value hierarchy of assets & liabilities measured at fair value :

**As at 31st March 2025**

Particulars	Fair Value	Fair Value measurement using		
		Level 1	Level 2	Level 3
<b>Long Term Investments</b>				
Fair Value through profit & loss	2,59,81,894.18	2,07,64,069.00		52,17,825.18

**As at 31st March 2024**

Particulars	Fair Value	Fair Value measurement using		
		Level 1	Level 2	Level 3
<b>Long Term Investments</b>				
Fair Value through profit & loss	1,83,44,944.31	1,32,36,775.71		51,08,168.60

**Reconciliation of Level 1 Fair value measurements**

Particulars	Unlisted equity instruments
As at April 1, 2024	1,32,36,775.71
Purchases	---
Sale	---
(Gain)/Loss recognised in OCI/Profit/Loss	13,91,775.60
As at March 31, 2025	1,46,28,551.31

**Reconciliation of Level 3 Fair value measurements**

Particulars	Unlisted equity instruments
As at April 1, 2024	51,08,168.60
Purchases	0.00
(Gain)/Loss recognised in OCI/Profit/Loss	1,19,477.97
As at March 31, 2025	52,27,646.57

**26. Contingent Liabilities and Capital Commitments**

The Company expect no outflow of cash related to contingent liabilities and capital commitments.

- 27.** In accordance with Ind AS-36 on "Impairment of Assets" the Company has assessed as on the balance sheet date, whether there are any indications with regard to the impairment of any of the assets. Based on such assessment it has been ascertained that no potential loss is present and therefore, formal estimate of recoverable amount has not been made. Accordingly no impairment loss has been provided in the books of account.

- 28. Earnings Per Share:** The calculation of Earnings per Share as disclosed in the statement of Profit & Loss has been in accordance with Indian Accounting Standard (Ind AS)-33 on "Earning per Share" issued by the Institute of Chartered Accountants of India.

A statement on calculation of Basic & Diluted EPS is as under:

PARTICULARS	As at 31/03/2025	As at 31/03/2024
issued equity shares	68,14,350	68,14,350
Number of Share at end	68,14,350	68,14,350
Weighted average shares outstanding	68,14,350	68,14,350

PARTICULARS	As at 31/03/2025 ₹	As at 31/03/2024 ₹
1. Net Profit/Loss after tax as per Statement of Profit and Loss from Continuing Operations Attributable to the Equity Shareholders (A)	9,01,159.89	47,63,081.20
2. Weighted average no. of Equity Shares outstanding during the year used for calculation of Basic Earning Per Share (D)	68,14,350	68,14,350
3. Nominal Value of Share Rs.	10.00	10.00
4. Earning Per Share (for Continuing operations)		
(a) Basic (A/D)	0.13	0.70
(b) Diluted (A/D)	0.13	0.70

29. The related party disclosure in accordance with Indian Accounting Standard (Ind AS)-24 "Related Party" issued by the Institute of Chartered Accountants of India is given below:

NAME OF RELATED PARTY	RELATIONSHIP
Mr. Rajneesh Oswal (Managing Director) Mr. Vishal Oswal (Managing Director) Ms. Priya Begana (Non Executive Director) Mr. Ravinder Kumar (Non Executive Director) Mr. Krishan Sethi (Non Executive Director) Rajesh Kumar (CFO) Harpreet Kaur (Company Secretary)	Key Management Personnel
Mr. Kunal Oswal (Brother of Managing Directors)* Mrs. Priti Oswal (Wife)* of Sh. Rajneesh Oswal Mrs. Shikha Oswal (Wife)* of Sh. Vishal Oswal Mrs. Nirmal Oswal (Mother)*	Relatives of Key Management Personnel
Shreyans Industries Ltd. * Achin Investment & Mercantile Co.* Adeep Investment Co.* Jagvallah Parasnath Capital Investments Pvt. Ltd.* Levina Investment & Mercantile Co.* Ojasvi Investment & Mercantile Co.* Virat Investment & Mercantile Co.* Shreyans Financial & Capital Services Ltd. Limelite Consultants Pvt. Ltd.* Noble Share Trading Pvt. Ltd.* Sulzer Investments Pvt. Ltd.* Oasis Share Trading Pvt. Ltd.* Punctual Dealers Private Limited* Fountain Tie-up Private Limited	Enterprises over which key management personnel and relatives of such personnel is able to exercise significant influence

\*No transactions have taken place during the year.

**Related Parties Transactions:**

PARTICULARS	Enterprises over which key management personnel and relatives of such personnel is able to exercise significant influence		Key Management Personnel		Relatives of KMP	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Contractual Remuneration	---	---	9,82,552.00	9,15,442.00	---	---
Contractual Remuneration outstanding as on last day of Fin.Year	---	---	81,796.00	77,286.00	---	---
Sitting Fees	---	---	34,500.00	36,000.00	---	---

**30. Disclosures as required by Indian Accounting Standard (Ind AS) 19 Employee Benefits:**

- a) Contribution to Defined Contribution Plans, recognized in the Statement of Profit and Loss for the year under employee benefits expense, are as under:

	For year ended 31/03/2025	For year ended 31/03/2024
Provident Fund	<b>5,58,002</b>	5,32,749

The expenses incurred on account of the above defined contribution plans have been included in note no. 21 "Employee Benefits Expenses" under the head "Contribution to provident and Other Funds"

The Company has a defined benefit plan for gratuity and leave encashments. The present value of obligation is determined based on the actuarial valuation using the Project unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

The Indian Accounting Standard (Ind AS-19) on "Employee Benefits" is being followed and the following table summarizes the components of net benefit/expenses recognised in the Statement of Profit and Loss and the amount recognised in the balance sheet for the gratuity and Leaves with wages plan.

**1. Key assumptions**

PARTICULARS	AS ON 31.03.2025	AS ON 31.03.2024
	Gratuity (Unfunded)	Gratuity (Unfunded)
Mortality Table	IAL 2012-14 Ultimate	IAL 2012-14 Ultimate
Attrition Rate	5.00 % p.a.	5.00 % p.a.
Imputed rate of interest (D)	6.72% p.a.	7.19% p.a.
Imputed rate of interest (IC)	7.19% p.a.	7.31% p.a.
Salary rise	7.00 % p.a.	7.00 % p.a.
Return on plan assets	N.A.	N.A.
Remaining Working Life	08.46 years	09.40 years

**2. Changes in the present value of obligation:-**

PARTICULARS	AS ON 31.03.2025	AS ON 31.03.2024
	Gratuity (Unfunded)	Gratuity (Unfunded)
Present value of obligation at the beginning of the I.V.P.	14,73,029.00	15,55,049.00
Interest cost	1,03,419.00	98,996.00
Past service cost	-----	---
Current service cost	2,10,120.00	1,90,437.00
Benefits paid	(69,317.00)	(4,01,581.00)
Experience Adjustment	(1,084.00)	22,107.00
Diff.in Present Value of Obligations / Acturial ( Gain ) / Loss on obligations	30,740.00	8,021.00
Present Value of obligation at the end of the I.V.P.	17,46,907.00	14,73,029.00

**3. Changes in the present value of plan assets (not relevant)**

PARTICULARS	AS ON 31.03.2025	AS ON 31.03.2024
	Gratuity (Unfunded)	Gratuity (Unfunded)
Fair value of plan assets at the beginning of the I.V.P.	-	-
Expected Return on plan assets	-	-
Net Contribution	-	-
Withdrawals/ Benefits Paid	-	-
Remeasurement gain / (loss) Returns on plan assets	-	-
Fair value of plan assets at the end of the I.V.P.	-	-

**4. Net Interest cost:-**

PARTICULARS	AS ON 31.03.2025	AS ON 31.03.2024
	Gratuity (Unfunded)	Gratuity (Unfunded)
Interest Cost on Defined Benefit obligation	1,03,419.00	98,996.00
Expected Interest Income on plan assets	---	---
Net Interest cost / (Income)	1,03,419.00	98,996.00

**5. Remeasurements - Other comprehensive Income ( OCI)**

PARTICULARS	AS ON 31.03.2025	AS ON 31.03.2024
	Gratuity (Unfunded)	Gratuity (Unfunded)
Return on plan Assets (excluding amounts included in net interest expenses)	---	---
Actuarial (Gain) / Loss arising from:		
Experience Adjustment	(1,084)	22,107
Diff. in present value of obligations	30,740	8,021
Component of Defined of Benefit Costs recognised in OCI	29,656	30,128



**6. Expenses recognised in the statement of profit and loss**

PARTICULARS	AS ON 31.03.2025	AS ON 31.03.2024
	Gratuity (Unfunded)	Gratuity (Unfunded)
Past service cost	---	---
Current service cost	2,10,120.00	1,90,437.00
Net Interest cost / (Income)	1,03,419.00	9,89,96.00
Defined Benefit cost recognized in the statement of profit and loss	3,13,539.00	2,89,433.00

**7. Amount to be recognised in the balance sheet:-**

PARTICULARS	AS ON 31.03.2025	AS ON 31.03.2024
	Gratuity (Unfunded)	Gratuity (Unfunded)
Present Value of obligation at the end of the I.V.P.	17,46,907.00	14,73,029.00
Fair value of plan assets at the end of the I.V.P.	-----	---
Funded status	(17,46,907.00)	(14,73,029.00)
Net liability arising from Defined benefit obligation	17,46,907.00	14,73,029.00

**8. Components of the net defined obligations**

PARTICULARS	AS ON 31.03.2025	AS ON 31.03.2024
	Gratuity (Unfunded)	Gratuity (Unfunded)
Net Defined benefit obligation at the beginning of the I.V.P.	14,73,029.00	15,55,049.00
Past service cost	---	---
Current service cost	2,10,120.00	1,90,437.00
Net Interest cost / (Income)	1,03,419.00	98,996.00
Net Remeasurement	29,656.00	30,128.00
Net contribution from the employer	---	---
Difference in Benefit Paid and Withdrawl	69,317.00	4,01,581.00
Net Defined benefit obligation at the end of the IVP	17,46,907.00	14,73,029.00

**9. Category wise plan assets**

PARTICULARS	AS ON 31.03.2025	AS ON 31.03.2024
	Gratuity (Unfunded)	Gratuity (Unfunded)
Fund at the end of IVP	---	---

**10. Description of Risk Exposure:** Actuarial Valuation are based on assumptions which are dynamic in nature and vary over time. As such entity is exposed to various risks as follows

- A. Salary Increase-** Actual salary increases will increase the Plan's liability. Increases in salary increase rate assumption in future valuations will also increase the liability.
- B. Imputed Rate of Return (IROR)-** Reduction in IROR in subsequent valuation can increase the plan's liability
- C. Withdrawals-** Actual withdrawals proving higher or lower than that assumed and change of withdrawal rate at subsequent valuation can impact plan's liability.
- D. Mortality-** Actual deaths proving lower or higher than assumed in the valuation can impact the liabilities.

**11. The quantitative Sensitivity analysis on net liability recognised on account of change in significant assumptions**

PARTICULARS	As at 31/03/2025	As at 31/03/2024
<b>Present value of obligation at the end of the period</b>	<b>17,46,907.00</b>	14,73,029.00
<b>(a) Impact of change in Salary rate</b>		
1.Impact due to increase of 1%	<b>68,765.00</b>	69,545.00
2.Impact due to decrease of 1%	<b>(64,424.00)</b>	(65,192.00)
<b>(b) Impact of change in Attrition rate</b>		
1.Impact due to increase of 1%	<b>(3,905.00)</b>	(3,041.00)
2.Impact due to decrease of 1%	<b>4,056.00</b>	3,114.00
<b>(c) Impact of change in Imputed rate of return</b>		
1.Impact due to increase of 1%	<b>(64,007.00)</b>	(64,498.00)
2.Impact due to decrease of 1%	<b>63,325.00</b>	64,883.00
<b>12. Expected Payout as per Terminal Salary &amp; TLOS</b>		
a) 1st following year	<b>1,15,193.00</b>	40,196.00
b) 2nd to 5th following year	<b>15,14,507.00</b>	15,74,254.00
c) 6th to 10th following year	<b>15,05,459.00</b>	12,07,572.00
d) 11th following year onwards	<b>22,09,484.00</b>	24,14,727.00
<b>13. Expected payout as per Terminal Salary &amp; PLOS</b>		
a) 1st following year	<b>98,902.00</b>	38,088.00
b) 2nd to 5th following year	<b>12,50,343.00</b>	11,93,024.00
c) 6th to 10th following year	<b>7,33,665.00</b>	5,08,627.00
d) 11th following year onwards	<b>2,89,486.00</b>	4,18,452.00

**31. Disclosure pursuant to Ind AS - 116 on 'Leases'**

Operating leases: The Company has given factory building to different parties for which the period varies from 1 to 3 years under operating lease. The lease income received during the year is Rs. 1,10,30,259. Leases are renewed only on mutual consent and at a prevalent market price.

**General description of the Lease agreement:**

- i) Lease agreement can be terminated by either party by giving advance notice either by lessee or lessor.
- ii) Lessee can not sublet the building further.
- iii) Lease rent is subject to yearly increase by 10%.

**32. Disclosure pursuant to Indian Accounting Standard (Ind AS)-12:Income Taxes**
**a) Income Tax recognised in Profit or loss**

PARTICULARS	2024-25	2023-24
<b>Current Tax:</b>		
In respect of Current Tax	49,986.00	4,05,908.00
In respect of Earlier Years	(12,481.00)	---
	<u>37,505.00</u>	<u>4,05,908.00</u>
<b>Deffered Tax:</b>		
In respect of Current Tax	2,60,666.59	11,74,437.30
	<u>2,60,666.59</u>	<u>11,74,437.30</u>
<b>Total income Tax expenses recognised</b>	<u>2,98,171.59</u>	<u>15,80,345.30</u>
<b>Income Tax recognised in other comprehensive income arising on income and expenses recognised in other comprehensive income</b>		
Remeasurement of defined benefit obligation	7,711.00	7,833.00
	<u>7,711.00</u>	<u>7,833.00</u>

**(b) The detail of deferred tax liabilities & assets as at the end of each reporting period is as under:**

PARTICULARS	As at 31st March 2023	Movement during 2023-24	As at 31st March 2024	Movement during 2024-25	As at 31st March 2025
<b>Deferred Tax Liability</b>					
Impact of Depreciation	(1,87,966.75)	(37,529.26)	(2,25,496.01)	(26,627.04)	(2,52,123.05)
Fair valuation Gain on investments	14,84,728.95	10,82,381.03	25,67,109.98	3,80,352.30	29,47,462.28
Impact of Compound Financial Instruments	26,478.82	(2,147.15)	24,331.67	(2,340.39)	21,991.28
<b>(A)</b>	<u>13,23,241.02</u>	<u>10,42,704.62</u>	<u>23,65,945.64</u>	<u>3,51,384.87</u>	<u>27,17,330.51</u>
<b>Deffered Tax Asset</b>					
43B Disallowances	6,05,405.17	586.91	6,05,992.08	98,429.28	7,04,421.36
Carried forward business loss &	---	---	---	---	---
Unabsorbed Depreciation	---	---	---	---	---
Provision for Doubtful Debts	15,64,946.74	(1,24,486.60)	14,40,460.14	---	14,40,460.14
<b>(B)</b>	<u>21,70,351.91</u>	<u>(1,23,899.69)</u>	<u>20,46,452.22</u>	<u>98,429.28</u>	<u>21,44,881.50</u>
<b>Deffered Tax Liability (Net) (A-B)</b>	<u>(8,47,110.89)</u>	<u>11,66,604.31</u>	<u>3,19,493.42</u>	<u>2,52,955.59</u>	<u>5,72,449.01</u>

**(c) Reconciliation of Deferred tax liabilities (net)**

PARTICULARS	Current Year	Previous Year
Deferred tax liability at the beginning of the year	3,19,493.42	(8,47,110.89)
Deferred tax (income)/expenses during the year recognized in Statement of Profit & Loss (see note below)	2,60,666.59	11,74,437.31
Deferred tax (income)/expenses during the year recognized in Other Comprehensive Income	(7,711.00)	(7,833.00)
Deferred tax (income)/expenses during the year recognized directly in equity	---	---
Deferred tax (Assets)/liability at the end of the year (see note below)	57,24,49.01	3,19,493.42

**(d) The income tax expense for the year can be reconciled to the accounting profit as follows:**

PARTICULARS	As at 31.3.2025	As at 31.3.2024
Profit before Tax	11,99,331.48	63,43,426.50
Tax at statutory income tax rate of 25.168%	3,01,847.75	15,96,513.58
<b>Tax effect of the amounts not deductible for computing taxable income</b>		
Effect of Depreciation difference	26,627.06	37,529.44
Effect of Expenses that are not deductible in determining taxable profit or allowable on payment basis	1,01,863.72	(21,267.34)
Impact on fair valuation of investment	(3,80,352.30)	(10,82,381.04)
Provision for doubtful Debt	---	(1,24,486.72)
Brought Forward Loss/Depreciation	---	---
Others	---	---
<b>Income tax expense to be recognized in statement of Profit &amp; Loss</b>	<b>49,986.24</b>	<b>4,05,908.00</b>

33. The summarized position of Post-Employment benefits and long term employee benefits recognized in the Profit & Loss Account and Balance Sheet as required in accordance with Indian Accounting Standard (Ind AS 19) are as under:

**(a) Post-Employment benefits**

**Defined Benefit Plans (Gratuity):** During the year the company has recognized an expense of Rs. 313539 (Previous Year Rs. 289433) in the Statement of Profit and Loss. The outstanding liability recognized in Balance sheet as at year end is Rs. 1746907/-

**Defined Contribution Plans (Provident Fund):** During the year the company has recognized an expense of Rs. 558002/- (Previous Year Rs. 532749) as contribution to Employee Provident Fund in the Statement of Profit and Loss.

**(b) Long-term employee benefits (Leave Encashment):** During the year the company has provided an expense of Rs. 271466/- (Previous Year Rs. 223493/-) in the Statement of Profit and Loss. The outstanding liability recognized in Balance sheet as at year end is Rs. 872958/-.

34. The balances of Trade Receivables, Loan and Advances, Deposits, Trade Advances and Trade Payables are subject to confirmation/reconciliation and subsequent adjustments, if any. The management has requested for the confirmation of balances & believes that no material adjustments would be required in books of account upon receipt of these confirmations.

35. In the opinion of the Board of Directors, the financial assets & other current assets have a value on realization in the ordinary course of business at least equal to the amount at which they are stated except as expressly stated otherwise.

36. Previous year amounts have been reclassified wherever necessary and conform to Ind AS presentation.

**37. Disclosure under Ind AS 115 "Revenue from Contracts with Customers"**

PARTICULARS	As at 31/03/2025 ₹	As at 31/03/2024 ₹
<b>A Disaggregated revenue information</b>		
<b>(i) Type of Goods</b>		
Revenue from Sale of Goods	---	---
Revenue from Job Work	---	---
	---	---
<b>(ii) Total revenue from Contracts with Customers</b>		
Revenue from Customers based in India	---	---
Revenue from Customers based outside India	---	---
<b>(iii) Timing of Revenue Recognition</b>		
Goods transferred at a point in time	---	---
<b>B Trade receivables and Contract Customers</b>		
Trade Receivables	24,85,074.85	24,85,074.85
<b>C Contract Liabilities</b>		
Contract liability relate to payment received in advance for performance under contract. Contract liabilities are recognized as revenue at the time of sale of goods. Contract liabilities includes Non current or current advances received from customers to deliver goods.		
<b>Revenue recognized in the current reporting period to carried forward contract liabilities:</b>		
Revenue recognized that was included in the contract liabilities balance at the beginning of the period		
JobWork	₹ 0	
<b>D Reconciling the amount of revenue recognized in the statement of Profit and Loss with the contract price</b>		
<b>Revenue as per Contract Price</b>	---	---
<b>Less Adjustments</b>		
Returns	---	---
Freight Recovered	---	---
Revenue recognized in the statement of Profit and Loss	---	---
Revenue recognized that was included in the contract liabilities balance at the beginning of the period		
<b>E Performance obligation and remaining performance obligation</b>		
The performance obligation is satisfied upon the delivery of Goods and payment is generally due within 7 days to 60 days after delivery.		
The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to		

recognize these amounts in revenue. As on 31st March, 2025, there were no remaining performance obligation as the same is satisfied upon delivery of goods / services.

#### **Credit Risk Management**

##### **Credit Risk**

Credit risk refers to the risk that the counter party will default on its contractual obligations resulting in financial loss to the company. Credit risk arises from financial assets such as cash and cash equivalents, loans, trade receivables, derivative financial instruments and financial guarantees. Credit risk has always been managed by the company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the company grants credit terms in the normal course of business. We monitor our exposure to credit risk on an ongoing basis at various levels. On account of adoption of Ind AS 109, the company uses expected credit loss model to assess the impairment loss or gain. Credit risk on cash and bank balances is negligible as the company generally invests in deposits with banks and financial institutions with high credit ratings assigned by credit rating agencies. Investments primarily include investment in equity instruments for long term period. The Company's credit risk in case of all other financial instruments is negligible.

##### **Trade receivables:**

The Company has exposure to credit risk majorly from trade receivable balances on sale of yarn and Trading of unstitched Suitings, Shirts & Dress Materials which are typically unsecured. The Company routinely assesses the financial strength of its customers and, as a consequence, believes that its trade receivable credit risk exposure is limited. The company also assesses the creditworthiness of the customers internally to whom goods are sold on credit terms in the normal course of business. The credit limit of each customer is defined in accordance with this assessment. The Company ensures concentration of credit does not significantly impair the financial assets since the customers to whom the exposure of credit is taken are well established and reputed industries engaged in their respective field of business. The management of the company regularly evaluates the individual customer receivables. This evaluation takes into consideration customer's financial condition and credit history, as well as current economic conditions. Trade receivables are written off when deemed uncollectible. Recoveries of trade receivables previously written off are recorded when received. The company regularly tracks the outstanding trade receivables and proper action is taken by the company for collection of overdue trade receivables.

The impairment analysis is performed on client to client basis for the debtors that are past due at the end of each reporting date. The company has considered an allowance for doubtful debts on the basis of lifetime expected credit loss model as per provision matrix in case of trade receivables that are past due but there has not been a significant change in the credit quality and the amounts are still considered recoverable & no writing off from books is required.

##### **Reconciliation of allowance for lifetime expected credit loss.**

<b>PARTICULARS</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
Balance as at Beginning of the year	<b>57,23,379.45</b>	57,23,379.45
Allowance for doubtful receivables based on Expected	-	-
Credit Loss (ECL)	-	-
Release to the statement of profit and loss	-	-
Balance at end of the year	<b>57,23,379.45</b>	57,23,379.45
<b><u>Ageing of trade receivables (Gross)</u></b>	<b><u>As at 31st March 2025</u></b>	<b><u>As at 31st March 2024</u></b>
Not Due	---	---
0-6 Months past due	---	---
More than 6 months past due	<b>24,85,074.85</b>	24,85,074.85
total trade receivables	<b>24,85,074.85</b>	24,85,074.85

**Capital risk management**

The capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the company's capital management is to maintain optimum capital structure to reduce cost of capital and to maximize the shareholder value. The Company's objectives when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The director's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. In order to maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

Consistent with others in the industry, the Company monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital plus net debt. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions and the requirements of the financial covenants which otherwise would permit the banks to immediately call loans and borrowings.

PARTICULARS	As at 31st March, 2025
Borrowings	---
Less: Cash & cash equivalents	24,22,756.14
Net debt	(24,22,756.14)
Total equity	2,97,76,017.47
Capital & Net debt	2,73,53,261.33
Gearing ratio	(0.09)

Since there are no interest bearing loans & borrowings from banks, therefore, there are no breaches in the financial covenants of interest-bearing loans and borrowings in the current year ended 31st March 2025.

No Changes were made in the objectives, policies or processes during the years ended 31st March 2025 and 31st March 2024.

**38. Financial Risk Management**

The Company's principal financial liabilities comprises of loans and borrowings, trade and other payables, and other current liabilities. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has loans and receivables, trade and other receivables, cash and short-term deposits that arise directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks and that advises on financial risks and the appropriate financial risk governance framework for the Company. There has been no change to the company's exposure to the financial risks or the manner in which it manages and measures the risk. The company has not framed formal risk management policies; however, the risks are monitored by management on a continuous basis. The company does not enter into or trade in financial instruments, investment in securities, including derivative financial instruments, for speculative or risk management purposes.

This note explains the risks which the company is exposed to and policies and framework adopted by the company to manage these risks:

**Market Risk:** Market risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: interest rate risk, currency risk and other price risk, such as investment/ equity risk. Financial instruments affected by market risk include loans & borrowings.

**(a) Foreign Currency Risk Management:**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company doesn't operate internationally & didn't undertake any transactions denominated in foreign currencies during the reporting period & previous year. Hence, exposures to exchange rate fluctuations didn't arise.

**(b) Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates does not arise due to non existence of any debt obligations with floating interest rates. The company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. As the Company has no significant interest-bearing assets, the income and operating cash flows are substantially independent of changes in market interest rates.

**(c) Other Price Risk**

The company is exposed to equity price risk arising from equity investments. The company manages equity price risk by monitoring liquidity positions of such investments in short & long term periods. The company does not actively trade equity investments. Equity investments are mainly held for strategic rather than trading purposes.

**(c.1) Equity price sensitivity analysis**

The sensitivity analysis below has been determined based on exposure to equity price risks at the end of reporting period.

If Fair Value per share had been 1% higher/Lower, the profit for the year would have increased/decreased by +/- 0.49 lakhs (Previous Year: increased/decreased by 0.49 lakhs ) as a result of the changes in fair value of equity shares.

**Liquidity risk management**

Liquidity risk refers to the probability of loss arising from a situation where there will not be enough cash and/or cash equivalents to meet the needs of depositors and borrowers, sale of liquid assets will yield less than their fair value and illiquid assets will not be sold at the desired time due to lack of buyers. The primary objective of liquidity management is to provide for sufficient cash and cash equivalents at all times and any place in the world to enable us to meet our payment obligations. The financial liabilities of the company include loans and borrowings, trade and other payables. The company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The company monitors its risk of shortage of funds to meet the financial liabilities using a liquidity planning tool. The company plans to maintain sufficient cash and marketable securities to meet the obligations as and when fall due. Currently the company is servicing all its obligations whether in case of borrowings or statutory dues payable to various authorities.

The company manages liquidity risk by maintaining adequate reserves, continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

Ultimate responsibility for liquidity risk management rest with the management which has built an appropriate liquidity risk management framework for the management of the company's short, medium and long term funding and liquidity management requirements.



The below is the detail of contractual maturities of the financial liabilities of the company at the end of each reporting period:

PARTICULARS	As at March 31, 2025
<b>Borrowings</b>	
0-1 years	---
2-3 years	---
4-5 years	---
More than 5 years	---
<b>Trade Payables</b>	
0-1 years	---
2-3 years	---
3-5 years	---
More than 5 years	---
<b>Other Financial liabilities</b>	
0-1 years	47,85,248.00
2-3 years	---
3-5 years	---
More than 5 years	1,12,622.04

#### 39. Reconciliation of movement of liabilities to cash flow arising from financing activities

PARTICULARS	As at 31st March 2025	As at 31st March 2024
Borrowings at the beginning of the Year (current and non current) including current maturities of long term debt	---	---
Proceeds from borrowings	---	---
Repayment of borrowings	---	---
Transaction Cost related to Borrowings	---	---
Borrowing at the end of the year (current and non current)	---	---

#### 40. Analytical Ratios

Ratios	Numerator	Denominator	Year Ended 31/03/2025	Year Ended 31/03/2024	% variance	Reason for variance
A. Current Ratio	Current assets	Current liabilities	1.03	1.58	-35%	The current investments transferred under the head of not current investments. So this year current total current assets decreased.
B. Debt-equity Ratio	Total debt	Shareholder's equity	---	---	6%	Not Applicable
C. Debt service coverage Ratio	Earnings available for debt service	Debt service	12.89	55.94	-77%	This decline is due to reduction in Earnings available for debt service of the company. Scaling down of Earnings available for debt service is due to reduction in Rental Income & Fair Value gain on investments.

Ratios	Numerator	Denominator	Year Ended 31/03/2025	Year Ended 31/03/2024	% variance	Reason for variance
D. Return on equity Ratio	Net profit after tax	Average share-holder's equity	3.07	17.96	-83%	This decline is due to reduction in Net Profit (after tax) of the company. Scaling down of Net Profit is due to reduction in Rental Income.
E. Trade receivables turnover Ratio	Total sale	Accounts receivable	-	-	-	Not Applicable
F. Trade payables turnover Ratio	Total purchase	Accounts payable	-	-	-	Not Applicable
G. Inventory Turnover Ratio	Cost of goods sold or Sales	Average inventory	-	-	-	Not Applicable
H. Net Capital turnover Ratio	Net sales	Working capital	-	-	-	Not Applicable
I. Net Profit Ratio*	Net Profit	Total income	6.62	25.15	-74%	This decline is due to reduction in Net Profit (after tax) of the company. Scaling down of Net Profit is due to reduction in Rental Income & Fair Value gain on investments.
J. Return on Capital employed	Earnings before interest and taxes	Capital employed	3.68	21.46	-83%	This decline is due to reduction in earning before interest and taxes of the company. Scaling down of earning before interest and taxes is due to reduction in Rental Income & Fair Value gain on investments.
K. Return on investment						
- Quoted	Income generated from investments	Time Weighted average investments	9.94	14.55	-32%	This fair value of investments has been declined on account of market fluctuations thereby decreasing the ratio.
- Unquoted	Income generated from investments	Time Weighted average investments	2.15	2.39	-10%	This is basically due to increase in Net Worth of Fountain tie-up private limited for FY 2023-24.

\* As the Revenue is Nil so net profit ratio is calculated by using Total income.

## 41. Other Disclosures

### Forming the Part of Financial Statements for the Year Ended March 31, 2025

- (i) Details of title deeds of immovable property not held in name of the Company: Nil
- (ii) The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- (iii) The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (iv) The Company is not declared a wilful defaulter by any bank or financial institution or any other lender.
- (v) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (vi) There are no funds which 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 persons or entities, including foreign entities ("Intermediaries").
- (vii) a) 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  
b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (viii) There are no funds which have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:  
a) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or  
b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ix) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (x) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**For Kamboj Malhotra & Associates**  
**Chartered Accountants**

**For and on behalf of the Board of Directors**

**(CA Amarjit kamboj)**  
Partner  
(M. No. 082152)

**(Rajneesh Oswal)**  
Chairman and  
Managing Director  
DIN 00002668

**(Vishal Oswal)**  
Vice-Chairman and  
Managing Director  
DIN 00002678

**(Harpreet Kaur)**  
Company Secretary

**(Rajesh Kumar)**  
CFO

**PLACE : LUDHIANA**  
**DATED : 28.05.2025**

## ADINATH TEXTILES LIMITED

Regd. Office: Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana 141 123

Tel. No. 9876100948, CIN- L17115PB1979PLC003910

Website : [www.adinathtextiles.com](http://www.adinathtextiles.com), Email : [atl@shreyansgroup.com](mailto:atl@shreyansgroup.com)

## Form No. MGT-11

## Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id: DP ID:

I/We, being the member(s) of ..... Shares of Adinath Textiles Limited, hereby appoint:

1. Name : .....
2. Address : .....
3. E-mail Id : .....
4. Signature : ....., or failing him /her
1. Name : .....
2. Address : .....
3. E-mail Id : .....
4. Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45<sup>th</sup> Annual general meeting of the company, to be held on Tuesday, the 30<sup>th</sup> day of September, 2025 At 11:00 A.M. at the registered office of the company at Village: Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana 141 123 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution(s):**

1..... 2..... 3..... 4.....

Signed this..... day of ..... 2025

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp here

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

-----><-----

### ADINATH TEXTILES LIMITED ATTENDANCE SLIP

I hereby record my presence at the 45<sup>th</sup> ANNUAL GENERAL MEETING of the Company being held on Tuesday, the 30<sup>th</sup> day of September, 2025 at 11:00 A.M. at the Registered Office of the Company Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana - 141 123

.....  
Full Name of the Shareholder  
(IN BLOCK LETTERS)

Signature

Folio No .....

Client ID. ....

Full Name of Proxy .....  
(IN BLOCK LETTERS)

D. P. ID. ....

**NOTE :** 1. The Proxy Form duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.  
2. A proxy need not be a member.

**SPACE FOR SUMMARY NOTES FOR MEMBER'S USAGE**

[illegible]

**SPACE FOR SUMMARY NOTES FOR MEMBER'S USAGE**

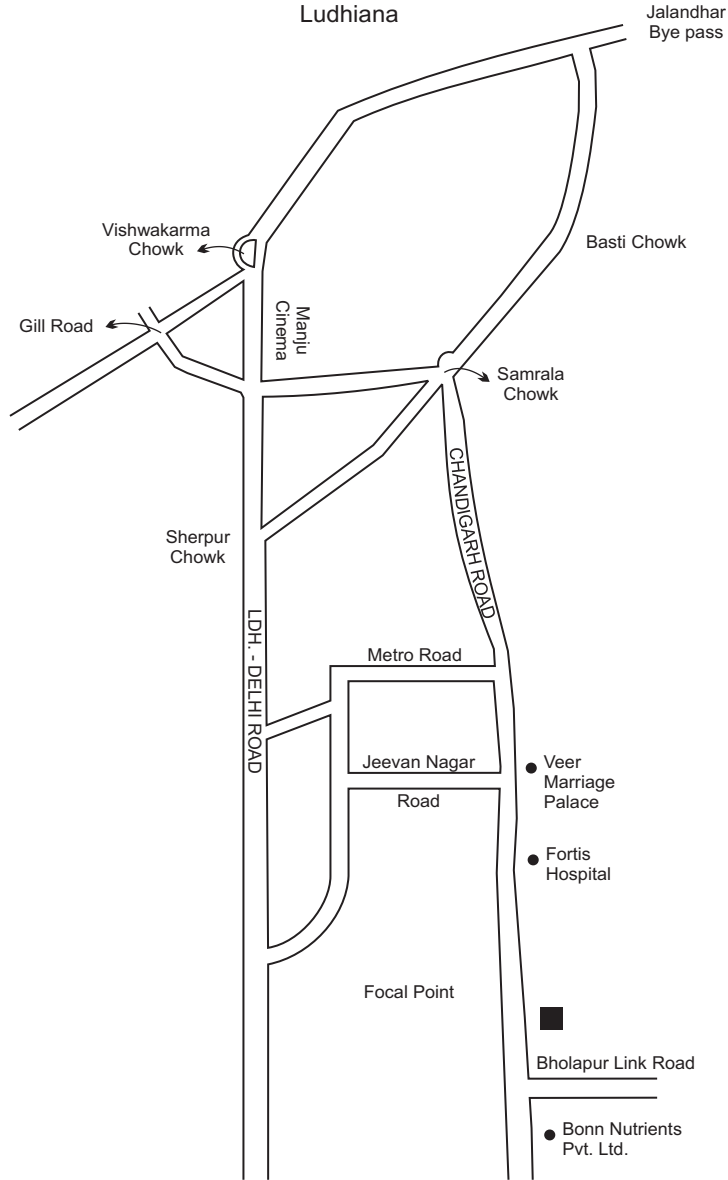
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Route map to the venue of the AGM

Venue : **Adinath Textiles Limited**

Village Bholapur, P.O. Sahabana, Chandigarh Road,  
Ludhiana



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CIN: L17115PB1979PLC003910

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