



ANNUAL REPORT

2024-25



	CANDOUR TECHTEX LIMITED CIN: L25209MH1986PLC040119	39th ANNUAL REPORT 2024-25
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Board & Management Team

Board of Directors

Mr. Jayesh Ramniklal Mehta	-	Chairperson
Mr. Amita Jayesh Mehta	-	Non-executive Director
Mrs. Sharmila Hiralal Amin	-	Non-executive Director
Ms. Mansi Harsh Dave	-	Independent Director
Mr. Zareer Dinshaw Colabavala	-	Independent Director
Mr. Jayesh Kanaiyalal Bhanushali	-	Independent Director

Chief Financial Officer

Mr. Shailesh Pandurang Sankav

Company Secretary

Ms. Shital Suresh Gurav

Statutory Auditors

M/s Ambavat Jain & Associates
Practicing Chartered Accountants

Secretarial Auditors

N L Bhatia & Associates
Practicing Company Secretaries

Registrar & Share Transfer Agent

Purva Sharegistry (India) Private Limited

Internal Auditor

Messers. Reema Vipul Shah,
Chartered Accountant

Registered Office

108/109 T. V. Industrial Estate, 52, S.K. Ahire
Marg, Worli, Worli Colony, Mumbai,
Maharashtra, India, 400030

Plant Locations

- 1) Nashik, Maharashtra
- 2) Ankleshwar, Gujarat
- 3) Malegaon, Maharashtra

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DIRECTORS' REPORT

To,
The Members of the Company

The Board of Directors of Candour Techtex Limited (the "Company") are pleased to present the 39th Annual Report and the Audited Financial Statements of the Company for the financial year ended 31st March 2025 ("financial year under review").

1. FINANCIAL PERFORMANCE:

The Company's financial performance for the financial year ended 31st March 2025 as compared to the previous financial year ended 31st March 2025 is summarized below:

(₹ In lakhs)

Particulars	2024-25	2023-24
Income		
Revenue From Operations	18,810.18	18,473.41
Other Income	188.27	250.04
Total Income	18,998.46	18,723.45
Expenses		
Operating Cost	17,481.66	17,592.13
Employee Benefits Expense	465.49	542.67
Finance Costs	288.61	260.42
Depreciation and Amortization Expense	394.01	350.49
Other Expenses	236.55	125.96
Total Expenses	18,866.31	18,871.66
Profit before exceptional and extraordinary items and Tax	132.14	(148.21)
Exceptional items	-	-
Profit/(Loss) before Tax	132.14	(148.21)
Provision for Tax	64.86	42.52
Profit/(Loss) after Tax	67.28	105.69
Total Comprehensive Income for the year	64.48	(105.36)
EPS in Rs. (Diluted) face value of Re. 10/- each	0.04	(0.62)

The Company has prepared the Financial Statements in accordance with Indian Accounting Standards ("IND AS") as notified under Sections 129 and 133 of the Companies Act, 2013 ("the Act") read with the Companies (Accounts) Rules, 2014 and other relevant provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended

2. SUBSIDIARY, ASSOCIATES AND JOINT VENTURE:

During the financial year under review, your Company did not have any subsidiary, associate and joint venture company.

3. TRANSFER TO RESERVES:

Your Company has not transferred any amount to General Reserve during the financial year under review.

4. OPERATIONS AND FUTURE OUTLOOK:

The details of the operations and Future outlook of the Company has prescribed under the Management and Discussion Analysis which forms part of this Annual Report.

5. DIVIDEND:

The Board of Directors ("Board") after assessing the performance, capital position, solvency and liquidity levels of the Company and in order to conserve the resources of Company, your Directors do not recommend any dividend.

6. DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from the public and as such, no amount on account of principal or interest on deposits from the public was outstanding as of 31 March, 2025.

7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Full particulars of investments, loans, guarantees and securities covered under Section 186 of the Companies Act 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 provided during the financial year under review has been furnished in Note 4 of the Notes to Accounts which forms part of the financials of the Company.

The proceeds of investment shall be utilized for general corporate purpose by the recipient.

8. LOANS FROM DIRECTORS OR DIRECTORS' RELATIVES:

During the financial year under review, the Company has not borrowed any amount(s) from Directors and their relatives.

9. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The following changes occurred during the Audit Period under review: -

- a) Appointment of Mr. Jayesh Bhanushali DIN (10765301) as an Independent Director of the Company to hold office for a term of five consecutive years, with effect from 03rd September, 2024.
- b) Appointment of Mr. Zareer Dinshaw Colabavala DIN (01835112) as an Independent Director of the Company to hold office for a term of five consecutive years, with effect from 03rd September, 2024.
- c) Appointment of Ms. Shital Gurav (ACS: A73942), as the Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company with effect from 22nd May, 2024.

10. MEETINGS OF THE BOARD AND ITS COMMITTEES:**I. Board Meetings:**

The Board meets at regular intervals, inter-alia, to discuss and decide on the Company's performance and strategies. During the financial year under review, the Board met Eight times on 22nd May, 2024, 30th May, 2024, 12th August, 2024, 03rd September, 2024, 14th November, 2024, 10th December, 2024, 15th

January, 2025 and 14th February, 2025.

Further details on the Board Meetings are provided in the Corporate Governance Report, which forms part of this Annual Report.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

II. Audit Committee:

The Board of Directors has constituted an Audit Committee with its composition, quorum, powers, role and scope in line with the applicable provisions of the Act and SEBI Listing Regulations.

Further details on the Audit Committee, its Meetings, composition and attendance are provided in the Corporate Governance Report, which forms part of this Annual Report.

During the financial year under review, all recommendations made by the Audit Committee were accepted by the Board.

III. Nomination, Remuneration and Compensation Committee:

The Board of Directors has constituted a Nomination, Remuneration Committee (“NRC”), with its composition, quorum, powers, role and scope in line with the applicable provisions of the Act and SEBI Listing Regulations.

The NRC has formulated a policy on remuneration under the provisions of Section 178(3) of the Act, and the same is uploaded on the website of the Company at <https://www.cteil.com/pdf/Nomination%20Remuneration%20Evaluation%20Policy.pdf>.

Further, details on the NRC its Meetings, composition and attendance are provided in the Corporate Governance Report, which forms part of this Annual Report.

Stakeholders Relationship Committee:

The Board of Directors has constituted a Stakeholders Relationship Committee: (“SRC”), with its composition, quorum, powers, role and scope in line with the applicable provisions of the Act and SEBI Listing Regulations.

The SRC has formulated a policy on remuneration under the provisions of Section 178 of the Act, and the same is uploaded on the website of the Company at <https://www.cteil.com/pdf/Composition%20of%20Board%20&%20Committee.pdf>

Further, details on the SRC its Meetings, composition and attendance are provided in the Corporate Governance Report, which forms part of this Annual Report.

11. SECRETARIAL STANDARDS:

The Institute of Company Secretaries of India had revised the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) with effect from October 1, 2017. The Company is in compliance with the provisions of the same.

12. DISCLOSURE FROM INDEPENDENT DIRECTORS:

All Independent Directors have submitted the declaration of Independence, pursuant to the provisions of Section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations, stating that they meet the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective Independent judgment and without any external influence. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience, expertise and hold the highest standards of integrity.

The Independent Directors have also confirmed their registration with the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in compliance with requirements of the Companies (Appointment and Qualification of Directors) Rules, 2014.

13. BOARD EVALUATION:

The evaluation framework for assessing the performance of the Directors of the Company comprises of contributions at the Meeting(s) and strategic perspective or inputs regarding the growth and performance of the Company, amongst others.

Pursuant to the provisions of the Act and SEBI Listing Regulations and in terms of the Framework of the Board Performance Evaluation, the Board of Directors have carried out an annual performance evaluation of the Board as-a-whole, performance of various Committees of the Board, and Individual Directors. A separate meeting of the Independent Directors was also held during the financial year under review for the evaluation of the performance of Non-Independent Directors, performance of the Board as-a-whole. The manner in which the evaluation has been carried out has been set out in the Corporate Governance Report, which forms part of this Annual Report.

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in **Annexure I** which forms part of this Report.

15. STATUTORY AUDITORS AND AUDITORS' REPORT:

In terms of the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Ambavat Jain & Associates, LLP, Chartered Accountants, Firm Registration No. 109681W was appointed as statutory auditors of the Company to hold office for one term of 5 years till the conclusion of 42nd Annual General Meeting of the Company.

The Auditors have issued their report on the financial statements for the financial year ended March 31, 2025, with an unmodified opinion.

16. REPORTING OF FRAUD

The Auditors have not reported any fraudulent matter under Section 143(12) of the Companies Act, 2013 and therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Companies Act, 2013.

17. SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s N L Bhatia and Associates, Company Secretaries, to undertake the Secretarial Audit of the Company and to issue Secretarial Audit Report for the financial year ended on 31st March, 2025.

The Secretarial Audit Report issued by M/s N L Bhatia and Associates for the financial year ended 31st March, 2025 is set out as “**Annexure II**” to this Report. The said report does not contain any observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

18. MAINTENANCE OF COST RECORDS:

The maintenance of cost records as specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Rules 2014 is not applicable to the Company.

19. CORPORATE SOCIAL RESPONSIBILITY POLICY

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to the Company.

20. RISK MANAGEMENT:

The requirement of Risk Management Committee under Regulation 21 of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 is not applicable to the Company as the same is applicable to top 1000 listed entities. The Company has in place Business Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

There are no risks which in the opinion of the operating management threaten the existence of your Company.

21. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. However, this requires up gradation and improvement under new business environment. The Company is constantly improving the quality and implementing more internal financial controls. The Internal Auditor monitors and evaluates operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal auditor, the Audit Committee/ Board initiate corrective action in respective areas and advise the operating people about the action taken on such report and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

22. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism named Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015. The policy deals with instance of fraud and mismanagement, if any. The details of the Whistle Blower Policy are explained in the Corporate Governance Report and also posted on the website of the Company.

23. RELATED PARTY TRANSACTIONS:

During the financial year under review, all transactions entered into by the Company with related parties were in ordinary course of business and at arm's length basis and were not considered material as per the provisions of Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI Listing Regulations. Hence, disclosure in form AOC-2 under Section 134(3)(h) of the Act, read with Rule 8 of the Companies (Accounts of Companies) Rules, 2014, is not applicable.

Prior approval of the Audit Committee is obtained for all Related Party Transactions ("RPTs") which are of a repetitive nature and entered into in the ordinary course of business and at arm's length. A statement on RPTs specifying the details of the transactions, pursuant to each omnibus approval granted, is placed on a quarterly basis for review by the Audit Committee.

Pursuant to Regulation 23(9) of SEBI Listing Regulations, disclosures of RPTs are submitted to the stock exchanges on a half-yearly basis and published on the Company's website at <https://www.cteil.com>

There were no material transactions entered into with related parties during the period under review, which may have had any potential conflict with the interests of the Company at large. The details of transactions with related parties of the Company for the financial year under review, are given in Note No. 46 to the Financial Statements, which forms part of this Annual Report.

The policy on Related Party Transactions is available on the Company's website <https://www.cteil.com/pdf/Policy%20on%20dealing%20with%20Related%20Party%20Transactions.pdf>

24. CORPORATE GOVERNANCE

Pursuant to Schedule V of Listing Regulations, Management Discussion and Analysis, Corporate Governance Report and Certificate issued by Secretarial Auditor regarding compliance of conditions of Corporate Governance forms part of the Annual Report. A declaration signed by the Managing Director regarding compliance with the Code of Conduct by the Board Members and Senior Management Personnel also forms part of the Annual Report. Code of Conduct and various other policies are available on the website of the Company.

25. ANNUAL RETURN:

Pursuant to Section 134(3)(a) of the Act, the Annual Return of the Company prepared as per Section 92(3) of the Act for the financial year ended March 31, 2025, will be available on the Company's website at www.cteil.com

26. PARTICULARS OF EMPLOYEES:

The Directors sincerely appreciate efforts put in by employees of the Company at all levels and thank them for their contribution in achieving the overall results during the year.

Disclosure pertaining to the remuneration and other details as required under Section 197(2) of the Companies Act 2013 and Rule, 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as "Annexure III" to this report.

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

The Company has zero tolerance for sexual harassment at the workplace. As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has formed an Internal Committee to address complaints pertaining to sexual harassment in the workplace.

number of complaints of sexual harassment received in the year;	0
number of complaints disposed off during the year; and	0
number of cases pending for more than ninety days	0

28. DIRECTORS' RESPONSIBILITY STATEMENT:

Based on the framework and testing of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and the reviews performed by Management and the relevant Board Committees, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2024-25. Accordingly, pursuant to Section 134(5) of the Act, the Board of Directors, based on the assurance given of the business operations, to the best of their knowledge and ability, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. they have, in the selection of the accounting policies, consulted the Statutory Auditors and have applied their recommendations consistently and made judgements and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii. they have taken proper and sufficient care to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively; and
- vi. they have devised a proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

29. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/TRIBUNAL

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

30. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY AFTER THE END OF THE FINANCIAL YEAR TILL THE DATE OF THIS REPORT:

Except as otherwise mentioned in this report, there are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial year of the Company to which the Financial Statements relates and the date of this report.

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

31. COMPLIANCE STATEMENT:

During the year under review, there were no cases where maternity benefit was availed by employees of the Company.

32. OTHER DISCLOSURE:

- A Business Responsibility and Sustainability Report as required under Regulation 34 of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 is not applicable to the Company as the same is applicable for top 1000 listed entities based on market capitalization.
- Dividend Distribution Policy as required under Regulation 43A of SEBI (Listing Obligations and Disclosures Requirements Regulation, 2015 is not applicable to the Company.
- There were no proceedings, either filed by the Company or against the Company, pending under the Insolvency and Bankruptcy Code, 2016 as amended, before the National Company Law Tribunal or other Courts as of 31 March, 2025.
- Raising of funds through preferential allotment or qualified institutional placement:

During the year under review, the Company raised funds through a preferential issue as under:

1. Allotment of Convertible Warrants: The Company allotted 12,00,000 convertible warrants at a price of ₹83.70/- (including a premium of ₹73.70/-) per share warrant, aggregating to ₹10,04,40,000 (Rupees Ten Crores Four Lakhs and Forty Thousand only), on a preferential basis to M/s. Mangal Keshav Capital Limited, a non-promoter of the Company.

In accordance with the terms of issue, the Company has received 25% of the warrant issue price, i.e., ₹20.925/- per warrant, aggregating to ₹2,51,10,000 (Rupees Two Crores Fifty One Lakhs Ten Thousand only) from the allottee.

2. Allotment of Equity Shares: The Company further allotted 10,19,475 equity shares of face value ₹10/- each, fully paid-up, at a price of ₹83.70/- (including a premium of ₹73.70/-) per share, aggregating to ₹8,53,30,058 (Rupees Eight Crores Fifty Three Lakhs Thirty Thousand and Fifty Eight only), to the following non-promoter(s):

Sr. No.	Name of the Allottee	Number of shares
1	M/s. Mangal Keshav Capital Limited	9,00,000
2	Mrs. Kamlesh Gupta	1,19,475

- There is no difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions.
- During the year, there were no transactions requiring disclosure or reporting in respect of matters relating to:
 - a) issue of equity shares with differential voting rights as to dividend, voting or otherwise;
 - b) issue of shares (including sweat equity shares) to employees of the Company under any scheme;
 - c) instance of one-time settlement with any bank or financial institution.

APPRECIATION:

The Directors place on record their appreciation for the exemplary contribution made by the employees of the Company at all levels. Their dedicated efforts and enthusiasm have been pivotal to the Company's growth.

The Board would also like to express sincere appreciation for the continued support from Depositories, Depository Participants, Bankers, Registrars & Transfer Agents, Distributors & Agents, Central and State Governments and other Regulatory Bodies, business associates & other service providers and the Shareholders who have always supported and helped the Company to achieve its objectives.

For and on behalf of the Board

Sd/-

Jayesh R. Mehta
Chairman & Managing Director
DIN: 00193029

Place: Mumbai

Date: September 01, 2025

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

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

CONSERVATION OF ENERGY:

Technology up gradation, modernization, and the introduction of control instrumentation are practiced realizing the full potential of energy conservation in our organization. The Company does a continual improvement for optimum utilization of resources to ensure minimize consumption of energy, water, natural resources while maximizing production volumes in ecofriendly manner.

TECHNOLOGY ABSORPTION:

The following initiatives have been taken which has resulted in product improvement / product development and reduction in cost to end consumer and also as an import substitution.

1. During the year the Company has acquired PLC controlled Relax Dryer.
2. Company has imported the following machinery:
 - a) Textile Calending Line
 - b) Butt End Sewing Machine

RESEARCH & DEVELOPMENT:

Your Company strives to make continuous investments towards improvement in its existing product lines and undertakes development efforts in that area. Such efforts shall help your Company to achieve the set targets in a better manner, within less than required time together with providing improved quality products.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

				(₹ in lakhs)	
Sl. No.	Particulars			31/03/2025	31/03/2024
A	Earnings in Foreign Exchange				
1	Export Services			Nil	37,20,914
	TOTAL (A)			Nil	37,20,914
B	Expenditure in Foreign Currency				
1.	Fees & Subscription			2,23,396	99,790
2.	Foreign Travelling			3,67,952	1,16,000
3.	Value of Import on CIF basis			31-03-2025	31-03-2024
a)	Raw Material			1,48,70,274	2,02,95,527
b)	Machinery			48,61,464	7,70,23,322

c)	Spares			56,550	Nil
d)	Equipment			Nil	1,35,281
	Total			1,97,88,288	9,74,53,860
	TOTAL (B)			2,03,79,636	9,76,69,650

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

[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,
Candour Techtex Limited
(Formerly known as Chandni Textiles Engineering Industries Limited)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and adherence to the good governance practices followed by **“Candour Techtex Limited” (Formerly known as “Chandni Textiles Engineering Industries Limited”)** having Corporate Identification Number (CIN) **L25209MH1986PLC040119** (hereinafter called **“the Company”**). Secretarial Audit was conducted in accordance with the Auditing Standards and the guidance note issued by the Institute of Company Secretaries of India (ICSI) and in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the Financial Year ended March 31, 2025 according to the provisions of:

- i. The Companies Act, 2013 (**“the Act”**) and the Rules made thereunder, including statutory amendments made thereto and modifications thereof for the time being in force;
- ii. The Securities Contracts (Regulation) Act, 1956 (**“SCRA”**) and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 (**“FEMA”**) and the Rules and Regulations made thereunder to the extent applicable;
- 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 (Listing Obligation and Disclosure Requirement) Regulations, 2015 as amended from time to time;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act, 2013 and dealing with client;
- e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
- f. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- g. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable during the period under review.**
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable during the period under review.**
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review.**

Other Laws applicable to the Company are as given in Annexure A.

We 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) Circulars / Notifications issued by Ministry of Corporate Affairs (“MCA”) for holding Meetings through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

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

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There is changes in the composition of Board of Directors during the period under review.

Adequate notice was given to all the Directors to schedule the Board and Committee meetings. Agenda and detailed notes on agenda were sent well in advance of the meetings, in case of less than seven days the Company has taken shorter notice consent from the Directors/ Members of the Board/ Committees, 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 the Decisions at the Meetings of the Board of Directors and Committees thereof were carried out unanimously as recorded in the minutes of the Meetings of Board of Directors and/or Committee(s) of the Board, as the case may be and with requisite majority at General Meetings.

We further report that, the Company received show cause notice from Bombay Stock Exchange and Metropolitan Stock Exchange of India Limited, levying a fine of Rs. 16,520/- for non-compliance of Regulation 6(1) of the Listing Regulations, for Delay appointment of company secretary and compliance officer. The Company has duly paid the fine.

We further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines. All the notices and orders received by the Company pursuant to the above mentioned laws have been adequately dealt with/duly replied/complied with.

We further report that, during the audit period, the Company raised funds through a preferential issue as under:

1. Allotment of Convertible Warrants: The Company allotted 12,00,000 convertible warrants at a price of ₹83.70/- (including a premium of ₹73.70/-) per share warrant, aggregating to ₹10,04,40,000 (Rupees Ten Crores Four Lakhs and Forty Thousand only), on a preferential basis to M/s. Mangal Keshav Capital Limited, a non-promoter of the Company.

In accordance with the terms of issue, the Company has received 25% of the warrant issue price, i.e., ₹20.925/- per warrant, aggregating to ₹2,51,10,000 (Rupees Two Crores Fifty One Lakhs Ten Thousand only) from the allottee.

2. Allotment of Equity Shares: The Company further allotted 10,19,475 equity shares of face value ₹10/- each, fully paid-up, at a price of ₹83.70/- (including a premium of ₹73.70/-) per share, aggregating to ₹8,53,30,058 (Rupees Eight Crores Fifty Three Lakhs Thirty Thousand and Fifty Eight only), to the following non-promoter(s):

Sr. No.	Name of the Allottee	Number of shares
1	M/s. Mangal Keshav Capital Limited	9,00,000
2	Mrs. Kamlesh Gupta	1,19,475

We further report that, during the audit period, the Members at the Annual General Meeting held on September 27, 2024 approved the following:

1. Appointment of Director in place of Sharmila Hiralal Amin (DIN: 06770401), who retires by rotation and being eligible offers himself/herself for re-appointment.
2. Revision in terms of remuneration of Mr. Jayesh Ramniklal Mehta, Chairman and Managing Director of the company.
3. Appointment of Mr. Jayesh Bhanushali (DIN: 10765301) as an Independent Director of the Company.
4. Appointment of Mr. Zareer Dinshaw Colabavala (DIN: 01835112) as an Independent Director of the Company.

We further report that, during the audit period the members at the Extra-Ordinary General Meeting held on 10th February 2025, approved the following:

1. Company Increased its Authorised Share Capital of from Rs. 20,00,00,000/- (Rupees Twenty Crores only) consisting of 2,00,00,000/- (Two Crores only) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs. 23,70,00,000/- (Rupees Twenty Three Crores Seventy Lakhs Only) consisting of 2,37,00,000/- (Rupees Two Crores Thirty Seven Lakhs Only) Equity Shares of Rs.10/- (Rupees One only) each.
2. Approved the sub-divisions / split of existing 1(one) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each fully paid up into 10 (Ten) Equity share of face value of Rs. 1/- (Rupee One only) each fully paid up.

3. Approved the alteration of Capital Clause of the Memorandum of Association of the Company on account of above sub-division/ split of Equity Shares.

For M/s. N. L. Bhatia & Associates
Practicing Company Secretaries
UIN: P1996MH0055800
Peer Review No.: 6392/2025

Place: Mumbai
Date: September 01, 2025

N L Bhatia
Partner
FCS No: 1176
C P No.: 422
UDIN: F001176G001134979

LIST OF APPLICABLE LAWS**1. Tax Laws:**

- a. CGST Act, 2017
- b. SGST Act, 2017
- c. IGST Act, 2017
- d. UTGST Act, 2017.
- e. Income Tax Act, 1961.

2. Employee Laws:

- a. Payment of Gratuity Act, 1972 and Payment of Gratuity (Central) Rules, 1972.
 - b. The Payment of Bonus Act, 1965 and Payment of Bonus Rules, 1975.
 - c. The Payment of Wages Act, 1936.
 - d. The Minimum Wages Act 1948.
 - e. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and Scheme framed thereunder.
 - f. The Employees' State Insurance Act 1948.
 - g. The Maternity Benefit Act, 1961.
 - h. The Contract Labour (Abolition and Regulation) Act, 1970 & Rules.
 - i. Equal Remuneration Act, 1976.
 - j. Workmen's Compensation Act, 1923.
 - k. Employment Standing Orders Act, 1946.
 - l. Child Labour (Prohibition and Regulation) Act, 1986.
 - m. Factories Act, 1948 and rules made thereunder
 - n. Industrial Disputes Act, 1947
 - o. The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959.
 - p. The Apprentices Act, 1961 and Apprenticeship Rules, 1991 under the above Rules.
 - q. Labour Welfare Fund Act.
- 3. Environment (Protection) Act, 1986**
- 4. The Shops and Establishment Act.**
- 5. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**

Note: This is an indicative list and not an exhaustive list.

**To,
The Members,
Candour Techtex Limited
(Formerly known as Chandni Textiles Engineering Industries Limited)**

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

1. Maintenance of Secretarial Record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
2. We have followed the auditing standards issued by the Institute of Company Secretaries of India (“**ICSI**”) and audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. We believe that the processes and practices, we have followed are aligned with Auditing Standards issued by the Institute of Company Secretaries of India (“**ICSI**”) provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the Compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

**For M/s. N. L. Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH0055800
Peer Review No.: 6392/2025**

**Place: Mumbai
Date: September 01, 2025**

**N L Bhatia
Partner
FCS No: 1176
C P No.: 422
UDIN: F001176G001134979**

Annexure III

PARTICULARS OF REMUNERATION OF EMPLOYEES AND RELATED DISCLOSURES

[Pursuant to Sub-Section 12 of Section - 197 of the Companies Act, 2013 read with Rule - 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

S. No.	Requirement	Disclosure	
		Name of Director	Ratio
1	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	Mr. Jayesh Ramniklal Mehta	2.48 :1
		Mrs. Amita Jayesh Mehta	
	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year.	Name of Director/ CEO/CFO/CS	Percentage increase in their remuneration during the Financial Year ended 2024
		Mr. Jayesh Ramniklal Mehta	NIL
		Mrs. Kirti Pathak	NIL
		Mr. Shailesh Sankav	NIL
	The percentage increase in the median remuneration of employees in the Financial Year	Not Applicable	
	Number of permanent employees on the rolls of Company at the end of Financial Year	8 Employees	
	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.	Not Applicable	
	Affirmation that the remuneration is as per the Remuneration Policy of the Company.	The Company affirms that the remuneration paid was as per the Remuneration policy of the Company.	
	A statement containing names of top ten employees, in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.	Not Applicable	

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

Candour Techtex Limited is dedicated to ethical and responsible leadership at every level, aiming to create sustainable, long-term value for our stakeholders. Transparency is central to our operations, and we prioritize ethical business practices in all aspects of our work. We have established strong governance processes and protocols, including a clear code of conduct, robust internal and financial controls, transparent communication channels, and ongoing review mechanisms, ensuring fairness, transparency, and adherence to ethical standards. Corporate Governance is an ongoing process that ensures the company's affairs are managed with accountability, fairness, and transparency at its core. This framework empowers the Board and Management to effectively achieve the company's goals and objectives, benefiting stakeholders such as customers, shareholders, creditors, and employees. It is not merely a destination but a continuous journey to strengthen and enhance sustainable value creation, guided by our core values.

In accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI Listing Regulations**"), the compliance details for the year ending March 31, 2025, are outlined as follows:

2. BOARD OF DIRECTORS

The Composition of the Board

The Board of Directors ("**Board**") of the Company comprises of an optimal combination of Executive and Non-Executive Directors, including an Independent Woman Director in accordance with the provisions of the Companies Act, 2013 ('**the Act**') and the SEBI Listing Regulations, as amended from time to time. As of the end of the financial year 2025, the Board consists of six Directors, of which three are Non-Executive Independent Directors and two are Non-Executive Non-Independent and one is Executive Director who also serves as the Chairperson. The members of the Board bring a diverse professional expertise from various fields such as technical, business strategy, management, and marketing.

The Board Members does not have any conflict of interest and relation inter-se except Ms. Amita Jayesh Mehta and Mr. Jayesh Ramniklal Mehta are relative of each other.

The Independent Directors do not have any conflict of interest and material pecuniary relationships or transactions with the Company, Promoters, or Management that could influence their judgement. Each Director possesses extensive qualifications and experience in industrial, managerial, business, finance, marketing, and corporate management, enabling them to contribute effectively to the Board and its Committees. They diligently attend meetings and actively participate in discussions, offering valuable guidance to Management on business strategies, policy direction, governance, and compliance. This involvement enhances the decision-making process of the Board.

The Board sets comprehensive corporate objectives and grants Management both direction and autonomy to achieve these goals, fostering sustainable, profitable growth. regular quarterly meetings are held to review operational performance and financial results, among other matters. The Board asserts that the Independent Directors meet the independence criteria stipulated by the Act and SEBI Listing Regulations, confirming their autonomy from the management.

Furthermore, none of the Directors on the Board serves on more than ten Committees or acts as Chairperson of more than five Committees (specifically Audit Committee and Stakeholders Relationship Committee) across all Indian Public Companies where they hold Directorships. All Directors have made necessary disclosures regarding their committee positions. None of the Directors hold office in more than ten Public Companies. Additionally, none of the Independent Directors of the Company serve as an Independent Director in more than seven Listed Companies. Furthermore, all Directors comply with the limit on Independent Directorships of Listed Companies as prescribed under Regulation 17A of the SEBI Listing Regulations.

The Board of Directors meeting held 8 (eight) times in a year i.e. on 22nd May 2024, 30th May 2024, 12th August 2024, 3rd September 2024, 14th November, 2024, 10th December, 2024, 15th January, 2025 and 13th February 2025. The necessary quorum was present for all the meetings.

Composition/ Category of Directors/ Attendance at Meetings as on March 31, 2025

Name of the Director	Category of the Director	Shares held in the Company	No. of Board Meeting attended	Attendance of the last AGM
Mr. Jayesh Mehta	Executive & Non-Independent	45,65,678	8	Yes
Mrs. Amita Mehta	Non-Executive – Non-Independent Director	10,52,021	8	Yes
Mrs. Sharmila Hiralal Amin	Non-Executive - Non-Independent Director	0	8	Yes
Mrs. Mansi Harsh Dave	Non-Executive - Independent Director	0	8	Yes
Mr. Jayesh Kanaiyalal Bhanushali	Non-Executive - Independent Director	0	8	Yes
Mr. Zareer Dinshaw Colabavala	Non-Executive - Independent Director	0	8	Yes

Number of directorships / committee memberships held by the Directors of the Company in other Companies including the names of the other listed entities where the Director is a Director and the category of their directorship as on March 31, 2025

Name of the Director	Number of Directorships	Names of other Listed Companies in which he/ she holds Directorship	Category of Directorship in other listed Companies	No. of Committee positions held in other Public Companies*	
				As Chairperson**	As Member**
Mr. Jayesh Mehta	1	Chandni Machines Ltd	Managing Director	0	2
Mrs. Amita Mehta	1	Chandni Machines Ltd	Executive Director	0	0
Ms. Sharmila Hiralal Amin	-	-	-	-	-
Mrs. Mansi Harsh Dave	2	a) Getalong Enterprise Limited	a) Non-Executive Independent Director	3	3

		b) Chothani Foods Limited	b) Non-Executive Independent Director		
Mr. Jayesh Kanaiyalal Bhanushali	-	-	-	-	-
Mr. Zareer Dinshaw Colabavala	-	-	-	-	-

* Comprises of Directorships held in Public Limited Company Excludes Directorship and Committee Chairpersonship / membership in Private Companies, Foreign Companies, Section 8 Companies and Candour Techtext Limited.

** Only Audit Committee and Stakeholder's Relationship Committee of Public Limited Company (whether listed or not) has been consider as per Regulation 26(1) of the SEBI Listing Regulations

Confirmation on the independence of the Independent Directors

Certificates have also been obtained from the Independent Directors confirming their position as Independent Directors on the Board of the Company and your Company had also issued formal appointment letters to all the Independent Directors in the manner provided under Section 149 of the Companies Act, 2013. A sample of the letter of appointment is available on the website of the Company i.e. <https://www.cteil.com/>

The Board of Directors hereby confirms that in their opinion, the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are Independent of the Management.

Separate Meeting of Independent Directors

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25(3) of Listing Regulations, the Independent Directors Meeting of the Company was held on 30 September, 2024 without the attendance of Non-Independent Directors and Members of the Management. The Independent Directors discussed and reviewed the matters specified in Regulation 25(4) of the SEBI Listing Regulations.

Mr. Jayesh Kanaiyalal Bhanushali Chaired the meeting of Independent Directors.

Attendance of Independent Directors in Independent Directors Meeting

Directors	Meeting held	Meeting Attended
Mr. Rameshchand Garg*	-	-
Mr. Bharat Sugnomal Bhatia**	-	-
Mrs. Mansi Harsh Dave	1	1
Mr. Jayesh Kanaiyalal Bhanushali***	1	1
Mr. Zareer Dinshaw Colabavala****	1	1

*Mr. Rameshchand Garg Non-Executive Independent Director of the company resigned from the Board and committees w.e.f. September 26, 2024.

**Mr. Bharat Sugnomal Bhatia Non-Executive Independent Director of the company resigned from the Board and committees w.e.f. September 26, 2024.

***Mr. Jayesh kanaiyalal Bhanushali appointed as Non-Executive Independent Director of the company w.e.f. September 03, 2024.

****Mr. Zareer Dinshaw Colabavala appointed as Non-Executive Independent Director of the company w.e.f. September 03, 2024.

The familiarization programme for Independent Directors in terms of listing regulations is uploaded on the website of the Company and can be accessed through the following link <https://www.cteil.com/Regulation-46.html>

Performance Evaluation

The Nomination and Remuneration Committee has laid down criteria for Performance evaluation of Board of Directors. Accordingly, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its other Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairperson of the Board, who were evaluated on various parameters. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairperson and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

Board Diversity and Expertise

The Board comprises of persons with varied experiences in different areas who bring in the required skills, competence and expertise that allows them to make effective contribution to the Board and its committees. The following list summarizes the key skills, expertise and competence that the Board thinks is necessary for functioning in the context of the Company's business and sector and which in the opinion of the Board, its Members possess:

Skills / expertise / competence	Names of the Directors who have such skills / expertise / competence
Commercial & Operational	<ul style="list-style-type: none"> • Jayesh Ramniklal Mehta • Sharmila Hiralal Amin • Amita Jayesh Mehta
Accounting, Tax, Audit & Finance	<ul style="list-style-type: none"> • Jayesh kanaiyalal Bhanushali • Zareer Dinshaw Colabavala
Legal, including laws related to corporate governance	<ul style="list-style-type: none"> • Mansi Dave • Jayesh Kanaiyalal Bhanushali
Risk and Compliance oversight	<ul style="list-style-type: none"> • Jayesh Ramniklal Mehta • Mansi Dave • Sharmila Hiralal Amin
Information Technology	<ul style="list-style-type: none"> • Jayesh Ramniklal Mehta

Code of Conduct

The Company has a defined Code of Conduct for its Directors and Senior Management Personnel and the same is uploaded on the website, web-link of which is (https://www.cteil.com/pdf/Code_of_Conduct_Directors_Senior_Management_Personnel.pdf). As on March 31, 2025, all the Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct.

3. COMMITTEES OF THE BOARD OF DIRECTORS

The Committees constituted by the Board play a very important role in the governance structure of the Company. The terms of reference of these Committees are approved by the Board and are in line with the requirements of Companies Act, 2013 and Listing Regulations.

AUDIT COMMITTEE

The Audit Committee has played an important role in ensuring the financial integrity of the Company. The Audit Committee's role includes oversight of the financial reporting process, the audit process, the adequacy of internal controls and transactions with related parties. The composition of the Audit Committee and the scope of its activities and powers are in conformity with and includes the areas prescribed under the Regulations 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013 and the rules framed thereunder. The Board reviews the working of the Committee from time to time to bring about greater effectiveness in order to comply with the various requirements under the Act and SEBI Listing Regulations, 2015. The Audit Committee comprises of three Non-Executive Independent Directors & one Executive Director who are well versed with the financial matters and corporate laws.

The Audit Committee met four times on 30th May 2024, 12th August 2024, 14th November 2024 and 13th February 2025. The necessary quorum was present for all the meetings. The Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company held on 27th September 2024.

Details of the composition of the Audit Committee and attendance of the Members are as follows:

Name	Category	Designation	No. of Meetings	
			Entitled to attend	Attended
Mr. Jayesh Kanaiyalal Bhanushali	Independent Director	Chairperson	3	3
Mr. Zareer dinshaw colabavala	Independent Director	Member	3	3
Mrs. Mansi Harsh Dave	Independent Director	Member	4	4
Mr. Jayesh R. Mehta	Managing Director	Member	4	4

The Company Secretary acts as the Secretary to the Committee.

The Terms of Reference of the Audit Committee (AC) covers the areas mentioned in Section 177 of the Act and Regulation 18 read with Part C of Schedule II to the SEBI Listing Regulations. The scope and terms of reference of the said committee have been widened in line with the amendments made to SEBI Listing Regulations. The brief terms of reference of the AC, inter-alia includes the following:

1. Audited and Un-Audited Financial Results;
2. Internal Audit Reports and Reports on Internal Control System;
3. Discusses the larger issues that are of vital concern to the Company including adequacy of internal controls and adequacy of provisions for liabilities, etc.;
4. Transactions proposed to be entered into by the Company with related parties and approves such transactions including any subsequent modifications thereto;
5. Functioning of Whistle Blower Policy; and

6. Recommends proposals for appointment and remuneration payable to the Statutory Auditor and Internal Auditors.
7. The Audit Committee also reviews adequacy of disclosures and compliance with all relevant laws. In addition to the aforesaid, the Committee also looks into the matters as are specifically referred to it by the Board of Directors besides looking into the mandatory requirements of the SEBI Listing Regulations as amended from time to time and that of the Act.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee presently consists of three Non-Executive Directors all being Independent and one executive director. The Committee met Two times in 2024-2025 on May 22, 2024 and September 03, 2024. The necessary quorum was present for the said meetings.

Details of the composition of the nomination and remuneration committee and attendance of the Members are as follows:

Name	Category	Designation	No. of Meetings	
			Entitled to attend	Attended
Mr. Jayesh kanaiyalal bhanushali	Independent Director	Chairperson	1	1
Mr. Zareer dinshaw colabavala	Independent Director	Member	1	1
Mrs. Mansi Harsh Dave	Independent Director	Member	2	2
Mr. Jayesh R. Mehta	Chairperson & Managing Director	Member	2	2

The terms of reference of the Nomination and Remuneration Committee (NRC) covers the areas mentioned in Section 178 of the Act and Regulation 19 read with Part D (A) of Schedule II to the SEBI Listing Regulations. The scope and terms of reference of the said committee have been widened in line with the amendments made to SEBI Listing Regulations. The terms of reference of the NRC, inter-alia is as follows:

1. To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director and recommend to the Board, policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
2. To evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.
3. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
4. To formulate the criteria for evaluation of the Independent Directors and the Board;
5. To devise a policy on Board diversity.
6. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
7. Recommend to the board, all remuneration, in whatever form, payable to senior management.

Performance evaluation:

Pursuant to the provisions of the Companies Act, 2013 and the applicable provisions of the SEBI Listing Regulations, the Annual Performance Evaluation was carried out by the Board in respect of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration, & Stakeholders' Relationship Committee. A structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance was prepared and circulated after taking into consideration the Guidance note issued by SEBI vide circular no, CMD/CIR/P/2017/004 dated 05.01.2017 as well as the performance evaluation criteria formulated by the NRC for Board, Committees of Board, Chairperson and Directors

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairperson of the Board who were evaluated on parameters such as guidance/ support to management outside Board/ Committee meetings, degree of fulfillment of key responsibilities, effectiveness of meetings etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The Independent Directors expressed their satisfaction with the evaluation process, the Board's freedom to express its views on matters transacted at the Meetings and the openness and transparency with which the Management.

Details of the Managerial Remuneration paid during the year ended 31st March 2025:

Payment of remuneration to executive and non-executive (excluding independent) Directors is governed by the Agreement executed between them and the Company. Their remuneration structure comprises Salary, perquisites and allowances, contribution to provident fund, superannuation and gratuity. The independent Directors do not draw any remuneration from the Company other than sitting fees as may be determined by the Board from time to time.

Particulars of Senior Management including the changes therein since the close of the previous financial year.

Senior Management Personnel ('SMP') of the Company include employees who are members of the core management team excluding Board of Directors, comprising all members of management one level below the CEO/MD/WTD/Manager (including CEO/ Manager, in case they are not part of the Board).

Below are the details of SMP as on March 31, 2025, including the changes during FY 2024-2025:

Sr. No.	Name	Designation	As on March 31, 2025	As on March 31, 2024
1.	Shailesh Sankav	Chief Financial Officer	✓	✓
2.	Shital Gurav*	Company Secretary	✓	-

* Shital Gurav was appointed on 22nd May, 2024 as Company Secretary and Compliance Officer

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee presently consists of three Non-Executive Directors all being Independent and one executive director. The Committee met one time on 13th February, 2025. The necessary quorum was present for the said meetings.

Details of the composition of the Stakeholders' Relationship Committee and attendance of the Members are as follows:

Name	Category	Designation	No. of Meetings	
			Entitled to attend	Attended
Mr. Jayesh kanaiyalal bhanushali	Independent Director	Chairperson	1	1
Mr. Zareer dinshaw colabavala	Independent Director	Member	1	1
Mrs. Mansi Harsh Dave	Independent Director	Member	1	1
Mr. Jayesh R. Mehta	Managing Director	Member	1	1

Ms. Shital Gurav performed her obligation to update the details of Stakeholder's Grievance as a Company Secretary and Compliance Officer. The Company is also redressing the complaints through SCORES, which are centralized web-based complaints redressing System developed by SEBI. No complaints have been received during the year. All valid transfers received during the year 2024-25 have been acted upon by the Company.

The terms of reference of the SRC, inter-alia is as follows:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/Transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate Certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

4. RELATED PARTY TRANSACTIONS:

Your Company enters into various transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 in its ordinary course of business. All the RPTs are undertaken in compliance with the provisions set out in Companies Act, 2013 and Regulation 23 of Listing Regulations. The details of which has been furnished in Note No. 46 of the Notes to Accounts which forms part of the financials of the Company.

The policy on related party transactions has been placed on the Company's website and can be accessed through the following link <https://www.cteil.com/>

The Company ensures that all transactions with Related Parties are presented to the Audit Committee for approval during quarterly meetings or at specially convened sessions, as needed. Each transaction is accompanied by all relevant and required information.

During the financial year ended 31st March 2025, the Company has entered into RPTs in the ordinary course of business and on arms' length basis; and in accordance with the provisions of the Companies Act, 2013 read with the Rules framed there under, Regulation 23 of Listing Regulations and the Policy of the Company on dealing with RPTs. During the financial year ended 31st March 2025, there are no transactions with related parties which qualify as a material transaction in terms of the applicable provisions of Regulation 23 of Listing Regulations. The details of the RPTs are set out in the Notes to Financial Statements forming part of this Annual Report

5. SUBSIDIARY:

The Company does not have any subsidiary as on 31st March, 2025.

The policy on determination of material subsidiary has been placed on the Company's website and can be accessed through the following link: <http://www.cteil.com/>

6. GENERAL BODY MEETINGS:

Details of last three Annual General Meetings of the Company are given below:

Year	Date	Venue	Special Resolutions passed
2024	27/09/2024	Through two way Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	1. Revision in terms of remuneration of Mr. Jayesh Ramniklal Mehta, Chairman and Managing Director of the company. 2. Appointment of Mr. Jayesh Bhanushali (DIN: 10765301) as an Independent Director of the Company. Appointment of Mr. Zareer Dinshaw Colabavala (DIN: 01835112) as an Independent Director of the Company.
2023	29/09/2023	Through two way Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	1. To Re-appoint and fix remuneration of Mr. Jayesh Ramniklal Mehta as and Managing Director of the Company. 2. Approval for Sale/Transfer of Plastic Division of the Company.
2022	30/09/2022	Through two way Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	1. Appointment of Mrs. Mansi Harsh Dave (DIN: 07663806) as the Independent Director (Non - Executive Independent Director) of the company 2. Approval for sale/transfer of plastic Division of the Company. 3. To alter the Object Clause of Memorandum of Association of the Company.
2022	11/02/2022	Through two way Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	To Approve the Issuance of Equity Shares On A Preferential Basis

7. DISCLOSURES:**a) Related Party Transactions:**

During the year ended 31st March 2025, there were no transactions of material nature entered into by the Company with Promoters, Directors, Key Managerial Persons, their relatives or the Management etc. that has potential conflict with the interest of the Company

b) Compliance:

In terms of the requirements of Regulation 17(8) of the Listing Regulations, 2015 Jayesh Mehta, Managing Director and Shailesh Sankav, Chief Financial Officer have submitted necessary certificate to the Board of Directors stating the particulars specified under the said regulation. Over the last three years, there have been two instances where the company received show cause notices. The first instance involved the company non-complied under Regulation 6(1) of SEBI (LODR) Regulations, 2015 i.e. Delayed in appointment of company secretary and compliance officer of the company. The second instance involved the company's failure to submit the prior intimation of a meeting held on August 14th, 2023, to the Metropolitan Stock Exchange of India Limited (MSEIL).

Apart for the above, there was no non-compliance by the Company nor any penalties or strictures were imposed on the Company by the Stock Exchanges or Securities and Exchange Board of India (SEBI), or any statutory authority on any matter related to the capital markets during the last three years.

c) Certificate from Practicing Company Secretaries:

The Company has received a certificate from N.L. Bhatia and Associates, Practicing Company Secretaries confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

d) Fees to the Statutory Auditors of the Company:

The total fees for all services paid by the Company to the Statutory Auditors of the Company are mentioned at Note No.48 of Notes to financial statements. The Company has not availed any services from the network firm/network entity of which the Statutory Auditors is a part.

e) Whistle Blower Policy:

In compliance with Regulation 22 of the Listing Agreement, and Section 177(9) of the Companies Act 2013, the Company had Whistle Blower Policy for directors and employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Whistle Blower Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. During the year under review, no employee was denied access to the Audit Committee of your Company.

f) Code of Conduct:

The Board of Directors has adopted the Code of Conduct for Directors and Senior Management of the Company (the Code). The Code has been communicated to the Directors and members of the Senior Management, as defined in the said Code. The Code has also been posted on the Company's web-site i.e. [//www.cteil.com/](http://www.cteil.com/) All the Board Members and the Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the financial year ended 31st March 2025.

g) Code of Conduct for Prevention of Insider Trading:

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Company has adopted the Code of Conduct for Prevention of Insider Trading to regulate the dealing in securities by the directors and employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of the Company's shares by the directors and employees while in possession of unpublished price sensitive information in relation to the Company or its securities. The Company has appointed the Company Secretary as the Compliance Officer to ensure compliance of the said Code by all the directors and employees likely to have access to unpublished price sensitive information.

h) Credit Rating:

The Company has not obtained any Credit rating during the year under review.

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

1. Allotment of Convertible Warrants: The Company allotted 12,00,000 convertible warrants at a price of ₹83.70/- (including a premium of ₹73.70/-) per share warrant, aggregating to ₹10,04,40,000 (Rupees Ten Crores Four Lakhs and Forty Thousand only), on a preferential basis to M/s. Mangal Keshav Capital Limited, a non-promoter of the Company.

In accordance with the terms of issue, the Company has received 25% of the warrant issue price, i.e., ₹20.925/- per warrant, aggregating to ₹2,51,10,000 (Rupees Two Crores Fifty One Lakhs Ten Thousand only) from the allottee.

2. Allotment of Equity Shares: The Company further allotted 10,19,475 equity shares of face value ₹10/- each, fully paid-up, at a price of ₹83.70/- (including a premium of ₹73.70/-) per share, aggregating to ₹8,53,30,058 (Rupees Eight Crores Fifty Three Lakhs Thirty Thousand and Fifty Eight only), to the following non-promoter(s):

Sr. No.	Name of the Allottee	Number of shares
1	M/s. Mangal Keshav Capital Limited	9,00,000
2	Mrs. Kamlesh Gupta	1,19,475

j) Instances of not accepting any recommendation of the Committee by the Board:

There is no such instance where Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year.

k) Details of compliance with mandatory and non-mandatory requirements of Corporate Governance:

During the financial year under review, the Company complied with all the mandatory requirements of Regulation 34 of the SEBI Listing Regulations.

The Company complied with the following discretionary requirements of the SEBI Listing Regulations:

1. For the financial year 2024-25, the Company's financial statements are with unmodified audit opinion.

2. The Internal Auditors directly report to the Audit Committee.

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

a. number of complaints filed during the financial year	0
b. number of complaints disposed of during the financial year	0
c. number of complaints pending as on end of the financial year	0

m) During the financial year under review, the company had not given any loan and advance in the nature of loan to firms/companies in which Directors were interested.

MEANS OF COMMUNICATION:

1. Quarterly Results

Quarterly Results of the Company are published in English newspaper i.e. The Free Press Journal and vernacular language newspaper i.e. Navshakti and also displayed on the web-site of the Company i.e. [//www.cteil.com/](http://www.cteil.com/). The official updates are sent to the Stock Exchanges. The Annual Report, Quarterly Results and Shareholding Pattern of the Company are also available on the Company's website in a user-friendly and downloadable form.

2. Management Discussion and Analysis forms part of this Annual Report.

3. MSEI and BSE Listing Center for Electronic filing

Apart from the financial results, shareholding pattern and quarterly report on Corporate Governance, other intimations/ disclosures required to be made to the Stock Exchanges are filed electronically.

4. SEBI Complaints Redressal System (SCORES and SMART ODR)

Shareholders complaints are also processed through a centralised web-based complaint redressal system, SCORES. This system enables the Company to have a centralised database of the complaints and upload online action taken reports. Investors can also view the current status of and actions taken on their complaints.

The Company has also been registered on the Online Dispute Resolution platform (SMART ODR) in compliance with the provisions of SEBI Circular dated July 31, 2023 for implementation of the mechanism of redressal of investor grievances through SCORES Platform and linking it to ODR platform.

1. GENERAL SHAREHOLDER INFORMATION:

I. The Annual General Meeting of the Company for the year ended 31st March 2025 will be held on Tuesday 30th day, September 2025 at 3.00 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) and the venue shall be deemed to be the Registered office of the Company at 108/109 T. V. Industrial Estate, 52, S.K. Ahire Marg, Worli, Worli Colony, Mumbai, Maharashtra, India, 400030

- II. The Financial Year of the Company comprises of twelve months period which commences on 1st April of every year and ends on 31st March of the immediately succeeding year. The Financial Year under consideration commenced on 1st April, 2024 and ended on 31st March 2025.

Board Meeting for consideration of Annual Accounts	:	29th May, 2025
Mailing of Annual Reports	:	21 clear days prior to the date of AGM as per provisions of Companies Act 2013.
Record Dates	:	Not Applicable
Board Meetings for the consideration of Unaudited Financial Results for the next three quarters of the current accounting year	:	Within forty-five days from the end of each quarter with Limited review Report as stipulated under the Listing Regulations.

- III. Equity Shares of the Company are listed on Bombay Stock Exchange Limited, , Metropolitan Stock Exchange of India

Sr. No.	Name of the Exchange	Scrip Code
I.	Bombay Stock Exchange Limited	522292
II.	Metropolitan stock exchange	CANDOUR

- IV. ISIN (Security Code no. granted by Depositories):

Type of Securities	Security Code
Equity Shares	INE713D01055

- V. The monthly high and low quotations of shares traded on Bombay Stock Exchange Limited (BSE) and Metropolitan Stock Exchange of India (MSEI) are as follows:

MONTH	BSE (In Rs. per share)	
	Monthly High	Monthly Low
April 2024	45.80	37.00
May 2024	45.50	32.70
June 2024	50.00	32.50
July 2024	53.98	40.40
August 2024	53.00	40.00
September 2024	74.00	49.33
October 2024	86.95	71.02
November 2024	91.99	76.96
December 2024	103.80	83.99
January 2025	118.00	96.05
February 2025	109.00	86.05
March 2025	101.69	80.05

VI. Registrars and Share Transfer Agents (STA):

The Share Transfer work of the Company was being looked after Purva Sharegistry (India) Private Limited (STA) having office at Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg Lower Parel (East), Mumbai – 400011. The STA have the necessary infrastructure to carry out share transfer work for shares in physical as well as in dematerialized form including the necessary connectivity with depositories. The STA also accepts and deals with investors' complaints.

VII. Share Transfer System:

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, in accordance with the SEBI Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, regarding issuance of securities in dematerialised form only in case of various investor service requests (viz. issue of duplicate share certificate, claim from Unclaimed Suspense Account, renewal / exchange of share certificate; endorsement, sub-division / splitting of share certificate; consolidation of share certificates/ folios; transmission of shares and transposition), the Company, after verification and process of the service request, is issuing the 'Letter of confirmation' to the shareholders, as per the requirement.

Members in physical form are requested to consider converting their holdings to dematerialised form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. The members are requested to update their Bank details and other particulars as and when required with the Depository Participant or by sending the same to the RTA of the Company.

VIII. Distribution of Shareholding as on 31st March 2025:**Fully Paid:**

No. of Shares	No. of Share Holders	% of Share Holders	Share Holding	% of Shares Held
Up to 5000	3,134	82.63	36,25,580	2.02
5001-10000	234	6.17	19,41,920	1.08
10001-20000	143	3.77	21,82,970	1.22
20001-30000	51	1.34	13,03,740	0.73
30001-40000	29	0.76	10,31,080	0.57
40001-50000	31	0.82	14,17,350	0.79
50001-100000	54	1.42	38,50,730	2.14
100001 and above	117	3.08	16,42,14,010	91.45
TOTAL	3,793	100	179567380	100.00

IX. Shareholding Pattern of the Company as on 31st March 2025:

Sr. No.	Categories	No. of Shareholders	No. of Fully Paid Up Equity Shares Held	Percentage
A.	Shareholding of Promoter and Promoter Group			
A1)	Indian			
1.	Individuals/ Hindu Undivided Family	4	57,47,199	32.01
2.	Bodies Corporate	1	42,2,212	2.35
	Sub-Total (A) (1)	5	61,69,411	34.36
B.	Public Shareholding			
1.	Institutions			
a)	Financial Institutions/ Banks (Domestic)	2	500	0
b)	Financial Institutions (Foreign Portfolio Investor)	0	0	0
	Sub-Total (B) (1)	2	500	0
2.	Non-Institutions			
a)	Bodies Corporate	35	41,98,846	23.38
b)	Resident Individuals	3,643	70,11,429	39.05
c)	Any Other (NRI Repat & Non - Repat)	15	31,313	0.17
d)	Any Other (Hindu Undivided Family)	77	3,69,233	2.06
e)	Any Other (Clearing Members)	10	9,055	0.05
f)	Any Other (LLP)	6	1,66,951	0.93
	Sub- Total (B) (2)	3,786	1,17,86,827	65.64
	Total Public Shareholding (B) = (B) (1) + (B) (2)	3,788	1,17,87,327	65.64
	GRAND TOTAL (A) + (B)	3,793	1,79,56,738	100

X. Details of unclaimed shares:

There are no unclaimed shares as on 31st March, 2025.

XI. Unclaimed Dividends and Transfer to IEPF

Pursuant to Section 124 of Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time), the Company has not been required to transfer any amount in IEPF.

XII. Details of Dematerialization of shares:

As on 31st March 2025, 99.02 % of the Company's total Shares representing 1,77,81,428 Equity Shares were held in dematerialized form and balance 1,75,310 representing 0.98% Equity Shares were held in physical form.

XIII. Outstanding GDRs/ADRs/Warrants or any Convertible instruments:

There were no GDRs/ADRs/Warrants or any Convertible instruments outstanding as on 31st March 2025.

XIV. Information for Communication:**(i) Registered Office:**

108/109 T. V. Industrial Estate, 52, S.KAhire Marg, Worli, Worli Colony, Mumbai – 400030
 Email ID: compliance@cteil.com
 Tel No.: 022-24950328
 CIN: L25209MH1986PLC040119
 Website: <https://www.cteil.com/>

(ii) Plant Locations:

ANKLESHWAR	NASHIK	MALEGAON
Plot No.4612/A, 4612/B G.I.D.C Estate, Bharuch – 393002 Ankleshwar Gujarat	Sr. No.465/466, Near Parle Factory, at Post Gondedumala, Tal.:Igatpuri, Dist : Nashik Nashik – 422403 Maharashtra	Plot No C-6, MIDC Malegaon Textile Park, Ajang Ravalgaon Industrial Area, Taluka Malegaon, District Nashik – 423206 Maharashtra

(iii) Registrars & Share Transfer Agents:

Purva Sharegistry (India) Private Limited
 Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg Lower Parel (East), Mumbai – 40001
 Email: support@purvashare.com
 Tel No.: 8850425703
 Website: <https://www.purvashare.com/>

(iv) Depositories:**National Securities Depository Limited**

Add: Trade World, A Wing, 4th Floor,
 Kamala Mills Compound,
 Senapati Bapat Marg, Lower Parel,
 Mumbai – 400 013.
 Tel : (022) 2499 4200
 Fax : (022) 2497 6351
 E-mail : info@nsdl.co.in
 Website : www.nsdl.co.in

Central Depository Services (India) Limited

Add: Marathon Futurex, A Wing,
 25th Floor, N. M. Joshi Marg,
 Lower Parel, Mumbai – 400 013.
 Tel : (022) 23023333
 Fax : (022) 23002035/2036
 E-mail: investors@cdslindia.com
 Website : www.cdslindia.com

Shareholders holding shares in the dematerialized form shall address their correspondence regarding their shareholding to their respective Depository Participants (DP) and can address their queries / complaints to the Registrars & Share Transfer Agents of the Company or may also contact Company Secretary at the registered office of the Company.

For and on behalf of the Board of Director

Sd/-

Jayesh R. Mehta
Chairman & Managing Director
DIN: 00193029

Place: Mumbai

Date: September 01, 2025

Declaration as required under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to confirm that the Company has adopted a Code of Conduct for its directors and senior management employees. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended 31st March 2024, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the all employees who are members of its core management team, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director Manager (including Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

SD/-

Jayesh Ramniklal Mehta
Managing Director
DIN: 00193029

CFO & MD Certification

[Pursuant to Regulation 17(8) of SEBI (LODR) Regulation 2015 read with Schedule II Part B]

**To
The Members,
Candour Techtex Limited**

We certify that:

1. We have reviewed the Audited Financial Statements and the cash flow statement of Candour Techtex Limited ("the Company") for the financial year ended 31st March 2025 and to the best of our knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading;
 - b) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. To the best of our knowledge and belief, no transactions have been entered into by the Company during the financial year ended 31st March 2025, which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to be taken to rectify the deficiencies.
4. We have indicated to the Auditors and the Audit Committee:-
 - i. significant changes in the Company's internal control over financial reporting, if any, during the financial year ended 31st March 2025;
 - ii. significant changes in accounting policies, if any, during the financial year ended 31st March 2025 have been disclosed in the notes to the Financial Statements; and
 - iii. instances of significant fraud of which we have become aware and involvement therein, if any, of the management or other employees having a significant role in the Company's internal control system over financial reporting.

**SD/-
Jayesh Ramniklal Mehta
Managing Director
DIN: 00193029**

**SD/-
Shailesh Sankav
Chief Financial Officer**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
[Pursuant to Regulation 34(3) and Schedule V Para-C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Candour Techtex Limited
110, T.V. Industrial Estate, 52 S.K.Ahire Marg, Worli,
Mumbai, Maharashtra, India - 400030

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Candour Techtex Limited having CIN L25209MH1986PLC040119 and having registered office at 108/109, T.V. Industrial Estate, 52 S.K.Ahire Marg, Worli, Mumbai, Maharashtra, India - 400030 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Jayesh Ramniklal Mehta	00193029	17/06/1986
2.	Mrs. Amita Jayesh Mehta	00193075	17/06/1986
3.	Mr. Bharat Sugnomal Bhatia*	00195275	28/12/2005
4.	Mr. Rameshchand Garg**	03346742	12/11/2010
5.	Ms. Sharmila Hiralal Amin	06770401	14/08/2020
6.	Mrs. Mansi Harsh Dave	07663806	19/01/2022
7.	Mr. Jayesh Kanaiyalal Bhanushali***	10765301	03/09/2024
8.	Mr. Zareer Dinshaw Colabavala****	01835112	03/09/2024

*Resigned from Directorship of the company w.e.f. 26th September, 2024

** Resigned from Directorship of the company w.e.f. 26th September, 2024

*** Appointed as Director of the company w.e.f. 03rd September, 2024 and Resigned from Directorship from the company w.e.f. 16th June, 2025

**** Appointed as Directorship of the company w.e.f. 03rd September, 2024

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

**For N L Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH055800
P/R No.: 6392/2025**

**Place: Mumbai
Date: September 01, 2025**

**N L Bhatia
Partner
FCS: 1176
CP. No. 422
UDIN: F001176G001135045**

CERTIFICATE ON CORPORATE GOVERNANCE

**To,
The Members of
Candour Techtex Limited**

We have examined all the relevant records of Candour Techtex Limited (“the Company”) for the purpose of certifying compliance with the conditions of Corporate Governance under Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for the financial year from April 1, 2024 to March 31, 2025. We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of certification.

The compliance with conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation process adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. This certificate 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 and information furnished to us, we certify that the Company has complied with all the conditions of Corporate Governance as stipulated in the Listing Regulations.

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 M/s. N L Bhatia & Associates
Practicing Company Secretaries
UIN: P1996MH055800
P/R No.:6392/2025**

**Place: Mumbai
Date: September 01, 2025**

**N L Bhatia
Partner
FCS:1176
CP. No. 422
UDIN: F001176G001135199**

MANAGEMENT DISCUSSION AND ANALYSIS

Technical textiles refers to textile products that primarily focus on technical performance and functionality instead of aesthetic purposes, as in the case of conventional textiles. The end-usage of these products cater to wide array of industries including automobile, industries, agriculture, home care, construction, defense, aeronautics, healthcare, etc.,

With the rise in dominance of technical textiles, the market has been classified into the following 12 segments based on their application:

1: Sub-segments of technical textiles

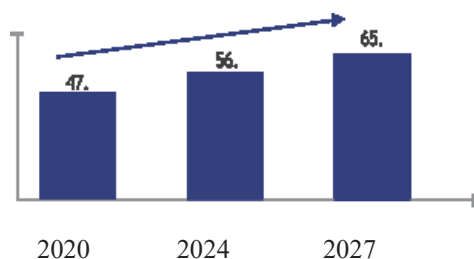
InduTech	MobilTech	SportTech	BuildTech	HomeTech	MediTech
Industrial brushes, computer printer ribbon, composites, ropes and cordages, coated abrasives, drive belts, conveyor belts, etc.,	Seat cover, upholstery, tyre cord fabrics, tufted carpet, insulation felts, seat belts, cabin filters, helmets, etc.,	Sports nets, parachutes, artificial grass and turfs, sport composites, hot-air balloons sleeping bags, etc.,	Floor & wall coverings, scaffolding nets, awnings & canopies, etc.,	Pillows, mattresses, blinds, mosquito nets, carpet backing cloth, filters, vacuum cleaner consumables, etc.,	Contact lenses, baby diapers, sanitary napkins, surgical sutures, surgical disposables, etc.,
ClothTech	AgroTech	ProTech	PackTech	OekoTech	GeoTech
Interlinings, labels, elastic narrow fabrics, shoe laces, etc	Fishing nets, bird protection nets, mulch mats, crop covers, shade nets, etc.,	Bullet-proof protective clothing, high visibility clothing, fire retardant products, etc.,	Soft luggage, woven jute sacks, wrapping fabric, tea bag filter paper, etc	Waste management, environmental protection, recycling	Geocomposites, geo-bags, geogrids, geonets

Global scenario

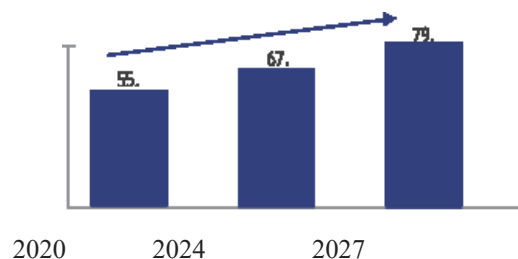
The global technical textiles market is estimated at USD193 Bn in 2020 and is expected to reach USD274 Bn by 2027, growing at CAGR of 5.1% during 2020-27 backed by increasing global demand for technical textiles across industry and expanding base of new products based on application research

2. Global technical textiles market, by region (USD Bn)

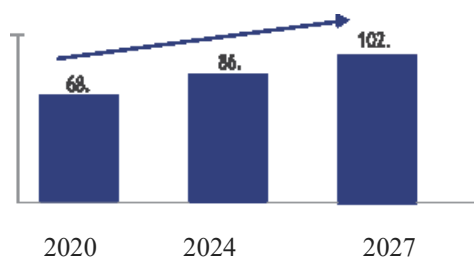
North America (in USD Bn)



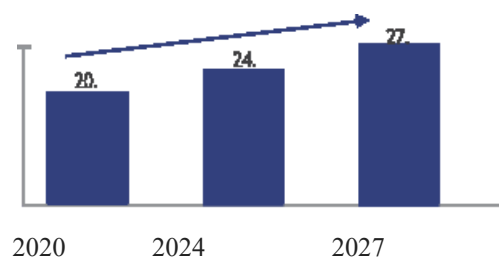
Europe (in USD Bn)



Asia-Pacific (in USD Bn)



LAMEA (in USD Bn)



North America: The U.S., Canada, and Mexico; Europe: UK, Germany, France, Spain, Italy, and rest of Europe; Asia-Pacific: China, Japan, India, Australia, South Korea, and rest of Asia-Pacific; LAMEA: Brazil, Saudi Arabia, South Africa, and rest of LAMEA

The Asia-Pacific region is poised to grow fastest and is valued at USD68.8 Bn in 2020 and is projected to grow at impressive rate with CAGR of 5.9% to reach USD102.6 Bn by 2027. This growth is attributed to sectors including healthcare, automotive, construction and industrial development in the region.

The technical textile market is segmented based on the following parameters:

Material

The market is categorized into natural fiber, synthetic polymer, mineral, regenerated fiber, and others based on raw material used. Currently the market is dominated by Synthetics fibre, followed by natural fibres, minerals and others.

The natural fiber segment is expected to grow the most with CAGR of 5.5% in terms of volume during the period 2020-2027. This is attributed to rise in demand for eco-friendly and sustainable products across industries such as packaging, automotive, healthcare, and others.

Process

In terms of processes followed during intermediary stage, technical textiles is divided into woven, knitted, non- woven and others. Woven segment accounted for the highest share of 67%, followed by Non-Woven (16%), Knitted (11%) and others (6%) in 2020.



Application

On the basis of application, the technical textiles market is categorized into Mobiltech, Sporttech, Indutech, Hometech, Buildtech, Meditech, Clothtech, Agrotech, Packtech, Protech, Geotech and Oekotech.

The technical textile market for Mobiltech application was valued at USD42.4 billion in 2020 and is projected to reach USD57.9 billion by 2027. This industry is expected to grow due to automobile units catering to huge established automobile consumer base in Europe, North America and Asia.



Key trends & growth drivers:

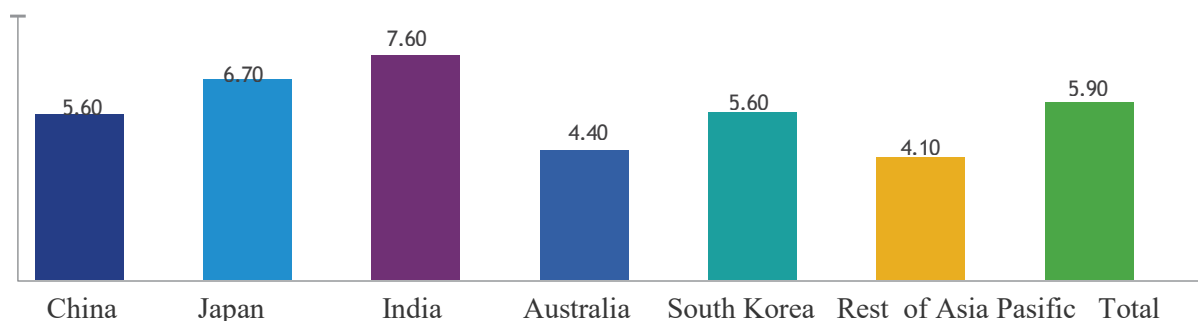
- With the issue of land degradation being faced globally, Geotextiles are increasingly being used to control soil erosion on hillsides and embankments. Additionally, rise in infrastructure projects in the developing economies is playing a key factors driving the market growth.
- Use of latest technologies such as Mulching, Vertical Farming, Aeroponic and Hydroponic farming technologies in agriculture has significantly increased the demand for agricultural sheets and covers.
- The demand for non-woven fabrics in the healthcare end- use industry has significantly increased owing to rise in health concerns among consumers. Additionally, non-woven now-a-days plays a significant role in renovation of existing buildings as well as construction of new homes.
- The ability of nonwoven wipers to absorb more liquid in comparison to alternatives like towels and napkins has resulted in a shift in demand to nonwoven wipers.
- The demand for natural or bio-based materials for technical textile products has been increasing owing to awareness among consumers and industries on sustainability and ecological impact of synthetic materials.
- The growth of sectors such as construction, automotive, healthcare, packaging, etc., in emerging nations is driving the growth of these sub-segments in technical textiles.
- Large scale migration of automotive industry towards electric vehicles, autonomous driving, lighter components, environmental regulations, safety and health monitoring would result in new applications, end-uses and innovation in technical textiles for this sector.

India outlook²

1. Domestic scenario

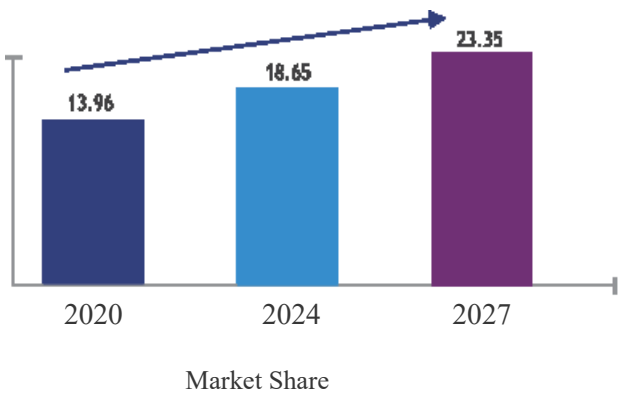
Indian technical textile market was valued at USD14 billion in 2020 and is expected to reach USD23.3 billion by 2027, growing at a CAGR of 7.6% which is among the fastest growth rate in the Asia-Pacific region, as shown in the figure below

Asia-pacific technical textile market - CAGR (2020-2027) (in terms of value)



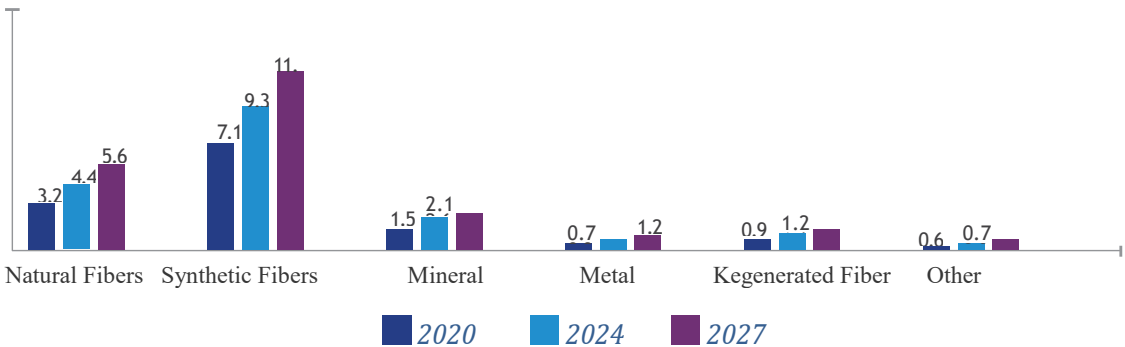
The projected growth of Indian technical textiles market is as follows:

India technical textile market size (USD Bn)



The technical textile market is expected to witness considerable growth in coming years in India, owing to numerous factors such as developing end-user sectors, rising awareness, government initiatives, regulations, standardizations, technology upgradation among others.

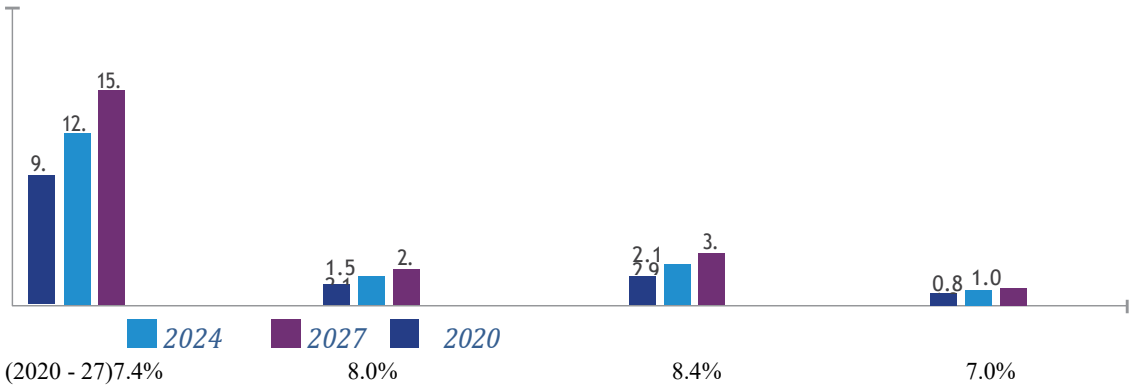
The segment-wise projections are given below:
India technical textile market, by material (USD Bn)



Source: Global technical textiles market (2020-27) - Allied Market Research; KPMG Analysis
The India technical textile market for synthetic polymer was valued at USD7.1 billion in 2020 and is projected to reach USD11.6 billion by 2027, growing at a CAGR of 7.2%.



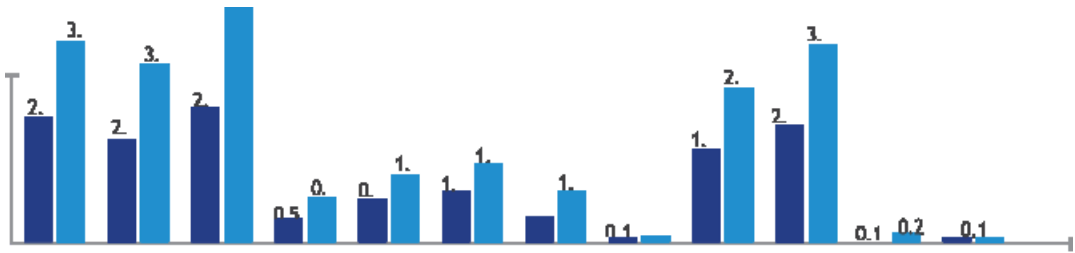
India technical textile market, by process (USD Bn)



Source: Global technical textiles market (2020-27) - Allied Market Research; KPMG Analysis

The India technical textile market for woven was valued at USD9.5 billion in 2020 and is projected to reach USD15.7 billion by 2027, growing at CAGR of 7.4%.

India technical textile market, by application (USD Bn)



The India technical textile market for MobilTech was valued at USD2.4 billion in 2020 and is projected to reach USD3.7 billion by 2027. Similarly, the market for InduTech was valued at USD2.0 billion in 2020, and is projected to reach USD3.3 billion by 2027, growing at a CAGR of 8%.

Government's key initiatives in technical textiles:

- National Technical Textiles Mission announced to provide a boost to Indian players and enable them to compete with international players in the technical textiles sectors and man-made fiber. This is a four-year execution period from 2020-21 and 2023-24 at an estimated outlay of INR1,480 Crores.
- Government of India approved the Production Linked Incentive (PLI) scheme in textiles sector with focus on MMF segment and technical textiles, which will help in attracting large scale investment and augment scale/capacities in the technical textiles sector to further boost domestic manufacturing.
- The Government has proposed setting up of 7 Mega Investment Textiles Parks (MITRA) over the next 3 years to give domestic manufacturers a level-playing field in the international textiles market and pave the way for India to become a global champion of textiles exports across all segments, including technical textiles



2. Indian technical textiles – A SWOT analysis:

Strengths	Weaknesses	Opportunities	Threats
Strong end-to-end textile value chain	Import dependence for machinery	Growing economy fueling demand for technical textiles	Misplaced priorities with focus on low value segments
Large domestic market with high growth potential	Low awareness about technical textile products in end users	Global opportunities in key segments such as Indutech, Mobiltech, etc.,	Import of high-value technical textiles
Availability of young and skilled workforce	Lack of standardisation and related regulation	Largely untapped institutional buying for domestic technical textiles products	Limited technology upgradation
Focus Areas for the Central and State Governments	Little or no domestic manufacturing of specialty fibres	Regulatory mechanism to increase consumption	Lack of focus on Innovation and R&D
Ability to scale up in short time			

A. Strengths:

- a. **Strong textiles value chain:** India is the only country in the region, other than China, with entire textile value chain in both natural and synthetics fibres. India is the largest producer of Cotton and second largest producer synthetics in the world. Owing to availability of raw materials for many technical textiles sub-segments, India is well positioned to capitalize on opportunities presented by both domestic and international markets.
- b. **Large domestic market with high growth potential:** The domestic market in India is expected to grow at rapid pace owing to industrial growth in the country and significant increase in income of Indian consumers. India is expected to become manufacturing hub with focus on export promotion and import substitution, resulting in high growth opportunities in the domestic market. In addition, awareness among citizens on consumer based technical textiles products is expected to rise over the next decade.
- c. **Availability of young and skilled manpower:** India has one of the largest working-age population (62 per cent of Indian population being between 15 and 59 years of age) in the world. India has a significant share of skilled workers at comparatively low wage rates compared with peers in Asia and developed economies in North America and Europe. Abundant workforce with relatively lower average manpower costs provides India a distinct edge as key global manufacturing destination.
- d. **Focus areas for central and state government:** Ministry of Textiles, Government of India and various States across the country are actively working towards development of technical textiles by developing industrial ecosystem, infrastructure and promoting investments in Technical Textiles. Government of India has launched several programs such as National Technical Textiles Mission (NTTM), Production Linked Incentive (PLI) and Mega Textiles Parks with Plug and Play Facility. In addition, various States have provided special incentives/subsidies to promote investments in Technical Textiles.
- e. **Ability to scale up in short time:** During COVID-19 India was able to scale up rapidly in medical textiles and within a short span become second largest medical textiles producer in the world. Owing to India's strengths in textile value chain, the country has the potential to replicate such capacity growth in short span of time for certain other technical textiles products.

B. Weaknesses:

- a. **Import dependence for machinery:** Currently, majority of machinery used to manufacture high-end technical textiles products are not available in India and the industry is heavily dependent on imports. In order to attract investments in technical textiles, Government needs to promote manufacturing of high-tech machinery to boost technical textiles sector. In addition, considering importance of applied research in this sector, industry needs to closely work with machine manufacturers to build core competencies in the long term.
- b. **Low awareness about technical textile products in end users:** In India, majority of entrepreneurs as well as intended end users of technical textile products are still unaware of the benefits of usage of such products, thereby leading to lack of adoption. In comparison, businesses in other manufacturing hubs follow stringent safety and regulatory norms, resulting in higher adoption of technical textiles products.
- c. **Lack of standardization and related regulations:** Currently, several technical textile products do not have standard benchmarks and clearly defined quality standards, resulting in availability of sub-standard cheaper products. Implementation of regularized standards for technical textiles needs to be established for product standardization and migration towards high value/high tech production in line with global requirement. All the relevant stakeholders of this sector need to come forward and implement Indian and International Standards and adopt the standard quality certifications such as BIS to promote consistent quality of their products.
- d. **Little or no domestic manufacturing of specialty fibres:** Currently, majority of specialty fibres are imported in India, thus making India globally uncompetitive in high-value technical textiles products. Government needs to promote innovation and infrastructure for high value specialty fibres.

C. Opportunities:

- a. **Growing economy fueling demand for technical textiles:** India is among the fastest growing economies in the world leading to higher disposable income and increased awareness among young Indian population on functional products. Further, India's economic growth has led to growth of various end user industries such as Automobiles, Healthcare, etc., resulting in increasing demand for technical textile products. In addition, these industries are increasingly exporting, resulting in ample growth opportunities for technical textiles in India.
- b. **Relatively untapped domestic market:** Functional products are still in nascent stage in India. However, with growing awareness among young population about the benefits of these products, market shall expand exponentially.
- c. **Global opportunities in key segments (Indutech, Mobiltech, etc.,)** At a Global level the Technical Textiles market is driven broadly by developed countries such as Germany, US, France, etc., and emerging industrial hubs such as China, Vietnam, etc., In high growth segments such as Indutech, Mobiltech, etc., there are opportunities in both these markets. Indian technical textiles industries need to focus on high-value/high-tech product categories and expand into hitherto unexplored markets.
- d. **Largely untapped domestic institutional buyers for domestic technical textiles products:** Institutional buyers such as railways, defence forces, hospitals, etc., are still heavily dependent on imports for high-value technologically intensive technical textile products. However, in the recent past, some Indian technical textile manufacturers have started working with such institutional buyers, but significant market share is yet to be tapped.
- e. **Regulatory mechanism to increase consumption:** Setting up clearly defined standards will help in developing products of international standards and higher global outreach. Further, safety and other related regulations need to be enforced across industries to propel demand for technical textiles products such as protective wear for industrial workers including fire-retardant fabrics for public places where public usually gathers such as hospitals, malls, movie theatres, etc.

D. Threat:

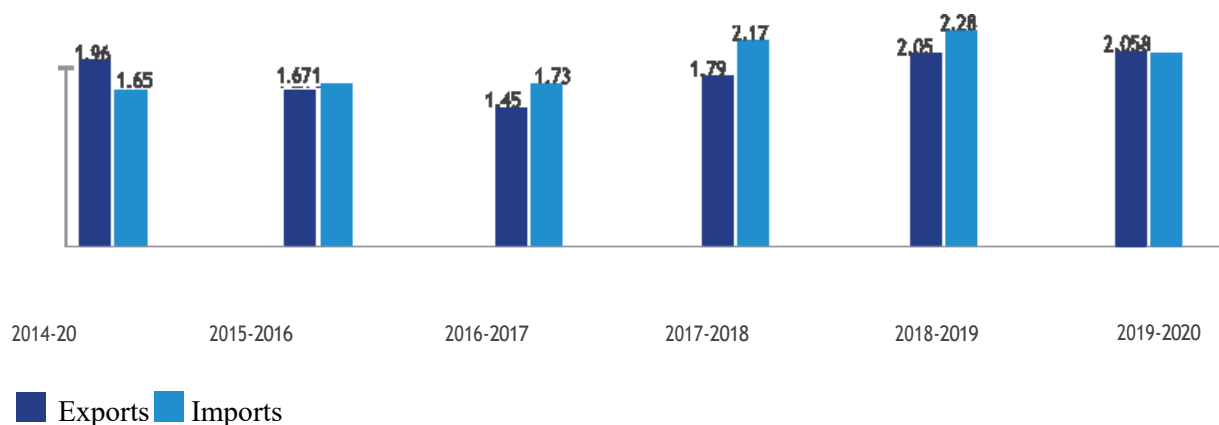
- a. Misplaced priorities with focus on low value segments:** Traditionally, India has focused on low value segments such as Packtech, while limited penetration in high-value/high-tech segments such as Indutech and Mobiltech. Industry stakeholders need to align their focus with global high-tech/ high-value product/segments such as Meditech, Indutech and Mobiltech. This initiative could boost both India's exports and make India Atma-Nirbhar by focusing on import substitution.
- b. Import of high-value technical textiles:** With limited capabilities/capacities, India is currently depending on imports for high-value/high- tech technical textiles products used in segments such as Mobiltech, Indutech, Geotech, etc.,
- c. Limited technology upgradation:** Considering the technical/functional nature of the end products, Technical Textiles industry needs to adapt to newer technologies at a faster pace. Indian Technical Textiles industry predominantly uses outdated machines and technologies. In order to stay globally competitive, the industry needs to upgrade technology.
- d. Limited focus on innovation and R&D:** This sector inherently hinges on research and innovation based on new applications and end usages on a regular basis. India has not focused on application based research and innovation, resulting in industry focus on commodity products with low value realization. The industry needs to closely work with Textile Research Associations (TRAs) on innovation and research, resulting in stronger global positioning, migration towards high- tech products and better value realization in the long term.

**3. Indian technical textiles trade analysis**

Government of India has notified 207 HSN Codes from technical textiles exports.

Below is a brief analysis of India's technical textiles imports and exports:

India technical textile trade (In USD Mn)



During 2014-15 to 2019-20, India's exports have grown at a 0.9 per cent CAGR, whereas India's imports have grown at a 4.3 per cent CAGR during the same period. India is depending on imports for high-value technical textiles products.

In terms of imports, the below top 10 product categories (4.8% of the total categories) account for approx. 45 per cent of the total imports valued at approx. USD930 Mn.

4. Potential growth areas in technical textiles:

Technical Textiles industry infrastructure in India predominantly focuses on low value commodity products such as bags and sacks under basic nonwovens as indicated by the highest market share of 36% for Packtech segment. Other industrial countries such as China, Korea and Taiwan focus on high-value Meditech, Indutech and Protech segments of Technical Textiles. At Global level categories such as Mobitech, Indutech, Sportech and Buildtech are considered most lucrative segments.

In addition, based on analysis of import data, Mobiltech, Indutech and specialty fibres are some of the products which are currently being extensively imported into India. Import substitution through favorable policies would help growth of these high-growth segments and ensure value retention within the economy and new skilled employment opportunities for Indian youth.

With key projects in infrastructure development including highways, railways, irrigation, power, renewable energy, irrigation, healthcare, etc., national infrastructure pipeline of USD 1.89 Tn in December 2019 which will be implemented in the next five years provides significant opportunities for technical textiles to be used extensively. Institutionalization of technical textiles across ministries will help the introduction of technical textile products across these projects.

The regulatory and promotional mechanism and incentives delivery medium needs to be developed for introduction and promotion of specific technical textile products relevant to various ministries.

5. Key growth drivers for the Indian technical textile sector:

Technical textile products are finding increasing acceptance across end user industries due to their cost, durability, ease of use and sustainability in India. Increasing awareness about the products, higher disposable incomes, changing consumer trends, etc., are contributing to India's growth in this sector. Besides these, there are certain sector specific growth drivers that have fuelled growth of these sectors.

A. Growth factors driving consumption of technical textiles:**Increasing adaptability and awareness of the products**

Growing awareness about the superior functionality/technicality such as personal safety, high strength, light weight and application of technical textiles is driving higher consumption of technical textiles and related products.

Regulation and standardization across various sectors

With regulation and standardization across various sectors and industries, Technical Textiles Sector is poised to witness significant growth in the coming years. A case in point is increase in demand for Airbags and Composites in Automobiles Sector, Fire Retardant/ Resistant upholstery in Railway Coaches, Bullet Proof Vests for Defence/ Police personnel etc.

Increase in consumer awareness about environmental issues

Owing to globalisation and social media, Indian consumers are increasingly evaluating products providing higher functionality along with environmental benefits. A case in point is environmental concerns along with a shift in consumer trends towards eco-friendly green buildings and materials, which is expected to increase usage of Geotextiles.

COVID induced Meditech demand boost

Owing to outbreak of COVID-19, the demand for medical textile increased. The consumers who previously shifted to affordable products with better safety and hygiene benefits embraced hygiene medical supplies (Wipes, Masks etc.) manifolds during and post COVID-19. In the post COVID-19 world era too, market for certain habitual hygiene products such as wipes are expected to grow in the domestic market.

Increasing disposable income with young Indian population

India's Gross National Disposable Income (GNDI) has grown 11.2 per cent during 2017-18 and is expected to grow at a higher pace due to improving economic scenario and younger population willing to adapt to high-tech products with higher spending capacity.

B. Growth factors driving manufacturing of technical textiles:**Availability of raw materials**

India's textile value chain economy has abundant availability of raw materials such as natural fibres, synthetic fibres, chemicals for processing, etc.

Growth of medical textiles due to COVID-19

The pandemic situation had resulted in severe stress for healthcare industry globally in terms of medical supplies such as masks, protective clothing and single-use disposable clothing. To bridge the supply-demand gap, some of the manufacturers in India strengthened their production capacity to serve the domestic as well as international demands.

Import substitution

India needs to focus on building/enhance competencies and capacities for heavily import dependent products, considering the ready domestic market for these products, which is expected to grow in the long term.

Availability of young and affordable manpower

India has significant share of young skilled workers at comparatively low wage rates compared to certain Asian countries, USA and Europe. This is expected to drive investments in technical textiles in India.

Production-Linked Incentive Scheme (PLI)

PLI scheme is expected to boost technical textiles, as this scheme focus on strengthening Man-Made end products with focus on 10 key technical textiles HS codes and making India globally competitive in high-growth products/segments.

C. Sector specific growth drivers:

Mobiltech:

- Growing automobile industry
- Growing usage of products like seat belts, airbags and automotive carpets
- Lighter automotive components required for Electric Vehicles
- Evolving motor safety regulations

Buildtech:

- Demand is expected to grow on account of increased spending on infrastructure
- Increasing awareness and usage of products like architectural membrane, scaffolding nets
- Growing demand for protective clothing at construction sites

Meditech:

- Increased demand of PPEs, masks etc. due to COVID-19
- Growth of healthcare industry
- Growing population
- Increasing awareness on hygiene and safety related parameters

Sportech:

- Government schemes such as subsidies to university/colleges to improve sports infrastructure
- Increasing popularity of sports and sportswear due to Khelo India mission.

Protech:

- Enhanced defence spending
- Growing awareness and use of fire-retardant clothing and chemical protective clothing
- Evolving regulations for protective clothing usage

Indutech:

- Evolving manufacturing sector in India
- Global demand for indutech products with new end-use applications.

Geotech:

- Significant investment in infrastructure under USD1.89 Tn National Investment Pipeline fund planned by the government
- Increasing awareness of the benefits of usage
- Inclusion in various government construction norms

Oekotech:

- Awareness about usage of products for environment protection - floor sealing, air cleaning, prevention of water pollution, waste water recycling treatment, erosion protection and domestic water sewerage plants
- Significant investment in infrastructure under USD 1.89 Tn National Investment Pipeline fund planned by the government.

Packtech:

- General consciousness for avoiding the usage of plastics in packaging
- Ease of manufacturing leading to lower prices per unit, leading to higher public adoption

Agrotech:

- Active support from the government for promoting the usage of Agrotexiles
- Increasing awareness creation through krishi vigyan kendras

Homotech:

- Increasing importance of usage of fire resistant and / or retardant textile material in public places.
- Regulations in usage of technical textiles in public places
- Evolving customer awareness

Clothtech:

- Increasing awareness on usage of technical textiles
- Changing consumer preferences

Way forward

With industrial development in the region and beyond, robust technical textiles industry ecosystem needs to be developed to transform India into a global technical textiles hub. The below steps would facilitate growth of the sector with focus on sustainable growth of employment and economic value retention.

Promotion of international standards to enhance quality in domestic market and meet the demands of global market

Standardisation of a product being sold in global market is one of the key parameters to ensure the quality of the product. This helps in ensuring that the intended functionalities expected from technical textile products are retained and provided to the end user every time the product is used. To strengthen existing quality standards, a new task force dedicated for establishing standardisation in technical textiles must be formed. In addition, the Government needs to ensure appropriate implementation of these standards.

Promote end-use/application based awareness for Technical textiles

The superior functionality of the technical textiles gives these products edge over traditional textiles. However, it is necessary to develop market for these products and at the same time encourage adoption of technical textiles products among end users. Therefore, the government should encourage awareness among consumers on their implicit benefits through setting up demonstration centers and awareness drives across industrial centers in the country.

Resolving the inverted duty structure

For certain product categories, at present, lower duties are levied for finished products, while duties on raw materials are higher, thus resulting in higher imports and lack of indigenous capabilities. Government should

revisit the duty structure to ensure growth of indigenous manufacturing. However, the inversion of duty structure needs to be considered in phased manner, to ensure the overall industry for product/segments is not impacted significantly.

Regulatory reforms supporting the usage of standardised technical textile products

Regulatory reforms are essential for technical textile products deemed necessary for the usage in specific conditions such as car seat belts, air bags for cars, flame resistant/retardant fabrics for public places, etc., Such regulations shall ensure better quality of life of the citizens and shall also expand the technical textiles market.

Incentivising research, innovation and production of technical textiles

India pales in comparison to other countries in terms of R&D expenditure on technical textiles. With high capital requirement, setting up large capacities for technical textiles remains a challenge. The industry needs to explore Mega Textiles Parks being planned by the government with special focus on plug and play infrastructure for MSME units. In addition, the industry should closely work with Government on application based research initiatives undertaken in National Technical Textiles Mission (NTTM).

Promotion of exports of technology intensive technical textiles

In order to transform India into a global hub for technical textiles, it is essential that India develops the required infrastructure, expertise and skill sets for high-value technical textile products. India should focus on the exports of technology-intensive products such as in Protech, Geotech, Meditech and Mobiltech segments. The proposed Technical Textiles Export Promotion Council can sensitise the Government about the various opportunities and challenges that India's technical textiles face in the international arena. Opportunities to collaborate with foreign players could also be sought by the local industries to facilitate technology know-how and transfer.

technicality/functionality at core for Technical Textiles products, it is imperative for India to have world class state-of-art lab infrastructure with focus on technical textiles products in collaboration with national/international labs with international accreditations. The facilities will enable the technical textile manufacturers to speed up the process of site testing and research and innovate new products.

Production Linked Incentive (PLI) Scheme

PLI scheme by incentivising production of 40 key HS codes would boost domestic manufacturing in the MMF segment, which is key raw material for Technical Textiles and 10 key HS codes in Technical Textiles products. The scheme is expected to attract large scale foreign investment and facilitating scale/capacities, promotion of research, innovation boosting Indian exports and making India truly Atma-Nirbhar in Technical Textiles with focus on import substitution. This scheme will play a huge role in achieving size and scale in manufacturing, as these schemes incentivise incremental production.

Spurring domestic demand and growth of exports of technical textiles by NTTM

To boost the potential domestic demand and scope for exports of technical textiles, the Government of India has decided to setup a National Technical Textiles Mission at an estimated budget of USD197.33 million (INR 1,480 crores) with four-year implementation period from 2020-21 to 2023-24. Out of the proposed budget, INR. 1000 crores is allotted for R&D, INR. 400 crores for skill development and training, INR. 50 crores for marketing and promotion, INR. 20 crores for administrative purposes and INR. 10 crores for export promotion. The mission which aims to position India as a leader in the global textile industry puts emphasis on using technical textiles

in the government programmes like Jal Jivan Mission, Swach Bharat Mission, Ayushman Bharat, etc. and across strategic sectors like agriculture, defence, highways, ports, railways, etc., The NTTM would also focus on development of R&D infrastructure such as innovation and incubation centres to encourage MSMEs in the country and boost domestic technical textile manufacturing.

Continuous investment in research and development

Focusing on R&D ecosystem for the Indian technical textiles sector is critical for achieving its true potential. The government should consistently invest in R&D and application based innovation to guide and handhold industry in developing capabilities in future technologies and enable multi-stakeholder collaboration between the academia, industry and government.

Capitalising on opportunities presented by national infrastructure pipeline fund of USD1.89 Tn

With infrastructure projects focused on highways, renewable energy, power, railways, irrigation and health sectors, national infrastructure pipeline has been set-up to the tune of USD1.89 Tn in December 2019 to be implemented in the next five years. This initiative provides significant opportunities for technical textiles industry in India and help transform Indian technical textiles industry. However, in order to capitalize on this initiative, it is critical to institutionalize use of technical textiles across various sectors with interventions from various relevant ministries/departments.

MANAGEMENT DISCUSSION AND ANALYSIS

Technical textiles refers to textile products that primarily focus on technical performance and functionality instead of aesthetic purposes, as in the case of conventional textiles. The end-usage of these products cater to wide array of industries including automobile, industries, agriculture, home care, construction, defense, aeronautics, healthcare, etc.,

With the rise in dominance of technical textiles, the market has been classified into the following 12 segments based on their application:

Laminated Fabrics Market Overview:

The Laminated Fabrics Market is anticipated to attain a market value of **\$4.05 billion by the year 2030**, exhibiting a steady compound annual growth rate **CAGR of 4%** during the forecast period spanning from 2023 to 2030.

The laminated fabrics market refers to the industry involved in the production and distribution of fabrics that are coated or laminated with various materials to enhance their performance and functionality. Laminated fabrics are created by bonding multiple layers of fabric together using [adhesives](#), films, or membranes.

Laminated fabrics offer several advantages such as improved strength, durability, waterproofing, breath ability, and resistance to UV radiation, chemicals, and abrasion. These properties make them suitable for a wide range of applications in various industries, including apparel, sportswear, automotive, healthcare, and protective clothing.

Laminated Fabrics Market- Top Trends:

Sustainability and Eco-Friendly Solutions: There is a growing emphasis on sustainability in the textile industry, including the laminated fabrics sector. Manufacturers are increasingly focusing on developing eco-friendly laminated fabrics by using recycled materials, biodegradable coatings, and water-based adhesives. This trend aligns with the increasing consumer demand for sustainable products and the adoption of environmentally conscious practices by industries.

Technical Advancements in Lamination Processes: Technological advancements are driving innovation in lamination processes, leading to the development of high-performance laminated fabrics. Manufacturers are investing in research and development to improve the bonding techniques, enhance fabric properties, and introduce new functionalities. These advancements include improved waterproofing, breath ability, lightweight materials, and better durability.

Growing Demand for Protective and Performance Clothing: The demand for protective clothing, including medical gowns, industrial workwear, and sportswear, is driving the market for laminated fabrics. These fabrics offer enhanced protection against hazards such as chemicals, fire, extreme weather conditions, and microbial contaminants. The ongoing COVID-19 pandemic has further accelerated the demand for medical and personal protective equipment, which has positively impacted the laminated fabrics market.

Customization and Personalization: There is a rising trend of customization in various industries, including apparel. Laminated fabrics offer opportunities for customization through the combination of different materials, patterns, and colors. Manufacturers are catering to this demand by providing a wide range of design options and customization services, allowing customers to create unique products according to their preferences.

Integration of Smart Technologies: The integration of smart technologies into textiles is a growing trend in the laminated fabrics market. Smart laminated fabrics are being developed with functionalities such as

temperature regulation, moisture management, antimicrobial properties, and sensing capabilities. These fabrics find applications in sectors like sports and fitness, healthcare, and military, where the use of smart textiles enhances performance, comfort, and safety.

Key Market Players:

Product/Service launches, approvals, patents and events, acquisitions, partnerships, and collaborations are key strategies adopted by players in the Vegan Food Market Report.

Market Overview

India Plastic Molding Market was valued at USD 45.13 Million in 2024 and is expected to reach USD 53.64 Million by 2030 with a CAGR of 3.12% during the forecast period. Plastic molding is a manufacturing technique that produces components and products from plastic materials by shaping molten or softened plastic into specific forms using molds. This method is extensively utilized across various industries, including automotive, consumer goods, electronics, packaging, and medical devices, owing to its efficiency, versatility, and cost-effectiveness.

The Indian plastic molding market is a key segment of the country's manufacturing landscape, propelled by rapid industrialization, urbanization, and a growing consumer base. The Indian plastic processing industry currently consists of around 30,000 facilities that employ techniques such as injection molding, blow molding, extrusion, and calendaring to manufacture a diverse array of products. Government initiatives like "Make in India" and support for the manufacturing sector have stimulated investment in this industry. The expanding middle class and rising disposable incomes are driving demand for consumer products, resulting in increased adoption of plastic molding technologies.

The integration of IoT and automation is enhancing production processes and improving quality control. The demand for personalized products is fostering advancements in 3D printing and rapid prototyping. However, concerns over plastic waste and pollution are leading to stricter regulations, prompting companies to invest in sustainable practices. Additionally, fluctuations in the prices of petroleum-based raw materials can affect profitability. The entry of international players also presents challenges for local manufacturers.

The Indian plastic molding market holds significant promise, driven by ongoing technological advancements and a commitment to sustainability. Companies are increasingly adopting automation and digital technologies, such as Industry 4.0, to improve production efficiency and minimize waste. To maintain a competitive edge, firms in this sector must adapt to regulatory changes and evolving consumer preferences, while also prioritizing innovation.

Key Market Drivers

Growth of the Automotive Sector

As vehicle demand continues to rise, Indian automotive manufacturers are significantly increasing their production capacity, driven by both domestic and export markets. This expansion necessitates a greater use of plastic components, valued for their lightweight and versatile properties. **According to IBEF, total production of passenger vehicles, three-wheelers, two-wheelers, and quadricycles reached 2,358,041 units in April 2024.** Automakers are increasingly integrating lightweight materials, including plastics, to enhance fuel efficiency and reduce emissions. This shift boosts demand for molded plastic parts such as bumpers, dashboards, and interior trims. For instance, plastic dashboards facilitate complex designs and the integration of electronic components, while molded plastic bumpers are lighter and better at absorbing impacts compared to traditional materials.

The transition to electric vehicles (EVs) is transforming the automotive landscape, as EVs require specialized components, many of which are made from plastics. This includes battery casings, which are lightweight and durable, helping to improve overall vehicle range and efficiency. Plastic molding technologies like injection molding and blow molding provide significant design flexibility, allowing automotive designers to create intricate shapes and features that enhance both aesthetics and functionality. Manufacturers can produce

customized parts tailored to specific vehicle models or consumer preferences. Additionally, plastic components exhibit excellent durability and corrosion resistance, making them suitable for various automotive applications. India is emerging as a key hub for automotive manufacturing, catering to both domestic and export needs.

Government initiatives such as "Make in India," along with supportive policies like the allocation of USD 31.98 Million to the FAME II scheme in the Union Budget 2024, are encouraging foreign investment and collaboration in the sector. For example, In December 2023, Autotech-Sirmax India announced plans to expand its production capacity by adding four new extrusion lines, which will boost output by 15,000 tonnes annually and effectively double the site's capacity. Additionally, with the establishment of a third plant in southern India by 2026, the total capacity in the region is expected to reach 82,000 tonnes per year. This growth in both domestic and export markets is driving demand for plastic molded parts, further contributing to the overall expansion of the plastic molding industry.

Expansion of Consumer Goods

As disposable incomes rise, consumer demand for a diverse array of goods including household items, personal care products, and electronics increases. This heightened demand results in greater production of plastic products, as plastics are favored for their versatility and cost-effectiveness. Rapid urbanization is reshaping consumer lifestyles, leading to a higher demand for convenience-oriented items. Products like storage solutions, kitchenware, and personal care packaging made from molded plastics are becoming increasingly popular in urban settings.

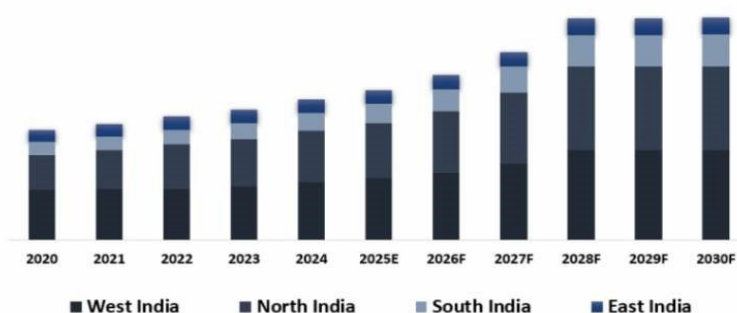
The growth of e-commerce has significantly boosted the need for packaging solutions, as online retailers require durable, lightweight, and cost-effective materials. **According to IBEF, India's e-commerce platforms achieved a remarkable GMV of USD 60 billion in fiscal year 2023, reflecting a 22% increase from the previous year.** Plastic molding is essential for producing various packaging products, including containers, bottles, and protective packaging.

Advancements in plastic molding technologies, such as FCS's All-Electric IMM and India's first Multi-Component (2K) IMM, enable manufacturers to produce innovative and visually appealing products. The capability to design intricate shapes and integrate multiple functions into a single plastic component allows companies to differentiate their offerings in a competitive landscape.

The expansion of the consumer goods sector is a key driver of the plastic molding market in India. As consumer preferences evolve and the demand for innovative, sustainable products increases, manufacturers will increasingly rely on plastic molding to fulfill these needs, further stimulating industry growth.

India Plastic Molding Market

India Plastic Molding Market Size, By Region, By Value, 2020-2030F



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Key Market Challenges

Environmental concerns

Rising awareness of plastic pollution is resulting in heightened scrutiny of plastic products. The buildup of plastic waste in landfills and oceans presents serious environmental risks, prompting both consumers and activists to call for change. This increasing pressure is pushing manufacturers to rethink their dependence on conventional plastics. Governments at various levels are enacting stricter regulations to manage plastic production and waste. Initiatives such as bans on single-use plastics and recycling mandates create compliance challenges for manufacturers, necessitating substantial adjustments to production processes and materials.

Consumers are progressively favoring brands that demonstrate a commitment to sustainability, which compels manufacturers to adopt eco-friendly practices. This includes using biodegradable materials, enhancing recycling efforts, and reducing overall plastic use. Not meeting these consumer expectations can result in a loss of market share. India's recycling infrastructure is still in development, leading to inefficiencies in waste management and recycling efforts. Limited recycling capabilities can increase waste and environmental impact, complicating manufacturers' efforts to achieve sustainability targets.

Environmental concerns are significantly transforming the Indian plastic molding market. To maintain competitiveness, manufacturers must embrace sustainable practices, invest in innovative materials, and stay informed about regulatory changes. By proactively addressing these environmental challenges, companies can improve their brand reputation and positively impact the ecosystem while fulfilling consumer demand.

Price Volatility in Raw Materials

The prices of essential raw materials, particularly petroleum-based plastics like polyethylene and polypropylene, can be extremely volatile due to factors such as geopolitical tensions, fluctuations in crude oil prices, and changes in supply and demand. This unpredictability can lead to abrupt increases in production costs. Manufacturers typically operate on narrow profit margins, and unexpected spikes in raw material prices can diminish these margins. When costs rise, it becomes challenging for companies to pass these increases onto consumers without jeopardizing their competitive edge.

Price volatility also complicates budgeting and financial forecasting for manufacturers. Inconsistent raw material costs can disrupt long-term planning, making it difficult for companies to allocate resources efficiently and manage cash flow. Additionally, the uncertainty surrounding raw material prices may cause manufacturers to hesitate in investing in new technologies or expanding production capacity, which can stall growth and innovation. To ensure the sustainability of the Indian plastic molding market, it is essential to address raw material price volatility. Manufacturers should implement strategies such as effective supply chain management, adaptable procurement practices, and investment in alternative materials to navigate these challenges. By doing so, companies can stabilize their operations and remain competitive in a rapidly changing market environment.

Key Market Trends

Adoption of Advanced Technologies

Manufacturers in the Indian plastic molding market are increasingly investing in advanced machinery and software to boost production efficiency and enhance product quality. The prevalent use of technologies such as computer-aided design (CAD) and computer-aided manufacturing (CAM) enables the production of more precise molds, resulting in greater accuracy and reduced waste.

For instance, in June 2023, Husky Technologies installed India's first integrated injection molding system for blood collection tube production at CML Biotech Ltd. This system, featuring Husky's ICHOR injection molding technology and Schöttli precision medical molds, allows CML Biotech to

improve part quality, minimize weight variations, enhance cycle times, and increase overall efficiency in their production processes.

Moreover, 3D printing is gaining popularity in the plastic molding sector, facilitating rapid prototyping and the creation of complex designs that traditional methods may struggle to achieve. This technology accelerates product development cycles and supports customization, addressing the rising demand for tailored solutions. For example, **In July 2023, Matrix Moon launched the 3D Systems EXT Titan Pellet 3D printer in India, aimed at providing customers with a more efficient and cost-effective solution for a wide range of applications. These applications include molds, tooling, and patterns for foundries and plastics manufacturers, as well as end-use parts for industries such as aerospace, automotive, HVAC, and consumer products. The company 3D Systems EXT 1070 Titan Pellet 3D printer features an optional milling spindle tool head. This capability allows for hybrid additive and subtractive manufacturing processes on a single machine.**

The integration of Industry 4.0 technologies, such as the Internet of Things (IoT) and artificial intelligence (AI), is also transforming manufacturing processes. IoT devices enable real-time monitoring of equipment and production lines, allowing manufacturers to optimize operations and swiftly address any issues. AI algorithms can analyze production data to identify trends, predict maintenance needs, and improve overall efficiency.

This trend toward the adoption of advanced technologies not only enhances operational effectiveness but also fosters innovation in product design and development. As manufacturers embrace these technologies, they are better equipped to meet evolving consumer demands and navigate competitive pressures in the market.

Segmental Insights

Type Insights

Based on Type, the Injection Molding emerged as the dominating segment in the Indian market for Plastic Molding during the forecast period. The advantages of speed, precision, material versatility, and cost-effectiveness position injection molding as the preferred method for manufacturers aiming to produce high-quality plastic components efficiently. This process facilitates high-volume production in a short timeframe, making it ideal for mass manufacturing. It enables rapid part production, which reduces overall manufacturing time and enhances productivity.

Injection molding also achieves exceptional accuracy and detail, ensuring consistent quality across batches. The automation involved minimizes human error, resulting in uniform product dimensions and quality. Additionally, this technique allows for the creation of intricate shapes and designs that are challenging or impossible to produce using other methods.

The capability to work with a wide range of thermoplastics and thermosetting polymers enables manufacturers to select materials tailored to specific performance requirements. Many of the materials used are recyclable, supporting sustainability initiatives. Furthermore, injection molding generates minimal scrap material compared to alternative techniques, leading to additional cost savings. Injection molded parts find applications in various industries, including automotive, consumer goods, electronics, medical devices, and packaging, highlighting its broad applicability and reinforcing its market dominance.

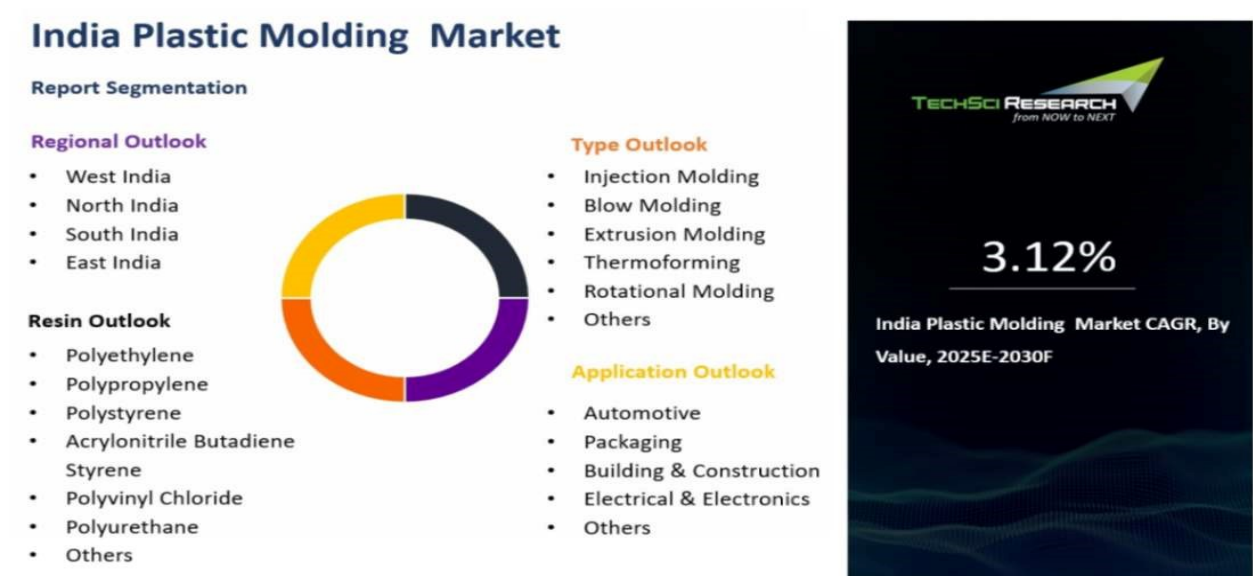
Application Insights

Based on Application, Packaging emerged as the fastest growing segment in the Indian market for Plastic Molding in 2024. This growth can be attributed to several factors, including e-commerce trends, consumer convenience, innovation, sustainability, regulatory support, and cost-effectiveness. The surge in online shopping has heightened the demand for effective packaging solutions that protect products during transit. Durable and lightweight plastic packaging is crucial for ensuring safe delivery. **According to the Packaging Industry Association of India, the packaging sector is currently the fifth largest in the Indian economy,**

underscoring its vital role in driving industrial growth and innovation. With an annual growth rate of 22-25%, the industry has become a preferred hub for packaging solutions, supported by advancements in technology and infrastructure.

Modern consumers increasingly favor products that are easy to use and disposable. Plastic packaging provides this convenience, whether through ready-to-eat food containers, resealable bags, or single-use bottles, making it appealing to both manufacturers and consumers. The versatility of plastic allows for innovative packaging solutions that enhance product attractiveness. Eye-catching designs and functional features, such as easy-pour spouts or tamper-proof seals, help products stand out in a competitive market.

The food and beverage sector significantly drives demand for plastic packaging. As consumer preferences lean toward packaged foods and beverages, manufacturers are increasingly adopting plastic solutions to fulfill these needs. Additionally, the ability to customize plastic packaging for various products and brands enables manufacturers to target specific market segments and consumer preferences, further fueling growth. This positions plastic packaging as a dynamic and essential segment within the plastic molding market, creating substantial opportunities for manufacturers.



Regional Insights

Based on Region, West India emerged as the dominant region in the Indian market for India Plastic Molding in 2024. This dominance can be attributed to several factors, including strong industrial infrastructure, supportive government policies, a skilled workforce, robust demand across various sectors, excellent logistics, and a commitment to technological advancements. Gujarat and Maharashtra host some of India's most advanced industrial zones, such as the Gujarat Industrial Development Corporation (GIDC) and various industrial estates in Maharashtra, which are equipped with the necessary facilities and services to support large-scale manufacturing.

The concentration of plastic manufacturers in these regions promotes resource sharing, knowledge exchange, and collaboration, thereby enhancing productivity and innovation. Additionally, the Western region has a well-established network of suppliers for essential raw materials like polyethylene and polypropylene, which reduces transportation costs and lead times, enabling manufacturers to maintain efficient just-in-time inventory. Maharashtra's status as a hub for major automotive manufacturers creates significant demand for high-quality plastic components used in both two-wheelers and four-wheelers, further propelling growth in the plastic molding market.

The region benefits from excellent transportation infrastructure, including well-maintained roads, rail systems, and major ports such as Mundra and Nhava Sheva, which facilitate domestic distribution and international exports, thereby strengthening the supply chain. Companies in this region are increasingly investing in automation, robotics, and smart manufacturing technologies. The integration of IoT and Industry 4.0 principles enhances production efficiency and quality control. This strategic advantage not only promotes regional growth but also boosts India's competitiveness in the global plastic manufacturing sector. As industries continue to evolve, the Western region is well-positioned to sustain its leadership in the plastic molding industry.

Velvet Fabric Market Size

The global market for Velvet Fabric was valued at US\$ 265 million in the year 2023 and is projected to reach a revised size of US\$ 377 million by 2030, growing at a CAGR of 5.2% during the forecast period



Velvet Fabric Market

Velvet fabric is a fabric with velvet warp forming velvet loops or piles on the surface of the fabric. The velvet is rich, fine, soft to the touch and comfortable to wear. This kind of fabric presents a beautiful and generous effect visually, and is also full of luxury and elegance.

North American market for Velvet Fabric is estimated to increase from \$ million in 2023 to reach \$ million by 2030, at a CAGR of % during the forecast period of 2024 through 2030.

Asia-Pacific market for Velvet Fabric is estimated to increase from \$ million in 2023 to reach \$ million by 2030, at a CAGR of % during the forecast period of 2024 through 2030.

The major global manufacturers of Velvet Fabric include British Velvets, Lewan Needle Textile, Hong Rong Textile, Jiangsu Wulong Knitting Co., Ltd, AOCHEN Home Textile, DINOLE, Sahaj Velvet, Xuzhou Fengcai Textile, etc. In 2023, the world's top three vendors accounted for approximately % of the revenue.

INDEPENDENT AUDITOR'S REPORT

To the Members of

Candour Techtex Limited

(Formerly known as Chandni Textiles Engineering Industries Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Candour Techtex Limited** (Formerly known as Chandni Textiles Engineering Industries Limited) (hereinafter referred to as "the Company"), which comprise the Balance Sheet as at 31 March 2025, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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

Basis for Opinion

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

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report

Measurement and valuation of inventory	
<p>As at 31 March 2025, the Company has inventory amounting to Rs.595.84 lakhs (Refer Note no. 9)</p> <p>This was determined a key audit matter, as the measurement and valuation of the inventory at the year-end involves significant judgment and estimate.</p> <p>The Company uses internal and external experts, to perform volumetric assessments, on the basis of which the quantity for these inventories is estimated.</p> <p>The physical count of inventory was carried out by internal experts for inventory lying at Ankleshwar, Nasik and Malegaon factories.</p>	<p>Our audit procedures relating to the measurement of inventory included the following:</p> <ul style="list-style-type: none"> (a) Understanding and evaluating the design and operating effectiveness of controls over physical count and measurement of such inventory (b) Performing procedures to ensure that the changes in inventory between last verification date and date of Balance Sheet are properly recorded (Roll back and forward procedures). (c) Evaluating of competency and capabilities of management's experts; (d) Performing substantive analytical procedures to test the correctness of inventory existence and valuation. (e) Testing of accuracy of inventory reconciliations with the general ledgers at period end, including test of reconciling items. <p>Based on the above procedures performed, we did not identify any material exceptions in the measurement and valuation of inventory quantities of textile goods and plastic goods.</p>
Issue of Equity Shares and Convertible Share Warrants on Preferential basis	
<p>During the year, the Company has issued 1019475 equity shares of Face value of Rs.10/- at a premium of Rs.73.70 per share on preferential basis under Sections 42 and 62 of the Companies Act 2013 for the purpose of capital expenditure of Malegaon unit and for its working capital requirements. The company received Rs. 853.53 lakhs including share premium of Rs. 751.35 lakhs from such issue of equity shares on preferential basis.</p> <p>During the year, the Company has also issued 1200000 convertible share warrants on preferential basis at Rs 83.70 per convertible share warrant. This share warrant is convertible into 1 equity share of Rs 10/- Face Value and share premium of Rs 73.70 per equity share.</p> <p>The Company has during the year received Rs 251.10 lakhs being 25% of consideration on issue of share warrants and balance 75% i.e. Rs 753.30</p>	<p>Our audit procedures relating to the issue of equity shares and convertible share warrants on preferential basis included the following :</p> <ul style="list-style-type: none"> (a) Examination of records relating to compliance of provisions of the Companies Act and other applicable regulations for issue of equity shares and convertible share warrants on preferential basis. (b) Verification of records relating to receipt of issue money, relevant accounting treatment of funds raised and appropriate disclosures in the financial statements. (c) Establishing audit procedure to verify the utilization of funds raised by issue of equity shares and convertible share warrants on preferential basis. <p>Based on the above procedures performed, we have ascertained that the funds raised through issue of equity shares and convertible share warrants on preferential</p>

<p>lakhs will be received on conversion of share warrants within 18 months in one or more tranches.</p> <p>The verification of utilization of funds raised through issue of equity shares and convertible share warrants on preferential basis was considered as a key audit matter as it involves verification of movement of funds.</p>	<p>basis have been used for the purposes for which they were raised.</p>
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Information Other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and the auditors' report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other Information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and Board of Directors' Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit / loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the 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 standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31 March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditors 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:
 - (a) The Company does not have pending litigations which would impact its financial position;
 - (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - (c) There has been no amount required to be transferred to the Investor Education and Protection Fund by the Company.
 - (d) (i) The Management has represented that, to the best of its knowledge and belief, as disclosed in Note No. 48(viii) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person 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;

- (ii) The Management has represented, that, to the best of its knowledge and belief, as disclosed in Note No. 48(viii) to the standalone financial statements, no funds 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; and
- (iii) 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 (i) and (ii) hereinabove, contain any material misstatement.

(e) The company has not declared or paid any dividend during the year.

(f) Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account for the financial year ended 31 March, 2025 which has a 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. The audit trail has been preserved by the company as per the statutory requirements for record retention from the date such audit trail (edit log) facility was enabled in the accounting software.

(C) With respect to the matter to be included in the Auditors' Report under Section 197(16) as amended:

In our opinion and according to the information and explanations given to us, the Company has paid/provided for managerial remuneration in accordance with the provisions of Section 197 read with Schedule V to the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For Ambavat Jain & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 109681W

Ashish J Jain
Partner
Membership No.111829

Place: Mumbai
Date: 29 May 2025

ICAI UDIN No: 25111829BMIFOS5778

CANDOUR TECHTEX LIMITED

(Formerly known as Chandni Textiles Engineering Industries Limited)

Annexure – A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on other Legal & Regulatory Requirements' Section of our report of even date)

- [i] (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment, and relevant details of Right of Use assets.
(B) The Company has maintained proper records showing full particulars of Intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, these Property, Plant & Equipment and Right of Use assets have been physically verified by the management in the phased manner at reasonable intervals during the year having regard to the size of the Company and the nature of its assets and 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 all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or Intangible assets during the year.
- (e) According to the information and explanations given to us, there are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- [ii] (a) As informed to us, the inventory in the Company's possession has been physically verified at reasonable intervals during the year by the management. Considering the size of the Company and nature of its business, in our opinion, the coverage and procedures of such verification by the management were appropriate. As informed to us, no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such verification between physical stock and book records.
- (b) According to the information and explanations given to us and as disclosed in Note no. 48(xii) to the financial statements, the Company has been sanctioned working capital limits in excess of Rupees five crores from the banks on the basis of security of current assets during the year. On the basis of our examination of the records of the Company, the quarterly returns or statements filed by the Company with such banks are not in the agreement with the books of account of the Company and the details are as follows: -

Quarter ending	Amount as per books of account (Rs.in lakhs)	Amount as reported in the quarterly statement (Rs.in lakhs)	Difference (Rs.in lakhs)	Reason for difference
June'24	861.39	860.10	1.29	As explained by the management, the differences are due to reconciliation and subsequent information received from factory and clients after the quarterly statements filed with the lenders.
September'24	953.36	948.51	4.85	
December'24	1014.34	1011.81	2.53	
March'25	1203.82	1398.32	(194.50)	

[iii] According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not granted any advances in nature of loans or provided any guarantee or security to companies, firms, Limited Liability Partnerships, or any other parties during the year. However, the company has made investments in companies and granted interest free loans to its employees during the year and the details of such loans are stated in sub-clause (a) below.

(a) The company has not granted advances in nature of loans or stood guarantee or provided security to any other entity. However, the company has provided interest free loans to its employees during the year.

(A) According to the information and explanations given to us, the company does not have any subsidiaries, joint venture, and associates at any time during the year and hence, this sub-clause is not applicable.

(B) According to the information and explanations given to us, the company has granted loans to parties other than subsidiaries, joint venture, and associates as below:

Particulars	Amount (in Rs.)
Aggregate amount of loans granted to employees during the year	1,44,453
Balance of outstanding loans to employees as at balance sheet date	1,17,348

(b) According to the information and explanations given to us, in our opinion, the investments made in other companies and the terms and conditions of the loans given to employees are prima facie not prejudicial to the interest of the company.

(c) According to the information and explanations given to us, in respect of interest free loans granted by the Company to its employees, the schedule of repayment of principal amount has

been stipulated and the repayments of principal amounts are generally been regular as per stipulation.

- (d) According to the information and explanations given to us, there is no overdue amount for more than ninety days in respect of loans given.
- (e) According to the information and explanations given to us, there is no loan granted falling due during the year and hence, this sub-clause is not applicable.
- (f) According to the information and explanations given to us, the company has not given any loans either repayable on demand or without specifying any terms or period of repayment.
- [iv] According to the information and explanations given to us and on the basis of our examination of the records, the company has not given any loans or provided any guarantee or security as specified under Sections 185 and 186 of the Act. Further on the basis of examination of the records, the company has complied with the provisions of Section 186 of the Act with respect to the investments made.
- [v] According to the information and explanations given to us and on the basis of our examination of the records, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- [vi] According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act for the products of the Company and/or services provided by it. Accordingly, paragraph 3 (vi) of the Order is not applicable.
- [vii] (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has generally been regular in depositing with the appropriate authorities the undisputed statutory dues including goods and service tax, provident fund, ESIC, income tax, duty of customs and other material statutory dues as applicable to it. There were no arrears of outstanding undisputed statutory dues as at the last day of the financial year concerned for a period of more than six months from the date, they became payable except provident fund dues of Rs.1,06,010/- pertaining to period from April 2022 to September 2024 and ESIC dues of Rs.42,539/- pertaining to period from April 2022 to September 2024.
- (f) According to information and explanations given to us, there are no dues of income tax, sales tax, goods and service tax, service tax, custom duty, wealth tax, excise duty, cess which have not been deposited on account of any dispute except the following:

Sr. No.	Name of the Statute	Nature of Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
1.	CGST Act, 2017	CGST Penalty	1,02,29,643/-	Financial Year 2017-18	Writ Petition before High Court of Bombay

- [viii] According to the information and explanations given to us, the Company has not surrendered or disclosed any unrecorded transactions in the books of account as income during the year in the tax assessments under the Income-tax Act, 1961.
- [ix] (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest to any lender during the year.
- (b) According to the information and explanations given to us, the Company has not been declared as a wilful defaulter by any bank or financial institution or other lender.
- (c) According to the information and explanations given to us and on the basis of our examination of the records, the terms loans have been applied for the purposes for which these loans were raised.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short term basis have been used for long term purposes by the Company during the year.
- (e) The Company does not have any subsidiaries, associate companies, or joint ventures during the year. Accordingly, paragraphs 3(ix)(e) and 3(ix)(f) of the Order is not applicable.
- [x] (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3 (xa) of the Order is not applicable.
- (b) The Company has made preferential allotment of equity shares during the year. According to the information and explanations give to us and on the basis of our examination of the records, the Company has complied with the requirements of sections 42 and 62 of the Act relating to the preferential allotment of the equity shares and the funds raised have been used for the purposes for which such funds were raised.
- [xi] (a) According to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of our audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As informed to us, the Company has not received any whistle-blower complaints during the year. Accordingly, paragraph 3(xi)(c) of the Order is not applicable.
- [xii] In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- [xiii] According to the information and explanations given to us, in our opinion, the transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable,

and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- (xiv) (a) According to the information and explanations provided to us, the internal audit was conducted by an external practicing chartered accountant appointed by the Company who had issued the quarterly internal audit reports for the period covered by our audit. Based on our examination of such internal audit reports, in our opinion, the internal audit conducted by the external practicing chartered accountant commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued by the external practicing chartered accountant till date, for the period under audit.
- [xv] According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year and hence, provisions of Section 192 of the Act are not applicable to the Company.
- [xvi] (a) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 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 during the year.
- (c) According to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us, the Company is not in any group as defined in Core Investment Companies (Reserve Bank) Directions 2016. Accordingly, paragraph 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred any cash losses in the current financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, paragraph 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and considering the term loan sanctioned by the financial institution will be disbursed for the purchase of the capital assets according to the planned schedule in subsequent period. However, 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 during the year. Accordingly, paragraph 3(xx) of the Order is not applicable.

For Ambavat Jain & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 109681W

Ashish J Jain
Partner
Membership No.111829

Place: Mumbai
Date: 29 May 2025

ICAI UDIN No: 25111829BMIFOS5778

CANDOUR TECHTEX LIMITED

(Formerly known as Chandni Textiles Engineering Industries Limited)

Annexure - B to the Independent Auditors' Report*(Referred to in paragraph 2(A)(f) under 'Report on other Legal & Regulatory Requirements' Section 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")****Opinion**

We have audited the internal financial controls over financial reporting with reference to standalone financial statements of Candour Techtext Limited (formerly known as Chandni Textile Engineering Industries Limited) (hereinafter referred to as "the Company") as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Considering the size of the Company and nature of its business, in our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to standalone financial statements and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note").

Management's Responsibility for Internal Financial Controls

The 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by Institute of Chartered Accountants of India ('ICAI') and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by 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 was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

For Ambavat Jain & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 109681W

Ashish J Jain
Partner
Membership No.111829

Place: Mumbai
Date: 29 May 2025

ICAI UDIN No: 25111829BMIFOS5778

CANDOUR TECHTEX LIMITED

(Formerly Known as Chandni Textiles Engineering Industries Limited)

Balance Sheet as at 31st March, 2025

Particulars		Note No.	AS AT 31-03-2025 Rs.	AS AT 31-03-2024 Rs.
I	ASSETS			
(1)	NON-CURRENT ASSETS			
(a)	Property, Plant and Equipment	3.1	42,81,33,757	45,68,07,370
(b)	Capital work-in-progress	3.2	21,51,788	12,65,826
(c)	Intangible assets	3.3	1,45,655	2,10,411
(d)	Right of Use Assets	3.4	5,42,76,488	5,25,84,953
(e)	Financial Assets			
i	Investments	4	29,33,520	36,55,406
ii	Other Financial Assets	5	3,53,85,558	3,66,60,996
(f)	Deferred tax Assets (Net)	6	8,89,815	51,24,443
(g)	Other non-current assets	7	86,67,648	1,17,62,249
(h)	Income-tax Assets (net)	8	38,34,029	45,78,733
(2)	CURRENT ASSETS			
(a)	Inventories	9	5,95,83,972	3,77,46,464
(b)	Financial Assets			
(i)	Trade receivables	10	6,07,98,400	2,73,59,467
(ii)	Cash and cash equivalents	11	1,12,27,160	32,05,031
(iii)	Bank balances other than (ii) above	12	9,50,11,722	6,51,67,355
(iv)	Other financial assets	13	55,89,394	30,18,956
(c)	Other current assets	14	3,23,78,972	2,80,22,951
	Total Assets		80,10,07,877	73,71,70,611
II	EQUITY AND LIABILITIES			
	EQUITY			
(a)	Equity Share Capital	15	17,95,67,380	16,93,72,630
(b)	Other Equity	16	21,36,19,325	10,69,25,914
	LIABILITIES			
A.	NON-CURRENT LIABILITIES			
(a)	Financial Liabilities			
(i)	Borrowings	17	19,03,37,441	25,14,14,033
(ia)	Lease Liabilities	18	3,40,54,101	3,10,43,883

(ii)	Other financial liabilities	19	-	3,37,090
(b)	Provisions	20	4,24,119	3,81,707
	CURRENT LIABILITIES			
(a)	Financial Liabilities			
(i)	Short term borrowings	21	5,59,85,076	9,49,95,023
(ia)	Lease Liabilities	22	66,98,362	66,53,547
(ii)	Trade payables	23		
(a)	total outstanding dues of micro enterprises & small enterprises		18,28,406	-
(b)	total outstanding dues of creditors other than micro enterprises & small enterprises		10,43,18,876	3,75,91,665
(iii)	Other financial liabilities	24	57,24,982	2,65,52,653
(b)	Other Current Liabilities	25	84,49,809	1,19,02,465
	Total Equity and Liabilities		80,10,07,877	73,71,70,611

Significant Accounting Policies**2**

The accompanying notes are an integral part of the financial statements

**As per our report of even date
For Ambavat Jain & Associates LLP
Chartered Accountants
Firm Registration No. 109681W**

On behalf of the Board

**Sd/-
J.R. Mehta
Managing Director
DIN 00193029**

**Sd/-
Sharmila Amin
Director
DIN 06770401**

**Ashish J. Jain
Partner
Membership No. 111829**

Sd/-

**Shailesh Sankav
Chief Financial Officer**

**Place :MUMBAI
Date : 29-05-2025**

**Place :MUMBAI
Date : 29-05-2025**

Statement of Profit and Loss for the year ended 31st March, 2025

	Particulars	Note No.	2024-25	2023-24
			Rs.	Rs.
	<u>INCOME</u>			
I.	Revenue From Operations	26	188,10,18,286	1,84,73,40,856
II.	Other Income	27	1,88,27,270	2,50,03,862
III.	Total Income (I + II)		189,98,45,556	1,87,23,44,718
IV.	<u>EXPENSES</u>			
a)	Cost of materials consumed	28	11,19,72,516	10,89,58,361
b)	Purchases of Stock-in-Trade	29	161,40,67,095	1,61,15,15,875
c)	Changes in inventories of finished goods & Stock-in-Trade	30	(78,01,431)	(30,52,227)
d)	Manufacturing expenses	31	2,99,27,633	4,17,90,680
e)	Employee benefits expenses	32	4,65,48,511	5,42,66,905
f)	Finance costs	33	2,88,61,129	2,60,41,820
g)	Depreciation and amortization	3	3,94,01,054	3,50,48,597
h)	Other expenses	34	2,36,54,954	1,25,95,983
	Total Expenses (IV)		188,66,31,460	1,88,71,65,994
V.	Profit before exceptional items and tax (III-IV)		1,32,14,096	(1,48,21,276)
VI.	Exceptional items		-	-
VII.	Profit before tax (V + VI)		1,32,14,096	(1,48,21,276)
VIII.	Tax Expenses	35		
(i)	Current tax		22,51,580	-
(ii)	Income-tax of earlier years		280	2,98,713
(iii)	Deferred tax		42,34,627	(45,50,878)
			64,86,487	(42,52,165)
IX.	Profit for the year (VII - VIII)		67,27,610	(1,05,69,110)
X.	Other Comprehensive Income			
	Items that will not be reclassified to profit & loss			
(i)	Remeasurement gains/(loss) on defined benefit plans		(3,35,510)	33,408
(ii)	Income-tax on above		56,003	-

	Total Other Comprehensive Income for the year (net of tax)		(2,79,507)	33,408
XI.	Total Comprehensive Income for the year (IX + X)		6,448,103	(1,05,35,702)
XII.	Earnings per equity share	36		
	(a) Basic (annualised)		0.04	(0.62)
	(b) Diluted (annualised)		0.04	(0.62)

**As per our report of even date
For Ambavat Jain & Associates LLP
Chartered Accountants
Firm Registration No. 109681W**

**Ashish J. Jain
Partner
Membership No. 111829**

**Place :MUMBAI
Date : 29-05-2025**

On behalf of the Board

**Sd/-
J.R. Mehta
Managing Director
DIN 00193029**

**Sd/-
Sharmila Amin
Director
DIN 06770401**

Sd/-

**Shailesh Sankav
Chief Financial Officer**

**Place :MUMBAI
Date : 29-05-2025**

Statement of Cash Flow for the year ended 31st March 2025**Accounting Policy**

Cash flows are reported using the indirect method, whereby profit/(loss) for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

(Rupees)

Particulars		2024-2025	2023-2024
	Cash flow from operating activities		
	Profit before Tax	1,32,14,096	(1,48,21,276)
	Adjustment for :		
	Depreciation and amortisation	3,94,01,054	3,50,48,597
	Preliminary Expenses written off	1,07,440	1,07,440
	Pre-operative Expenses incurred in earlier year	-	714150
	Loss /(Gain) on disposal of Property, Plant & Equipments and Capital work in progress	12,59,578	(18,25,965)
	Profit on sale of FVTPL Investments	-	(15,26,896)
	Changes in fair value of equity instruments though profit and loss	7,21,887	(12,22,892)
	Allowances for credit loss	2,74,881	4,194
	Cancellation of Lease (Ind AS)	(2,187)	(40,163)
	Discounting of Financial Liability	34,86,179	(43,05,207)
	Interest Income	(68,05,785)	(58,93,949)
	Dividend income	(10,200)	(1,13,250)
	Interest Expense	2,88,61,129	2,60,41,820
	Cash operating profit before working capital changes	8,05,08,071	3,21,66,603
	Adjustment for :		
	(Increase)/Decrease in trade receivables	(3,37,13,814)	(57,71,963)
	(Increase)/Decrease in Inventories	(2,18,37,508)	(1,95,01,872)
	(Increase)/Decrease in Other Financial Assets	(25,70,438)	(25,36,790)
	(Increase)/Decrease in Other Current Assets	(43,56,021)	5,76,867
	(Increase)/Decrease in Other non-current Financial Assets	12,75,438	(3,21,62,950)
	(Increase)/Decrease in Other non-current assets	(7,17,447)	2,41,204
	(Increase)/(Decrease) in trade payables	6,85,55,616	1,05,27,940
	(Increase)/(Decrease) in Other noncurrent Liabilities	(3,37,090)	21,943

	(Increase/(Decrease) in Provisions	42,412	42,412
	(Increase/(Decrease) in Other Financial Liabilities	(2,08,27,671)	(2,06,49,144)
	(Increase/(Decrease) in Other current Liabilities	(34,52,656)	82,74,627
	Cash generated from operating activities	6,25,68,893	(2,87,71,121)
	Income tax paid (net of refund)	(14,51,144)	(51,69,127)
	Net Cash generated from operating activities	6,11,17,749	(3,39,40,248)
	Cash flow from Investing activities		
	Purchase of Property, Plant and Equipments in CWIP	(1,58,81,681)	(14,93,84,908)
	Capital Advances	33,69,099	(35,08,717)
	Payment for site development of Leasehold land	(25,000)	(17,00,095)
	Payment for Right of Use of Asset	-	(9,39,157)
	Payment for Purchase of investments	-	(58,65,667)
	Proceeds from Sale of investments	-	1,26,60,595
	Proceeds from disposal of Property, Plant & Equipment and Capital work in progress	1,13,37,600	86,50,000
	Interest received	68,05,785	58,93,949
	Dividend received	10,200	1,13,250
	Net cash generated/(used) from investing activities	56,16,002	(13,53,46,575)
	Cash flow from Financing activities		
	Proceeds /Repayment of Secured borrowings	(3,79,80,753)	14,24,02,396
	Proceeds /Repayment of Unsecured borrowings	(3,35,50,000)	(43,50,000)
	Proceeds from Preferential Issue of Equity Shares	8,53,30,058	
	Application money received for Preferential Issue of Convertible Warrants	2,51,10,000	
	Interest paid	(2,18,62,568)	(1,94,66,978)
	Payment of Lease Liabilities	(92,04,045)	(93,79,563)
	Net cash generated/(used) from financing activities	78,42,692	10,92,05,855
	Net Increase/(decrease) in Cash and Cash Equivalents	7,45,76,444	(6,00,80,969)
	Cash And Cash Equivalents at the beginning of the year	1,38,77,498	7,39,58,466
	Cash And Cash Equivalents at end of the year	8,84,53,942	1,38,77,497

	Reconciliation of Cash and Cash Equivalents as per the Cash Flow Statement		
	Cash & Cash Equivalents (Note 11)	11,227,160	32,05,031
	Other Bank Balances (Note 12)	95,011,722	6,51,67,355
	Cash Credits & Bank overdraft (Note 21)	(17,784,940)	(5,44,94,888)
	Balance as per statement of Cash Flows	88,453,942	1,38,77,497

As per our report of even date
For Ambavat Jain & Associates LLP
Chartered Accountants
Firm Registration No. 109681W

Ashish J. Jain
Partner
Membership No. 111829

Place :MUMBAI
Date : 29-05-2025

On behalf of the Board

Sd/-
J.R. Mehta
Managing Director
DIN 00193029

Sd/-
Sharmila Amin
Director
DIN 06770401

Sd/-

Shailesh Sankav
Chief Financial Officer

Place :MUMBAI
Date : 29-05-2025

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

A. <u>EQUITY SHARE CAPITAL</u>				
1. <u>2024-25</u>				
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year (*)	Balance at the end of the current reporting period
169,372,630	-	169,372,630	1,01,94,750	17,95,67,380
(*) on account of preferential allotment of equity shares during the year.				
2. <u>2023-24</u>				
Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
169,372,630	-	169,372,630	-	169,372,630

B. OTHER EQUITY

	Reserves and Surplus		Items of Other Comprehensive Income	Money Received against share warrants	Total Other Equity
	Securities Premium	Retained Earnings			
Balance as at 31st March 2023	5,08,31,403	6,66,30,213	-		11,74,61,616
Profit for the year	-	(1,05,69,110)		-	(1,05,69,110)
Other Comprehensive income			33,408	-	33,408
Add / less : Transferred to Retained Earnings		33,408	(33,408)		-
Total comprehensive income for the year	-	(1,05,35,702)	-		(1,05,35,702)
Balance as at 31 March 2024	5,08,31,403	5,60,94,511	-	-	10,69,25,914
Received during the year	7,51,35,308	-	-	2,51,10,000	10,02,45,308
Profit/(Loss) for the year	-	67,27,610	(2,79,507)		64,48,103
Other Comprehensive income	-	(2,79,507)	2,79,507	-	-

Total comprehensive income for the year		64,48,103	-		64,48,103
Balance as at 31 March 2025	12,59,66,711	6,25,42,614	-	2,51,10,000	21,36,19,325

**As per our report of even date
For Ambavat Jain & Associates LLP
Chartered Accountants
Firm Registration No. 109681W**

On behalf of the Board

**Sd/-
J.R. Mehta
Managing Director
DIN 00193029**

**Sd/-
Sharmila Amin
Director
DIN 06770401**

**Ashish J. Jain
Partner
Membership No. 111829**

Sd/-

**Shailesh Sankav
Chief Financial Officer**

**Place :MUMBAI
Date : 29-05-2025**

**Place :MUMBAI
Date : 29-05-2025**

1. GENERAL INFORMATION

Candour Techtex Limited (Formerly known as Chandni Textiles Engineering Industries Ltd.) is a public company limited by shares, incorporated under the provisions of the Companies Act applicable in India and domiciled in India. Its Registered Office is located at 108/109 T.V. Industrial Estate, 52, S.K. Ahire Marg, Worli, Mumbai 400 030. Its shares are listed on two recognized Stock Exchanges in India (BSE & MSEI).

The Company is dealing in diversified business activities, primarily in manufacturing and trading of textiles, plastics and other items.

The financial statements are approved by the company's board of directors on 29-05-2025.

2. Material Accounting Policy Information

All accounting policies followed by the company are in accordance with the Indian Accounting Standards (Ind AS) notified u/s 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 and conform to Schedule III to the Companies Act, 2013 as applicable.

Specific disclosure of material accounting policy information where Ind AS permits options is made hereunder:

The company has assessed the materiality of the accounting policy information, which involves exercising judgement and considering both quantitative and qualitative factors by taking into account not only the size and nature of the item or condition but also the characteristics of the transactions, events or conditions that could make the information more likely to impact the decisions of the users of the financial statements.

a) Basis of preparation**(i) Compliance with Ind AS**

These Financial Statement have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 as a going concern on an accrual basis.

(ii) Historical cost convention

The Financial Statements have been prepared on a historical cost basis, except for the following:

- Equity Investments in entities are measured at fair value;
- Certain financial assets & liabilities are measured at fair value;
- Defined Benefit Plans – plan assets are measured at fair value.

(iii) Use of estimates

In preparing the Financial Statements in conformity with accounting principles generally accepted in India, management is required to make estimates and assumptions that affect reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of Financial Statements and the amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Any revision to such estimates is recognized in the period the same is determined.

b) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

c) Fair value measurement

The Company measures financial instruments, at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses 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 un-observable inputs.

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

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 —Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 —Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarizes accounting policy for a fair value. Other fair value related disclosures are given in the relevant notes.

d) Revenue recognition

The Company earns revenue primarily from sale of products and sale of services.

Sale of Products and Services

Revenues are recognized when the Company satisfies the performance obligation by transferring a promised product or service to a customer. A product is transferred when the customer obtains control of that product. To recognize revenues, company applies the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenues when a performance obligation is satisfied. Revenues from the sale of goods is measured at the fair value of the consideration received ore receivable, net of returns and allowances, trade discounts and volume rebates.

Job work Charges

When the outcome of a transaction involving the rendering of services can be estimated reliably, revenue associated with the transaction shall be recognized by reference to the stage of completion of the transaction at the end of reporting period.

Engineering Services

When the outcome of a transaction involving the rendering of services can be estimated reliably, revenue associated with the transaction shall be recognized by reference to the stage of completion of the transaction at the end of reporting period

Commission Income

Commission Income is recognized as revenue when the Company fulfills its specific performance obligation under contract and the right to receive commission is ascertained and established.

Government Grants:

Government grants in the form of subsidy from the Maharashtra State Government are recognized in the financial statements when they are admitted as due by the appropriate authority concerned and there is reasonable assurance that the entity will comply with the conditions attached to the grant and the grant will be received.

Consutancy Service

Income from consultancy service is recognized upon the completion of specific milestones or deliverables

Rental Income

Rental income from the property leased under the leave and license agreement is recognized as income on a straight-line basis over the period of contractual lease terms. The respective leased assets are included in the balance sheet based on their nature.

Interest Income

Revenue from interest is recognized on accrual basis and determined by contractual rate of interest.

Dividend Income

Dividend income is stated at gross and is recognized when right to receive payment is established.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Revenue is measured net of indirect taxes, returns and discounts.

e) Transactions in Foreign Currency

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. Premium on forward cover contracts, if any, in respect of imports is charged to profit & loss account over the period of contract. All monetary assets and liabilities as at the Balance sheet date, not covered by forward contracts are restated at the applicable exchange rates prevailing on that date. All exchange differences arising on transactions, not covered by forward contracts, are charged to Profit & Loss Account.

f) Lease***As a Lessee***

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

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets (“ROU”) are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Modification of the lease terms relating to period of lease and lease payments are recognized in accordance with Paragraphs 42 to 46B of Indian AS 116 and appropriate adjustments are made to ROU and Lease liability during the year of modification of lease.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets 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 are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Land under non-perpetual lease is treated as operating lease. Operating lease payments for land are recognised as prepayments and amortised on a straight-line basis over the term of the lease.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

The weighted average incremental borrowing rate applied to lease liabilities is 6.75%.

g) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash in hand, cash at bank and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

h) Trade receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

i) Inventories

Inventories are valued at the lower of cost and net realizable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- Finished goods: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity.
- Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

j) Property, Plant and Equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical Cost represents direct expenses incurred on acquisition or construction of the assets and the share of indirect expenses relating to construction allocated in proportion to the direct cost involved.

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

Capital work-in-progress comprises the cost of plant and equipment that are not yet ready for their intended use on the reporting date.

Assets in the course of construction are capitalized in the assets under Capital work in progress. At the time point when an asset is operating at managements intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Costs associated with the commissioning of an asset and any obligatory decommissioning costs are capitalized where the assets is available for use but incapable of operating at normal levels until a year of commissioning has been completed.

Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment other than freehold, is provided on 'Straight Line Method' based on useful life as prescribed under Schedule II of the Companies Act 2013.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss

k) Intangible Assets

Intangible Assets are stated at cost less accumulated amortization and net of impairments, if any. An intangible asset is recognised if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and its cost can be measured reliably.

Intangible assets are amortized on straight line basis over their estimated useful lives. An intangible asset is derecognized on disposal, or when no future economic benefits are expected to arise from continued use of the asset. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the Statement of Profit and Loss when the asset is derecognized.

l) Investment Properties

Investment properties consist of commercial offices not required presently for own use or administrative purposes and which are leased to others to earn rentals and/or for capital appreciation. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and impairment losses, if any.

The Company, based on technical assessment made by management, depreciates the building over estimated useful lives of 60 years. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Though the Company measures investment property using cost-based measurement, the fair value of investment property is disclosed in notes. Fair value is determined based on ready reckoner rate prescribed by the Government of Maharashtra for the purpose of levy of stamp duty.

m) Financial instruments**Financial assets***Initial recognition and measurement*

Financial assets are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial assets at initial recognition.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss directly attributable transaction costs. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss.

Classification• **Cash and Cash equivalents**

Cash and cash equivalents comprises cash on hand, demand deposits with banks and are short-term balances (with an original maturity of three months or less from the date of acquisition).

• **Debt Instruments**

The Company classifies its debt instruments as subsequently measured at amortised cost, fair value through Other Comprehensive Income or fair value through profit or loss based on its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

(i) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. Interest income from these financial assets is included as a part of the Company's income in the Statement of Profit and Loss using the effective interest rate method.

(ii) Financial assets at fair value through Other Comprehensive Income (FVOCI)

Financial assets are subsequently measured at fair value through Other Comprehensive Income if these financial assets are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest. Movements in the carrying value are taken through Other Comprehensive Income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains or losses which are recognised in the Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from Other Comprehensive Income to the Statement of Profit and Loss. Interest income on such financial assets is included as a part of the Company's income in the Statement of Profit and Loss using the effective interest rate method.

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

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on such debt instrument that is subsequently measured at FVTPL as well as interest income is recognised in the Statement of Profit and Loss.

Equity Instruments

The Company subsequently measures all equity investments (other than the investment in subsidiaries which are measured at cost) at fair value. Dividends from such investments are recognised in the Statement of Profit and Loss as other income when the Company's right to receive payment is established.

Derecognition

A financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset. Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Financial Liabilities*Initial recognition and measurement*

Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value, plus, in the case of financial liabilities not at fair value through profit or loss directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised, and through the amortisation process.

Derecognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Impairment of financial assets

The Company assesses, at each reporting date, whether a financial asset or a group of financial assets is impaired. Ind AS-109 on Financial Instruments, requires expected credit losses to be measured through a loss allowance. For trade receivables only, the Company recognises expected lifetime losses using the simplified approach permitted by Ind AS-109, from initial recognition of the receivables. For other financial assets (not being equity instruments or debt instruments measured subsequently at FVTPL) the expected credit losses are measured at the 12 month expected credit losses or an amount equal to the lifetime expected credit losses if there has been a significant increase in credit risk since initial recognition.

n) Trade and Other Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortized cost using the effective interest method.

o) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of respective assets during the period of time that is required to complete and prepare the asset for its intended use. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

p) Employee Benefits

(i) Short-term obligations

The costs of all short-term employee benefits (that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service) are recognised during the period in which the employee renders the related services. The accruals for employee entitlements of benefits such as salaries, bonuses and annual leave represent the amount which the Company has a present obligation to pay

as a result of the employees' services and the obligation can be measured reliably. The accruals have been calculated at undiscounted amounts based on current salary levels at the Balance Sheet date.

(ii) Post-employment obligations

The Company operates the following post-employment schemes:

Gratuity Fund –

The Company makes annual contributions to gratuity funds administered by the Life Insurance Corporation of India. The gratuity plan provides for lump sum payment to vested employees on retirement, death or termination of employment of an amount based on the respective employee's last drawn salary and tenure of employment. The Company accounts for the net present value of its obligations for gratuity benefits, based on an independent actuarial valuation, determined on the basis of the projected unit credit method, carried out as at the Balance Sheet date. The obligation determined as aforesaid less the fair value of the plan assets is reported as a liability or assets as of the reporting date. Actuarial gains and losses are recognised immediately in the Other Comprehensive Income and reflected in retained earnings and will not be reclassified to the Statement of Profit and Loss.

Provident Fund –

The Company pays provident fund contributions to a fund administered by Government Provident Fund Authority. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

q) Tax expenses

(i) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted, by the end of the reporting period.

(ii) Deferred Tax

Deferred Income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the separate Financial Statements.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and Deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other Comprehensive Income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Minimum Alternate Tax is accounted for in accordance with tax laws which give rise to future economic benefits in the form of tax credit against which future income tax liability is adjusted and is recognized as deferred tax asset in the balance sheet.

r) Earnings per share

Basic earnings per share is computed by dividing the profit or loss after tax by the weighted average number of equity shares outstanding during the year including potential equity shares on compulsory convertible debentures. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share.

s) Impairment of assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. Assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period. In case of such reversal, the carrying amount of the asset is increased so as not to exceed the carrying amount that would have been determined had there been no impairment loss.

i) Segment Reporting

Segments are identified based on the manner in which the Chief Operating Decision Maker ('CODM') decides about resource allocation and reviews performance.

Segment results that are reported to the CODM include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Segment capital expenditure is the total cost incurred during the period to acquire property and equipment and intangible assets including goodwill.

j) Events after the reporting period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorisation for issue.

Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed if material.

k) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when there is a present legal or statutory obligation or constructive obligation as a result of past events and where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingent liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets where it is probable that future economic benefits will flow to the Company are not recognised but disclosed in the Financial Statements. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset

Notes forming part of the Financial Statements**3.1. Property, Plant and Equipment**

	GROSS CARRYING AMOUNT				DEPRECIATION / AMORTISATION				NET CARRYING AMOUNT	
Particulars	As at 01-04-2024	Additions	Adjustments / (Deductions)	As at 31-03-2025	Upto 31-03-2024	For the Year	Adjustments / (Deductions)	Upto 31-03-2025	As at 31-03-2025	As at 31-03-2024
Freehold Land	5,40,800	-	-	5,40,800	-	-	-	-	5,40,800	5,40,800
Buildings	10,11,80,449	6,12,986	-	101,793,435	78,71,30	3,134,905		11,006,235	90,787,200	9,33,09,119
Plant & Machinery	37,69,79,844	14,263,164	(16,713,242)	374,529,766	5,18,64,681	23,463,221	(4,116,065)	71,211,837	303,317,929	32,51,15,163
Furniture & Fixtures	92,80,038	33,824	-	9,313,880	76,79,581	1,62,895		7,842,476	1,471,404	16,00,457
Equipments	1,23,90,177	68,620	-	12,458,797	17,18,953	1,250,411		2,969,364	9,489,433	1,06,71,224
Computers	13,52,439	-	-	1,352,439	10,85,206	1,26,157	-	1,211,363	141,706	2,67,233
Vehicles	32,24,230	-	-	3,224,230	9,23,110	374,737	-	1,297,846	1,926,384	23,01,120
Air Conditioners	15,60,002	-	-	1,560,002	9,13,820	68,616	-	982,436	577,566	6,46,181
Electrical Fittings	2,67,15,722	17,107	-	26,732,829	43,59,650	24,91,214	-	6,850,864	19,881,965	2,23,56,072
Total	53,32,23,701	14,995,719	(16,713,242)	531,506,177	7,64,16,330	31,072,156	(4,116,065)	103,372,421	428,133,757	45,68,07,370
Total Previous Year	14,16,43,738	402,055,277	(10,475,315)	533,223,700	5,36,21,921	26,454,151	(3,659,742)	76,416,330	456,807,370	8,80,21,817
Borrowing costs (net of interest income) amounting to Rs.Nil /-(2023: Rs. 28, 55,742/-) is capitalised during the year.										

3.2 Capital Work-in-Progress				
Particulars	As at 01-04-2024	Additions	Capitalisation/ Deductions	As at 31-03-2025
Building	-	21,51,788	-	21,51,788
Plant & Machinery	12,65,826	-	12,65,826	-
Total	12,65,826	21,51,788	12,65,826	21,51,788
Total Previous Year	25,36,43,720	12,65,826	25,36,43,720	12,65,826

Capital work in progress ageing schedule as at 31st March 2025					(Amount in Rs.)
CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	21,51,788	-	-	-	21,51,788
Projects temporarily suspended	-	-	-	-	-
Total	21,51,788	-	-	-	21,51,788
Capital work in progress ageing schedule as at 31st March 2024					(Amount in Rs.)
CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	12,65,826	-	-	-	12,65,826
Projects temporarily suspended	-	-	-	-	-
Total	12,65,826	-	-	-	12,65,826
There are no projects under capital work in progress which have become overdue compared to the original plans as on the balance sheet date or where cost of the project is exceeded compared to the original plans.					

3.3 Intangible Assets										
GROSS CARRYING AMOUNT					AMORTISATION				NET CARRYING AMOUNT	
Particulars	As at 01-04-2024	Additions	Deducti ons/ Adjustm ents	As at 31-03-2025	Upto 31-03-2024	For the year	Deducti ons/ Adjust ments	Upto 31-03-2025	As at 31-03-2025	As at 31-03-2024
Trademark	37,000	-	-	37,000	37,000	-	-	37,000	-	-
Software Development Charges	2,59,200	-	-	2,59,200	48,789	64,756	-	113,545	145,655	2,10,411
Total	2,96,200	-	-	2,96,200	85,789	64,756	-	150,545	145,655	2,10,411
Total Previous Year	37,000	2,59,200	-	2,96,200	32,931	52858	-	85,789	2,10,411	4069

3.4 Right of Use assets				
Changes in the carrying value of Right of Use Assets				
Particulars	Land		Building	
	31-03-2025	31-03-2024	31-03-2025	31-03-2024
Balance at the beginning	1,60,26,036	1,44,99,665	3,65,58,918	4,21,03,041
Additions	25,000	17,00,095	99,30,678	40,77,130
Deletion (cancellation / modification of leases)	-	-	-	12,44,927
Depreciation	1,73,996	1,73,724	80,90,147	83,76,326
Balance at the year end	1,58,77,040	1,60,26,036	3,83,99,449	3,65,58,918
The aggregate depreciation expense on Right of Use assets is included under depreciation and amortization expense in the Statement of Profit and Loss.				

3.5 Title deed of Immovable property held in name of the company

The Company is the owner of Office Premises Unit no. 108/109 in T.V. Industrial Estate, Worli, Mumbai - 30, Factory Shed on Survey No.22/1, Village Ringanwada, Kachigam Road, Nani Daman, Daman - 396210 & Flat No. 201 in Dharmesh Apartments in Daman. The title deeds of these immovable properties are held in the name of the Company.

The Company has taken certain premises on lease and lease agreements are duly executed in favour of the Company.

3.6 Fair valuation of investment property

The Company did not own any investment property during the year.

3.7 Revaluation of Property, Plant & Equipment and Right of Use Assets

The Company has not revalued its Property, Plant & Equipment and Right of Use Assets during the year.

3.8 Revaluation of Intangible assets

The Company has not revalued its Intangible Assets during the year.

3.9 Intangible assets under development ageing Schedule Intangible assets under development Completion Schedule

There is no intangible assets under development as on the date of Balance Sheet.

4. NON- CURRENT -INVESTMENTS

	<u>Face Value</u>	AS AT 31-03-2025		AS AT 31-03-2024	
		<u>Nos</u>	<u>Amount</u>	<u>Nos</u>	<u>Amount</u>
<u>(i) Investments in Equity Instruments - Others (At Fair Value Through Profit or Loss) Quoted</u>					
Alok Industries Ltd	1	5,000	75,350	5,000	1,28,750
Shree Rajasthan Syntex Ltd	10	32,200	464,646	32,200	2,25,400
Dish TV India Ltd	1	5,000	28,150	5,000	83,850
Future Consumer Ltd	6	5,000	2,600	5,000	3,950
HCL Infosystems Ltd	2	1,000	11,990	1,000	16,890
IDFC Ltd	10	-	-	10,000	11,06,500
IDFC First Bank Ltd	10	25,500	1,401,225	10,000	7,53,900
IOL Chemicals & Pharmaceuticals Ltd (*)	2	250	15,300	50	18,075
Jaiprakash Associates Ltd	2	5,000	15,900	5,000	89,700
Mauria Udyog Ltd	1	2,500	35,000	2,500	21,050
Mercator Ltd	1	1,900	1,596	1,900	1,596
Reliance Communications Ltd	5	25,000	37,000	25,000	45,500
Sintex Plastic Technology Ltd	1	250	263	250	245
Yes Bank Ltd (*)	2	50,000	844,500	50,000	11,60,000
			2,933,520		3,655,406
<u>Unquoted</u>					
Rohit Ferro -Tech Ltd	10		-	10,000	-
Rei Agro Ltd.	1		-	20,000	-
			-		-
			2,933,520		36,55,406
Aggregate value of quoted investments (at fair value)			2,933,520		36,55,406
Aggregate market value of quoted investments			2,933,520		36,55,406
Aggregate value of unquoted investments			-		-

(*) Out of these shares, shares amounting to Rs. 8,59,800/- (2024 – Rs. 11,78,075/-) are pledged as a margin money with the stock broker.

	AS AT 31-03-2025 Rs.	AS AT 31-03-2024 Rs.
<u>5.OTHER NON-CURRENT FINANCIAL ASSETS</u>		
(Unsecured considered good)		
Security Deposits at amortised costs	32,31,464	31,75,828
Bank Deposits with more than 12 months maturity	10,99,094	24,10,168
Deposits with Financial Institution	3,10,50,000	3,10,50,000
<i>(Pledged against Term Loan from SIDBI)</i>		
Loan to Employees	5,000	25,000
	3,53,85,558	3,66,60,996
<u>6.DEFERRED TAX ASSETS/(LIABILITIES) (NET)</u>		
Expenses allowable on payment basis under Tax Laws	14,04,507	11,29,362
Unused Losses	1,14,56,206	1,23,21,344
Doubtful debts	12,54,326	11,77,854
Lease Liabilities	19,77,233	17,98,074
Mat credit entitlement	64,54,890	42,59,313
Changes in FV of Investments	1,10,765	(8,831)
	2,26,57,927	2,06,77,116
<u>Deferred tax Liabilities :</u>		
Timing difference on account of depreciation	2,17,68,112	1,55,52,673
	2,17,68,112	1,55,52,673
Net Deferred Tax Assets/(Liabilities)	8,89,815	51,24,443
<u>7. OTHER NON-CURRENT ASSETS</u>		
(Unsecured considered good)		
Deposit with Government Authorities	29,599	29,599
Security Deposits Utility	34,52,030	33,77,030
Capital Advances	24,49,283	58,18,382
Others	27,36,736	25,37,239
	86,67,648	1,17,62,249
<u>8.INCOME TAX ASSETS (net)</u>		
Advance Tax / TDS less provisions	38,34,029	45,78,733
	38,34,029	45,78,733
<u>9. INVENTORIES</u>		
(As taken, valued and certified by the management)		
Raw Materials	4,34,58,403	2,96,23,120

Stores & Spares	5,92,403	3,91,609
Finished Goods	1,50,33,166	77,31,735
Stock in trade	5,00,000	-
	5,95,83,972	3,77,46,464
10. <u>TRADE RECEIVABLES</u>		
Trade Receivables considered good - Unsecured	6,07,98,400	2,73,59,467
Trade Receivables which have significant increase in Credit Risk	45,08,721	42,33,840
Less : Allowance for credit loss	45,08,721	42,33,840
	-	-
	6,07,98,400	2,73,59,467
Debts due by Companies in which a director is a director.	9,97,667	1,30,400

10.1 Trade Receivables ageing schedule -

Particulars	Outstanding for following periods from due date of payment - As at 31-03-2025					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables (unsecured) - considered good	60,792,384	657	5,359	-	-	60,798,400
Undisputed Trade receivables (unsecured) - which have significant increase in credit risk						-
Undisputed Trade receivables (unsecured) - credit impaired		49,126	225,734		4,233,861	4,508,721
Disputed Trade receivables (unsecured) - considered good						-
Disputed Trade receivables (unsecured) - which have						-

significant increase in credit risk						
Disputed Trade receivables (unsecured) - credit impaired						-
Total :-	60,792,384	49,783	231,093	-	42,33,861	65,307,121
Less : Allowance for credit loss		49,126	225,734		42,33,861	4,508,721
Total :-	60,792,384	657	5,359	-	-	60,798,400
Particulars	Outstanding for following periods from due date of payment - As at 31-03-2024					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables (unsecured) - considered good	27,306,124	50,939	2,404	-	-	27,359,467
Undisputed Trade receivables (unsecured) - which have significant increase in credit risk						
Undisputed Trade receivables (unsecured) - credit impaired	-	-	-	-	4,233,840	4,233,840
Disputed Trade receivables (unsecured) - considered good						-
Disputed Trade receivables (unsecured) -						

which have significant increase in credit risk						
Disputed Trade receivables (unsecured) - credit impaired						-
Total :-	27,306,124	50,939	2,404	-	4,233,840	31,593,307
Less : Allowance for credit loss			-	-	4,233,840	4,233,840
Total :-	27,306,124	50,939	2,404	-	-	27,359,467

<u>11.CASH & CASH EQUIVALENTS</u>	AS AT 31-03-2025 Rs	AS AT 31-03-2024 Rs
Balances with banks		
-in current accounts	77,66,727	19,80,671
Cash on hand	20,00,359	10,75,360
Bank deposits with less than 3 months maturity	14,60,074	1,49,000
	1,12,27,160	32,05,031
<u>12.OTHER BANK BALANCES</u>		
Bank deposits with maturity of more than 3 months but less than 12 months	9,50,11,722	6,51,67,355
	9,50,11,722	6,51,67,355

Bank Fixed deposits to the extent of Rs.2,19,80,415/- (2023- Rs.4,56,25,000/-) are pledged to the banks against credit facilities.

<u>13.OTHER CURRENT FINANCIAL ASSETS</u>		
(Unsecured, considered good)		
Security Deposits at amortised cost - Considered good	20,000	20,000
Loans to Employees	1,12,348	2,15,000
Interest Accrued on Fixed Deposits	54,57,046	27,83,956
	55,89,394	30,18,956
<u>14.OTHER CURRENT ASSETS :</u>		
Unsecured, Considered Good		

Balances with Govt. Authorities	10,097,417	1,71,56,763			
Advances to vendors	97,24,163	50,56,500			
Prepaid Expenses	12,42,639	11,90,528			
Others	1,13,14,752	46,19,159			
	3,23,78,972	2,80,22,951			
<u>15.EQUITY SHARE CAPITAL</u>					
<u>i)AUTHORISED :</u>					
2,37,00,000 (2,00,00,000) Equity Shares of Rs. 10/- (Rs.10/-) each	23,70,00,000	20,00,00,000			
	23,70,00,000	20,00,00,000			
<u>ii) ISSUED, SUBSCRIBED AND FULLY PAID</u>					
17,95,67,380 (1,69,37,263,) Equity Shares of Rs.10/- each	17,95,67,380	16,93,72,630			
	17,95,67,380	16,93,72,630			
<u>iii) The reconciliation of the number of shares outstanding is set out below :</u>					
Equity Shares of Rs.10/- each at the beginning of the year	1,69,37,263	1,69,37,263			
Add: Preferential Allotment of Equity Share of Rs.10/- each	10,19,475	-			
Equity Shares of Rs.10/- each at the end of the year	1,69,37,263	1,69,37,263			
Sub-divided into Equity Shares Re.1/- each.	17,95,67,380				
iv) The Company has only one class of equity share. These shares rank pari passu in all respects including voting rights, entitlement to dividend and distribution of assets of the Company in the event of liquidation.					
v)	<u>The details of Shareholders holding more than 5% shares -</u>				
	<u>Name of the Shareholder</u>	<u>No of Shares</u>	<u>%</u>	<u>No of Shares</u>	<u>%</u>
	Jayesh R. Mehta	45,65,678	25.43 %	43,92,091	25.93 %
	Amita J. Mehta	10,52,021	5.86%	10,52,021	6.21%
	Mangal Keshav Capital Ltd	29,72,073	16.55 %	19,99,146	11.80 %
<u>(vi)The details of Shareholding of Promoters -</u>					
Shares held by promoters at the end of the year			As at 31-03-2025		
	Name of Promoter	No. of Shares	% of total shares	% change during the year	
	Jayesh R. Mehta	45,65,678	25.43%	3.95%	
	Amita J. Mehta	10,52,021	5.86%	-	
	Prerna Karan Khanna	67,000	0.37%		

	Chandni Chintan Bhagat	62,500	0.35%	-
	J.R. Texmachtrade Pvt Ltd	4,22,212	2.35%	-
	Total	61,69,411	34.46%	
Shares held by promoters at the end of the year				
As at 31-03-2024				
	Name of Promoter	No. of Shares	% of total shares	% change during the year
	Jayesh R. Mehta	43,92,091	25.93%	-
	Amita J. Mehta	10,52,021	6.21%	-61.88%
	Prerna Karan Khanna	67,000	0.40%	-
	Chandni Chintan Bhagat	62,500	0.37%	-
	J.R. Texmachtrade Pvt Ltd	4,22,212	2.49%	-
	Total	59,95,824	35.40%	

(vii) During the year, the Company has issued 10,19,475 equity shares of Rs. 10/- each at a premium of Rs. 73.70/- per share on preferential basis for various purposes including a) for meeting of expansion needs b) for re-structuring of debt through payment of outstanding dues and c) for meeting the long-term working capital requirements and general corporate purposes. The allotment of these shares was made on 23-1-2025. The Company has utilised part of the funds raised through the preferential issue for the purpose of the issue and has deployed part of the unutilised funds amounting to Rs.2.50 crores in the bank fixed deposits @ 6.90 % p.a and balance amount is lying in the account.

16.OTHER EQUITY		
i)Reserves & Surplus	AS AT 31-03-2025 Rs	AS AT 31-03-2024 Rs
a)Securities Premium		
Balance as per Last Balance Sheet	5,08,31,403	5,08,31,403
Add : Received during the year	7,51,35,308	
	12,59,66,711	5,08,31,403
b) Retained Earnings		
Opening Balance	5,60,94,511	6,66,30,213
Add : (Loss)/Profit for the year	67,27,610	(1,05,69,110)
Add : Transferred from other Comprehensive Income	(2,79,507)	33,408
Closing Balance	6,25,42,614	5,60,94,511
c) Money received against share warrants	2,51,10,000	-

(25% consideration of 12,00,000 convertible warrants @ Rs.83.70/- payable before allotment and balance 75% on exercise of warrants within 18 months in one or more tranches.)		
ii) Other Comprehensive Income		
Opening Balance		-
Add/(Less) : Remeasurement of defined benefit plans	(2,79,507)	33,408
Add/(Less) : Transferred to Retained Earnings	2,79,507	(33,408)
Closing Balance		-
	21,36,19,325	10,69,25,914
17. NON-CURRENT BORROWINGS		
<u>Secured :</u>		
From Bank	7,14,65,385	9,21,10,938
From Financial Institution	5,81,30,814	7,54,66,014
<u>Unsecured :</u>		
From Related parties (Refer Note No. 47)	6,07,41,242	8,38,37,081
	19,03,37,441	25,14,14,033

17.1. (i) Disclosure in respect of Secured Loans: 31-03-2025

Sr. No.	Particulars of Lender	Nature of Loan	Principal Outstanding		No of outstanding instalments	Interest Rate	End Date	Nature of Security
			<u>Non-Current</u>	<u>Current</u>				
(I)	From Banks :							
	Kotak Mahindra Bank Ltd	Term Loan for Malegaon Project (Taken over from ICICI Bank Ltd)	71,465,383	1,90,57,436	57	8.85% p.a	31-12-2029	Primary :Exclusive Hypothecation charge on entire existing and future receivables, current assets, movable assets & moveable fixed assets other than those financed by SIDBI for entire exposure except OD. Equitable Mortgage on Land & Building located in Malegaon for entire exposure except OD and Personal Guarantee of Director & relative of Director.
	Sub Total		71,465,383	1,90,57,436				
(II)	From Financial Institution :							
	SIDBI	Term Loan for Malegaon Project	45,121,444	1,24,99,200	56	8.6% p.a.	10-11-2029	Primary : First Charge by way of hypothecation of all movables, (save and except stock and book debts) including the movables, plant, machinery spares, tools & accessories, office equipments, computers, furnitures and fixtures acquired under the Malegaon project. Collateral : Fixed deposits

								amounting to Rs. 225 Lacs and personal guarantee of Director
	SIDBI	Term Loan for Malegaon Project	13,009,370	63,36,000	37	8.50% p.a.	10-04-2028	Primary : First Charge by way of hypothecation of all equipment, plants, machineries and other assets acquired under the Malegaon project. Collateral : Fixed deposits amounting to Rs. 85.50 Lacs and personal guarantee of Director
	Sub Total		58,130,814	1,88,35,200				
	Total		129,596,197	3,78,92,636				

17.1. (ii) Disclosure in respect of Secured Loans: 31-03-2024

Sr. No.	Particulars of Lender	Nature of Loan	Principal Outstanding		No of outstanding instalments	Interest Rate	End Date	Nature of Security
			<u>Non-Current</u>	<u>Current</u>				
(I) From Banks :								
	Kotak Mahindra Bank Ltd	Term Loan for Malegaon Project (Taken over from ICICI Bank Ltd)	92,110,939	1,90,57,436	69	9.1% p.a	31-12-2029	Primary :Exclusive Hypothecation charge on entire existing and future receivables, current assets, movable assets & moveable fixed assets other than those financed by SIDBI for entire exposure except OD. Equitable Mortgage on Land & Building located in Malegaon for entire exposure except OD and Personal Guarantee of Director & relative of Director.
	Sub Total		92,110,939	19,057,436				
(II) From Financial Institution :								
	SIDBI	Term Loan for Malegaon Project	57,620,644	1,24,99,200	68	8.10% p.a.	10-09-2029	Primary : First Charge by way of hypothecation of all movables, (save and except stock and book debts) including the movables, plant, machinery spares, tools & accessories, office equipments, computers, furnitures and fixtures acquired under the Malegaon project.

								Collateral : Fixed deposits amounting to Rs. 225 Lacs and personal guarantee of Director
	SIDBI	Term Loan for Malegaon Project	17,845,370	63,36,000	59	8.00% p.a.	10-09-2028	Primary : First Charge by way of hypothecation of all equipment, plants, machineries and other assets acquired under the Malegaon project. Collateral : Fixed deposits amounting to Rs. 85.50 Lacs and personal guarantee of Director
	Sub Total		75,466,014	1,88,35,200				
	Total		167,576,953	3,78,92,636				

(iii) Repayment Schedule and Interest rate of Term Loans are set out below: 31-03-2025

Rate of Interest	0-1 year	1-2 year	2-3 year	Beyond 3 years	Total
8.85%	1,90,57,436	1,90,57,436	1,90,57,436	3,33,50,512	9,05,22,820
8.60 - 8.50%	1,88,35,200	1,88,35,200	1,88,35,200	2,04,60,414	7,69,66,014
	3,78,92,636	3,78,92,636	3,78,92,636	5,38,10,926	16,74,88,834

Repayment Schedule and Interest rate of Term Loans are set out below: 31-03-2024

Rate of Interest	0-1 year	1-2 year	2-3 year	Beyond 3 years	Total
9.10%	1,90,57,436	1,90,57,436	1,90,57,436	5,39,96,067	11,11,68,374

8%-8.10%	1,88,35,200	1,88,35,200	1,88,35,200	3,77,95,614	9,43,01,214
	3,78,92,636	3,78,92,636	3,78,92,636	9,17,91,681	20,54,69,588

17.2. (i) Disclosure in respect of Unsecured Loans: 31-03-2025

Sr. No.	Particulars of Lender	Nature of Loan	Principal Outstanding		Interest Rate	Terms of Borrowings	End Date
			<u>Non-Current</u>	<u>Current</u>			
(I)	From Director:						
	A.J. Mehta	Loan	6,07,41,242	-	Nil	Repayable at the end of 6 years	31-03-2029
	J.R. Mehta	Loan	-	3,07,500	Nil	Repayable on demand	
	Sub Total		6,07,41,242	3,07,500			
	Total		6,07,41,242	3,07,500			

17.2. (ii) Disclosure in respect of Unsecured Loans: 31-03-2024

Sr. No.	Particulars of Lender	Nature of Loan	Principal Outstanding		Interest Rate	Terms of Borrowings	End Date
			<u>Non-Current</u>	<u>Current</u>			
(I)	From Corporates:						
	Mangal Keshav Capital Ltd	Inter Corporate Deposit	7750000	-	7%	Repayable in 5 yearly instalments of Rs.25 lakhs commencing from March 2022. Interest payment is on annual basis. The Company has prepaid part of the loan during the year.	09-03-2027
	Chandni Machines Ltd	Inter Corporate Deposit	8500000	-	9%	Repayable in 5 yearly instalments of Rs.70 lakhs each commencing from June 2024.The Company has prepaid part of the loan during the year.	10-06-2029
	Sub Total		1,62,50,000	-			
(II)	From Director:						
	A.J. Mehta	Loan	5,67,67,515		Nil	Repayable at the end of 6 years	31-03-2029
	J.R. Mehta (Project loan)	Loan	1,08,19,566		Nil	Repayable at the end of 5 years	31-03-2029
	J.R. Mehta	Loan	-	26,07,500	Nil	Repayable on demand	
	Sub Total		6,75,87,081	26,07,500			
	Total		8,38,37,081	26,07,500			

<u>18. NON- CURRENT LEASE LIABILITIES</u>		
Lease Liabilities	3,40,54,101	3,10,43,883
	3,40,54,101	3,10,43,883
<u>(a) The following is the movement in lease liabilities during the year ended March 31, 2025</u>		
Balance as at beginning	3,76,97,430	4,24,87,804
Additions	99,30,678	31,37,973
Deletions (on cancellation of leases)	(2,187)	(12,85,090)
Finance cost accrued during the period	23,30,580	27,36,305
Payment of lease liabilities	(92,04,045)	(93,79,563)
Balance at the end	4,07,52,455	3,76,97,430
Rental expenses recorded for short-term operating leases was Rs. 5,70,032/- for the year ended 31st March, 2025 (2023 :Rs. 6,31,968/-)		
<u>(b) Maturity analysis of lease liabilities</u>		
Maturity analysis – contractual undiscounted cash flows		
Less than one year	92,17,193	89,05,461
One to five years	2,53,37,112	2,38,49,663
More than five years	1,68,90,390	1,68,90,390
Total undiscounted lease liabilities at 31 March	5,14,44,695	4,96,45,514
Lease liabilities included in the statement of financial position at 31 March	4,07,52,455	3,76,97,430
Current	66,98,362	66,53,547
Non-Current	3,40,54,102	3,10,43,883
<u>(c) The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.</u>		
<u>19. OTHER NON- CURRENT LIABILITIES</u>		
Security Deposits (at amortised cost)	-	3,37,090
		3,37,090
<u>20. PROVISIONS</u>		
For Gratuity	4,24,119	3,81,707
	4,24,119	3,81,707
<u>21. SHORT TERM BORROWINGS</u>		
<u>Secured :</u>		
Working Capital borrowings	1,77,84,940	5,44,94,887
<u>Unsecured :</u>		
From Related Party	3,07,500	26,07,500

Current Maturity of Secured Long-term borrowings :		
From Banks	1,90,57,436	1,90,57,436
From Financial Institution	1,88,35,200	1,88,35,200
	5,59,85,076	9,49,95,023

21.1 i) Disclosure in respect of Working Capital Borrowings : 31-03-2025

Sr. Nos.	Particulars of Lenders	Nature of Loan	Terms of Repayment	Interest Type	Nature of Security
	From Banks :				
i)	Kotak Mahindra Bank Ltd	Working Capital Borrowings - Cash Credit	Sanctioned for period of one year and renewal on yearly basis	Rate of interest is 2.35% above Repo Rate. The Current Repo Rate being 6.5%, the current effective rate of interest is 8.85% per annum.	Primary: Hypothecation charge on entire existing and future receivables, current assets, movable assets and Personal Guarantee of Director Collateral : LIC Policy of relative of Director

21.1 ii) Disclosure in respect of Working Capital Borrowings : 31-03-2024

Sr. Nos.	Particulars of Lenders	Nature of Loan	Terms of Repayment	Interest Type	Nature of Security
	From Banks :				
i)	Kotak Mahindra Bank Ltd	Working Capital Borrowings - Cash Credit	Sanctioned for period of one year and renewal on yearly basis	Rate of interest is 2.6% above Repo Rate. The Current Repo Rate being 6.5%, the current effective rate of interest is 9.10% per annum.	Primary : Hypothecation charge on entire existing and future receivables, current assets, movable assets and Personal Guarantee of Director Collateral : LIC Policy of relative of Director
ii)	Kotak Mahindra Bank Ltd	Overdraft (OD) against FD	Sanctioned for period of one year and renewal on yearly basis.	Rate of interest is 1% above Fixed Deposit Rate. i.e.8.75% P.a.	Fixed Deposits

22. CURRENT LEASE LIABILITIES		
Lease Liabilities (Refer note No. 18)	66,98,362	66,53,547
	66,98,362	66,53,547
23. TRADE PAYABLES		
Total outstanding dues of micro enterprises & small enterprises	18,82,406	-
Total outstanding dues of creditors other than micro enterprises & small enterprises	10,43,18,876	3,75,91,678
	10,61,47,282	3,75,91,678
(Refer note no. 43 for additional information under The MSMED Act 2006)		

23.1 Trade Payables ageing schedule -						
	Particulars	Outstanding for following periods from due date of payment - As at 31-03-2025				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
i.	MSME	-	-	-	-	-
ii.	Others	3,75,90,195	1,470	-	-	3,75,91,665
iii.	Disputed Dues - MSME	-	-	-	-	-
iv.	Disputed Dues - Others	-	-	-	-	-
	Total :-	3,75,90,195	1,470	-	-	3,75,91,665
	Particulars	Outstanding for following periods from due date of payment - As at 31-03-2024				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
i.	MSME	-	-	-	-	-
ii.	Others	2,59,60,002	-	11,03,736	-	2,70,63,738
iii.	Disputed Dues - MSME	-	-	-	-	-
iv.	Disputed Dues - Others	-	-	-	-	-
	Total :-	2,59,60,002	-	11,03,736	-	2,70,63,738

<u>24.OTHER CURRENT FINANCIAL LIABILITIES</u>		
Security Deposits (at amortised costs)	3,60,561	
Creditors for capital goods	49,66,629	2,60,34,178
Interest accrued but not due	3,97,792	5,24,415
	57,24,982	2,65,58,593
<u>25.OTHER CURRENT LIABILITIES</u>		
Advances received from customers	27,13,081	58,71,618
Statutory Dues payable	57,23,395	59,94,658
Others	13,333	36,189
	84,49,809	1,19,02,465
<u>26.REVENUE FROM OPERATIONS</u>		
Sales of Products	18,04,143,519	1,80,61,21,344
Sales of Services	7,67,54,073	4,11,68,081
Other Operating revenue	1,20,695	51,431
	188,10,18,286	1,84,73,40,856
<u>i).PARTICULARS OF SALE OF PRODUCTS</u>		
Textile Goods	99,968,346	12,01,14,118
Plastic Moulded Goods	30,772,145	2,25,64,010
Technical Textile Goods	9,931,834	20,54,075
Tools	1,663,471,195	1,65,63,88,958
Cables	-	50,00,184
	1,804,143,519	1,80,61,21,344
<u>ii).PARTICULARS OF SALE OF SERVICES</u>		
Jobwork services - Plastic Moulded Goods	69,66,770	2,41,77,973
Jobwork services - Technical Textile Goods	22,738,238	1,32,69,194
Consultancy & Service Charges	33,816,000	37,20,914
Commission Income	13,233,065	-
	7,67,54,073	4,11,68,081
<u>iii).OTHER OPERATING REVENUE</u>		
Sale of Other items	1,20,695	51,431
	1,20,695	51,431
<u>27.OTHER INCOME :</u>		
Interest Income :		
on Bank Fixed Deposits	68,05,785	58,93,949

on Income tax refund	1,22,917	2,17,776
on unwinding	2,20,201	2,06,731
on Others	2,74,839	2,48,721
Profit on sale of Property, Plant & Equipment & Capital Work-in-progres (Net)	—	18,25,965
Changes in FV of Equity Instruments through P&L	—	12,22,892
Foreign Exchange gains - (Net)	1,16,153	7,51,234
Profit from dealing in Securities Derivatives	-	31,04,463
Profit on sale of FVTPL Investments	-	15,26,896
Dividend on FVTPL Investments	10,200	1,13,250
Cancellation of lease	2,187	40,163
Rental Income	34,77,607	23,66,735
Subsidy from State Government	6,900,000	-
Miscellaneous Income	8,86,963	18,61,948
Sundry Balances Written off	10,419	13,17,933
Discounting of Financial Liability	-	43,05,207
	1,88,27,270	2,50,03,862
<u>28.COST OF MATERIALS CONSUMED</u>		
Opening Stock	2,96,23,120	1,29,56,198
Add :- Purchases	12,58,07,799	12,56,25,283
Less :- Closing Stock (including goods-in-transit)	4,34,58,403	2,96,23,120
	11,19,72,516	10,89,58,361
<u>i).PARTICULARS OF MATERIALS CONSUMED</u>		
<u>Indigeneous Materials</u>		
Yarn	5,95,69,990	8,09,92,727
PP	3,31,49,278	1,67,71,554
Technical Textiles	1,14,35,975	40,99,238
<u>Imported</u>	78,17,272	70,94,843
	11,19,72,516	10,89,58,361
<u>29.PARTICULARS OF PURCHASES OF STOCK-IN-TRADE</u>		
Tools - Local	1,61,40,67,095	1,60,66,97,333
Cables - Local	-	48,18,542
	1,61,40,67,095	1,61,15,15,875
<u>30.CHANGES IN INVENTORIES OF FINISHED GOODS & STOCK-IN-TRADE</u>		
Opening Stock :		

Stock-in-trade	-	-
Finished Goods	77,31,735	46,79,508
	77,31,735	46,79,508
Closing Stock :		
Stock-in-trade	500,000	-
Finished Goods	1,50,33,166	77,31,735
	1,55,33,166	77,31,735
	(78,01,431)	(30,52,227)
<u>31.MANUFACTURING EXPENSES</u>		
Stores, Spares and Packing Materials	40,62,324	54,75,578
Labour & Processing Charges	36,75,838	59,43,568
Power & Fuel	1,70,31,097	2,25,03,943
Transportation Charges	16,83,161	15,41,949
Other Manufacturing Expenses	34,75,213	63,25,643
	2,99,27,633	4,17,90,680
<u>32.EMPLOYEE BENEFITS EXPENSES</u>		
Salaries, Wages, Bonus etc.	4,39,25,528	5,14,34,961
Contribution to Provident Fund and other funds	21,08,564	20,35,399
Employees Welfare Expenses	5,14,419	7,96,545
	4,65,48,511	5,42,66,905
<u>33.FINANCE COSTS</u>		
Interest Expenses	2,15,34,029	1,89,94,494
Interest on Lease Liabilities	23,30,581	27,36,305
Interest on Financial Liability	46,91,453	38,60,480
Other Borrowing Costs	3,05,068	4,50,541
	2,88,61,129	2,60,41,820
<u>34.ADMINISTRATIVE & OTHER EXPENSES</u>		
Bank Charges	87,347	72,489
Clearing, Forwarding & Freight	20,00,960	8,65,812
Commission & Brokerage	28,988	1,27,960
Travelling & Conveyance	14,86,417	28,69,454
Telephone, Postage & Telegram	3,29,255	2,90,569
Sampling, Sales Promotion & Advertisement	74,674	1,22,988
Insurance	9,10,455	8,29,113
Legal & Professional Charges	64,89,749	27,03,792
Rent	8,07,447	8,69,383

Rates & taxes	2,11,000	2,11,000
Repairs - Others	15,37,464	3,67,938
General Expenses	20,87,667	28,77,229
Payment to Auditors	3,50,500	2,55,500
Securities Transaction Tax	-	21,120
Changes in FV of Equity Instruments through P&L	7,21,887	--
Loss on sale of Property, Plant & Equipment & Capital Work-in-progres (Net)	12,59,578	-
Preliminary Expenses Written off	1,07,440	1,07,440
Allowance for bad & doubtful debts	2,74,881	4,194
Interest on dues payable to Micro & Small Enterprises	3,24,659	-
Bad debts written off	11,277	-
Discounting of Financial Liability (reversed)	34,86,179	-
Expenses for Preferential Issue	6,78,247	-
Expenses for increase in Authorised Capital	3,88,884	-
	2,36,54,954	1,25,95,983

	2024-25 Rs.	2023-24 Rs.
35. TAX EXPENSE		
(a) Income tax		
Tax on profits for the year	22,51,580	-
Tax for prior periods	280	2,98,713
Recognised in Other Comprehensive Income	56,003	-
Total income tax	23,07,863	2,98,713
(b) Deferred tax		
Decrease / (Increase) in deferred tax assets	(19,80,811)	(1,27,21,316)
(Decrease) / Increase in deferred tax liabilities	62,15,439	81,70,439
Total deferred tax expense/(benefit)	42,34,627	(45,50,878)
Total tax expense	65,42,490	(42,52,165)
(c) Reconciliation of tax expense and the accounting profit multiplied by tax rate:		
Profit before income tax expenses	1,32,14,096	(1,48,21,276)
Tax at the rate of 27.82% (2023 - 27.82%)	36,76,161	(41,23,279)
Tax effect of amounts which are not deductible :	28,21,472	12,58,518
Tax effect of amounts which are not taxable :	(68,227)	(12,81,060)
Differential tax on capital gains/changes in FV of Investments	(1,00,414)	(2,35,696)
Tax effect on Adjustment related to Rental Income :	(2,73,787)	(1,81,073)
Tax effect on actuarial gain/(loss) on defined benefit plan	(93,339)	9,294
Tax adjustments for prior periods/changes in tax rates	2,87,188	3,01,131
Tax effect of earlier years	2,93,436	-

Total tax expenses	65,42,490	(42,52,165)
36. Earnings per Share :- Basic and Diluted (annualised)		
a) Profit after tax	67,27,610	(1,05,69,110)
b) Weighted Average Number of Equity shares outstanding	17,12,71,926	1,69,32,763
c) The nominal value per Equity Share	1	10
d) Earnings per Share –Basic & Diluted	0.04	(0.62)

37. FAIR VALUE MEASUREMENTS

(a) Financial instruments by category.

	As at 31-03-2025		As at 31-03-2024	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial Assets				
Investment				
Equity instrument	29,33,520		36,55,406	
Trade receivables		60,798,400		2,73,59,467
Bank Deposits		10,99,094		24,10,168
Deposits with Financial Institution		3,10,50,000		3,10,50,000
Cash & Cash Equivalents		11,227,160		32,05,031
Other Bank balances		9,50,11,722		6,51,67,355
Security Deposits		32,51,464		31,95,828
Other Receivables		55,74,394		30,23,956
Total Financial Assets	29,33,520	208,012,233	36,55,406	13,54,11,805
Financial Liabilities				
Borrowings		24,63,22,517		34,64,09,057
Trade payables		10,61,47,282		3,75,91,678
Creditors for capital goods		49,66,629		2,60,28,238
Lease Liabilities		4,07,52,463		3,76,97,430
Security Deposits		3,60,651		3,37,090
Others		3,97,792		5,24,415
Total Financial Liability	-	39,89,47,244	-	44,85,87,895

(b) Financial Assets and Liabilities measured at fair value - recurring fair value measurements.						
	As at 31-03-2025			As at 31-03-2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets						
Financial instrument at FVTPL	29,33,520	-	-	36,55,406	-	-
Total Financial Assets	29,33,520	-	-	36,55,406	-	-

(c) Fair value hierarchy.					
(i) Quantitative disclosures of fair value measurement hierarchy for assets and liabilities as at 31-03-2025:					
	Fair value measurement using				
	Date of valuation	Quoted price in active market level(1)	Significant observable inputs level(2)	Significant unobservable inputs level(3)	Total
Financial Assets					
Equity instruments measured at FVTPL	31-03-2025	29,33,520	-	-	29,33,520
Financial Assets at amortised cost					
Trade Receivables	31-03-2025		60,798,400		60,798,400
Bank Deposits	31-03-2025		10,99,094		10,99,094
Deposits with Financial Institutions	31-03-2025		31,050,000		31,050,000
Cash & Cash Equivalents	31-03-2025		11,227,160		11,227,160
Other Bank Balances	31-03-2025		95,011,722		95,011,722
Security Deposits	31-03-2025		3,251,464		3,251,464
Other Receivables	31-03-2025		5,574,394		5,574,394
Financial Liabilities at amortised cost					
Trade payable	31-03-2025		106,147,282		106,147,282
Security Deposits (at amortised cost)	31-03-2025		360,561		360,561
Creditors for capital expenditure	31-03-2025		4,966,629		4,966,629

<u>Other Financial liabilities</u>					
Borrowings	31-03-2025		246,322,517		246,322,517
Lease Liabilities	31-03-2025		40,572,463		40,572,463
Others	31-03-2025		397,792		397,792
(ii) Quantitative disclosures of fair value measurement hierarchy for assets and liabilities as at 31-03-2024:					
	Fair value measurement using				
	Date of valuation	Quoted price in active market level(1)	Significant observable inputs level(2)	Significant unobservable inputs level(3)	Total
<u>Financial Assets</u>					
Equity instruments measured at FVTPL	31-03-2024	36,55,406	-	-	36,55,406
<u>Financial Assets at amortised cost</u>					
Trade Receivables	31-03-2024		2,73,59,467		2,73,59,467
Bank Deposits	31-03-2024		24,10,168		24,10,168
Cash & Cash Equivalents	31-03-2024		3,10,50,000		3,10,50,000
Other Bank Balances	31-03-2024		32,05,031		32,05,031
Security Deposits	31-03-2024		6,51,67,355		6,51,67,355
Other Receivables	31-03-2024		31,95,828		31,95,828
	31-03-2024		30,23,956		30,23,956
<u>Financial Liabilities at amortised cost</u>					
Trade payable	31-03-2024		3,75,91,665		37,591,665
Creditors for capital expenditure	31-03-2024		26,028,238		2,60,34,178
<u>Other Financial liabilities</u>					
Borrowings	31-03-2024		34,64,09,057		34,64,09,057
Lease Liabilities	31-03-2024		3,76,97,429		3,76,97,429
Security Deposits	31-03-2024		337,090		337,090
Others	31-03-2024		524,415		524,415

Level 1: Level 1 hierarchy includes Financial Instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of Financial Instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

38 Financial Risk Management

The Company's activities expose it to market risk (including currency risk, interest rate risk and other price risk), liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

The Company's risk management is carried out by chief financial officer under policies approved by the Board of Directors. Company's chief financial officer identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The board provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of non-derivative financial instruments and investment of excess liquidity. The risk management includes identification, evaluation and identifying the best possible option to reduce such risk. The Board has taken all necessary actions to mitigate the risks identified on the basis of the information and situation present.

A. Market risk

i. Foreign Currency risk

Foreign currency risk arises from future commercial transactions and recognized assets or liabilities denominated in a currency that is not the Company's functional currency (INR). This is closely monitored by the Management to decide on the requirement of hedging. The position of unhedged foreign currency exposure to the Company as at the end of the year expressed in INR are as follows :

	31-03-2025	31-03-2024	31-03-2025	31-03-2024	31-03-2025	31-03-2025
Currency	Asset	Asset	Liability	Liability	Net Receivable/	Net Receivable/
	Receivable	Receivable	(Payable)	(Payable)	(Payable)	(Payable)
USD	-	4,16,914	2,634,520	27,93,824	(2,634,520)	(23,76,910)
Exposure to foreign currency risk	-	4,16,914	2,634,520	27,93,824	(2,634,520)	(23,76,910)

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments

	Impact on profit Increase/(Decrease)	
	March 31, 2025	March 31, 2024
		-
USD sensitivity		
INR/USD Increases by 5%	(1,31,726)	(1,18,846)
INR/USD Decreases by 5%	1,31,726	1,18,846

Holding all other variables constant.

ii. Interest rate risk

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period depends on the mixed of fixed rate and floating rate of the borrowings and the expected movement of market interest rate. The Company has fixed rate as well as floating rate of interest borrowings and therefore is exposed to interest rate risk.

The following table provides a break-up of the Company's fixed and floating rate borrowings:

	31-03-2025	31-03-2024
Fixed rate borrowings - OD / unsecured loan	10,76,742	4,01,44,795
Floating rate borrowings - TL /CC	1,84,197,033	23,60,69,681
Total borrowings	1,85,273,775	27,62,14,476

iii Price risk

The Company's exposure to equity securities price risk arises from investments held by the Company in listed securities and classified in the balance sheet as at fair value through profit or loss.

	Impact on profit Increase/(Decrease)	
	March 31, 2025	March 31, 2024
Price sensitivity		
Investment value Increases by 5%	1,46,676	1,82,770
Investment value Decreases by 5%	(1,46,676)	(1,82,770)

B. Credit risk

Credit risk arises when a counter party defaults on contractual obligations resulting in financial loss to the Company. Trade receivables consist of large number of customers, spread across diverse industries and geographical areas. In order to mitigate the risk of financial loss from defaulters, the Company has an ongoing credit evaluation process in respect of customers who are allowed credit period. In respect of walk-in customers the Company does not allow any credit period and therefore, is not exposed to any credit risk. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 90 days past due.

B. Liquidity risk

The Company has sufficient cash and cash equivalent and other liquid current financial assets which can be easily realised in cash or cash equivalent in short time. Therefore there is no significant liquidity risk.

i) Maturities of Financial Liabilities

The tables below analyse the Company's Financial Liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative Financial Liabilities.

Contractual maturities of Financial Liabilities:				
	Not later than 1 year	Between 1 to 5 years	Later than 5 years	Total
31-03-2025				
Non-derivatives				
Borrowings	5,59,85,076	9	6,07,41,241	24,63,22,516
Trade Payables	10,61,47,282	-	-	10,61,47,282
Lease Liabilities	66,98,362	1,90,06,130	1,50,47,970	4,07,52,462
Creditors for capital goods	49,66,629	-	-	49,66,629
Security Deposit	3,60,561	-	-	3,60,561
Others	3,97,792	-	-	3,97,792
	17,45,55,703	14,86,02,328	7,57,89,211	39,89,47,241
31-03-2024				
Non-derivatives				
Borrowings	9,49,95,023	87,50,000	24,26,64,03	34,64,09,057
Trade Payables	3,75,91,665	-	-	3,75,91,665
Lease Liabilities	66,53,547	1,59,95,916	1,50,47,967	3,76,97,430
Creditors for capital goods	2,60,28,238	-	-	2,60,28,238
Security Deposits	-	3,37,090	-	3,37,090
Other Financial Liabilities	5,24,415			5,24,415
	16,57,92,889	2,50,83,006	25,77,12,000	44,85,87,895

ii) Financing arrangements: The position of undrawn borrowings facilities (fund based) at the end of reporting period are as follows :

	March 31, 2025	March 31, 2024
Particulars	(Rs)	(Rs)
Kotak Mahindra Bank Ltd	30,215,062	1,85,81,875
SIDBI	3,532,386	50,32,386
	33,747,448	2,36,14,261

39. Capital management

For the purpose of the Company's capital management, equity includes issued equity capital, Securities Premium and retained earnings attributable to the equity shareholders of the company. The primary objective of the Company's capital management is to maximise the shareholders value. The Company's Capital Management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in future so as to maximize shareholders' value. The Company is monitoring capital using debt equity ratio as its base, which is debt to equity. The Company finances its long-term funds through Term loans. The company's policy is to keep debt equity ratio at the minimum and infuse capital if and when it is required through issue of new shares and/or better operational results and efficient working capital management.

In order to achieve the aforesaid objectives, the Company has financed capital expenditure for new expansion projects through term loans from Banks/ Financial Institution, unsecured borrowings from Corporates and promoters and internal accruals in last two to three years keeping the debt to equity ratio at the optimum. However, modernization, upgradation and continued marginal expansions have been to remain competitive and improve product quality through efficient machinery. There is constant endeavour to keep balance between debt & equity as much as feasible and practical by improving operational and working capital management so that the debt-equity ratio remains at the optimum.

The Company has set up a new project at Malegaon for manufacturing Technical Textiles goods. The project is financed through funds raised through private placement of equity shares by way of preferential issue, term loan from bank & Financial Institution, unsecured borrowings from corporates and promoters and internal accruals.

Debt-to-equity ratio are as follows:		
	31-03-2025	31-03-2024
Debt (A)	24,63,22,517	34,64,09,057
Equity (B)	39,31,86,705	27,62,98,544
Debt/Equity (A/B)	0.63	1.25

40.	<u>Lease</u>		
(i)	Amounts recognised in statement of profit or loss		
			Rupees
	Particulars	2024-25	2023-24
	<u>Debited to Statement of Profit & Loss</u>		
	Interest on lease liabilities	23,30,581	27,36,305
	Expenses relating to short-term leases	570,032	6,31,968
	Depreciation on Right of Use Assets	82,64,142	85,50,050
	<u>Credited to Statement of Profit & Loss</u>		
	Rental income from operating lease	34,77,607	33,12,683
	Cancellation/Modification of lease	2,187	40,163
(ii)	Amounts recognised in the statement of cash flows		
			Rupees
	Particulars	2024-25	2023-24
	Total cash outflow for payment of lease liabilities	92,04,045	93,79,563
	Total cash outflow for payment for Right of Use assets	99,30,678	26,39,252

41. Capital Commitments.

Particulars	As at	As at
	31-03-2025	31-03-2024
Capital Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)	75,83,792	60,27,151

42	<u>Movement in Deferred Tax Assets /(Liability)</u>							
	Particulars	As on 31-03-2023	Charge/(Credit) to Statement of P&L	Charge/(Credit) to OCI	As on 31-03-2024	Charge/(Credit) to Statement of P&L	Charge/(Credit) to OCI	As on 31-03-2025
			2023-24	2023-24		2024-25	2024-25	
	<u>Deferred Tax Assets –</u>							
	Expenses allowable on payment basis under Tax Laws	5,57,657	5,71,705	-	11,29,362	2,75,146	-	14,04,507
	Unabsorbed Depreciation	-	1,23,05,278	-	1,23,05,278	(15,33,564)	-	1,07,71,7
	Unused losses	5,42,993	(5,26,927)	-	16,066	6,68,426	-	6,84,492
	Doubtful debts	11,76,688	1,166	-	11,77,854	76,472	-	12,54,326
	Lease Liabilities	14,76,23	3,21,841	-	17,98,074	1,79,159	-	19,77,233
	Mat credit entitlement	42,11,01	48,252	-	42,59,313	21,95,577	-	64,54,890
	Changes in FV of Investments through P/L	(61,710)	52,879	-	(8,831)	1,19,596	-	110,765
		79,02,922	12,774,194	-	20,677,116	19,80,811	-	22,657,927

	<u>Deferred Tax Liability</u> =							
	Timing difference on account of depreciation	71,17,821	84,34,852	-	1,55,52,673	62,15,43	-	21,768,112
	Unrealised Gain (ICDS)	2,11,535	(2,11,535)	-	-		-	-
		71,17,821	84,34,852	-	1,55,52,673	62,15,439	-	21,768,112
	Net Deferred Tax Assets/(Liability)	7,85,101	43,39,342	-	51,24,443	(42,34,627)	-	889,815

43. Additional information in terms of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 in respect of amount outstanding to Micro and Small Enterprises based on the information available with the Company are given below :-

	31-3-2025	31-3-2024
i) Principal amount remaining unpaid on (including for capital goods Rs.11,61,123/-)	18,28,406	Nil
ii) Interest due thereon as on (including for capital goods Rs. 3,03,094/-)	3,24,659	Nil
iii) Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year.	Nil	Nil
iv) Interest due and payable for the period of delay in making payment (which have been paid but beyond the day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil
v) Interest accrued and remaining unpaid as at (including for capital goods Rs. 3,03,094/-)	3,24,659	Nil
vi) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises.	Nil	Nil

44. Disclosures as per IND AS-19, “Employee Benefits” are given below :

(i) Short Term Employee Benefits

- I. The Company has provided for bonus amounting to Rs.11,25,543/- (Previous year Rs. 18,77,492/-) for all its employees under the Payment of Bonus Act, which has been recognized in the Statement of Profit and Loss for the year.
- II. During the year the company has recognized Leave Salary amounting to Rs. 5,88,256/- (Previous year Rs.5,97,177/-) in the Statement of Profit and Loss on payment basis.
- III. During the year the company has made contribution to Employees State Insurance Scheme amounting to Rs.3,53,857/- (Previous year Rs.3,62,821/-) which has been recognized in the Statement of Profit and Loss.

(ii) Long Term Employee Benefits

The Company has classified the various Long Term Employee Benefits as under:-

I. Defined Contribution Plans

- a) Contribution to Provident Fund
- b) Contribution to Pension Scheme

During the year, the Company has recognized the following amounts as expenses in the Statement of Profit and Loss –

	2024-25 (Rs.)	2023-24 (Rs.)
- Contribution to Provident Fund	5,69,721	5,48,006

- Contribution to Pension Scheme	10,52,156	9,97,798
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II. Defined Benefit Plan

The Employees Gratuity Fund Scheme managed by Life Insurance Corporation of India is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the projected unit credit method which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Valuation in respect of gratuity have been carried out by an independent actuary as at the Balance Sheet date, based on the following assumptions:-

1.	Assumption	31-03-2025	31-03-2024
	Discount Rate	7.25 %	7.25 %
	Salary Escalation	5 %	5 %
	Withdrawal Rate	1% to 3%	1% to 3%
2.	Changes in the Present Value of Obligation		
	Present value of obligations as at beginning of year.	4,47,502	4,11,008
	Interest cost	32,411	30,662
	Current Service Cost	16,313	16,034
	Benefits Paid	Nil	Nil
	Actuarial (gain)/ loss on obligations	3,61,615	(10,652)
	Present Value of Obligations as at Year end	8,57,391	4,47,052
3.	Changes in the Fair Value of Plan Assets		
	Fair value of plan assets at beginning of year	9,75,604	9,04,616
	Expected return on plan assets	74,289	69,452
	Contributions	NIL	1536
	Benefits Paid	NIL	NIL
	Actuarial gain/(loss) on Plan assets	NIL	NIL
	Fair Value of Plan Assets at Year end	10,54,433	9,75,604
4.	Fair value of Plan Assets		
	Fair value of plan assets at beginning of year	9,75,604	9,04,616
	Actual return on plan assets	74,829	69,452
	Contributions	NIL	1536
	Benefits Paid	NIL	NIL
	Fair value of plan assets at the end of year	10,54,433	9,75,604
	Funded status	1,93,042	5,28,552
	Excess of Actual over estimated return on plan assets	NIL	Nil
	Actual rate of return = Estimated rate of return as ARD falls on 31st March)		
5.	Actuarial Gain/Loss recognized		
	Actuarial (gain)/ loss on obligations	(3,61,615)	(10,652)
	Actuarial (gain)/ loss for the year - plan assets	NIL	NIL
	Total (gain)/ loss for the year	3,61,615	(10,652)
	Actuarial (gain)/ loss recognized in the year	3,61,615	(10,652)
6.	Amounts Recognized in the Balance Sheet		
	Present value of obligations as at the end of year	8,57,391	4,47,052
	Fair value of plan assets as at the end of the year	10,50,433	9,75,604
	Funded status	1,93,042	5,28,552
	Net asset/(liability) recognized in balance sheet	1,93,042	5,28,552

7. Expenses Recognised in the Profit and Loss Account			
	Current Service cost	16,313	16,034
	Interest Cost	32,441	30,662
	Expected return on plan assets	(74,829)	(69,452)
	Net Actuarial (gain)/ loss recognized in the year	3,61,615	(10,652)
	Expenses recognised in statement of Profit and loss Account	3,35,510	(33,408)

45. Operating Segment Reporting

The Company has disclosed and reported Business Segment as the primary segment. Segments have been identified taking into account the nature of the products, the differing risks and returns, the organizational structure and internal reporting system. Accordingly the company has identified Textile Division, Plastics Division, Trading Division and Technical Textiles Division as the main business segments as per the IND AS on “Operating Segments” (IND AS-108) issued by The Institute of Chartered Accountants of India.

Segment Revenue, Segment Results, Segment Assets and Segment Liabilities include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis. The income & expenses, which are not directly relatable to the business segment, are shown as unallocated corporate costs net of unallocable income. Similarly, Assets and Liabilities that cannot be allocated between segments are shown as unallocated corporate assets and liabilities respectively.

		Year ended	Year ended
		31-03-2025	31-03-2024
1	Segment Revenue		
a.	Textile Division	99,968,346	12,01,14,118
b.	Plastic Division	73,212,470	4,67,40,983
c.	Trading Division	32,753,106	1,66,13,89,142
d.	Technical Textiles Division	32,753,106	1,90,96,613
	Total	1,869,405,117	1,84,73,40,856
	Less : Inter Segment Revenue	-	-
	Net Sales/Income from Operations	1,869,405,117	1,84,73,40,856
2	Segment Results		
	Profit/(loss) before tax and Interest		
a.	Textile Division	1,911,513	(4,13,733)
b.	Plastic Division	18,788,644	(1,45,40,402)
c.	Trading Division	49,495,336	5,00,37,938

d.	Technical Textiles Division	(63,039,248)	(5,48,07,082)
	Total	7,156,245	(1,97,23,279)
	Less : (i) Interest	1,389,112	8,06,849
	(ii) (Profit)/Loss from dealings in securities derivatives	-	31,04,463
	(iii) Other un-allocable expenditure net off un-allocable income	(7,446,962)	26,04,389
	Total (Loss)/Profit Before Tax	13,214,095	(1,48,21,276)
3	Capital Employed		
	Segment Assets		
a.	Textile Division	53,435,033	4,29,20,358
b.	Plastic Division	94,971,999	10,30,47,728
c.	Trading Division	57,364,775	2,64,94,077
d.	Technical Textiles Division	499,791,885	51,19,48,816
c.	Unallocable	95,444,185	5,27,59,631
	Total Segment Assets	801,007,877	73,71,70,611
	Segment Liabilities		
a.	Textile Division	15,218,953	78,09,066
b.	Plastic Division	47,115,213	5,73,30,574
c.	Trading Division	78,378,789	2,62,93,828
d.	Technical Textiles Division	262,455,948	34,07,83,232
c.	Unallocable	4,652,269	2,86,55,366

	Total Segment Liabilities	407,821,171	46,08,72,067
	Total Capital Employed in the Company	393,186,705	27,62,98,544

The Company is operating only in India and does not have any revenue from customers located outside India and hence there is no separate reportable Geographical Segment.

Revenue from major customers each having 10% of Company's revenue

Division	10% or more of Company's revenue	
	2024-25	2023-24
Trading Division	1,67,23,21,195	1,60,02,13,055

46. Disclosure of Related parties & related party transactions

a) Others (Enterprises over which, individual having indirect significant influence over the company, has significant influence) and with whom transactions have taken place during the year and/or where balances exist

- i) Chandni Machines Limited
- ii) Humans of Bombay Stories Private Limited
- iii) Mangal Keshav Capital Limited

b) Key Management Personnel:

- i. Mr. Jayesh R.Mehta – Managing Director
- ii. Mr. Shailesh P. Sankav – Chief Financial Officer
- iii. Ms. Shital Gurav - Company Secretary & Compliance Officer (upto 20-05-2025)

c) Other related parties:

- i) Mrs. Amita J.Mehta – Non- Executive Director
- ii) Dr. Bharat Bhatia – Independent Director (upto 26-09-2024)
- iii) Mr. R.C. Garg – Independent Director (upto 26-09-2024)
- iv) Ms. Sharmila H. Amin – Independent Director
- v) Mrs. Manasi Dave – Independent Director
- vi) Mr. Zareer Colabawala – Independent Director (w.e.f. 03-09-2024)
- vii) Mr. Jayesh Bhanushali – Independent Director (w.e.f. 03-09-2024)

d) Transactions during the year and Balance outstanding at the year end with related parties.

<u>Nature of Transactions</u>	<u>Key-management Personnel</u>		<u>Non- Executive Directors / Relative of KMP</u>		<u>Companies/ Enterprises in which Key Management personnel have significant influence</u>	
	31-03-2025	31-03-2024	31-03-2025	31-03-2024	31-03-2025	31-03-2024
<u>Purchase of capital assets</u>						
Chandni Machines Ltd.						1,69,76,000
<u>Interest Paid</u>						
Chandni Machines Ltd.					1,36,233	11,29,780
Mangal Keshav Capital Ltd					4,27,208	5,88,780
<u>Rent Received</u>						
Humans of Bombay Stories Private Limited					16,38,000	15,60,000
Chandni Machines Ltd.					20,43,511	19,45,827
<u>Director Remuneration</u>						
Mr.J.R.Mehta	12,00,000	12,00,000				
<u>Salary & Bonus</u>						
Mr. Shailesh Sankav	8,51,500	8,51,500				
Ms.Shital Gurav	2,58,065	Nil				
<u>Director Sitting Fees</u>						
Mrs. A.J. Mehta			30,000	20,000		
Dr. Bharat Bhatia			20,000	40,000		
Mr. R.C. Garg			20,000	40,000		

Ms. Sharmila H. Amin			30,000	20,000		
Ms. Manasi Dave			50,000	40,000		
Mr. Zareer Colabawala			30,000	Nil		
Mr. Jayesh Bhanushali			30,000	Nil		
<u>Loan Received</u>						
Mangal Keshav Capital Ltd.					Nil	15,00,000
Chandni Machines Ltd					Nil	3,56,42,880
Mr. J. R. Mehta (undiscounted)	42,00,000	Nil				
Mrs. A.J. Mehta (undiscounted)			10,00,000	Nil		
<u>Loan Repaid</u>						
Mangal Keshav Capital Ltd.					77,50,000	25,00,000
Chandni Machines Ltd					85,00,000	2,71,42,880
Mr. J. R. Mehta	2,15,00,000	1,18,50,000				
Mrs. A.J. Mehta			10,00,000	Nil		
<u>Outstanding at the year end:-</u>						
<u>i. Trade Receivable</u>						
Chandni Machines Ltd					5,55,407	Nil
Humans of Bombay Stories Private Ltd					4,42,260	1,30,400
<u>ii. Trade Payable</u>						
Chandni Machines Ltd					Nil	2,00,00,000
Mr. J. R. Mehta	86,909	Nil				
<u>iii. Unsecured Loans</u>						
Mangal Keshav Capital Ltd					Nil	77,50,000
Chandni Machines Ltd					Nil	85,00,000
Mr. J. R. Mehta (undiscounted)	3,07,500	1,76,07,500				
Mrs. A.J. Mehta (undiscounted)			7,82,50,000	7,82,50,000		

48. Additional Regulatory Information (to the extent applicable) as per MCA's Notification no. G.S.R. 207(E) dated 24-03-2021

i. Loans and advances to Specified Persons.

The Company has not granted any loans or Advances in nature of loans to Specified Persons, namely Promoters, Directors, KMP's & Related Parties during the year.

ii. Details of Benami Property held

The Company does not hold any Benami Property. No proceedings have been initiated or pending against the Company for holding any Benami Property under the Benami Transactions (Prohibitions) Act, 1988 and Rules made there under, during the year.

iii. Willful Defaulter

The Company is not declared as willful defaulter by any Bank or Financial Institutions or other lenders during the year.

iv. Transaction with Struck off Companies

The Company has not entered into any transactions with struck-off Companies

v. Registration of Charges or satisfaction with Registrar of Companies

There is no charge pending for registration or satisfaction with Registrar of Companies.

vi. Compliance with No of layers of Companies.

The Company does not have any subsidiary Companies and hence, there is no question of any compliance with no of layers u/s. 2(87) of the Companies Act, 2013.

vii. Compliance with approved Scheme(s) of Arrangements

The Company has not made any scheme of arrangements in terms of sections 230 to 237 of the Companies Act, 2013 during the year.

viii. Utilisation of Borrowed funds and share premium:

The Company has not advanced / loaned / invested any funds (either from borrowed funds or from share premium or from any other sources / kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries), with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Company has not received funds from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly, lend or invest in other persons or entities identified in any

manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

ix. Undisclosed income

The Company has not surrendered or disclosed any income during the year in the tax assessments under the Income Tax Act, 1961 which were not recorded in the books of accounts.

x. Corporate Social Responsibility (CSR)

The provisions of section 135 of the Companies Act, 2013 relating to CSR are not applicable to the Company during the year.

xi. Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year,

xii. Borrowings secured against current assets

The Company has availed working capital and overdraft facility from Bank against security of its current assets. The required disclosure in respect of the same is as under:

Quarter ending	Name of Bank	Particulars of Current assets provided as securities	Amount as per books of account (Rs in lacs)	Amount as reported in the quarterly statement (Rs in lacs)	Difference (Rs in lacs)	Difference Percentage	Reason for difference
June'24	Kotak Mahindra Bank Ltd	Entire current assets along with other working capital.	861.39	860.10	1.29	0.15%	There are no material discrepancies. The minor discrepancies are mainly due to reconciliations and subsequent informations received from factory and clients
September'24	Kotak Mahindra Bank Ltd	Entire current assets along with other working capital.	953.36	948.51	4.85	0.51%	
December'24	Kotak Mahindra Bank Ltd	Entire current assets along with other working capital.	1,014.34	1,011.81	2.53	0.25%	
March'25	Kotak Mahindra Bank Ltd	Entire current assets along with other working capital.	1,203.82	1,398.32	(194.50)	- 16.16%	

The Company has availed overdraft facility from banks against pledge of fixed deposits amounting to Rs.200.00 lacs. The year-end balance of overdraft from banks as per books was Rs. 10.76 lacs:

Stock

Quarter ending	Name of Bank	Particulars of Current assets provided as securities	Amount as per books of account	Amount as reported in the quarterly statement	Difference	Difference Percent age	Reason for difference
June'24	Kotak Mahindra Bank Ltd	Entire current assets along with other working capital.	38,652,862	38,516,845	136,017	0.35%	There are no material discrepancies. The minor discrepancies are due to reconciliations and subsequent information received from factory & clients.
September'24	Kotak Mahindra Bank Ltd	Entire current assets along with other working capital.	36,173,116	35,680,935	492,181	1.36%	
December'24	Kotak Mahindra Bank Ltd	Entire current assets along with other working capital.	42,423,504	41,874,018	549,486	1.30%	
March'25	Kotak Mahindra Bank Ltd	Entire current assets along with other working capital.	59,583,972	58,618,227	965,745	1.62%	

Book Debts

Quarter ending	Name of Bank	Particulars of Current assets provided as securities	Amount as per books of account	Amount as reported in the quarterly statement	Difference	Difference Percent age	Reason for difference

June'24	Kotak Mahindra Bank Ltd	Entire current assets along with other working capital.	47,485,983	47,492,331	-6,348	-0.01%	There are no material discrepancies. The minor discrepancies are due to reconciliations and subsequent information received from factory & clients.
September'24	Kotak Mahindra Bank Ltd	Entire current assets along with other working capital.	59,162,598	59,170,211	-7,613	-0.01%	
December'24	Kotak Mahindra Bank Ltd	Entire current assets along with other working capital.	59,010,418	59,306,580	-296,162	-0.50%	
March'25	Kotak Mahindra Bank Ltd	Entire current assets along with other working capital.	60,798,400	81,213,481	-20,415,081	-33.58%	

xiii) Additional Regulatory Information (to the extent applicable) as per MCA's Notification no. G.S.R. 207(E) dated 24-03-2021

Ratios:

Ratios	Numerator	Denominator	Current Year	Previous Year	Variation	Explanation for changes in ratio exceeding 25%
Current ratio (in times)	Total current assets	Total current liabilities	1.446	0.926	56.16%	Ratio has improved due to increase in current assets.
Debt-Equity ratio (in times)	Total debts	Shareholders equity	0.626	1.254	-50.03%	Decrease in debt to equity ratio is attributable to increase in shareholders equity due preferential issue at premium and profits during the year.
Debt service coverage ratio (in times)	Net Operating Income	Total debt service (Interest + Lease payments)	8.147	5.386	51.26%	Higher debt service coverage ratio is on account of reduction in debt and profits during the year.
Return on equity ratio	Earning for equity	Average shareholders equity	0.020	(0.038)	153.54%	Ratio has improved due to profits during the year

(in %)	shareholder					
Inventory turnover ratio (in times)	Revenue from operations	Average inventory	38.652	65.987	-41.42%	Ratio has deteriorated as there is increase in average inventory during the year.
Trade receivable turnover ratio (in times)	Revenue from operations	Average Trade receivable	42.674	75.470	-43.46%	Increase in average accounts receivable, reflecting slow collection of dues from debtors is the reason for lower debtor turnover ratio.
Trade payables turnover ratio (in times)	Total purchases	Average Trade payables	24.239	53.867	-55.00%	Reduction in trade payable turnover ratio is attributable to higher credit purchases on the one hand and higher average trade payable on the other hand indicating late payment of dues to creditors
Net capital turnover ratio (in times)	Revenue from operations	Average working capital	54.993	377.967	-85.45%	Ratio has improved due to higher working capital requirement.
Net profit ratio (in %)	Profit for the year	Revenue from operations	0.358	(0.572)	-162.51%	Higher sales and better margin has contributed to improved net profit margin
Return on capital employed (in %)	Profit before tax and finance costs	Capital Employed	8.004	2.467	224.45%	Higher return on capital employed is on account of improved margins resulting in higher profitability.
Return on investment (in %)	Income generated from invested funds	Average invested funds	0.31	23.54	-98.68%	Ratio has deteriorated due to lower returns on investments.

48. Payments to the auditor:

	2024-25	2023-24
Debited to Statement of Profit & Loss		
(i) As Audit Fees	2,75,500	2,55,500
(ii) For Certification work	75,000	Nil
	3,50,500	2,55,500

- 49.** The Company has imported capital goods and raw materials for its Technical Textile Project at Malegaon, Maharashtra under the Manufacturing and Other Operations in a Custom Bonded Warehouse (OOWR) Scheme ('the Scheme') of the Central Government of India. Under the Scheme,

the custom duties on imported capital goods of Rs.13,48,327 /- during the year (Previous Year Rs. 2,13,62,419/-) and raw materials of Rs.9,40,180 /- during the year (Previous Year Rs. 56,27,506/-) are deferred till their clearance from the bonded warehouse.

The custom duty deferred on imported raw materials under the Scheme shall become payable on clearance of the finished goods manufactured by using imported raw materials. Accordingly, the Company has provided for the liability towards payment of deferred custom duty of Rs. 41,83,523 /- (Previous Year Rs. 46,18,835/-) on imported raw materials. The management of the Company does not have any plan to export or remove the imported capital goods in future and hence, no liability is provided towards payment of deferred custom duties of Rs.4,51,61,378 /- (Previous Year Rs. 4,38,13,051/-) on imported capital goods.

50. The Company has received Government Grants in the form of subsidy from the Maharashtra Government:

Sr. No.	Details	2024-25	2023-24
1	Industrial Promotion Subsidy (IPS) under PSI-2013, Nashik Unit	28,19,000	Nil
2	Industrial Promotion Subsidy (IPS) under PSI-2019, Malegaon Unit – Interest Subsidy	40,00,000	Nil
3	Industrial Promotion Subsidy (IPS) under PSI-2019, Malegaon Unit – Power Tariff	81,000	Nil

51. Contingent liability:

Contingent Liability on account of deferred custom duties of Rs. 4,51,61,378/- on imported capital goods (Previous Year Rs. 4,38,13,051) under MOOWR Scheme (As referred in Note No. 49)

52. The previous year's figures are grouped / regrouped or arranged / rearranged wherever necessary to make them in compliance with disclosure requirement of Indian Accounting Standards.

As per our report of even date

For AMBAVAT JAIN & ASSOCIATES LLP

Chartered accountants

Firm Registration No. 109681W

On Behalf of the Board

Ashish J. Jain

Partner

Membership No.111829

J. R. Mehta

Managing Director

DIN 00193029

Sharmila Amin

Director

DIN 06770401

PLACE: MUMBAI

DATE: 29-05-2025

Shailesh Sankav

Chief Financial Officer

NOTICE TO SHAREHOLDERS

Notice is hereby given that 39th Annual General Meeting of the Members of **CANDOUR TECHTEX LIMITED** (formerly known as “Chandni Textiles Engineering Industries Limited”) will be held on Tuesday, September 30, 2025 through Video Conferencing (VC) or other Audio-Visual Means (OAVM) at 03:00 PM to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Amita Jayesh Mehta (DIN: 00193075), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. **To consider and approve the proposal for consolidation in face value of Equity Shares of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(b) and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required in this respect and on recommendation of the Board of Directors of the Company, approval of members be and is hereby accorded for consolidation of the equity shares of the company by increasing the nominal value of the equity shares from ₹1/- (Rupees One only) each to ₹ 10/- (Rupees Ten only) each so that every 10 (Ten) equity shares with nominal value of ₹1/- (Rupees One only) each held by a member are consolidated and redesigned into 1 (one) equity share with nominal value of ₹10/- (Rupees Ten only) each fully paid up, ranking pari-passu with each other in all respects on such date as may be fixed by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board) for this purpose (hereinafter referred to as “Record Date”).”

RESOLVED FURTHER THAT pursuant to the consolidation of equity shares of the Company, the Authorised and Paid-up Share Capital of face value of Rs.1 (Rupees One Only), fully paid up, existing on the Record Date, shall stand consolidated as follows:

Type of Capital	Pre-Consolidation			Post-Consolidation		
Equity Share Capital	No. of Equity Shares	Face Value (in Rs.)	Total Equity Share Capital (in Rs.)	No. of Equity Shares	Face Value (in Rs.)	Total Equity Share Capital (in Rs.)
Authorised Capital	23,70,00,000	1	23,70,00,000	2,37,00,000	10	23,70,00,000
Paid-Up Capital	18,75,67,380	1	18,75,67,380	1,87,56,738	10	18,75,67,380

“RESOLVED FURTHER THAT upon consolidation of equity shares as aforesaid and with effect from the Record Date:

a). for the equity shares held in physical form, the existing share certificate(s) in relation to the existing equity shares of face value of Rs. 1 each, fully paid up, shall be deemed to have been automatically cancelled and be of no effect and that the Board/ Company’s Registrar and Share Transfer Agents (“RTA”), without requiring the Members to surrender their existing share certificate(s) in compliance with the prevailing laws/guidelines in this regard; and

b) for the equity shares held in dematerialized form, the consolidated equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their Depository Participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorized to take all necessary steps and actions, including fixing and announcing the record date, making appropriate adjustments related to the consolidation of equity shares, and making any changes, alterations, or modifications to the terms as they may deem necessary, proper, or desirable in their absolute discretion. The Board is further authorized to apply for and obtain all necessary approvals from regulatory and statutory authorities, and to execute and file all relevant documents, forms, and returns with the Registrar of Companies, Stock Exchanges, Depositories, and other appropriate authorities, as may be required under applicable laws and regulations. The Board may do all such acts, deeds, matters, and things as may be necessary or incidental to give full effect to this resolution, without requiring any further approval or consent from the Members of the Company, who shall be deemed to have granted their approval by virtue of this resolution.

4. Alteration to Capital Clause in the Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to Section 13, Section 61 and other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), read with the Articles of Association of the Company, the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following new Clause V:

“The Authorized Share Capital of the Company is ₹ 23,70,00,000/- (Rupees Twenty Three Crore Seventy Lakhs only) divided into 2,37,00,000 (Two Crore Thirty Seven Lakhs) Equity Shares of Rs. 10/- (Ten only) each”.

RESOLVED FURTHER THAT the amendment to the Memorandum of Association as aforesaid shall take effect upon, and simultaneous with, consolidation of the issued, subscribed and paid-up equity shares in the share capital of the Company by way of increase in the nominal value of each equity share from ₹1/- (Rupees One only) per share to ₹ 10/- (Rupees Ten only) per share. “

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof or any person(s) duly authorized by the Board in this regard) be and is hereby authorized to do all such acts, deeds, matters, and things as may be deemed necessary, desirable, or expedient, including but not limited to making applications to statutory or regulatory authorities for the required approvals, taking all incidental and consequential steps, and resolving any questions, difficulties, or doubts that may arise in order to give full effect to this resolution.”

5. Appointment of Mrs. Karishma Rishabh Singhavi (DIN: 11253350) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mrs. Karishma Singhavi (DIN: 11253350), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company with effect from September 01, 2025, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from September 01, 2025 up to August 31, 2030.

RESOLVED FURTHER THAT the Board of Directors or any other person authorized by the Board of Directors and/ or Company Secretary of the Company be and are hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

6. Appointment of M/s. NL Bhatia & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. N L Bhatia & Associates, Practicing Company Secretaries (Firm Reg. No.: P1996MH055800), be and is hereby appointed as the Secretarial Auditor of the Company for a term of five consecutive years commencing from FY

2025-26 to FY 2029-30, at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Secretarial Auditor;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and are hereby authorised to decide and finalize the terms and conditions of appointment, including the remuneration of the Secretarial Auditor, from time to time, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By the order of the Board
Candour Tectex Limited**

**Date: September 01, 2025
Place: Mumbai**

**Jayesh R Mehta
Managing Director
DIN: 00193029**

NOTES:

- i. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business set out in Item No. 3,4,5,6 and 7 of the accompanying Notice to be transacted at the Annual General Meeting is annexed hereto. The relevant details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM are also annexed. The items under Special Business of the AGM Notice are considered unavoidable by the Board of Directors of the Company and hence included.
- ii. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 08, 2020 17/2020 dated April 13, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated 19th September, 2024 (collectively referred to as 'MCA Circulars') has permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) and MCA Circulars, the 39th AGM of the Company is being held through VC / OAVM on Tuesday, 30th September, 2025 at 3.00 p.m. (IST). The deemed venue for the 39th AGM shall be the registered office of the Company at 108/109 T. V. Industrial Estate, 52, S.K. Ahire Marg, Worli, Worli Colony, Mumbai- 400030.
- iii. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD THROUGH VC/OAVM, PURSUANT TO THE MCA CIRCULARS PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
- iv. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Purva Shareregistry (India) Pvt. Ltd for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a members using remote e-voting system before AGM as well as during the AGM will be provided by Purva Shareregistry (India) Pvt. Ltd.
- v. The Board of Directors have appointed **M/s S P K G & Co. LLP**, Practicing Chartered Accountant, (Membership No.:178942) Mumbai as the Scrutinizer to scrutinize the remote e-voting and e-voting at AGM in a fair and transparent manner.
- vi. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least

1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- vii. Corporate/ Institutional Members (i.e. other than individuals, HUF, NRI etc.) intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the 39th AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution / Authority Letter / etc. (PDF/JPG format) to the Scrutinizer by e-mail at ashutosh.somani@spkg.co.in with a copy marked to compliance@cteil.com. They can also upload their Board Resolution / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-voting” tab in their login.
- viii. The attendance of the Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per the applicable Circulars.
- ix. In compliance with the MCA Circulars, the Notice of the AGM along with Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants (DPs)/ Registrar & Transfer Agent (RTA) as on 29th August, 2025 (being cut off date for Notice). The Company shall send a physical copy of the Annual Report to those Members who request for the same at jrgroup@jrmehta.com or compliance@cteil.com mentioning their Folio No./DP ID and Client ID. The Notice convening the 39th AGM and the Annual Report 2024-25 have been uploaded on the website of the Company at www.cteil.com and may also be accessed from the relevant section on the websites of the Stock Exchanges, i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at www.bseindia.com and www.msei.in respectively. The Notice of the AGM is also available on the website of Purva Sharegistry (India) Pvt. Ltd at <https://evoting.purvashare.com/>.
- x. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 23rd September, 2025 being Cut-off Date.
- xi. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 30, 2025. Members seeking to inspect such documents can send an email to compliance@cteil.com.
- xii. Further, SEBI vide its circular dated 3rd November, 2021, read with clarification dated 14th December, 2021 introduced common and simplified norms for processing investor’s service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, effective 1st January, 2022, the RTA shall not process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination 137 documents/details are updated. On or after 1st April, 2023, in case of any of the above cited documents/details are not available in the folios, RTA shall be constrained to freeze such folios. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication was also intimated to the Stock Exchanges and available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members

holding shares in physical form are requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link <https://www.purvashare.com> or contact the Company's RTA 022 - 23016761 ('Registrar') at (email of RTA) support@purvashare.com for assistance in this regard.

- xiii. As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialized form, the nomination form may be filed with the respective DPs. The relevant forms are available on the company website at www.cteil.com
- xiv. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, registration of nomination, Power of Attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
- xv. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any joint holder / Member as soon as possible. Members are also advised to periodically obtain / request their DP for statement of their shareholding and the same be verified from time to time.
- xvi. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

Purva e-Voting System – For Remote e-voting and e-voting during AGM/EGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Purva Sharegistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by Purva.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors,

Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.cteil.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. <https://evoting.purvashare.com>.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

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

- (i) The voting period begins on September 27, 2025 at 9:00 AM and ends on September 29, 2025 at 5:00 PM During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 23, 2025 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

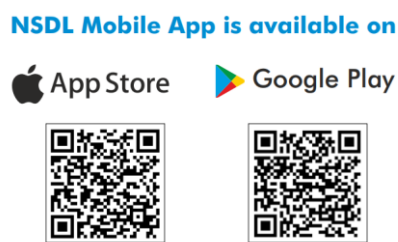
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

- (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 and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY /LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="802 1272 1201 1512" data-label="Image"> <p>NSDL Mobile App is available on</p>  </div> 5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” 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) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

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

- (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.
- (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 EVENT NO. for the relevant <Company Name > on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (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) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.
 - 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; compliance@cteil.com (designated email address by company), if they have voted from

individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN

card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

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

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Shareregistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT**Item No. 3 & 4:****To consider and approve the proposal for consolidation in face value of Equity Shares of the Company and consequent alteration of Memorandum of Association of the Company:**

The Board had approved a stock split prior to undertaking the consolidation of shares; however, no further steps were taken to give effect to the split resolution.

The Board of Directors has proposed the consolidation of the Company's existing equity shares as a strategic move to restructure its share capital. This will involve increasing the face value of each share while proportionally reducing the number of shares held by each shareholder. The primary rationale behind this consolidation is to enhance market perception by creating a more robust share structure. Additionally, the consolidation is anticipated to enhance stock liquidity and stability by attracting a more focused and serious investor base. It also offers operational benefits, such as reduced administrative and compliance costs associated with managing a large number of small shareholders and transactions. Furthermore, a higher post-consolidation share price may make the Company more attractive and eligible for investment by a broader range of institutional and professional investors.

In light of the above, it is proposed to consolidate the entire authorised, issued, subscribed and paid-up equity shares in the share capital of the Company by increasing the nominal value of the equity shares from ₹1/- (Rupees One only) per share to Rs.10/- (Rupees Ten only) per share so that every 10 (Ten) equity shares with nominal value of Rs. 1/- (Rupees One only) each held by a member are consolidated and re-designated into 1 (one) equity share with nominal value of ₹10/- (Rupees Ten only) each with effect from the Record Date determined for this purpose.

As on date, the authorized share capital of the Company is ₹ 23,70,00,000/- (Rupees Twenty Three Crores Seventy Lakhs only) divided into 23, 70,00,000 (Twenty Three Crores Seventy Lakhs) shares of nominal value of ₹1/- (Rupees One only) each. The Company proposes to consolidate the authorised, issued, subscribed and paid-up equity shares in the share capital of the Company by increasing the nominal value of the equity shares from ₹1/- (Rupees One only) each to ₹10/- (Rupees Ten only) each so that every 10 (Ten) equity shares with nominal value of ₹1/- (Rupees One only) each held by a member are consolidated and re-designated into 1 (one) equity share with nominal value of ₹10/- (Rupees Ten only) each, in the manner specified in resolution under Item No. (3) above; read with Explanatory Statement thereto. This would necessitate amendment of Clause V of Memorandum of Association of the Company, which specifies the authorized share capital of the Company.

Accordingly, the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following new Clause V:

"The Authorized Share Capital of the Company is ₹ 23,70,00,000/- (Rupees Twenty Three Crore Seventy Lakhs only) divided into 2,37,00,000 (Two Crore Thirty Seven Lakhs) Equity Shares of Rs. 10/- (Ten only) each".

Further Consolidation in face value of Equity Shares and consequent alteration to Capital Clause in the Memorandum of Association of the Company as proposed herein above requires the approval of the members. The Board recommends the passing of the resolution as an Ordinary Resolution.

None of the Directors, key managerial personnel or any of their relatives are interested or concerned in the above resolutions, except to the extent of their shareholding in the Company, if any.

Board of Directors recommends the resolution for approval of members.

Item No.5

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Karishma Rishabh Singhavi, (DIN: 11253350), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from September 01, 2025 pursuant to Sections 149, 150 and 152 of the Act and provisions of the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of Listing Regulations, Mrs. Karishma Rishabh Singhavi shall hold office upto the date of ensuing Annual General Meeting. She is eligible to be appointed as an Independent Director of the Company for a term of five consecutive years. The Company has received a declaration from Mrs. Karishma Rishabh Singhavi that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

Brief profile of Mrs. Karishma Rishabh Singhavi is as follows:

Mrs. Karishma Singhavi is a Chartered Accountant with over 10 years of professional experience in Income Tax Compliance, Advisory, GST Compliance, investment Consulting.

The skills and expertise possessed by Mrs. Karishma Rishabh Singhavi are as under:

Accounting, analytical and financial analysis skills. In the opinion of the Board, Mrs. Karishma Singhavi fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Independent Director. The Board firmly believes that Mrs. Karishma Rishabh Singhavi deep understanding of financial aspect of the Business and analytical skills will prove valuable for the Company.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided in Annexure to this Notice. A copy of the draft Letter of Appointment for Independent Directors is available for inspection as per the procedure of inspection details provided in note no xi of this Notice. The remuneration, if any payable to Mrs. Karishma Rishabh Singhavi shall be governed by the Nomination and Remuneration Policy.

None of the Directors, key managerial personnel or any of their relatives are interested or concerned in the above resolutions, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Item No.6

Pursuant to Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed Company is required to annex with its Board's Report, a Secretarial Audit Report issued by a Practicing Company Secretary.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, a listed entity shall appoint a peer reviewed firm of Company Secretaries in practice as Secretarial Auditor for a maximum of two terms of five consecutive years, with the approval of shareholders at the AGM. Further, any association of such firm with the Company prior to 31st March, 2025, shall not be considered for calculating the aforesaid tenure.

Brief Profile:

M/s. N. L. Bhatia & Associates, one of the oldest Practicing Company Secretaries (PCS) firm, founded in the year 1996 by Founder Partner CS N.L. Bhatia, senior most Company Secretary in practice since 1982. The Firm provides services to the corporate world in the matter of Corporate Laws and Compliances. The firm is having wide experience across various industries and knowledge of Secretarial Audit, Corporate Governance, Corporate Compliance Management, Securities related laws and regulations, new business formations, Corporate Restructuring and Corporate Affairs.

Address- 507, Skyline Wealth Space, 5th Floor, C-2 wing, Skyline Oasis Complex, Premier Road, Near Vidyavihar Station, Ghatkopar (W), Mumbai - 400086, Maharashtra, India.

N L Bhatia has given its consent to act as the Secretarial Auditor of the Company and has also confirmed that they hold a valid peer review certificate issued by Institute of Company Secretaries of India ('ICSI') and they are not disqualified from being appointed as the Secretarial Auditor.

The Board of Directors of the Company recommends the appointment of M/s. N L Bhatia & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company for a term of five consecutive years, as set out in item no. 6, for approval of the Members of the Company as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in item No. 6.

**By the order of the Board
Candour Techtext Limited**

**Date:-September 01, 2025
Place: Mumbai**

**Sd/-
Jayesh R Mehta
Managing Director
DIN: 00193029**

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

[In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Sl. No.	Particulars	Details	Details
1.	Name of the Director	Mrs. Amita Jayesh Mehta	Mrs. Karishma Rishabh Singhavi
2.	Age	61 years	31 years
3.	DIN	00193075	11253350
4.	Date of Birth	01/11/1963	13/05/1994
5.	Date of first appointment on the Board	17-06-1986	01/09/2025
6.	Qualifications	Commerce Graduate	Refer Item No. 4 of the explanatory Statement annexed to this Notice.
7.	Expertise, skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Commercial & Operational	Refer Item No. 4 of the explanatory Statement annexed to this Notice.
8.	Other Directorships	1. Chandni Machines Limited	Nil
9.	Number of meetings of the Board attended during the year	Eight	Not Applicable
10.	Details of remuneration last drawn	Not applicable since Non-executive Director	Not Applicable
11.	Listed entities from which Director resigned in the past three years	None	None
12.	Listed Companies (other than Candour Techtext Limited) in which he/she holds Directorship and Committee Membership* *includes only Audit Committee & Stakeholders' Relationship Committee	None	None
13.	Shareholding in Candour Techtext Limited	10,52,021	Nil
14.	Relationship between Directors inter-se	Mr. Jayesh Ramniklal Mehta (husband) and Mrs. Amita Jayesh Mehta (wife) are inter-se related as spouses.	Independent to the Company

Notes: 1. Excludes directorships held in foreign companies

2. Pursuant to Regulation 26 of the SEBI Listing Regulations, only two Committees Viz. Audit Committee and Stakeholders Relationship Committee have been considered.