

Candour Techtex Limited

(Formerly known as Chandni Textiles Engineering Industries Ltd)

Regd Office: 108/109, T.V. Industrial Estate, 52, S.K.Ahira Marg, Worli, Mumbai-400030, Maharashtra, India
Phone:022-24950328; Mobile no.: 9324802995 / 9324802991. Email: jrgroup@jrmehtha.com; sales@cteil.com
CIN: L25209MH1986PLC040119

Date: September 4, 2024

To
The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400001

Scrip Code: 522292
Scrip Id: CANDOUR

To,
The Metropolitan Stock Exchange of India Limited,
Building A, Unit 205A, 2nd Floor,
Piramal Agastya Corporate Park, L.B.S Road,
Kurla West, Mumbai – 400070

MSEI Symbol: CANDOUR

Sub: Notice of the 38th Annual General Meeting ('AGM') and Annual Report for the Financial Year 2023-24

In furtherance to our intimation dated 31st August, 2024 informing details about the 38th AGM of the Company to be held on Friday, 27th September, 2024 at 3:00 p.m. (IST) through Video Conferencing / Other Audio Visual Means and pursuant to Regulations 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the financial year 2023-24 including the Notice convening the AGM.

The said Annual Report along with the Notice of the AGM is also available on the website of the Company under the 'Annual Reports' tab at www.cteil.com.

Kindly take the above on record.

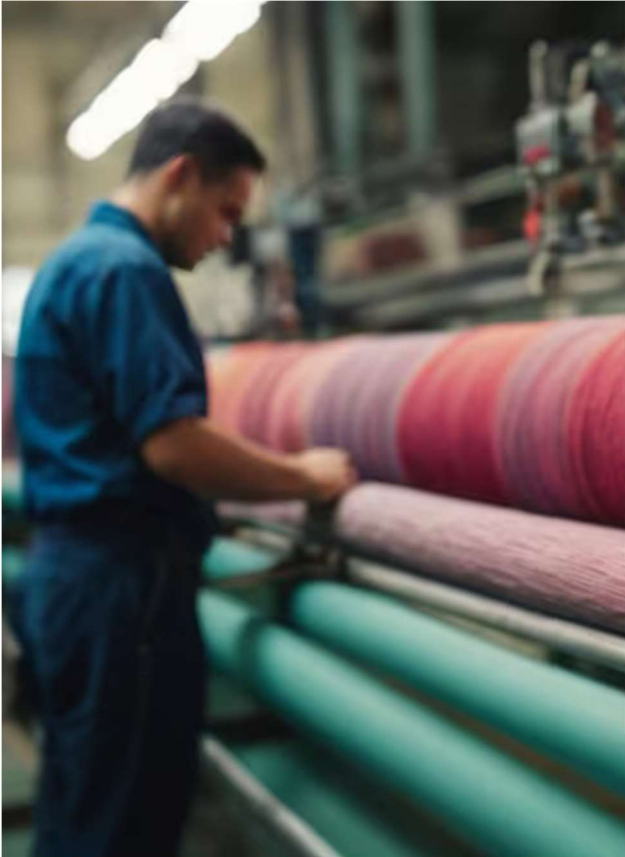
Thanking you,

Yours faithfully,
For Candour Techtex Limited


Jayesh Ramniklal Mehta
Managing Director
DIN: 00193029



Encl.: a/a



ANNUAL REPORT

2023-24



CANDOUR TECHTEX LIMITED
CIN: L25209MH1986PLC040119

38th ANNUAL REPORT
2023-24

Corporate Information

Board of Directors

Mr. Jayesh Ramniklal Mehta	- Chairperson
Mr. Amita Jayesh Mehta	- Non-executive Director
Mr. Bharat Sugnomal Bhatia	- Independent Director
Mr. Rameshchand Garg	- Independent Director
Mrs. Sharmila Hiralal Amin	- Non-executive Director
Ms. Mansi Harsh Dave	- 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 38th Annual Report and the Audited Financial Statements of the Company for the financial year ended 31st March 2024 ("financial year under review").

1. FINANCIAL PERFORMANCE:

The Company's financial performance for the financial year ended 31st March 2024 as compared to the previous financial year ended 31st March 2023 is summarized below:

(₹ In lakhs)

Particulars	2023-24	2022-23
Total Income	18723.45	6385.59
Total Expenses	18871.67	6154.88
EBITDA	462.69	443.92
Depreciation	(350.49)	(162.07)
EBIT	112.2	281.85
Interest (Finance Cost)	(260.40)	(51.14)
Profit before exceptional item and tax	(148.2)	230.72
Exceptional Items	-	-
Profit before tax	(148.2)	230.72
Profit after tax	(105.70)	230.37
Total Comprehensive Income for the year	(105.37)	229.26
EPS in Rs. (Diluted) face value of Re. 10/- each	(0.62)	1.36

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:

Considering the loss incurred in the current financial year, your Directors have not recommended any dividend for the financial year under review.

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, 2024.

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 & 5 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 borrowed the amount(s) from Directors and their relatives, as per the details given in Note No. 47 of the Financial Statements and the respective director has given a declaration in writing to the Company to the effect that the amount is not being given out of funds acquired by him by borrowing or accepting loans or deposits from others.

9. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

There is no change in composition of Board during the year under review.

Further, during the year under review, Ms. Kirti Pathak, Company Secretary and Compliance Officer has resigned w.e.f. 15th February 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 Seven times on 22nd April, 2023, 30th May 2023, 14th August, 2023, 2nd September, 2023, 27th September 2023, 10th November 2023 and 13th February, 2024.

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.

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, 2024, with an unmodified opinion. However, the Auditors Report contain few observation w.r.t. audit trail that call for explanation from the Board of Directors.

The replies to the comments of Statutory Auditors in Auditors Report are as follows:-

Remarks given by the Auditor	Board's Reply
The feature of recording audit trail (edit log) facility was not enabled throughout the year in the accounting software at Ankleshwar factory level where accounting records in respect of sales have been generated;	We have reviewed the audit observations concerning the audit trail feature. We confirm that the audit trail functionality has now been fully enabled across all our factory systems, in compliance with regulatory requirements. This feature is operational and will remain so to ensure accurate and tamper-proof record-keeping. We remain committed to upholding the highest standards of financial transparency and regulatory compliance.
The feature of recording audit trail (edit log) facility was not enabled until 05-03-2024 in the accounting software at Nasik factory level where accounting records in respect of sales have been generated;	After reviewing the audit function. The feature of recording audit trail has been enabled by the Company and the same will remain so to ensure accurate and tamper-proof record-keeping.
The feature of recording audit trail (edit log) facility was not enabled until 28-06-2023 in the accounting software at Malegaon factory level where accounting records in respect of sales and purchases have been generated;	

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, 2024.

The Secretarial Audit Report issued by M/s N L Bhatia and Associates for the financial year ended 31st March, 2024 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 a 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. 47 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, 2024, will available on the Company’s website and can be accessed at: https://www.cteil.com/pdf/Annual%20Return_MGT_7-CTL_23-24.pdf

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. The Company had not received any complaint during the financial year 2023-24.

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 2023-24. 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. 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, 2024.

- 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) raising of funds through preferential allotment or qualified institutional placement;
 - d) 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: August 12, 2024

**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 set up the 2nd Coating line for 3.5mm width.
2. Company have imported the following machinery:
 - a) Precision flock printing machine with PLC Controlled coating machine
 - b) Latex mixing and dispensing system for coating line
 - c) PLC controlled calendering machine
 - d) Metal Detector

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	31/03/2024	31/03/2023
A	Earnings in Foreign Exchange		
1	Export Services	37,20,914	-
	TOTAL (A)	37,20,914	-
B	Expenditure in Foreign Currency		
1.	Fees & Subscription	99,790	-
2.	Foreign Travelling	1,16,000	-

3.	Value of Import on CIF basis	FY 23-24	FY 22-23		
a)	Raw Material	2,02,95,257	27,87,652		
b)	Machinery	7,70,23,322	7,66,23,617		
c)	Spares	-	2,92,950		
d)	Equipment	1,35,281	-		
	Total	9,74,53,860	7,97,04,219		
	TOTAL (B)			97669650	79704219

Annexure II
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024
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, 2024**, 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, 2024 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; **Not Applicable during the period under review.**
- f. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable during the period under review.**
- 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 no 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 notice from Metropolitan Stock Exchange of India Limited, levying a fine of Rs. 10,800/- for non-compliance of Regulation 29 of the Listing Regulations, for failure to submit prior intimation of Board Meeting to the Stock exchange. 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 Members at the Annual General meeting held on September 30, 2024 approved the following:

1. Approve Re-appointment and remuneration of Mr. Jayesh Ramniklal Mehta as Managing Director of the Company;
2. Approval for Sale/Transfer of Plastic Division of the Company.

**For M/s. N. L. Bhatia & Associates
Practicing Company Secretaries
UIN: P1996MH0055800
Peer Review No.: 700/2020**

**N L Bhatia
Partner
FCS No: 1176
C P No.: 422
UDIN: F001176F000954557**

**Place: Mumbai
Date: 12 August, 2024**

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.: 700/2020**

**Place: Mumbai
Date: 12 August, 2024**

**N L Bhatia
Partner
FCS No: 1176
C P No.: 422
UDIN: F001176F000954557**

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	2.76 :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	7.38%
	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	9 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, 2024, 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 2024, 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.

Composition/ Category of Directors/ Attendance at Meetings as on March 31, 2024

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	43,92,091	7	Yes
Mrs. Amita Mehta	Non-Executive – Non-Independent Director	10,52,021	7	Yes
Mrs. Sharmila Hiralal Amin	Non-Executive - Non-Independent Director	0	7	No
Mr. Rameshchand Garg	Non-Executive - Independent Director	0	7	Yes
Mr. Bharat Sugnomal Bhatia	Non-Executive - Independent Director	0	7	No
Mrs. Mansi Harsh Dave	Non-Executive - Independent Director	0	7	No

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, 2024

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	4	Hindustan Oil Exploration Company Limited	Non-Executive Independent Director	2	0
Mr. Rameshchand Garg	1	Chandni Machines Ltd	Non-Executive Independent Director	1	1
Mr. Bharat Sugnomal Bhatia	1	Chandni Machines Ltd	Non-Executive Independent Director	1	1
Mrs. Mansi Harsh Dave	3	a) Getalong Enterprise	a) Non-Executive	3	3

		Limited	Independent Director		
		b) Chothani Foods Limited	b) Non-Executive Independent Director		

* Comprises of Directorships held in Public Limited Company Excludes Directorship and Committee Chairpersonship / membership in Private Companies, Foreign Companies, Section 8 Companies and Candour Techtex 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 13 February, 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. Bharat Sugnomal Bhatia Chaired the meeting of Independent Directors.

Attendance of Independent Directors in Independent Directors Meeting

Directors	Meeting held	Meeting Attended
Mr. Rameshchand Garg	1	1
Mr. Bharat Sugnomal Bhatia	1	1
Mrs. Mansi Harsh Dave	1	1

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"> • Rameshchand Garg • Bharat Sugnomal Bhatia
Legal, including laws related to corporate governance	<ul style="list-style-type: none"> • Mansi Dave • Bharat Sugnomal Bhatia
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, 2024, 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 2023, 14th August 2023, 10th November 2023 and 13 February 2024. 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 30th September 2023.

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

Name	Category	Designation	No. of Meetings	
			Held	Attended
Mr. Rameshchand Garg	Independent Director	Chairperson	4	4
Mr. Bharat Sugnomal Bhatia	Independent Director	Member	4	4
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 one time in 2023-2024 on August 14, 2023 and. 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	
			Held	Attended
Mr. Bharat Sugnomal Bhatia	Independent Director	Chairperson	1	1
Mr. Rameshchand Garg	Independent Director	Member	1	1

Mrs. Mansi Harsh Dave	Independent Director	Member	1	1
Mr. Jayesh R. Mehta	Chairperson & Managing Director	Member	1	1

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 2024:

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, 2024, including the changes during FY 2023-2024:

Sr. No.	Name	Designation	As on March 31, 2024	As on March 31, 2023
1.	Shailesh Sankav	Chief Financial Officer	✓	✓
2.	Kirti Pathak*	Company Secretary	×	✓

* Kirti Pathak had resigned w.e.f. 15th February, 2024

** 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 four times on 30th May 2023, 14th August 2023, 10th November 2023 and 13th February 2024. 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	
			Held	Attended
Mr. Bharat Sugnomal Bhatia	Independent Director	Chairperson	4	4
Mr. Rameshchand Garg	Independent Director	Member	4	4
Mrs. Mansi Harsh Dave	Independent Director	Member	4	4
Mr. Jayesh R. Mehta	Managing Director	Member	4	4

Ms. Kirti Pathak 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 2023-24 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. 47 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 2024, 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 2024, 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, 2024.

The policy on determination of material subsidiary has been placed on the Company’s website and can be accessed through the following link: <https://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
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 a 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
2021	20/09/2021	Through two way Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)	To approve change the name and consequent alteration in the memorandum and article of Association of the company.

7. DISCLOSURES:

a) Related Party Transactions:

During the year ended 31st March 2024, 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's failure to submit the prior intimation of a meeting held on August 14th, 2023, to the Metropolitan Stock Exchange of India Limited (MSEIL). The second instance was the company's failure to submit the annual report within the prescribed time to the BSE and MSEIL for the financial year ending on March 31, 2022.

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.35 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 2024.

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):

The Company has not raised any funds through preferential allotment or qualified institutional placement during the year under review.

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 2023-24, the Company's financial statements are with unmodified audit opinion.
2. The Internal Auditors directly report to the Audit Committee.

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 2024 will be held on Friday 27th day, September 2024 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, 2023 and ended on 31st March 2024.

Board Meeting for consideration of Annual Accounts	:	30 th May, 2024
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, National Stock Exchange of India Limited

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

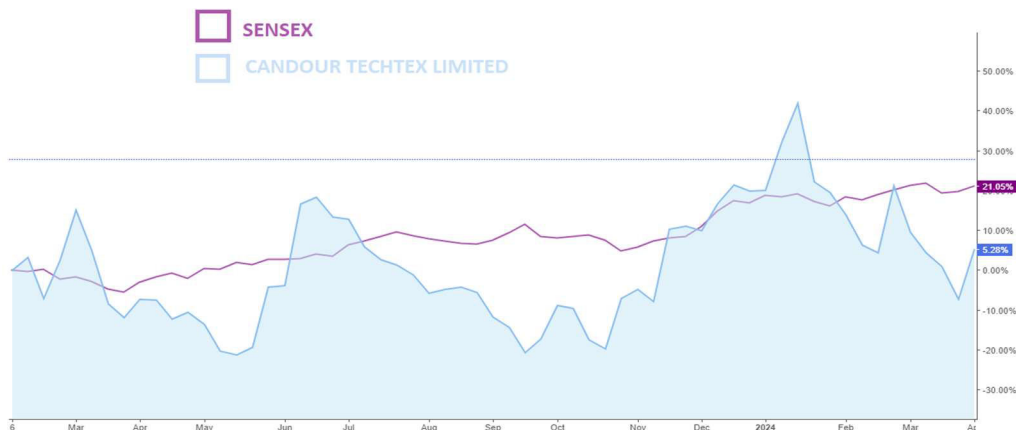
IV. ISIN (Security Code no. granted by Depositories):

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 (MSEI) are as follows:

MONTH	BSE (In Rs. per share)	
	Monthly High	Monthly Low
April 2023	39.70	34.73
May 2023	37.48	27.66
June 2023	52.04	35.60
July 2023	48.50	38.95
August 2023	43.00	35.45
September 2023	40.80	31.70
October 2023	39.90	31.82
November 2023	45.90	33.00
December 2023	50.90	43.31
January 2024	61.30	46.10
February 2024	52.46	41.30
March 2024	52.90	36.27

Sensitivity (senssex):



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 Company obtains from a Practicing Company Secretary, certificate of compliance with the formalities as required under Regulation 40 (9) of the SEBI LODR, for the year ended 31st March 2024 and files a copy of the certificate with the Stock Exchange(s). Members may contact the Company or Company's Registrar & Share Transfer Agent (RTA), Purva Sharegistry (India) Private Limited (STA) for assistance in this regard. 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 2024:**Fully Paid:**

No. of Shares	No. of Share Holders	% of Share Holders	Share Holding	% of Shares Held
Up to 5000	3069	81.1475	3887670	2.2953
5001-10000	267	7.0598	2281190	1.3468
10001-20000	139	3.6753	2202650	1.3005
20001-30000	61	1.6129	1530850	0.9038
30001-40000	24	0.6346	855000	0.5048
40001-50000	35	0.9254	1603100	0.9465
50001-100000	57	1.5071	4224340	2.4941
100001 and above	130	3.4373	152787830	90.2081
TOTAL	3782	100	169372630	100.00

IX. Shareholding Pattern of the Company as on 31st March 2024:

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	55,73,612	32.91
2.	Bodies Corporate	1	4,22,212	2.49
	Sub-Total (A) (1)	5	59,95,824	35.40
B.	Public Shareholding			
1.	Institutions			
a)	Financial Institutions/ Banks (Domestic)	2	500	0
b)	Financial Institutions (Foreign Portfolio Investor)	1	85,245	0.50
	Sub-Total (B) (1)	3	85,745	0.50
2.	Non-Institutions			
a)	Bodies Corporate	37	3196213	18.87
b)	Resident Individuals	3620	7022075	41.46
c)	Any Other (NRI Repat & Non - Repat)	14	21980	0.13
d)	Any Other (Hindu Undivided Family)	89	439290	2.59
e)	Any Other (Clearing Members)	10	8870	0.05
f)	Any Other (LLP)	4	167266	0.99
	Sub- Total (B) (2)	3774	10855694	64.09
	Total Public Shareholding (B) = (B) (1) + (B) (2)	3777	10941439	64.59
	GRAND TOTAL (A) + (B)	3782	16937263	100

X. Details of unclaimed shares:

There are no unclaimed shares as on 31st March, 2024.

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 2024, 98.96 % of the Company's total Shares representing 1,67,60,453 Equity Shares were held in dematerialized form and balance 1,76,610 representing 1.04% 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 2024.

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: August 12, 2024

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 2024 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 2024, 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 2024;
 - ii. significant changes in accounting policies, if any, during the financial year ended 31st March 2024 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.Ahira 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.Ahira 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, 2024 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

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.: 700/2020

Place: Mumbai
Date: 12 August, 2024

N L Bhatia
Partner
FCS: 1176
CP. No. 422
UDIN: F001176F000954590

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, 2023 to March 31, 2024. 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.:700/2020**

**N L Bhatia
Partner
FCS:1176
CP. No. 422
UDIN: F001176F000954579**

**Place: Mumbai
Date:12 August, 2024**

MANAGEMENT DISCUSSION AND ANALYSIS

COATING & LAMINATION

The new coating with flocking with F/R /WR treatment & lamination plant in Malegaon, Maharashtra, India is equipped with cutting edge machineries capable of handling various fabric types and substrates.

We have added latest new Relax Dryer for all types of Non-Woven Fabrics.

The plant is with technical collaboration with a U.K. based company.

COATING:

- We can do coating on all type of Woven fabrics up to 3500 mm (3. 5 meters).
- Fire Resistant treatment with both halogen and halogen free.
- Water Repellent treatment
- Anti stain treatment
- Anti bacterial treatment
- Anti fungal treatment
- Anti microbial treatment
- Silicon Coating
- P U coating
- DIP coatings
- We have 3 pass, 2 pass & single pass Blackout Coating with flocking (for soft feel).
- We can cater services to Interior Upholstery and Automotive Industries.
- Capacity: We can produce 3.8 million meter per anum coated fabrics.

RELAX DRYER:

- Our latest RELAX dryer is capable of handling all kind of Non-Woven fabrics.
- Width up-to 3.2 meters (3200 centimeters).
- Suitable for drying and relaxing of all kind of Non- Woven fabrics.
- Suitable for coating of Knitted fabrics.
- Capacity: Our production capacity in Relax dryer is about 2.5 million meters per anum.

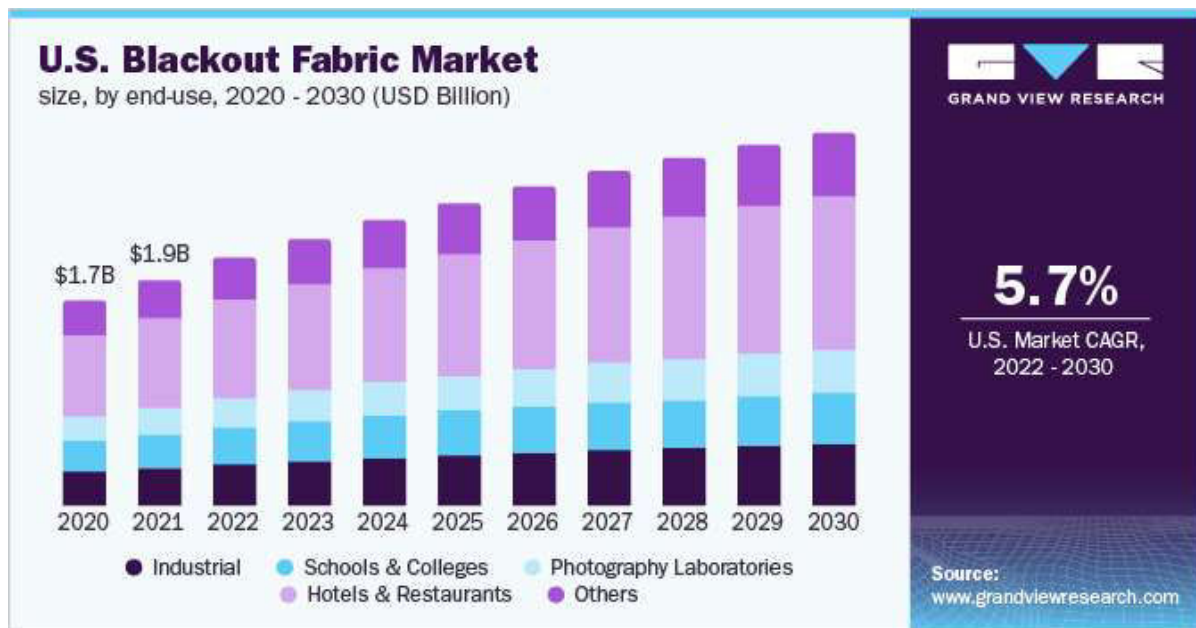
Laminations:

- Our PUR lamination line is Fifth Generation line, highly advanced Hot Melt lamination machine and can laminate 500 mm up to 2500 mm (2.5 Mts).
- Suitable for lamination of all types of TPU film laminations (Breathable & Non Breathable).
- We can offer Transparent TPU films, Semi Blackout and 100% Blackout lamination.
- Fabric to fabric
- Fabric to Foam
- Fabric to Non-Woven
- Non-Woven to Non-Woven
- Fabric to Paper
- Films to woven
- Baby mats – flannel to film to flannel
- Fabrics to Aluminum Foil
- Aluminum Foil with Glass Fabric with FR
- Aluminum Foil with FG Woven Roving with FR
- Capacity: 6 million meters per anum

Candour products are suitable to use in bag industries, rain wear, military garments, surgical garments, hospital drapes, bed protectors , sport wear , shoes, high altitude garments, roofing membrane , home textiles , automotive , lingerie products , protective clothing, tarpauline slippers, ironing board covers, swimming pool covers, multi layer silo for grain storage, fire safety dresses , chemical safty dresses , defence utilities .

Blackout Fabric Market Size, Share & Trends Analysis Report By End-use (Industrial, Schools And Colleges, Photography Laboratories, Hotels & Restaurants), By Thickness, By Region, And Segment Forecasts, 2022 - 2030

The global blackout fabric market size was valued at USD 8.58 billion in 2021 and is expected to expand at a compound annual growth rate (CAGR) of 6.6% from 2022 to 2030. An increase in expenditure on home improvement and interior decoration and the rise in the purchase of homes are major factors driving the market. In addition, the growing trend of [smart homes](#) will contribute to market expansion over the forecast period. However, the COVID-19 pandemic has impacted the growth of the market. In the wake of the COVID-19 pandemic, the import and export of raw materials suffered greatly that directly affecting the manufacturing industry. Consumers were more concerned about safety and hygiene, anything other than that was not on the priority list. However, with ease in regulations during the latter part of the lockdown, online sales started gaining traction, which in a way promoted the demand for blackout fabric.



The adoption of smart homes in urban has led to a revolutionary phase for smart products such as blackout fabric, smart beds, and fire stick TV. The demand for blackout fabric is on the rise also due to the adoption of a luxury lifestyle that caters to the consumers’ needs accordingly as it serves well for both aesthetic and functional purposes. The smart home projection has gained momentum over the years, thus driving the demand for blackout fabric.

Additionally, the rising chronic sleep deprivation is negatively impacting a person’s life quality. A lot of clinical evaluations show that there can be a lot of reasons that affect sleep such as jet lags, breathing disorders, disturbances created by unavoidable light or sound, unhealthy diet, and many other major reasons. Light and sound can be absorbed by using the right curtains as a window supplement using thicker fabric that is engineered for such instances.

Blackout fabric is as fancy and as helpful as it acts; it is also expensive for a common man to purchase. In addition, as the fabric is usually fire resistant, it cannot be chemically treated to maintain the form of fabric

and the manufacturers recommend dry cleaning instead of normal cleaning using water. All these additional costs along with the market price of blackout fabric act as a restraint for the market growth.

Furthermore, companies operating in the market cater to consumers worldwide, particularly in North America and Europe. Manufacturers are focusing on mergers and acquisitions as marketing strategies to expand their businesses globally to target the right audience. E-retailing is gaining popularity as it has made it easier for consumers to purchase and companies to sell owing to the increased demand and supply.

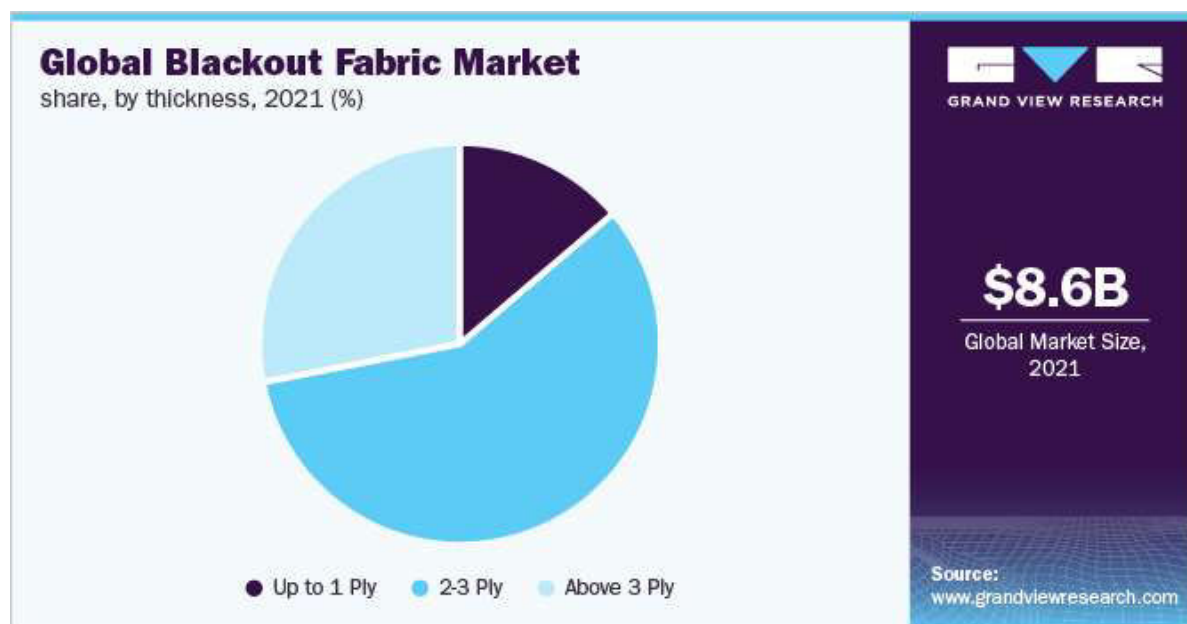
End-use Insights

In terms of revenue, hotels and restaurants dominated the market with a share of over 40.0% in 2021. Hotels near places such as airports, malls, or any place that is usually bright even at night can create an unpleasant atmosphere for the visitors. Blackout fabric gives a different atmosphere that prevents the light from outside and also creates gives an aesthetic look, which would go with the interior and decoration of the room.

Photography laboratories are projected to register a CAGR of 6.3% from 2022 to 2030. Blackout fabric for photography laboratories is very essential as it can control the light for the studio. Various companies offer blackout curtains that are versatile to the space, easily moved according to the need, fire resistant, and have various color options such as black/black, black/white, and white/white.

Thickness Insights

In terms of revenue, the 2-3 ply segment dominated the market with a share of over 55.0% in 2021. This fabric is preferred by most consumers due to its features of absorbing better light, temperature, and sound than 1 ply and it is also more cost-effective than 3 ply fabric.



The base fabric can be either polyester, cotton, or a blend, whichever is convenient for the consumer.

The above 3 Ply segment is estimated to expand at a CAGR of 6.2% over the forecast period. This segment is the thickest form of blackout fabric, which is also more expensive than the 1-ply or 2-ply segments. The base of the fabric is sprayed with white acrylic foam, then the middle part is sprayed with a black opaque membrane, and the last base is again layered with white acrylic foam. This fabric helps in resisting light, temperature, and sound more than the other two segments.

Regional Insights

North America dominated the market with a share of over 30.0% in 2021. This is attributed to the growing number of interior projects be it commercial, industrial, or residential in major parts of Canada, the U.S., and Mexico. The major part of Canada is covered in snow as the temperature is below freezing, which creates a demand for blackout fabric to maintain a pleasant and warm temperature inside.



Asia Pacific is expected to register a CAGR of 7.5% from 2022 to 2030. The growth of the Asia Pacific market can be attributed to an increase in temperatures across places near the coast and desert. Tourists from cold countries usually prefer to stay in hotels that offer a pleasant atmosphere as it gets difficult for them to survive and have a noteworthy journey if the climate keeps affecting their stay, which, in turn, will act as a restraint for the tourism industry. The blackout fabric assists in gauging the hot and humid climate in summers, specifically in commercial and household spaces.

Key Companies & Market Share Insights

The market is characterized by the presence of a few established players and new entrants. Many leading players are increasing their focus on the growing trend of blackout fabric. Players in the market are diversifying the service offering to maintain market share. Some prominent players in the global blackout fabric market include:

- UNITEC Textile Decoration Co., Ltd.
- Etremonde Polycoaters Limited
- Indiana Coated Fabrics
- Hunter Douglas
- Dunmore
- Herculite
- P.W. Greenhalgh & Company Limited
- Sotexpro
- Bandalux
- Création Baumann

Blackout Fabric Market Report Scope

Report Attribute	Details
Market size value in 2022	USD 9.46 billion
Revenue forecast in 2030	USD 15.2 billion
Growth rate	CAGR of 6.6% from 2022 to 2030
Base year for estimation	2021
Historical data	2017 - 2020
Forecast period	2022 - 2030
Quantitative units	Revenue in USD million and CAGR from 2022 to 2030
Report coverage	Revenue forecast, company ranking, competitive landscape, growth factors, and trends
Segments covered	Thickness, end-use, region
Regional scope	North America; Europe; Asia Pacific; South America; Middle East & Africa
Country scope	U.S.; U.K.; Germany; China; India; Brazil
Key companies profiled	UNITEC Textile Decoration Co., Ltd.; Entremonde Polycoaters Limited; Indiana Coated Fabrics; Hunter Douglas; Dunmore; Herculite; P.W. Greenhalgh & Company Limited; Sotexpro; Bandalux; Création Baumann
Customization scope	Free report customization (equivalent to up to 8 analysts' working days) with purchase. Addition or alteration to country, regional & segment scope.
Pricing and purchase options	Avail of customized purchase options to meet your exact research needs. Explore purchase options

Global Blackout Fabric Market Segmentation

This report forecasts revenue growth at the global, regional, and country levels and provides an analysis of the latest industry trends and opportunities in each of the sub-segments from 2017 to 2030. For this study, Grand View Research has segmented the global blackout fabric market report based on end-use, thickness, and region:



- **End-use Outlook (Revenue, USD Million, 2017 - 2030)**
 - Industrial
 - Schools and Colleges
 - Photography Laboratories
 - Hotels & Restaurants
 - Others
- **Thickness Outlook (Revenue, USD Million, 2017 - 2030)**
 - Up to 1 Ply
 - 2-3 Ply
 - Above 3 Ply
- **Regional Outlook (Revenue, USD Million, 2017 - 2030)**
 - North America
 - U.S.
 - Europe
 - U.K.
 - Germany
 - Asia Pacific
 - China
 - India
 - South America
 - Brazil
 - Middle East & Africa (MEA)

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, breathability, 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, breathability, 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

Report Metric	Details
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Base Year Considered	2023
-----------------------------	------

Forecast Period	2023 – 2030
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CAGR	4%
-------------	----

Market Size in 2030	\$4.05 billion
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By Type	Single Laminated Fabrics, Double Laminated Fabrics, Multi-Layered Laminated Fabrics
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By Application	Household, Commercial, Industrial, Healthcare, Transportation, Sports & Leisure, Others
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By Distribution Channel	Supermarket/Hypermarket, Specialty Stores, Online, Others
--------------------------------	---

By Raw material	Polyester, Cotton, Vinyl, Polypropylene, Others
------------------------	---

By Technology	Hot Melt, Solvent-Based, Water-Based, Others
----------------------	--

Geographies Covered	<ul style="list-style-type: none"> • North America (U.S., Canada, Mexico) • Europe (France, Germany, Italy, Spain, UK, Russia, Rest of Europe) • Asia-Pacific (China, Japan, India, South Korea, Australia, Thailand, Malaysia, Indonesia, Rest of Asia-Pacific) • LAMEA (Brazil, South Africa, Saudi Arabia, UAE, Argentina, Rest of LAMEA)
----------------------------	--

1. Serge Ferrari Group
2. Continental AG
3. Saint-Gobain SA
4. Lamcotec,
5. OMNOVO Solutions, Inc.,
6. Seaman Corporation
7. Robert Kaufman,
8. Low & Bonar Plc
9. Trelleborg AB
10. Sioen Industries NV

Key Market Players

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. The top 10 companies in this industry are listed below:

1. Serge Ferrari Group
2. Continental AG
3. Saint-Gobain SA
4. Lamcotec,
5. OMNOVO Solutions, Inc.,
6. Seaman Corporation
7. Robert Kaufman,
8. Low & Bonar Plc
9. Trelleborg AB
10. Sioen Industries NV

PLASTIC INJECTION MOULDING

The **India injection moulders market** value is anticipated to increase from US\$ 310.5 million in 2023 to US\$ 525.3 million by 2033. In 2022, India injection moulders industry was valued at US\$ 293.0 million and it is set to exhibit Y-o-Y growth of 6.0% in 2023.

Over the projection period from 2023 to 2033, injection moulder demand in India is likely to rise at a CAGR of 5.4%. A new estimation predicts that injection moulder sales will rise steadily with the target market generating an attractive incremental growth opportunity of US\$ 232.3 million.

As per Future Market Insights (FMI), automotive segment by end use held a share of about 24.9% in 2022 within the India market. This is attributable to increasing application of injection molding in the automotive sector.

Holding a share of around 70%, hot runner mould segment dominates India injection moulders industry. For the projection period, hot runner mould segment is expected to thrive at a CAGR of around 5.4%.

Key Factors Shaping Market Dynamics

- Rising popularity of injection molding across diverse sectors due to its several advantages is expected to boost India injection moulders industry
- Booming manufacturing sector in India is likely to create a high demand for injection moulders
- Escalating demand for plastic components and parts, especially in automotive sector is set to create lucrative opportunities for injection moulder manufactures
- The tendency of injection moulders to produce intricate components or parts quickly is encouraging their adoption
- Incorporation of robotics and automation in injection moulding process is expected to boost the target market
- Burgeoning demand for fuel-efficient vehicles and flourishing electric vehicles sector are likely to fuel injection moulder sales

Injection moulders are equipment used in the injection moulding process to produce plastic objects. These moulders are used to shape molten plastic material into a certain shape. They are utilized in a wide range of sectors, including medical devices, automotive, consumer goods, and others.

Injection moulders have the capability to produce complex and precise parts in large quantities while maintaining constant quality. As a result, their popularity is increasing day by day across several sectors.

Rising usage of injection moulding process in various sectors is expected to drive India injection moulders industry during the assessment period.

Robust growth of medical device sector is emerging as a key factor boosting the injection moulders industry in India.

In recent years, India has emerged as one of the leading manufacturers of injection moulders. For instance, as per the India Brand Equity Foundation (IBEF), India is among the top 20 medical device markets worldwide. The medical device sector in India is anticipated to reach a valuation of US\$ 50 Billion by 2025.

A wide variety of medical devices, ranging from implantable medical devices and disposables to consumables are being manufactured in India. The main medical devices manufactured in India are disposables such as syringes, catheters, perfusion sets, and feeding tubes as well as implants like intraocular lenses and cardiac stents.

For producing most of these medical devices, manufacturers use injection molding technology which in turn is creating a high demand for injection moulders in the country.

The growing demand for intricate and compact metal injection molded parts from various sectors along with increasing usage of metal injection moulding (MIM) is another key factor expected to fuel market expansion in India.

Manufacturing companies can take advantage of MIM, which is a cost-effective technology, to produce components with proven advantages.

Compared to other injection moulding processes, MIM offers several benefits, such as supporting mass production with high production volume while reducing production costs.

Metal injection moulding can create complex geometries with fewer manufacturing processes, reducing finishing time in secondary operations. It is an ideal solution for parts with intricate shapes, low mass, and moderate to large production volumes.

MIM finds extensive use in structural materials for applications in medical, military, hardware, electronic, and aerospace industries.

MIM is compatible with difficult-to-machine metals, such as stainless steels, cobalt-chromium alloys, and titanium alloys. Therefore, MIM technology plays a significant role in industrial transformation by facilitating the production of intricate and precise components with minimal waste, faster production times, and reduced costs.

India government is also implementing various policies and initiatives such as ‘Make in India’ and ‘Atmanirbhar Bharat’ to promote manufacturers in the country. These initiatives are expected to further drive injection molders demand during the assessment period.

Booming automotive sector and rising need for lightweight & sustainable materials such as bioplastics are likely to improve India injection moulders market share.

Attributes	Key Insights
Estimated India Injection Moulders Market Size (2023)	US\$ 310.5 million
Projected Market Value (2033)	US\$ 525.3 million
Value CAGR (2023 to 2033)	5.4%
Collective Value Share: Top 5 Companies (2022A)	20% to 25%

VELVET FABRICS MANUFACTURING

Velvet cloth manufacturing have a reasonable market demand in India. India has one of the finest textile traditions in the world with respect to dyeing, weaving and surface embellishment. Thus traditional Indian textiles can be classified according to the region of production. India that has a distinct identity of their own.

Cotton, silk, woolen thread or gold/silver is used to embroider on various media, from cotton, silk, woollen fabric to velvet and leather. Velvet is a sleek, soft fabric that is commonly used in intimate garments, upholstery and other textile applications. Due to how expensive it was to produce velvet textiles in the past, this fabric is often associated with the aristocracy. Even though most types of modern velvet are adulterated with cheap synthetic materials, this unique fabric remains one of the sleekest, softest man-made materials ever engineered. This, may fuel the growth of velvet cloth market inside and outside India.

Velvet is a type of woven tufted fabric in which the cut threads are evenly distributed, with a short dense pile, giving it a distinctive soft feel. By extension, the word velvety means "smooth like velvet". Velvet can be made from either natural or synthetic fibers. Velvet is a type of woven tufted fabric in which the cut threads are very evenly distributed, with a short dense pile, giving it a distinctly smooth feel. Velvet can be made from many different fibers. It is woven on a special loom that weaves two pieces of velvet at the same time. The two pieces are then cut apart and the two lengths of fabric are wound on separate take-up rolls. Velvet is difficult to clean due to its pile, but modern dry cleaning methods perform well. Velvet is made, ideally, from silk. More recently, synthetic velvets have been developed, mostly polyester, nylon,

viscose, acetate, and mixtures of different synthetics, or synthetics and natural fibers. A small percentage of Lycra is used sometimes to give stretch.

How is velvet fabric used?



The main desirable attribute of velvet is its softness, so this textile is primarily used in applications in which fabric is placed close to the skin. At the same time, velvet also has a distinctive visual allure, so it's commonly used in home decor in applications such as curtains and throw pillows. Unlike some other interior decor items, velvet feels as good as it looks, which makes this fabric a multi-sensory home design experience.

Due to its softness, velvet is sometimes used in bedding. In particular, this fabric is commonly used in the insulative blankets that are placed between sheets and duvets. Velvet is much more prevalent in womenswear than it is in clothing for men, and it is often used to accentuate womanly curves and create stunning eveningwear. Some stiff forms of velvet are used to make hats, and this material is popular in glove linings.

Like most types of textiles, the largest share of the world's velvet is produced in China.

MARKET POTENTIAL

The main desirable attribute of velvet is its softness, so this textile is primarily used in applications in which fabric is placed close to the skin. At the same time, velvet also has a distinctive visual allure, so it's commonly used in home decor in applications such as curtains and throw pillows. Unlike some other interior decor items, velvet feels as good as it looks, which makes this fabric a multi-sensory home design experience. Due to its softness, velvet is sometimes used in bedding. In particular, this fabric is commonly used in the insulative blankets that are placed between sheets and duvets. Velvet is much more prevalent in womenswear than it is in clothing for men, and it is often used to accentuate womanly curves and create stunning eveningwear.

Some stiff forms of velvet are used to make hats, and this material is popular in glove linings. The velvet cloth has a great appeal and fascination in the modern sophisticated society. Furthermore, the product finds its versatility in multiple dimensions of applicability viz. jeweler boxes, novelty items, and bed spreads apparel; children garments, embroidery work, felt appliances, camera cases, display articles and a host of others.

FINANCIAL OVERVIEW

The same has been disclosure in the Board Report forming part of the Annual Report.

DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFOR, INCLUDING:

Ratios	Current Year	Previous Year	Variation	Explantion for changes in ratio exceeding 25%
Debt-Equity ratio (in times)	1.254	0.600	108.79%	Increase in debt to equity ratio is attributable to increased borrowings for financing the new project.
Return on equity ratio (in %)	-0.038	0.084	-144.87%	Net loss has resulted in negative return on equity ratio
Inventory turnover ratio (in times)	65.987	40.268	63.87%	Ratio has improved as there is increase in Revenue over previous year
Trade receivable turnover ratio (in times)	75.470	30.147	150.34%	Higher net credit sales on the one hand and lower average trade receivables on the other hand reflecting faster collection of dues from debtors is the reason for higher debtor turnover ratio..
Trade payables turnover ratio (in times)	53.866	18.261	194.98%	Higher credit purchases on the one hand and lower average trade payable on the other hand indicating quicker payment of dues to creditors is the reason for higher trade payables ratio.
Net capital turnover ratio (in times)	377.967	9.039	4081.33%	Ratio has deteriorated due to increase in revenue resulting in higher working capital requirement.
Net profit ratio (in %)	-0.572	3.863	-114.81%	Net loss on account of higher costs contributed to negative net profit ratio
Return on capital employed (in %)	2.467	6.389	-61.39%	Lower return on capital employed is on account of lower profitability.
Return on investment (in %)	23.54	6.59	257.19%	Ratio has improved due to rise in value of securities on the stock exchange

RISK MANAGEMENT

The Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. The Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans across all its location. Risk evaluation is driven by Financial Objective, Overall Strategy, Companies Operations, Statutory Compliance and Reporting Objectives. This ensures business continuity and value creation on sustainable basis.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Management has put in place effective Internal Control Systems to provide reasonable assurance for:

- Safeguarding Assets and their usage.
- Maintenance of Proper Accounting Records and
- Adequacy and Reliability of the information used for carrying on Business Operations.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Your Company's industrial relations continued to be harmonious during the year under review. The employee strength of your Company currently 115 (One Hundred and Fifteen only).

CAUTIONARY STATEMENT

The Management Discussions and Analysis Statement made above are on the basis of available data as well as certain assumptions as to the economic conditions, various factors affecting raw material prices, selling prices, trend and consumer demand and preference, governing and applicable laws and other economic and political factors. The management cannot guarantee the accuracy of the assumptions and projected performance of the Company in future. It is therefore, cautioned that the actual results may differ from those expressed and implied therein.

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 2024, 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 2024, and its loss (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 2024, the Company has inventory amounting to Rs.377.46 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>Our audit procedures relating to the measurement of inventory included the following:</p> <p>(a) Understanding and evaluating the design and operating effectiveness of controls over physical count and measurement of such inventory</p> <p>(b) Performing procedures to ensure that the changes in inventory between last verification date</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>and date of Balance Sheet are properly recorded (Roll back and forward procedures).</p> <p>(c)Evaluating of competency and capabilities of management's experts;</p> <p>(d)Performing substantive analytical procedures to test the correctness of inventory existence and valuation.</p> <p>(e)Testing of accuracy of inventory reconciliations with the general ledgers at period end, including test of reconciling items.</p> <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>
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<p>Establishment of New Technical Textile Project at Malegaon, Maharashtra</p>	
<p>During the year, the Company commissioned Technical Textile manufacturing unit at Malegaon, Maharashtra.</p> <p>The Company had acquired leasehold land from the State Government authority on which factory building was constructed. The Company installed and commissioned various machineries, equipment, and other manufacturing infrastructures at Malegaon unit during the year.</p> <p>The funds for establishment of Technical Textile manufacturing unit at Malegaon has been raised through private placement of equity shares and has availed terms loans from the banks, financial institution, and private parties apart from internal accruals.</p> <p>The company has incurred significant capital expenditure amounting to Rs.4032.14 lakhs for establishment of Technical Textile manufacturing unit at Malegaon. We identified the self-construction of property, plant and equipment and borrowing costs as the key audit matters since the same involves identification of costs relating to acquisition of capital assets, utilization of funds raised and related borrowing costs till the assets are ready for its intended use.</p> <p>Measurement and recognition of property, plant and equipment and determination of timing of capitalization as well as rate of amortization / depreciation in order to ensure compliance with the stipulation of the applicable Accounting Standards involve estimates and significant judgment.</p> <p>Selection of the depreciation method and</p>	<p>Our audit procedures relating to the recognition and measurement of property, plant and equipment and borrowing costs relating to New Technical Textile Project at Malegaon included the following:</p> <ul style="list-style-type: none"> • Assessed the nature of the additions made to property, plant and equipment and capital work-in-progress on a test check basis to test whether they meet the recognition criteria as set out in Ind AS 16 – Property, Plant and Equipment, including intended use of management. • Identified direct costs relating to acquisition or construction of property, plant & equipment of Malegaon project in accordance with Ind AS 16 and after deducting the income accrued during the construction period. • Measured and recognized interest and other finance charges as a component of the carrying amount of self-constructed items of property, plant & equipment in accordance with <i>Ind AS 23 Borrowing costs</i>. • Evaluated the assessment provided by third party vendors involved in the construction and testing process to determine whether capitalisation ceased when the asset is in the location and condition necessary for it to be capable of operating in the manner intended by the management. • Assessed the design, implementation, and operating effectiveness of controls in respect of review of capital work in progress, particularly in respect of timing of the capitalization. • Evaluated the management's assessment and judgement for selection of the depreciation method and estimate of useful life of assets installed at Malegaon

<p>estimation of the useful life of assets are matters of judgement.</p> <p>Accordingly, valuation and completeness are key assertions related to capitalization of property, plant, and equipment while accuracy is the key assertion in respect of depreciation/amortization charge.</p>	<p>unit.</p> <ul style="list-style-type: none"> Recalculated depreciation charge on property, plant & equipment considering the useful life of the respective assets assessed by the management and time of capitalization of assets.
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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 except for the matters stated in paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Auditor and Auditors) Rules, 2014.
 - (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 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - (g) 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, except for the instances mentioned below, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software:

- (i) The feature of recording audit trail (edit log) facility was not enabled throughout the year in the accounting software at Ankleshwar factory where accounting records in respect of sales have been generated;
- (ii) The feature of recording audit trail (edit log) facility was not enabled until 05-03-2024 in the accounting software at Nasik factory where accounting records in respect of sales have been generated;
- (iii) The feature of recording audit trail (edit log) facility was not enabled until 28-06-2023 in the accounting software at Malegaon factory where accounting records in respect of sales and purchases have been generated;

Further, during the course of our audit, for the periods where audit trail (edit log) facility was enabled and operated for the accounting software at the respective locations as mentioned above, we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31 March 2024.

(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: 30 May 2024**

ICAI UDIN No: 24111829BKCBVU4328

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 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'23	968.77	951.97	16.80	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'23	1477.56	1475.95	1.61	
December'23	2289.96	2259.94	30.02	
March'24	651.06	658.85	-7.79	

[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 –	5,33,000
Balance of outstanding loans to employees as at balance sheet date –	2,40,000

- (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.60,975/- pertaining to period from April 2022 to September 2023 and ESIC dues of Rs.24,044/- pertaining to period from April 2022 to September 2023.
- (b) According to the information and explanations given to us, there are no statutory dues which have not been deposited on account of any dispute except income tax demand amounting to Rs.5,44,350/- for Assessment Year 2022-23 against which an appeal is filed before the Commissioner of Income Tax (Appeal).
- [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) According to the information and explanations give to us, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially, or optionally convertible) during the year. Accordingly, paragraph 3(x)(b) of the Order is not applicable.
- [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: 30 May 2024

ICAI UDIN No: 24111829BKCBVU4328

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 Techtex Limited (formerly known as Chandni Textile Engineering Industries Limited) (hereinafter referred to as "the Company") as of 31 March 2024 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 2024, 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: 30 May 2024**

ICAI UDIN No: 24111829BKCBVU4328

CANDOUR TECHTEX LIMITED

(Formerly Known as Chandni Textiles Engineering Industries Limited)

Balance Sheet as at 31st March, 2024

Particulars		Note No.	AS AT 31-03-2024 Rs.	AS AT 31-03-2023 Rs.
I	ASSETS			
(1)	NON-CURRENT ASSETS			
(a)	Property, Plant and Equipment	3.1	45,68,07,370	8,80,21,817
(b)	Capital work-in-progress	3.2	12,65,826	25,36,43,720
(c)	Intangible assets	3.3	2,10,411	4,069
(d)	Right of Use Assets	3.4	5,25,84,953	5,66,02,706
(e)	Financial Assets			
i	Investments	4	36,55,406	76,97,025
ii	Other Financial Assets	5	3,66,60,996	44,98,046
(f)	Deferred tax Assets (Net)	6	51,24,443	5,73,565
(g)	Other non-current assets	7	1,17,62,249	85,68,769
(h)	Income-tax Assets (net)	8	45,78,733	21,76,963
(2)	CURRENT ASSETS			
(a)	Inventories	9	3,77,46,464	1,82,44,592
(b)	Financial Assets			
(i)	Trade receivables	10	2,73,59,467	2,15,95,892
(ii)	Cash and cash equivalents	11	32,05,031	4,11,07,173
(iii)	Bank balances other than (ii) above	12	6,51,67,355	5,07,60,688
(iv)	Other financial assets	13	30,18,956	4,82,166
(c)	Other current assets	14	2,80,22,951	2,85,99,818
	Total Assets		73,71,70,611	58,25,77,009
II	EQUITY AND LIABILITIES			
	EQUITY			
(a)	Equity Share Capital	15	16,93,72,630	16,93,72,630
(b)	Other Equity	16	10,69,25,914	11,74,61,615
	LIABILITIES			
A.	NON-CURRENT LIABILITIES			
(a)	Financial Liabilities			
(i)	Borrowings	17	25,14,14,033	12,04,91,284
(ia)	Lease Liabilities	18	3,10,43,883	3,67,56,974

(ii)	Other financial liabilities	19	3,37,090	3,15,147
(b)	Provisions	20	3,81,707	3,39,295
	CURRENT LIABILITIES			
(a)	Financial Liabilities			
(i)	Short term borrowings	21	9,49,95,023	5,17,46,553
(ia)	Lease Liabilities	22	66,53,547	57,30,830
(ii)	Trade payables	23		
(a)	total outstanding dues of micro enterprises & small enterprises			
(b)	total outstanding dues of creditors other than micro enterprises & small enterprises		3,75,91,665	2,70,63,738
(iii)	Other financial liabilities	24	2,65,52,653	4,72,07,737
(b)	Other Current Liabilities	25	1,19,02,465	36,27,838
(c)	Current tax liabilities (net)	26	-	24,63,368
	Total Equity and Liabilities		73,71,70,611	58,25,77,009

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

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

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

**Sd/-
R.C. Garg
Director
DIN 03346742**

Sd/-

Sd/-

**Place :MUMBAI
Date : 30-05-2024**

**Shailesh Sankav
Chief Financial Officer**

**Shital Gurav
Company Secretary
Membership No. A73942**

Statement of Profit and Loss for the year ended 31st March, 2024

	Particulars	Note No.	2023-24	2022-23
			Rs.	Rs.
	<u>INCOME</u>			
I.	Revenue From Operations	27	1,84,73,40,856	59,63,26,659
II.	Other Income	28	2,50,03,862	4,22,33,013
III.	Total Income (I + II)		1,87,23,44,718	63,85,59,672
IV.	<u>EXPENSES</u>			
a)	Cost of materials consumed	29	10,89,58,361	9,03,06,015
b)	Purchases of Stock-in-Trade	30	1,61,15,15,875	42,07,82,320
c)	Changes in inventories of finished goods & Stock-in-Trade	31	(30,52,227)	(8,58,178)
d)	Manufacturing expenses	32	4,17,90,680	2,47,37,415
e)	Employee benefits expenses	33	5,42,66,905	4,25,17,618
f)	Finance costs	34	2,60,41,820	51,14,144
g)	Depreciation and amortization	3	3,50,48,597	1,62,07,305
h)	Other expenses	35	1,25,95,983	1,66,81,497
	Total Expenses (IV)		1,88,71,65,994	61,54,88,137
V.	Profit before exceptional items and tax (III-IV)		(1,48,21,276)	2,30,71,535
VI.	Exceptional items		-	-
VII.	Profit before tax (V + VI)		2,30,71,535	2,43,98,459
VIII.	Tax Expenses	36		
(i)	Current tax		-	40,16,758
(ii)	Income-tax of earlier years		2,98,713	1,12,110
(iii)	Deferred tax		(45,50,878)	(40,93,851)
			(42,52,165)	35,017
IX.	Profit for the year (VII - VIII)		(1,05,69,110)	2,30,36,519
X.	Other Comprehensive Income			
	Items that will not be reclassified to profit & loss			

(i)	Remeasurement gains/(loss) on defined benefit plans		33,408	(1,52,682)
(ii)	Income-tax on above		-	42,476
	Total Other Comprehensive Income for the year (net of tax)			(1,10,206)
XI.	Total Comprehensive Income for the year (IX + X)		(1,05,35,702)	2,29,26,313
XII.	Earnings per equity share	37		
	(a) Basic (annualised)		(0.62)	1.36
	(b) Diluted (annualised)		(0.62)	1.36

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 : 30-05-2024

On behalf of the Board

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

Sd/-

Shailesh Sankav
Chief Financial Officer

Sd/-
R.C. Garg
Director
DIN 03346742

Sd/-

Shital Gurav
Company Secretary
Membership No. A73942

Statement of Cash Flow for the year ended 31st March 2024**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	2023-2022	2021-2022
Cash flow from operating activities		
Profit before Tax	(1,48,21,276)	2,30,71,535
Adjustment for :		
Depreciation and amortisation	3,50,48,597	1,62,07,305
Preliminary Expenses written off	1,07,440	-
Pre-operative Expenses incurred in earlier year	714150	-
Loss /(Gain) on disposal of Property, Plant & Equipments and Capital work in progress	(18,25,965)	(21,84,374)
Profit on sale of FVTPL Investments	(15,26,896)	-
Changes in fair value of equity instruments though profit and loss	(12,22,892)	(3,05,984)
Allowances for credit loss	4,194	8,90,648
Cancellation of Lease (Ind AS)	(40,163)	5,00,802
Loss on discarded assets		90,218
Discounting of Financial Liability	(43,05,207)	(2,61,08,721)
Interest Income	(58,93,949)	(42,10,072)
Dividend income	(1,13,250)	(1,91,180)
Interest Expense	2,60,41,820	51,05,428
Cash operating profit before working capital changes	3,21,66,603	1,28,65,605
Adjustment for :		
(Increase)/Decrease in trade receivables	(57,71,963)	(45,21,633)
(Increase)/Decrease in Inventories	(1,95,01,872)	(68,71,275)
(Increase)/Decrease in Other Financial Assets	(25,36,790)	13,23,023
(Increase)/Decrease in Other Current Assets	5,76,867	(1,11,61,604)
(Increase)/Decrease in Other non-current Financial Assets	(3,21,62,950)	2,01,70,728
(Increase)/Decrease in Other non-current assets	2,41,204	(18,70,982)
(Increase)/(Decrease) in trade payables	1,05,27,940	(30,15,211)
(Increase)/(Decrease) in Other noncurrent Liabilities	21,943	3,15,147
(Increase)/(Decrease) in Provisions	42,412	3,39,295

	(Increase/(Decrease) in Other Financial Liabilities	(2,06,49,144)	3,98,79,345
	(Increase/(Decrease) in Other current Liabilities	82,74,627	(88,434)
	Cash generated from operating activities	(2,87,71,121)	4,73,64,004
	Income tax paid (net of refund)	(51,69,127)	(23,17,825)
	Net Cash generated from operating activities	(3,39,40,248)	4,50,46,179
	Cash flow from Investing activities		
	Purchase of Property, Plant and Equipment and Intangible assets.	(14,93,84,908)	(23,38,71,899)
	Purchase of Property, Plant and Equipment in CWIP	(12,65,826)	-
	Capital Advances	(35,08,717)	-
	Payment for site development of Leasehold land	(17,00,095)	-
	Payment for Right of Use of Asset	(9,39,157)	(4,06,317)
	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	86,50,000	27,15,000
	Interest received	58,93,949	42,10,072
	Dividend received	1,13,250	1,91,180
	Net cash generated/(used) from investing activities	(13,53,46,575)	(22,71,61,964)
	Cash flow from Financing activities		
	Proceeds /Repayment of Secured borrowings	14,24,02,396	12,47,37,533
	Proceeds /Repayment of Unsecured borrowings	(43,50,000)	2,34,79,659
	Interest paid	(1,94,66,978)	(12,28,849)
	Payment of Lease Liabilities	(93,79,563)	(77,16,505)
	Net cash generated/(used) from financing activities	10,92,05,855	13,92,71,838
	Net Increase/(decrease) in Cash and Cash Equivalents	(6,00,80,969)	(4,28,43,947)
	Cash And Cash Equivalents at the beginning of the year	7,39,58,466	11,68,02,413
	Cash And Cash Equivalents at end of the year	1,38,77,497	7,39,58,466

Reconciliation of Cash and Cash Equivalents as per the Cash Flow Statement			
Cash & Cash Equivalents (Note 10)		32,05,031	4,11,07,173
Other Bank Balances (Note 11)		6,51,67,355	5,07,60,688
Bank overdraft (Note 19)		(5,44,94,888)	(1,79,09,394)
Balance as per statement of Cash Flows		1,38,77,497	7,39,58,466

**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 : 30-05-2024**

On behalf of the Board

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

Sd/-

**Shailesh Sankav
Chief Financial Officer**

**Sd/-
R.C. Garg
Director
DIN 03346742**

Sd/-

**Shital Gurav
Company Secretary
Membership No. A73942**

Statement of Changes in Equity for the year ended 31st March 2024

A. EQUITY SHARE CAPITAL				
1. 2023-24				
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	-	169,372,630
(*) on account of preferential allotment of equity shares during the year.				
2. 2022-23				
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
161,372,630	-	161,372,630	8,000,000	169,372,630
B. OTHER EQUITY				
	Reserves and Surplus		Items of Other Comprehensive Income	Total Other Equity
	Securities Premium	Retained Earnings		
Balance as at 31st March 2022	5,08,31,403	4,37,03,900	-	9,45,35,303
Profit for the year	-	2,30,36,519	-	2,30,36,519
Other Comprehensive income	-	(1,10,206)	-	(1,10,206)
Total comprehensive income for the year	-	2,29,26,313	-	2,29,26,313
Balance as at 31 March 2023	50,831,403	6,66,30,213	-	11,74,61,616
(Loss)/Profit for the year	-	(1,05,69,110)	33,408	(1,05,35,702)
Other Comprehensive income	-	33,408	(33,408)	-
Total comprehensive income for the year	-	(1,05,35,702)	-	(1,05,35,702)
Balance as at 31 March 2024	50,831,403	5,60,94,511	-	10,69,25,914

**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 : 30-05-2024**

On behalf of the Board

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

Sd/-

**Shailesh Sankav
Chief Financial Officer**

**Sd/-
R.C. Garg
Director
DIN 03346742**

Sd/-

**Shital Gurav
Company Secretary
Membership No. A73942**

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 30-05-2024.

2. Material Accounting Policy Information

Pursuant to the Companies (Indian Accounting Standards) Amendment Rules, 2023 effective 01-04-2023, the company is required to disclose 'material accounting policy Information' in lieu of the earlier requirement of disclosing 'significant accounting policies'.

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.

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										
Particulars	GROSS CARRYING AMOUNT				DEPRECIATION / AMORTISATION				NET CARRYING AMOUNT	
	As at 01-04-2023	Additions	Adjustments/ (Deductions)	As at 31-03-2024	Upto 31-03-2023	For the Year	Adjustments/ (Deductions)	Upto 31-03-2024	As at 31-03-2024	As at 31-03-2023
Freehold Land	5,40,800	-	-	5,40,800	-	-	-	-	5,40,800	5,40,800
Buildings	1,21,74,888	8,90,05,561	-	10,11,80,449	48,08,435	30,62,895		78,71,330	9,33,09,119	73,66,453
Plant & Machinery	10,81,05,518	27,66,71,799	(77,97,473)	37,69,79,844	3,43,61,976	1,86,76,828	(11,74,123)	5,18,64,681	32,51,15,163	7,37,43,542
Furniture & Fixtures	91,29,043	1,50,995	-	92,80,038	73,89,531	2,90,050		76,79,581	16,00,457	17,39,512
Equipments	11,79,927	1,12,10,250	-	1,23,90,177	5,49,756	11,69,197		17,18,953	1,06,71,224	6,30,171
Computers	11,96,422	1,56,017	-	13,52,439	9,45,247	1,39,959	-	10,85,206	2,67,233	2,51,175
Vehicles	44,21,892	14,80,180	(26,77,842)	32,24,230	27,89,777	6,18,951	(24,85,619)	9,23,110	23,01,120	16,32,115
Air Conditioners	14,61,564	98,438	-	15,60,001	8,21,726	92,094	-	9,13,820	6,46,181	6,39,838
Electrical Fittings	34,33,684	2,32,82,038	-	2,67,15,722	19,55,473	24,04,177	-	43,59,650	2,23,56,072	14,78,211
Total	14,16,43,738	40,20,55,277	(1,04,75,315)	53,32,23,700	5,36,21,921	2,64,54,151	(36,59,742)	7,64,16,330	45,68,07,370	8,80,21,817
Total Previous Year	13,25,98,938	66,12,175	24,32,625	14,16,43,738	4,42,38,182	89,51,506	4,32,233	5,36,21,921	8,80,21,817	8,83,60,756
Borrowing costs (net of interest income) amounting to Rs. 28, 55,742/- (2023: Rs. Nil/-) is capitalised during the year.										

3.2 Capital Work-in-Progress				
Particulars	As at 01-04-2023	Additions	Capitalisation/ Deductions	As at 31-03-2024
Building	8,01,89,889	-	8,01,89,889	-
Plant & Machinery	12,90,97,387	12,65,826	12,90,97,387	12,65,826
Electical Installation	2,06,01,637	-	2,06,01,637	-
Equipment	74,28,050	-	74,28,050	-
Capital Expenditure pending appropriation	1,63,26,757	-	1,63,26,757	-
Total	25,36,43,720	12,65,826	25,36,43,720	12,65,826
Total Previous Year	78,96,395	25,05,98,844	48,51,520	25,36,43,720
Borrowing costs (net of interest income) amounting to Rs. Nil/(2023: Rs. 54,71,969/-) is included in Capital Expenditure.				

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
Capital work in progress ageing schedule as at 31st March 2023					(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	25,05,98,844	30,44,876	-	-	25,36,43,720
Projects temporarily suspended	-	-	-	-	-
Total	25,05,98,844	30,44,876	-	-	25,36,43,720
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 01-04-2023	Additions	Deductions/ Adjustments	As at 31-03-2024	Upto 31-03-2023	For the year	Deductions/ Adjustments	Upto 31-03-2024	As at 31-03-2024	As at 31-03-2023
Trademark	37,000	-	-	37,000	32,931	4,069	-	37,000	-	4,069
Software Development Charges	-	2,59,200	-	2,59,200	-	48,789	-	48,789	2,10,411	-
Total	37,000	2,59,200	-	2,96,200	32,931	52,858	-	85,789	2,10,411	4,069
Total Previous Year	37,000	-	-	37,000	27,543	5,388	-	32,931	4,069	9,457

3.4 Right of Use assets				
Changes in the carrying value of Right of Use Assets				
Particulars	Land		Building	
	31-03-2024	31-03-2023	31-03-2024	31-03-2023
Balance at the beginning	1,44,99,665	1,44,99,665	4,21,03,041	4,99,28,622
Additions	17,00,095	-	40,77,130	46,75,550
Deletion (cancellation / modification of leases)	-	-	12,44,927	52,50,720
Depreciation	1,73,724	-	83,76,326	72,50,411
Balance at the year end	1,60,26,036	1,44,99,665	3,65,58,918	4,21,03,041
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

	AS AT 31-03-2024		AS AT 31-03-2023		
	<u>Face Value</u>	<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	1,28,750	5,000	57,950
Shree Rajasthan Syntex Ltd	10	32,200	2,25,400	32,200	1,12,700
Dish TV India Ltd	1	5,000	83,850	5,000	64,850
Future Consumer Ltd	6	5,000	3,950	5,000	2,500
HCL Infosystems Ltd	2	1,000	16,890	1,000	12,000
IDFC Ltd	10	10,000	11,06,500	10,000	7,85,000
IDFC First Bank Ltd	10	10,000	7,53,900	10,500	5,77,710
IOL Chemicals & Pharmaceuticals Ltd (*)	10	50	18,075	50	14,147
Jaiprakash Associates Ltd	2	5,000	89,700	5,000	34,700
Mauria Udyog Ltd	1	2,500	21,050	2,500	11,874
Mercator Ltd	1	1,900	1,596	1,900	1,597
Reliance Communications Ltd	5	25,000	45,500	25,000	32,000
Sintex Plastic Technology Ltd	1	250	245	250	498
State Bank of India (*)	1	-	-	10,000	52,37,000
Yes Bank Ltd (*)	2	50,000	11,60,000	50,000	7,52,499
					76,97,023
Unquoted					
Rohit Ferro -Tech Ltd	10	10,000	-	10,000	-
Rei Agro Ltd.	1	20,000	-	20,000	-
			-		-
			36,55,406		76,97,023
Aggregate value of quoted investments (at fair value)			36,55,406		76,97,023
Aggregate market value of quoted investments			36,55,406		76,97,023

(*) Out of these shares, shares amounting to Rs.11,78,075/- (2023 -Rs. 60,31,155/-) are pledged as a margin money with the stock broker.

	AS AT 31-03-2024 Rs.	AS AT 31-03-2023 Rs.
5. OTHER NON-CURRENT FINANCIAL ASSETS		
(Unsecured considered good)		
Security Deposits at amortised costs	31,75,828	29,69,097
Bank Deposits with more than 12 months maturity	24,10,168	15,28,949
Deposits with Financial Institution	3,10,50,000	-
<i>(Pledged against Term Loan from SIDBI)</i>		
Loan to Employees	25,000	-
	3,66,60,996	44,98,046

<u>6.DEFERRED TAX ASSETS/(LIABILITIES) (NET)</u>		
Expenses allowable on payment basis under Tax Laws	11,29,362	5,57,657
Unused Losses	1,23,21,344	5,42,993
Doubtful debts	11,77,854	11,76,688
Lease Liabilities	17,98,074	14,76,233
Mat credit entitlement	42,59,313	42,11,061
	2,06,85,947	79,64,631
<u>Deferred tax Liabilities :</u>		
Timing difference on account of depreciation	1,55,52,673	71,17,821
Changes in FV of Investments	8,831	61,710
Unrealised Gains (ICDS)	-	2,11,535
	1,55,61,505	73,91,066
Net Deferred Tax Assets/(Liabilities)	51,24,443	5,73,565
<u>7. OTHER NON-CURRENT ASSETS</u>		
(Unsecured considered good)		
Deposit with Government Authorities	29,599	29,599
Security Deposits Utility	33,77,030	33,82,355
Capital Advances	58,18,382	23,09,665
Others	25,37,239	28,47,150
	1,17,62,249	85,68,769
<u>8.INCOME TAX ASSETS (net)</u>		
Advance Tax / TDS less provisions	45,78,733	21,76,963
	45,78,733	21,76,963
<u>9. INVENTORIES</u>		
(As taken, valued and certified by the management)		
Raw Materials	2,96,23,120	1,29,56,198
Stores & Spares	3,91,609	6,08,886
Finished Goods	77,31,735	46,79,508
	3,77,46,464	1,82,44,592
<u>10.TRADE RECEIVABLES</u>		
Trade Receivables considered good - Unsecured	2,73,59,467	2,15,95,892
Trade Receivables which have significant increase in Credit Risk	42,33,840	42,29,646
Less : Allowance for credit loss	42,33,840	42,29,646

	-	-
	2,73,59,467	2,15,95,892
Debts due by Companies in which a director is a director.	1,30,400	5,00,786

10.1 Trade Receivables ageing schedule -

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	2,73,06,124	50,939	2,404	-		2,73,59,467
Undisputed Trade receivables (unsecured) - which have significant increase in credit risk						-
Undisputed Trade receivables (unsecured) - credit impaired					42,33,840	42,33,840
Disputed Trade receivables (unsecured) - considered good						-
Disputed Trade receivables (unsecured) - which have significant increase in credit risk						-
Disputed Trade receivables (unsecured) - credit impaired						-
Total :-	2,73,06,124	50,939	2,404	-	42,33,840	3,15,93,307
Less : Allowance for credit loss					42,33,840	42,33,840

Total :-	2,73,06,124	50,939	2,404	-	-	2,73,59,467
	Outstanding for following periods from due date of payment - As at 31-03-2023					
Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables (unsecured) - considered good	2,15,70,515	12,585	12,792	-	-	2,15,95,892
Undisputed Trade receivables (unsecured) - which have significant increase in credit risk						
Undisputed Trade receivables (unsecured) - credit impaired	-	-	2,62,233	3,94,502	35,72,911	42,29,646
Disputed Trade receivables (unsecured) - considered good						-
Disputed Trade receivables (unsecured) - which have significant increase in credit risk						
Disputed Trade receivables (unsecured) - credit impaired						-
Total :-	2,15,70,515	12,585	2,75,025	3,94,502	35,72,911	2,58,25,538
Less : Allowance for credit loss			2,62,233	3,94,502	35,72,911	42,29,646
Total :-	2,15,70,515	12,585	12,792	-	-	2,15,95,892

<u>11.CASH & CASH EQUIVALENTS</u>	AS AT 31-03-2024 Rs	AS AT 31-03-2023 Rs
Balances with banks		
-in current accounts	19,80,671	52,26,008
Cash on hand	10,75,360	8,17,115
Bank deposits with less than 3 months maturity	1,49,000	3,50,64,051
	32,05,031	4,11,07,173
<u>12.OTHER BANK BALANCES</u>		
Bank deposits with maturity of more than 3 months but less than 12 months	6,51,67,355	5,07,60,688
	6,51,67,355	5,07,60,688

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	2,15,000	30,000
Interest Accrued on Fixed Deposits	27,83,956	4,32,166
	30,18,956	4,82,166
<u>14.OTHER CURRENT ASSETS :</u>		
Unsecured, Considered Good		
Balances with Govt. Authorities	1,71,56,763	1,80,52,287
Advances to vendors	50,56,500	4,52,792
Prepaid Expenses	11,90,528	2,51,203
Others	46,19,159	98,43,536
	2,80,22,951	2,85,99,818
<u>15.EQUITY SHARE CAPITAL</u>		
<u>i)AUTHORISED :</u>		
2,00,00,000 (2,00,00,000) Equity Shares of Rs. 10/- (Rs.10/-) each	20,00,00,000	20,00,00,000
	20,00,00,000	20,00,00,000
<u>ii) ISSUED, SUBSCRIBED AND FULLY PAID</u>		
1,69,37,263 (1,69,37,263,) Equity Shares of Rs.10/- each	16,93,72,630	16,93,72,630
	16,93,72,630	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
Equity Shares of Rs.10/- each at the end of the year	1,69,37,263	1,69,37,263
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>
Jayesh R. Mehta	43,92,091	25.93%
Amita J. Mehta	10,52,021	6.21%
Mangal Keshav Capital Ltd	19,99,146	11.80%
	-	0.00%
<u>(vi)The details of Shareholding of Promoters -</u>		
Shares held by promoters at the end of the year	As at 31-03-2024	
Name of Promoter	No.of Shares	% of total shares
Jayesh R. Mehta	43,92,091	25.93%
Amita J. Mehta	10,52,021	6.21%
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%
Shares held by promoters at the end of the year	As at 31-03-2023	
Name of Promoter	No. of Shares	% of total shares
Jayesh R. Mehta	43,92,091	25.93%
Amita J. Mehta	10,52,021	6.21%
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%
<u>16.OTHER EQUITY</u>		
<u>i)Reserves & Surplus</u>	AS AT 31-03-2024 Rs	AS AT 31-03-2023 Rs
a)Securities Premium		
Balance as per Last Balance Sheet	5,08,31,403	5,08,31,403
	5,08,31,403	5,08,31,403

b) Retained Earnings		
Opening Balance	6,66,30,213	4,37,03,900
Add : (Loss)/Profit for the year	(1,05,69,110)	2,30,36,519
Add : Transferred from other Comprehensive Income	33,408	(1,10,206)
Closing Balance	5,60,94,511	6,66,30,213
ii) Other Comprehensive Income		
Opening Balance	-	-
Add/(Less) : Remeasurement of defined benefit plans	33,408	(1,10,206)
Add/(Less) : Transferred to Retained Earnings	(33,408)	1,10,206
Closing Balance	-	-
	10,69,25,914	11,74,61,616
17. NON-CURRENT BORROWINGS		
<u>Secured :</u>		
From Bank	9,21,10,938	5,86,87,533
From Financial Institution	7,54,66,014	-
<u>Unsecured :</u>		
From Related parties (Refer Note No. 47)	8,38,37,081	6,18,03,751
	25,14,14,033	12,04,91,284

17.1. (i) 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)	9,21,10,939	1,90,57,436	70	2.60% above Repo rate i.e presently 9.10% p.a.	31-12-2029	Primary: Exclusive Hypothecation charge on entire exiting 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		9,21,10,939	1,90,57,436				
(II) From Financial Institution :								
	SIDBI	Term Loan for Malegaon Project	5,76,20,644	1,24,99,200	66	1.6% above Repo rate i.e 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	1,78,45,370	63,36,000	54	1.5% above Repo rate i.e 8% 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		7,54,66,014	1,88,35,200				
	Total		16,75,76,953	3,78,92,636				

17.1. (ii) Disclosure in respect of Secured Loans: 31.03.2023

Sr. No.	Particulars of Lender	Nature of Loan	Principal Outstanding		No of outstanding instalments	Interest Rate	End Date	Nature of Security
			Non-Current	Current				
(I)	From Banks :							
	ICICI Bank Ltd	Term Loan for Malegaon Project	5,86,87,533	43,79,659	72	4.25% above Repo rate i.e 10.75% p.a.	31-12-2029	Mortgage of immoveable Fixed Assets such as Plot of Land in Malegaon & Daman, Office Premises in Mumbai and hypothecation of capital assets at Malegaon, pledge of bank fixed deposits and assignment of Life Insurance Policies as well as personal guarnatees of director and his relatives.
	Sub Total		5,86,87,533	43,79,659				

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

<u>Rate of Interest</u>	<u>0-1 year</u>	<u>1-2 year</u>	<u>2-3 year</u>	<u>Beyond 3 years</u>	<u>Total</u>
9.10%	1,90,57,436	1,90,57,436	1,90,57,436	5,39,96,067	11,11,68,375
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	20,54,69,589

17.2. (i) 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	77,50,000	-	7.00%	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
		Inter Corporate Deposit	85,00,000	-	9.00%	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			

17.2 (ii) Disclosure in respect of Unsecured Loans : 31-03-2023

Sr. No.	Particulars of Lender	Nature of Loan	Principal Outstanding		Interest Rate		End Date
			<u>Non-Current</u>	<u>Current</u>			
(i)	From Corporates :						
	Mangal Keshav Capital Ltd	Inter Corporate Deposit	87,50,000	-	7.00%	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
	Sub Total		87,50,000	-			
(ii)	From Director :						
	A.J. Mehta (discounted)	Loan	5,30,53,751	-	Nil	Repayable at the end of 6 years	31-03-2029
	J.R. Mehta	Loan	-	2,94,57,500	Nil	Repayable on demand	
	Sub Total		5,30,53,751	2,94,57,500			
	Total		6,18,03,751	2,94,57,500			

<u>18. NON- CURRENT LEASE LIABILITIES</u>		
Lease Liabilities	3,10,43,883	3,67,56,974
	3,10,43,883	3,67,56,974
(a) The following is the movement in lease liabilities during the year ended March 31, 2024		
Balance as at beginning	4,24,87,804	4,77,20,784
Additions	31,37,973	42,69,233
Deletions(on cancellation of leases)	(12,85,090)	(47,49,817)
Finance cost accrued during the period	27,36,305	29,64,108
Payment of lease liabilities	(93,79,563)	(77,16,505)
Balance at the end	3,76,97,430	4,24,87,804
Rental expenses recorded for short-term operating leases was Rs.6,31,968/- for the year ended 31st March, 2024 (2023 :Rs.1,80,000/-)		
(b) Maturity analysis of lease liabilities		
Maturity analysis – contractual undiscounted cash flows		
Less than one year	89,05,461	83,27,647
One to five years	2,38,49,663	2,23,82,932
More than five years	1,68,90,390	2,62,92,090
Total undiscounted lease liabilities at 31 March	4,96,45,514	5,70,02,668
Lease liabilities included in the statement of financial position at 31 March	3,76,97,430	4,24,87,804
Current	66,53,547	57,30,830
Non-Current	3,10,43,883	3,67,56,974
(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>19. OTHER NON- CURRENT LIABILITIES</u>		
Security Deposits (at amortised cost)	3,37,090	3,15,147
	3,37,090	3,15,147
<u>20. PROVISIONS</u>		
For Gratuity	3,81,707	3,39,295
	3,81,707	3,39,295
<u>21. SHORT TERM BORROWINGS</u>		
<u>Secured :</u>		
Working Capital borrowings	5,44,94,887	1,79,09,394
<u>Unsecured :</u>		
From Related Party	26,07,500	2,94,57,500
<u>Current Maturity of Secured Long-term borrowings :</u>		

From Banks	1,90,57,436	43,79,659
From Financial Institution	1,88,35,200	-
	9,49,95,023	5,17,46,553

21.1 i) 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 1.6% above Repo Rate. The Current Repo Rate being 6.5%, the current effective rate of interest is 8.10% per annum.	Primary: Hypothecation charge on entire exiting 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 : 31-03-2023

Sr. Nos.	Particulars of Lenders	Nature of Loan	Terms of Repayment	Interest Type	Nature of Security
From Banks :					
i)	ICICI Bank Ltd	Working Capital Borrowings - Cash Credit	Sanctioned for period of one year and renewal on yearly basis	Rate of interest is 4.25% above Repo Rate. The Current Repo Rate being 6.5%, the current effective rate of interest is 10.75% per annum.	Primary: Exclusive Hypothecation charge on entire exiting and future receivables, current assets, movable assets and Personal Guarantee of Director & relative of Director.
ii)	ICICI 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)	66,53,547	57,30,830
	66,53,547	57,30,830
23. TRADE PAYABLES		
Total outstanding dues of micro enterprises & small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises & small enterprises	3,75,91,678	2,70,63,738
	3,75,91,678	2,70,63,738
(Refer note no. 44 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 31-03-2024				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
ii	Disputed	-	-	-	-	-
i.	Dues - MSME	-	-	-	-	-
i	Disputed	-	-	-	-	-
v.	Dues - Others	-	-	-	-	-
	Total :-	3,75,90,195	1,470	-	-	3,75,91,665
Outstanding for following periods from due date of payment - As at 31-03-2023						
	Particulars	Outstanding for following periods from due date of payment - As at 31-03-2023				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
ii	Disputed	-	-	-	-	-
i.	Dues - MSME	-	-	-	-	-
i	Disputed	-	-	-	-	-
v.	Dues - Others	-	-	-	-	-
	Total :-	2,59,60,002	-	11,03,736	-	2,70,63,738

<u>24.OTHER CURRENT FINANCIAL LIABILITIES</u>		
Creditors for capital goods	2,60,34,178	4,72,07,737
Interest accrued but not due	5,24,415	-
	2,65,58,593	4,72,07,737
<u>25.OTHER CURRENT LIABILITIES</u>		
Advances received from customers	58,71,618	11,40,593
Statutory Dues payable	59,94,658	24,28,200
Others	36,189	59,045
	1,19,02,465	36,27,838
<u>26. CURRENT TAX LIABILITIES</u>		
Income-tax Liabilities	-	24,63,368
	-	24,63,368
<u>27.REVENUE FROM OPERATIONS</u>		
Sales of Products	1,80,61,21,344	57,16,38,960
Sales of Services	4,11,68,081	2,46,87,699
Other Operating revenue	51,431	-
	1,84,73,40,856	59,63,26,659
<u>i).PARTICULARS OF SALE OF PRODUCTS</u>		
Textile Goods	12,01,14,118	12,07,66,069
Plastic Moulded Goods	2,25,64,010	1,70,76,707
Technical Textile Goods	20,54,075	-
Tools	1,65,63,88,958	43,37,96,184
Cables	50,00,184	-
	1,80,61,21,344	57,16,38,960
<u>ii).PARTICULARS OF SALE OF SERVICES</u>		
Jobwork services - Plastic Moulded Goods	2,41,77,973	2,21,67,199
Jobwork services - Technical Textile Goods	1,32,69,194	
Consultancy & Service Charges	37,20,914	3,20,500
Commission Income	-	22,00,000
	4,11,68,081	2,46,87,699
<u>iii).OTHER OPERATING REVENUE</u>		
Sale of Other items	51,431	-
	51,431	-
<u>28.OTHER INCOME :</u>		

Interest Income :		
on Bank Fixed Deposits	58,93,949	42,10,072
on Income tax refund	2,17,776	39,400
on unwinding	2,06,731	1,80,657
on Others	2,48,721	86,857
Profit on sale of Property, Plant & Equipment & Capital Work-in-progress (Net)	18,25,965	21,84,374
Changes in FV of Equity Instruments through P&L	12,22,892	3,05,984
Foreign Exchange gains - (Net)	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	1,13,250	1,91,180
Cancellation of lease	40,163	-
Rental Income	23,66,735	7,09,845
Subsidy from State Government	-	63,27,333
Miscellaneous Income	18,61,948	9,73,500
Sundry Balances Written off	13,17,933	9,15,090
Discounting of Financial Liability	43,05,207	2,61,08,721
	2,50,03,862	4,22,33,013
<u>29.COST OF MATERIALS CONSUMED</u>		
Opening Stock	1,29,56,198	75,51,987
Add :- Purchases	12,56,25,283	9,57,10,226
Less :- Closing Stock (including goods-in-transit)	2,96,23,120	1,29,56,198
	10,89,58,361	9,03,06,015
<u>i).PARTICULARS OF MATERIALS CONSUMED</u>		
<u>Indigenous Materials</u>		
Yarn	8,09,92,727	7,71,40,808
PP	1,67,71,554	1,31,65,207
Technical Textiles	40,99,238	-
<u>Imported</u>	70,94,843	-
	10,89,58,361	9,03,06,015
<u>30.PARTICULARS OF PURCHASES OF STOCK-IN-TRADE</u>		
Tools - Local	1,60,66,97,333	42,07,82,320
Cables - Local	48,18,542	-
	1,61,15,15,875	42,07,82,320

<u>31.CHANGES IN INVENTORIES OF FINISHED GOODS & STOCK-IN-TRADE</u>		
Opening Stock :		
Stock-in-trade	-	38,698
Finished Goods	46,79,508	37,82,632
	46,79,508	38,21,330
Closing Stock :		
Stock-in-trade	-	-
Finished Goods	77,31,735	46,79,508
	77,31,735	46,79,508
	(30,52,227)	(8,58,178)
<u>32.MANUFACTURING EXPENSES</u>		
Stores, Spares and Packing Materials	54,75,578	46,37,590
Labour & Processing Charges	59,43,568	20,96,271
Power & Fuel	2,25,03,943	1,43,55,576
Transportation Charges	15,41,949	8,02,651
Other Manufacturing Expenses	63,25,643	28,45,327
	4,17,90,680	2,47,37,415
<u>33.EMPLOYEE BENEFITS EXPENSES</u>		
Salaries, Wages, Bonus etc.	5,14,34,961	3,98,14,252
Contribution to Provident Fund and other funds	20,35,399	15,86,936
Employees Welfare Expenses	7,96,545	11,16,430
	5,42,66,905	4,25,17,618
<u>34.FINANCE COSTS</u>		
Interest Expenses	1,89,94,494	12,28,849
Interest on Lease Liabilities	27,36,305	29,64,108
Interest on Financial Liability	38,60,480	9,21,188
Other Borrowing Costs	4,50,541	-
	2,60,41,820	51,14,144
<u>35.ADMINISTRATIVE & OTHER EXPENSES</u>		
Bank Charges	72,489	42,339
Clearing, Forwarding & Freight	8,65,812	6,19,050
Commission & Brokerage	1,27,960	18,040
Travelling & Conveyance	28,69,454	9,03,299
Telephone, Postage & Telegram	2,90,569	2,21,341
Sampling, Sales Promotion & Advertisement	1,22,988	3,26,757
Insurance	8,29,113	2,36,243

Legal & Professional Charges	27,03,792	9,71,430
Rent	8,69,383	4,03,029
Rates & taxes	2,11,000	1,15,000
Repairs - Others	3,67,938	12,92,286
General Expenses	28,77,229	21,16,255
Payment to Auditors	2,55,500	3,05,500
Securities Transaction Tax	21,120	-
Preliminary Expenses Written off	1,07,440	-
Loss on Assets discarded	-	90,218
Allowance for bad & doubtful debts	4,194	8,90,648
Loss from dealing in Securities Derivatives	-	38,11,318
Foreign Exchange Loss - (Net)	-	38,17,943
Cancellation /modification of lease	-	5,00,802
	1,25,95,983	1,66,81,497

	2023-24 Rs.	2022-23 Rs.
36. TAX EXPENSE		
(a) Income tax		
Tax on profits for the year	-	40,16,758
Tax for prior periods	2,98,713	1,12,110
Recognised in Other Comprehensive Income	-	(42,476)
Total income tax	2,98,713	40,86,392
(b) Deferred tax		
Decrease / (Increase) in deferred tax assets	(1,27,21,316)	(34,05,145)
(Decrease) / Increase in deferred tax liabilities	81,70,439	(6,88,706)
Total deferred tax expense/(benefit)	(45,50,878)	(40,93,851)
Total tax expense	(42,52,165)	(7,459)
(c) Reconciliation of tax expense and the accounting profit multiplied by tax rate:		
Profit before income tax expenses	(1,48,21,276)	2,30,71,535
Tax at the rate of 27.82% (2023 - 27.82%)	(41,23,279)	64,18,501
Tax effect of amounts which are not deductible :	12,58,518	8,10,797
Tax effect of amounts which are not taxable :	(12,81,060)	(73,75,143)
Differential tax on capital gains/changes in FV of Investments	(2,35,696)	(92,565)
Tax effect on Adjustment related to Rental Income :	(1,81,073)	(54,435)
Tax effect on actuarial gain/(loss) on defined benefit plan	9,294	42,476
Tax adjustments for prior periods/changes in tax rates	3,01,131	2,42,910
Total tax expenses	(42,52,165)	(7,459)

37. Earnings per Share :- Basic and Diluted (annualised)		
a) Profit after tax	(1,05,69,110)	2,30,36,519
	1,69,32,763	1,61,52,605
b) Weighted Average Number of Equity shares outstanding		
c) The nominal value per Equity Share	10	10
d) Earnings per Share –Basic & Diluted	(0.62)	1.43

38. FAIR VALUE MEASUREMENTS**(a) Financial instruments by category.**

	As at 31-03-2024		As at 31-03-2023	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial Assets				
Investment				
Equity instrument	36,55,406		76,97,025	
Trade receivables		2,73,59,467		2,15,95,892
Bank Deposits		24,10,168		15,28,949
Deposits with Financial Institution		3,10,50,000		-
Cash & Cash Equivalents		32,05,031		4,11,07,173
Other Bank balances		6,51,67,355		5,07,60,688
Security Deposits		31,95,828		29,89,097
Other Receivables		30,23,956		4,62,166
Total Financial Assets	36,55,406	13,54,11,804	76,97,025	11,84,43,966
Financial Liabilities				
Borrowings		34,64,09,057		17,22,37,837
Trade payables		3,75,91,678		2,70,63,738
Creditors for capital goods		2,60,28,238		4,72,07,737
Lease Liabilities		3,76,97,430		4,24,87,803
Security Deposits		3,37,090		3,15,147
Others		5,24,415		-
Total Financial Liability	-	44,85,87,895	-	28,93,12,263

(b) Financial Assets and Liabilities measured at fair value - recurring fair value measurements.						
	As at 31-03-2024			As at 31-03-2023		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets						
Financial instrument at FVTPL	36,55,406	-	-	76,97,025	-	-
Total Financial Assets	36,55,406	-	-	76,97,025	-	-

(c) Fair value hierarchy.					
(i) 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
Financial Assets					
Equity instruments measured at FVTPL	31-03-2024	36,55,406	-	-	36,55,406
Financial Assets at amortised cost					
Trade Receivables	31-03-2024		2,73,59,467		2,73,59,467
Bank Deposits	31-03-2024		24,10,168		24,10,168
Deposits with Financial Institutions	31-03-2024		3,10,50,000		3,10,50,000
Cash & Cash Equivalents	31-03-2024		32,05,031		32,05,031
Other Bank Balances	31-03-2024		6,51,67,355		6,51,67,355
Security Deposits	31-03-2024		31,95,828		31,95,828
Other Receivables	31-03-2024		30,23,956		30,23,956
Financial Liabilities at amortised cost					
Trade payable	31-03-2024		3,75,91,678		3,75,91,678
Creditors for capital expenditure	31-03-2024		2,60,34,178		2,60,34,178
Other Financial liabilities					

Borrowings	31-03-2024		34,64,09,057		34,64,09,057
Lease Liabilities	31-03-2024		3,76,97,430		3,76,97,430
Security Deposits	31-03-2024		3,37,090		3,37,090
Others	31-03-2024		5,24,415		5,24,415
(ii) Quantitative disclosures of fair value measurement hierarchy for assets and liabilities as at 31-03-2023:					
	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	31-03-2023	76,97,025	-	-	76,97,025
<u>Financial Assets at amortised cost</u>					
Trade Receivables	31-03-2023		2,15,95,892		2,15,95,892
Bank Deposits	31-03-2023		15,28,949		15,28,949
Cash & Cash Equivalents	31-03-2023		4,11,07,173		4,11,07,173
Other Bank Balances	31-03-2023		5,07,60,688		5,07,60,688
Security Deposits	31-03-2023		29,89,097		29,89,097
Other Receivables	31-03-2023		4,62,166		4,62,166
<u>Financial Liabilities at amortised cost</u>					
Trade payable	31-03-2023		2,70,63,738		2,70,63,738
Creditors for capital expenditure	31-03-2023		4,72,07,737		4,72,07,737
<u>Other Financial liabilities</u>					
Borrowings	31-03-2023		17,22,37,837		17,22,37,837
Lease Liabilities	31-03-2023		4,24,87,803		4,24,87,803
Others	31-03-2023		3,15,147		3,15,147

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.

39 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. 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 :

	31-03-2024	31-03-2023	31-03-2024	31-03-2023	31-03-2024	31-03-2023
Currency	Asset	Asset	Liability	Liability	Net Receivable/ Payable	Net Receivable/ Payable
	Receivable	Receivable	Payable	Payable	Payable	Payable
Euro	-	-	-	4,93,60,96	-	(4,93,60,961)
USD	4,16,914	-	27,93,824	-	(23,76,910)	-
Exposure to foreign currency risk	4,16,914	-	27,93,824	4,93,60,961	(23,76,910)	(4,93,60,961)

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, 2024	March 31, 2023

		-
EURO sensitivity		
INR/EURO Increases by 5%	-	(24,68,048)
INR/EURO Decreases by 5%	-	24,68,048
USD sensitivity		
INR/USD Increases by 5%	(1,18,846)	-
INR/USD Decreases by 5%	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:

	<u>31-03-2024</u>	<u>31-03-2023</u>
Fixed rate borrowings - OD / unsecured loan	4,01,44,795	2,66,59,394
Floating rate borrowings - TL /CC	23,60,69,681	6,30,67,192
Total borrowings	27,62,14,476	8,97,26,586

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.

	<u>Impact on profit Increase/(Decrease)</u>	
	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Price sensitivity		
Investment value Increases by 5%	1,82,770	3,84,851
Investment value Decreases by 5%	(1,82,770)	(3,84,851)

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.

C. 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
31-03-2024				
Non-derivatives				
Borrowings	9,49,95,023	17,11,41,47	8,02,72,555	34,64,09,057
Trade Payables	3,75,91,678	-	-	3,75,91,678
Lease Liabilities	66,53,547	1,59,95,916	1,50,47,967	3,76,97,430
Creditors for capital goods	2,60,34,178	-	-	2,60,34,178
Security Deposit	3,37,090	-	-	3,37,090
Others	5,24,415	-	-	5,24,415
	16,61,35,933	18,71,37,39	9,53,20,522	44,85,93,848
31-03-2023				
Non-derivatives				
Borrowings	5,17,46,553	87,50,000	11,17,41,284	17,22,37,837
Trade Payables	2,70,63,738	-	-	2,70,63,738
Lease Liabilities	57,30,830	1,48,41,806	2,19,15,169	4,24,87,805
Creditors for capital goods	4,72,07,737	-	-	4,72,07,737
Other Financial Liabilities	3,15,147	-	-	3,15,147
	13,20,64,005	2,35,91,806	13,36,56,453	28,93,12,264

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

	March 31, 2024	March 31, 2023
Particulars	(Rs)	(Rs)
Kotak Mahindra Bank Ltd	1,85,81,875	-
ICICI Bank Ltd	-	12,70,23,414
SIDBI	50,32,386	-
	2,36,14,261	12,70,23,414

40. 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:		
	31-03-2024	31-03-2023
Debt (A)	34,64,09,057	17,22,37,837
Equity (B)	27,62,98,544	28,68,34,246
Debt/Equity (A/B)	1.25	0.60

41.	<u>Lease</u>		
(i)	Amounts recognised in statement of profit or loss		
			Rupees
	Particulars	2023-24	2022-23
	<u>Debited to Statement of Profit & Loss</u>		
	Interest on lease liabilities	27,36,305	29,64,108
	Expenses relating to short-term leases	6,31,968	1,80,000
	Depreciation on Right of Use Assets	85,50,050	72,50,411
	Cancellation/modification of lease	-	5,00,802
	<u>Credited to Statement of Profit & Loss</u>		

	Rental income from operating lease	23,66,735	7,09,845
	Cancellation of lease	40,163	-
(ii)	Amounts recognised in the statement of cash flows		
			Rupees
	Particulars	2023-24	2022-23
	Total cash outflow for payment of lease liabilities	93,79,563	77,16,505
	Total cash outflow for payment for Right of Use assets	26,39,252	4,06,317

42. Capital Commitments.

Particulars	As at	As at
	31-03-2024	31-03-2023
Capital Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)	60,27,151	4,11,06,067

43	<u>Movement in Deferred Tax Assets /(Liability)</u>							
	Particulars	As on 31-03-2022	Charge/(Credit) to Statement of P&L	Charge/(Credit) to OCI	As on 31-03-2023	Charge/(Credit) to Statement of P&L	Charge/(Credit) to OCI	As on 31-03-2024
			2022-23	2022-23		2023-24	2023-24	
	<u>Deferred Tax Assets –</u>							
	Expenses allowable on payment basis under Tax Laws	2,48,696	3,08,961	-	5,57,657	5,71,704	-	11,29,362
	Unabsorbed Depreciation	-	-	-	-	1,23,05,278	-	1,23,05,278
	Unused losses	5,42,993	-	-	5,42,993	(5,26,927)	-	16,066
	Doubtful debts	9,28,909	2,47,779	-	11,76,688	1,167	-	11,77,854
	Lease Liabilities	12,42,216	2,34,017	-	14,76,233	3,21,842	-	17,98,074
	Mat credit entitlement	15,96,672	26,14,389	-	42,11,061	48,252	-	42,59,313
		45,59,486	34,05,145	-	79,64,631	1,27,21,316	-	2,06,85,947
	<u>Deferred Tax Liability –</u>							

	Timing difference on account of depreciation	75,76,068	(4,58,247)	-	71,17,821	84,34,852	-	1,55,52,673
	Changes in FV of Investments	1,63,234	(1,01,524)	-	61,710	(52,879)	-	8,831
	Unrealised Gain (ICDS)	3,40,470	(1,28,935)	-	2,11,535	(2,11,535)	-	-
		80,79,772	(6,88,706)	-	73,91,066	81,70,439	-	1,55,61,505
	Net Deferred Tax Assets/(Liability)	(35,20,286)	40,93,851	-	5,73,565	45,50,878	-	51,24,443

44. 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 :-

	31-3-2024	31-3-2023
i) Principal amount remaining unpaid on	Nil	Nil
ii) Interest due thereon as on	Nil	Nil
iii) Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, alongwith 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	Nil	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

45. 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.18,77,492/- (Previous year Rs. 15,10,356/-) 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. 5,97,177/- (Previous year Rs.5,02,692/-) 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.3,62,821/- (Previous year Rs.2,26,890/-) 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 –

	2023-24 (Rs.)	2022-23 (Rs.)
- Contribution to Provident Fund	5,48,006	4,29,066
- Contribution to Pension Scheme	9,97,798	8,30,204

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	31-03-2024	31-03-2023
	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.	4,11,008	3,47,760
	Interest cost	30,662	24,343
	Current Service Cost	16,034	13,867
	Benefits Paid	Nil	(1,27,644)
	Actuarial (gain)/ loss on obligations	(10,652)	1,52,682
	Present Value of Obligations as at Year end	4,47,052	4,11,008
3.	Changes in the Fair Value of Plan Assets		
	Fair value of plan assets at beginning of year	9,04,616	9,67,631
	Expected return on plan assets	69,452	64,629
	Contributions	1536	NIL
	Benefits Paid	NIL	(1,27,644)
	Actuarial gain/(loss) on Plan assets	NIL	NIL
	Fair Value of Plan Assets at Year end	9,75,604	9,04,616
4.	Fair value of Plan Assets		
	Fair value of plan assets at beginning of year	9,04,616	9,67,631
	Actual return on plan assets	69,452	64,629
	Contributions	1536	NIL
	Benefits Paid	NIL	
	Fair value of plan assets at the end of year	9,75,604	(1,27,644)
	Funded status	5,28,552	9,04,616
	Excess of Actual over estimated return on plan assets	Nil	4,93,608
	Actual rate of return = Estimated rate of return as ARD falls on 31st March)		Nil
5.	Actuarial Gain/Loss recognized		
	Actuarial (gain)/ loss on obligations	(10,652)	1,52,682
	Actuarial (gain)/ loss for the year - plan assets	NIL	NIL
	Total (gain)/ loss for the year	(10,652)	1,52,682
	Actuarial (gain)/ loss recognized in the year	(10,652)	1,52,682
6.	Amounts Recognized in the Balance Sheet		
	Present value of obligations as at the end of year	4,47,052	4,11,008
	Fair value of plan assets as at the end of the year	9,75,604	9,04,616
	Funded status	5,28,552	4,93,608
	Net asset/(liability) recognized in balance sheet	5,28,552	4,93,608
7.	Expenses Recognised in the Profit and Loss Account		
	Current Service cost	16,034	13,867
	Interest Cost	30,662	24,343

Expected return on plan assets	(69,452)	(64,629)
Net Actuarial (gain)/ loss recognized in the year	(10,652)	1,52,682
Expenses recognised in statement of Profit and loss Account	(33,408)	1,26,263

46. 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
		31-03-2024	31-03-2023
1	Segment Revenue		
a.	Textile Division	12,01,14,118	12,29,66,069
b.	Plastic Division	4,67,40,983	3,95,64,407
c.	Trading Division	1,66,13,89,142	43,37,96,184
d.	Technical Textiles Division	1,90,96,613	Nil
	Total	1,84,73,40,856	59,63,26,659
	Less : Inter Segment Revenue	-	-
	Net Sales/Income from Operations	1,84,73,40,856	59,63,26,659
2	Segment Results		
	Profit/(loss) before tax and Interest		
a.	Textile Division	(4,13,733)	18,76,545
b.	Plastic Division	(1,45,40,402)	(17,70,170)
c.	Trading Division	5,00,37,938	1,23,18,143
d.	Technical Textiles Division	(5,48,07,082)	(39,25,827)
	Total	(1,97,23,279)	84,98,691
	Less : (i) Interest	8,06,849	21,07,915
	(ii) (Profit)/Loss from dealings in securities derivatives	31,04,463	38,11,318
	(iii) Other un-allocable expenditure net off un-allocable income	26,04,389	(2,04,92,077)
	Total (Loss)/Profit Before Tax	(1,48,21,276)	2,30,71,535
3	Capital Employed		
	Segment Assets		
a.	Textile Division	4,29,20,358	7,09,18,797
b.	Plastic Division	10,30,47,728	11,98,09,892
c.	Trading Division	2,64,94,077	5,09,957
d.	Technical Textiles Division	51,19,48,817	33,14,38,207

c.	Unallocable	5,27,59,631	5,99,00,156
	Total Segment Assets	73,71,70,611	58,25,77,009
	Segment Liabilities		
a.	Textile Division	78,09,066	2,35,98,751
b.	Plastic Division	5,73,30,574	4,05,81,429
c.	Trading Division	2,62,93,828	11,03,736
d.	Technical Textiles Division	34,07,83,232	20,24,35,040
c.	Unallocable	2,86,55,366	2,80,23,809
	Total Segment Liabilities	46,08,72,067	29,57,42,765
	Total Capital Employed in the Company	27,62,98,544	28,68,34,244

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	
	2023-24	2022-23
Trading Division	1,60,02,13,055	43,37,96,184

47. 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 (w.e.f. 29-12-2023)

b) Key Management Personnel:

- i. Mr. Jayesh R.Mehta – Managing Director
- ii. Mr. Shailesh P. Sankav – Chief Financial Officer
- iii. Ms. Kirti Pathak - Company Secretary & Compliance Officer till 15-2-2024
- iv. Ms. Shital Gurav - Company Secretary & Compliance Officer w.e.f 22-05-2024

c) Other related parties:

- i) Mrs. Amita J.Mehta – Non- Executive Director
- ii) Dr. Bharat Bhatia – Independent Director
- iii) Mr. R.C. Garg – Independent Director
- iv) Ms. Sharmila H. Amin – Independent Director
- v) Mrs. Manasi Dave – Independent Director

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>	
	31-03-2024	31-03-2023	31-03-2024	31-03-2023	31-03-2024	31-03-2023
<u>Purchase of capital assets</u>						
Chandni Machines Ltd.					1,69,76,000	25,000
<u>Payment of Lease Liability</u>						
Chandni Machines Ltd.					-	5,28,589
<u>Interest Paid</u>						
<u>Chandni Machines Ltd</u>					11,92,780	Nil
<u>Rent Received</u>						
Humans of Bombay Stories Private Limited					15,60,000	6,16,450
Chandni Machines Ltd.					19,45,827	10,57,371
<u>Director Remuneration</u>						
Mr.J.R.Mehta	12,00,000	12,00,000				
<u>Salary & Bonus</u>						
Mr. Shailesh Sankav	8,51,500	7,93,000				
Ms. Ms. Kirti Pathak	1,65,000	1,80,000				
<u>Director Sitting Fees</u>						

Mrs. A.J. Mehta			20,000	20,000		
Dr. Bharat Bhatia			40,000	40,000		
Mr. R.C. Garg			40,000	40,000		
Ms. Sharmila H. Amin			20,000	20,000		
Ms. Manasi Dave			40,000	40,000		
<u>Loan Received</u>						
Mangal Keshav Capital Ltd.					15,00,000	Nil
Chandni Machines Ltd					3,56,42,880	Nil
Mr. J. R. Mehta (undiscounted)	Nil	2,01,00,000				
Mrs. A.J. Mehta (undiscounted)			Nil	7,82,50,000		
<u>Loan Repaid</u>						
Mangal Keshav Capital Ltd.					25,00,000	Nil
Chandni Machines Ltd					2,71,42,880	Nil
Mr. J. R. Mehta	1,18,50,000	10,00,000				
<u>Outstanding at the year end:-</u>						
<u>i. Trade Receivable</u>						
Chandni Machines Ltd					Nil	3,60,392
Humans of Bombay Stories Private Ltd					1,30,400	1,40,400
<u>ii. Trade Payable</u>						
Chandni Machines Ltd					2,00,00,000	Nil
<u>iii. Unsecured Loans</u>						
Mangal Keshav Capital Ltd					77,50,000	Nil
Chandni Machines Ltd					85,00,000	Nil
Mr. J. R. Mehta (undiscounted)	1,76,07,500	2,94,57,500				
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 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 decalared 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:

- i. The company has availed the borrowings from banks on the basis of security of current assets during the year as per details given here 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 Percent age	Reason for difference
June'23	ICICI Bank	Entire current assets along with other working capital.	968.77	951.97	16.80	1.73%	There are no material discrepancies. The minor discrepancies are mainly due to reconciliations and subsequent informations received from factory and clients.
September' 23	ICICI Bank,	Entire current assets along with other working	1,477.56	1,476	1.61	0.11%	

		capital.				
December' 23	ICICI Bank	Entire current assets along with other working capital.	2,289.96	2,259.94	30.02	1.31%
March'24	Kotak Bank	Entire current assets along with other working capital.	651.06	658.85	(7.79)	-1.20%

- ii. The Company has availed overdraft facility from banks against pledge of fixed deposits amounting to Rs.219.80 lacs. The year end balance of overdraft from banks:

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 Percentage	Reason for difference
June'23	ICICI Bank	Entire current assets along with other working capital.	2,90,91,448	2,76,24,723	14,66,725	5.04%	There are no material discrepancies. The minor discrepancies are due to reconciliations and subsequent informations received from factory & clients.
September' 23	ICICI Bank,	Entire current assets along with other working capital.	3,03,99,859	3,03,63,249	36,610	0.12%	

December'23	ICICI Bank	Entire current assets along with other working capital.	3,35,80,247	3,36,22,555	(42,308)	-0.13%
March'24	Kotak Bank	Entire current assets along with other working capital.	3,77,46,464	3,83,33,587	(5,87,123)	-1.56%

xiii. 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	0.926	1.166	-20.63%	Ratio has deteriorated due to increase in current liabilities.
Debt-Equity ratio (in times)	Total debts	Shareholders equity	1.254	0.600	108.79%	Increase in debt to equity ratio is attributable to increased borrowings for financing the new project.
Debt service coverage ratio (in times)	Net Operating Income	Total debt service (Interest + Lease payments)	5.386	5.748	-6.30%	Lower debt service coverage ratio is on account of increased debt.
Return on equity ratio (in %)	Earning for equity shareholder	Average shareholders equity	-0.038	0.084	-144.87%	Net loss has resulted in negative return on equity ratio
Inventory turnover ratio (in times)	Revenue from operations	Average inventory	65.987	40.268	63.87%	Ratio has improved as there is increase in Revenue over previous year
Trade receivable turnover ratio (in times)	Revenue from operations	Average Trade receivable	75.470	30.147	150.34%	Higher net credit sales on the one hand and lower average trade receivables on the other hand reflecting faster collection of dues from debtors is the reason for higher debtor turnover ratio..

Trade payables turnover ratio (in times)	Total purchases	Average Trade payables	53.866	18.261	194.98%	Higher credit purchases on the one hand and lower average trade payable on the other hand indicating quicker payment of dues to creditors is the reason for higher trade payables ratio.
Net capital turnover ratio (in times)	Revenue from operations	Average working capital	377.967	9.039	4081.33%	Ratio has deteriorated due to increase in revenue resulting in higher working capital requirement.
Net profit ratio (in %)	Profit for the year	Revenue from operations	-0.572	3.863	-114.81%	Net loss on account of higher costs contributed to negative net profit ratio
Return on capital employed (in %)	Profit before tax and finance costs	Capital Employed	2.467	6.389	-61.39%	Lower return on capital employed is on account of lower profitability.
Return on investment (in %)	Income generated from invested funds	Average invested funds	23.54	6.59	257.19%	Ratio has improved due to rise in value of securities on the stock exchange

49. Payments to the auditor:

	2023-24	2022-23
Debited to Statement of Profit & Loss		
(i) As Audit Fees	2,55,500	2,55,500
(ii) For Certification work	Nil	50,000
	2,55,500	3,05,500

- 50.** 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 (MOOWR) Scheme ('the Scheme') of the Central Government of India. Under the Scheme, the custom duties on imported capital goods of Rs. 2,13,62,419/- during the year (Previous Year Rs.2,24,50,632/-) and raw materials of Rs. 56,27,506/- during the year (Previous Year Rs.7,81,591/-) 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. 46,18,835/- (Previous Year Rs.7,81,591/-) 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.4,38,13,051/- (Previous Year Rs.2,24,50,632/-) on imported capital goods.

51. Contingent liability:

Contingent Liability on account of deferred custom duties of Rs.4,38,13,051/- on imported capital goods (Previous Year Rs. 2,24,50,632) under MOOWR Scheme (As referred in Note No. 50)

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

R.C. Garg
Director
DIN 03346742

PLACE: MUMBAI
DATE: 30-05-2024

Shailesh Sankav
Chief Financial Officer

Shital Gurav
Company Secretary

NOTICE

Notice is hereby given that 38th Annual General Meeting of the Members of **CANDOUR TECHTEX LIMITED** (formerly known as “Chandni Textiles Engineering Industries Limited”) will be held on Friday, September 27, 2024 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, 2024 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Sharmila Hiralal Amin (DIN: 06770401), who retires by rotation and being eligible offers himself/herself for re-appointment.

SPECIAL BUSINESS:

3. **Revision in terms of remuneration of Mr. Jayesh Ramniklal Mehta, Chairman and Managing Director of the company.**

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

“RESOLVED THAT in partial modification of Resolution No. 3 passed at the Thirty-Seventh Annual General Meeting of the Company held on September 30, 2023 for the re-appointment and terms of remuneration of Mr. Jayesh Ramniklal Mehta (DIN: 00193029), Managing Director of the Company and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), including any statutory modification or re-enactment thereof for the time being in force, read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the members be and is hereby accorded for the revision in the terms of remuneration of Mr. Jayesh Ramniklal Mehta, Managing Director of the Company, by way of increase in the salary scale and overall limit of the benefits, perquisites and allowances payable to Mr. Jayesh Ramniklal Mehta (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to revise his salary not exceeding Rs. 30,00,000/- (Rupees Thirty Lakhs) per annum inclusive of perquisites thereby increasing proportionately, the other allowances and benefits related to the quantum of salary, with effect from 1st April, 2024 for the remainder of the tenure of his existing contract.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

4. Appointment of Mr. Jayesh Bhanushali (DIN: 10765301) 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 Mr. Jayesh Bhanushali (DIN: 10765301), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company with effect from September 03, 2024, and who has submitted a declaration that he 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 03, 2024 up to September 02, 2029.

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.”

5. Appointment of Mr. Zareer Dinshaw Colabavala (DIN: 01835112) 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 Sections 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 Mr. Zareer Dinshaw Colabavala (DIN: 01835112), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company with effect from September 03, 2024, and who has submitted a declaration that he 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, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from September 03, 2024 upto September 02, 2029.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other

applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mr. Zareer Dinshaw Colabavala (DIN: 01835112), who will attain the age of seventy five (75) years in the year 2027, during continuation of his term of office, to continue to be Non-Executive Director of the Company.

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.”

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

Sd/-

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

**Date: August 12, 2024
Place: Mumbai**

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 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 and Circular No. 09/2023 dated September 25, 2023 (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 38th AGM of the Company is being held through VC / OAVM on Friday, 27th September, 2024 at 3.00 p.m. (IST). The deemed venue for the 38th 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 Sharegistry (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 Sharegistry (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 38th 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 2023-24 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 30th August, 2024 (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 compliance@cteil.com mentioning their Folio No./DP ID and Client ID. The Notice convening the 38th AGM and the Annual Report 2023-24 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 20th September, 2024 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 27, 2024. 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

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.

Instructions for remote e-voting (before and during the AGM) and attending the AGM through VC / OAVM are given below:

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 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.

3. 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.
4. 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 AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on September 24, 2024 at 9.00 AM and ends on September 26, 2024 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 20, 2024 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.
Individual Shareholders holding securities in demat mode with NSDL	<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.nsd.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.

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

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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
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@ctel.com , 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 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.
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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders 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 Sharegistry (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:

Mr. Jayesh Ramniklal Mehta was reappointed as the Managing Director (MD) of the Company for a period of 5 years with effect from April 1, 2022 to March 31, 2027 on the terms and conditions and remuneration as approved by the Members at the Thirty-Seventh Annual General Meeting of the Company held on September 30, 2023.

As the salary, benefits, perquisites and allowances of Mr. Jayesh Ramniklal Mehta are expected to exceed the limits earlier approved by the Members in September 2023, it is proposed to revise his salary scale from ` 1,00,000 per month – ` 2,50,000 per month inclusive of other benefits and perquisites, within the overall ceiling prescribed under Section 197 of the Act, with effect from April 1, 2024, for the remaining tenure of his contract up to March 31, 2027.

The Directors have at the Board Meeting held on August 12, 2024, pursuant to the recommendation of the Nomination and Remuneration Committee (NRC), approved the aforesaid revision in the remuneration of Mr. Jayesh Ramniklal Mehta, subject to the approval of the Members at the ensuing Annual General Meeting of the Company. All other terms and conditions of appointment of Mr. Jayesh Ramniklal Mehta would remain unchanged.

The above proposal is in the interest of the Company and none of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Jayesh Ramniklal Mehta & Ms. Amita Jayesh Mehta are in anyway, concerned or interested in the said resolution.

The Board recommends the Resolution as set out at Item No. 3 or approval by the members of the Company.

Item No. 4

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Jayesh Bhanushali (DIN: 10765301), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from September 03, 2024 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, Mr. Jayesh Bhanushali shall hold office upto the date of ensuing Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Bhanushali 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 Mr. Bhanushali that he 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, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he 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 Mr. Jayesh Bhanushali is as follows:

Mr. Jayesh Bhanushali is a postgraduate from the University of Mumbai and a Chartered Accountant aspirant with 5 years of experience in the fields of Taxation, GST, Audit, and Accounting.

The skills and expertise possessed by Mr. Bhanushali are as under:

Accounting, analytical and financial analysis skills. In the opinion of the Board, Mr. Jayesh Bhanushali 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 Mr. Jayesh Bhanushali's 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 Mr. Bhanushali shall be governed by the Nomination and Remuneration Policy.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item 5

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Zareer Dinshaw Colabavala (DIN: 01835112), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from September 03, 2024 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, Mr. Zareer Dinshaw Colabavala shall hold office up to the date of ensuing Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Colabavala is eligible to be appointed as an Independent Director for a term of five consecutive years. The Company has received a declaration from Mr. Colabavala that he 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, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he 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 Mr. Zareer Dinshaw Colabavala is as follows:

Mr. Zareer Dinshaw Colabavala is a qualified Commercial Pilot. And also possess over 35 years of experience in handling Logistics Projects.

The skills and expertise possessed by Mr. Colabavala are as under:

General Management, analytical and Leadership skills. In the opinion of the Board Mr. Zareer Colabavala 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 Mr. Zareer Colabavala's deep understanding of logistics industry and leadership 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 Mr. Bhanushali shall be governed by the Nomination and Remuneration Policy.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

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

Sd/-

**Date: August 12, 2024
Place: Mumbai**

**Jayesh R Mehta
Chairperson & 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	Details
1.	Name of the Director	Ms. Sharmila Hiralal Amin	Mr. Zareer Dinshaw Colabavala	Mr. Jayesh K. Bhanushali
2.	Age	62	72	26
3.	DIN	06770401	01835112	10765301
4.	Date of Birth	06/02/1962	27/06/1952	13/09/1997
5.	Date of first appointment on the Board	14/08/2020	03/09/2024	03/09/2024
6.	Qualifications	<ul style="list-style-type: none"> • Graduation in Commerce from the University of Mumbai. • Shipping Management from the Indian Institute of Management, Ahmedabad • Customs License Holder (Rule 9), Mumbai 	Refer Item No. 5 of the explanatory Statement annexed to this Notice	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.	Headed PAN projects / Oil & Gas for the South Asia Region as a part of the Panalpina Group. She has headed CRC's Projects Division and also N.S. Guzder and Company's Project Logistics Division	Refer Item No. 5 of the explanatory Statement annexed to this Notice	Refer Item No. 4 of the explanatory Statement annexed to this Notice
8.	Other Directorships	<ol style="list-style-type: none"> 1. Indo-Belgian Luxembourg Chamber of Commerce and Industry; 2. GeoEnpro Petroleum Limited; 3. Hindage Oilfield Services Limited; 4. Globe Forwarding Agencies Private Limited; 5. Worli Industrial Properties Limited; 	<ol style="list-style-type: none"> 1. Globe Forwarding Agencies Private Limited 2. Khopoli Metals and Alloys Private Limited 	Nil

		6. Hindustan Oil Exploration Company Limited; 7. Bertling Logistics India Private Limited.		
9.	Number of meetings of the Board attended during the year	Seven	Not Applicable	Not Applicable
10.	Details of remuneration last drawn	Not applicable since Non-executive Director	Not Applicable	Not Applicable
11.	Listed entities from which Director resigned in the past three years	None	None	None
12.	Listed Companies (other than Candour Techtex Limited) in which he/she holds Directorship and Committee Membership* *includes only Audit Committee & Stakeholders' Relationship Committee	Hindustan Oil Exploration Company Limited	None	None
13.	Shareholding in Candour Techtex Limited	Nil	Nil	Nil
14.	Relationship between Directors inter-se	Independent to the Company	Independent to the Company	Independent to the Company