Sueryaa
The Knitting Magic

To, **Date: 15.07.2026**

The Head- Listing Compliance
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001
Security code: 540318

Sub: Submission of Annual Report as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

Please find attached herewith **Annual Report for the Financial Year 2025-2026** as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Submitted for your information and records.

Thanking you.
Yours Sincerely,

For and on Behalf of the Board of Directors
For Sueryaa Knitwear Limited

HONEY AGARWAL
Digitally signed by HONEY AGARWAL
Date: 2026.07.15 16:52:51 +05'30'

Honey Agarwal
Company Secretary & Compliance Officer

Place: Ludhiana

Sueryaa Knitwear Ltd.

CIN- L17115PB1995PLC015787

30TH ANNUAL REPORT 2025-26

REFERENCE INFORMATION

BOARD OF DIRECTORS

Ms. Aliva Dey	Chairperson & Whole Time Director *(appointed as Chairperson w.e.f. 09th July, 2026)*
Ms. Manshi Sharma	Non-Executive Director *(resigned on 01st July, 2026)*
Mr. Sahil Mahawar	Independent Director (Non-Executive)
Mr. Sanjay Sahni	Independent Director (Non-Executive) *(Resigned on 25th May, 2026)*
Mr. Shailesh Miyanbazaz	Additional Director *(Appointed as Additional Director (Executive) w.e.f. 30th March, 2026 and re-designated as Additional Director (Non-Executive) w.e.f. 9th July, 2026)*
Mr. Vishnu Agarwal	Additional (Non-Executive Independent) Director *(Appointed w.e.f.08th May, 2026)*

KEY MANAGERIAL PERSONNEL

Ms. Parul Singh	Chief Financial Officer *(resigned on 25th April, 2026)*
Ms. Aliva Dey	Whole Time Director
Ms. Honey Agarwal	Company Secretary & Compliance Officer
Ms. Honey Agarwal	Chief Financial Officer *(appointed w.e.f 25th April, 2026)*

AUDIT COMMITTEE

Mr. Vishnu Agarwal	Chairperson
Ms. Aliva Dey	Member
Mr. Sahil Mahawar	Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Sahil Mahawar	Chairperson
Mr. Vishnu Agarwal	Member
Ms. Aliva Dey	Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mr. Sahil Mahawar	Chairperson
Ms. Aliva Dey	Member
Mr. Vishnu Agarwal	Member

SECRETARIAL AUDITOR

M/s. Jain P & Associates	Practicing Company Secretaries (PCS)

STATUTORY AUDITOR

M/s. Saraswat & Company	Chartered Accountants

INTERNAL AUDITOR

Ms. Parul Singh *(Resigned on 19.06.2026)*
Mr. Subhash Chand Gupta *(Appointed w.e.f. 19.06.2026)*

REGISTRAR & SHARE TRANSFER AGENT(RTA)
Skyline Financial Services Private Limited
D-153A, First Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020

CIN
L17115PB1995PLC015787

REGISTERED OFFICE
K.208, Kismat Complex, G.T. Road,
Millerganj, Ludhiana, Punjab, India, 141003

CORPORATE OFFICE
F-122, EPIP, Sitapura Industrial Area, Jaipur, Rajasthan, 302022
[w.e.f. 12th March, 2026]

BANKERS
ICICI Bank Limited
HDFC Bank Limited

SHARES LISTED AT
BSE Limited

E-MAIL
sueryaa1995@gmail.com

WEBSITE
www.sueryaaknitwear.com

TABLE OF CONTENTS

NOTICE OF 30th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **30th** Annual General Meeting of the members of the Company will be held on **Saturday, 08th August, 2026** at **01:00 P.M.** at the registered office of the Company at K.208, Kismat Complex, G.T. Road, Millerganj, Ludhiana, Punjab, 141003 to transact the following business (es):-

ORDINARY BUSINESS:

1. **ADOPTION OF STANDALONE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026**

   To receive, consider and adopt the standalone audited financial statements of the Company for the financial year ended on 31st March, 2026 including the audited Balance Sheet as at 31st March, 2026, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors there on and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution:**

   "RESOLVED THAT the Standalone Audited Financial Statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. **REGULARISATION OF MR. VISHNU AGARWAL (DIN: 09485015) AS AN INDEPENDENT DIRECTOR (CATEGORY: NON-EXECUTIVE)**

   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 recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law(s), regulation(s) and guideline(s) and in terms of the Memorandum and Articles of Association of the Company **Mr. Vishnu Agarwal (DIN: 09485015)** who was appointed as an Additional Director (Independent) of the Company by the Board of Directors in the Board Meeting held on 08th May, 2026 to hold office up to the date of this 30th Annual General Meeting, be and is hereby appointed as an Independent Director (Category: Non-Executive) of the Company for a period of 5 Consecutive years starting from **08th May, 2026 up to 07th May, 2031**, not liable to retire by rotation."

   "RESOLVED FURTHER THAT any of the Director of the Company be and is hereby severally authorized to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

3. **REGULARISATION OF MR. SHAILESH MIYANBAZAZ (DIN: 10805735) AS A DIRECTOR (CATEGORY: NON-EXECUTIVE)**

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

   "RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, and pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, regulations and guidelines, and in accordance with the Memorandum and Articles of Association of the Company, Mr. Shailesh Miyanbazaz (DIN: 10805735), who was appointed as an Additional Director (Category: Executive) by the Board of Directors at its meeting held on 30th March, 2026 and subsequently re-designated as an Additional

Director (Category: Non-Executive) by the Board of Directors at its meeting held on 09th July, 2026, and who holds office up to the date of this 30th Annual General Meeting pursuant to Section 161 of the Act, be and is hereby appointed as a Director (Category: Non-Executive) of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to sign and file all necessary e-forms, applications and documents, inter alia, with the Registrar of Companies and other regulatory authorities, and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected therewith or incidental thereto."

4. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER STATE

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

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder, Securities and Exchange Board of India (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government - powers delegated to Regional Director, and such other approvals, permissions and sanctions as may be required under the provisions of the Companies Act, 2013 or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the one state to another state i.e. from the **"STATE OF PUNJAB"** to the **"STATE OF RAJASTHAN"**.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Ms. Aliva Dey (DIN: 10805742), Whole Time Director of the company or Ms. Honey Agarwal, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies and including filing of e-forms and to do all such acts, deeds, things necessary or incidental to give effect to this resolution."

5. ALTERATION OF THE SITUATION CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and upon receipt of the approval of the Central Government (Regional Director) and upon filing of the certified copy of the order with the Registrar of Companies, the existing Clause II (Situation Clause) of the Memorandum of Association of the Company be and is hereby substituted with the following:

'II. The Registered Office of the Company will be situated in the State of Rajasthan.'

RESOLVED FURTHER THAT Ms. Aliva Dey, Whole-time Director of the Company, and/or Ms. Honey Agarwal, Company Secretary of the Company, be and are hereby severally authorised to make applications, petitions, affidavits, declarations and other documents, to appear before the Central Government (Regional Director), the Registrar of Companies, the Stock Exchanges, the Securities and Exchange Board of India and any other statutory or regulatory authority, to file all necessary e-forms, returns and documents, to sign and execute all deeds, writings and documents, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this resolution, including making such modifications or alterations as may be required or directed by any statutory authority, without requiring any further approval of the Members."

By order of the Board of Directors
For Sueryaa Knitwear Limited

Date: 13.07.2026
Place:Ludhiana

Honey Agarwal
Company Secretary & Compliance Officer

NOTES:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business (es) specified under Item No. 2, 3, 4 and 5 to be transacted at the Annual General Meeting (AGM) are annexed hereto.
2. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single personas proxy and such person shall not act as a proxy for any other person(s) or shareholder(s).
4. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the Annual General Meeting (AGM) on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to jainpandassociates@gmail.com with a copy marked to Company sueryaa1995@gmail.com & helpdesk.evoting@cdslindia.com
5. Brief details of the Directors, seeking re-appointment/regularization at 30th Annual General Meeting (AGM) are annexed hereto Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India and as per the provisions of Companies Act, 2013 forms part of this Notice.
6. Institutional investors, who are members of the Company, are encouraged to attend and vote at the 30th AGM of the Company.
7. The Register of Members and Share Transfer Books will remain closed from **(Tuesday, August 04, 2026)** to **(Saturday, August 08, 2026) (both days inclusive)**.
8. The shares of the Company are at presently listed on BSE Limited.
9. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Annual General Meeting (AGM) by Electronic Means. The business(s) proposed to be transacted as mentioned in the Annual General Meeting (AGM) Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by **Central Depository Services (India) Limited (CDSL)**. The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not casted their votes by remote e-voting. They shall also be able to exercise their voting rights at the AGM by voting through ballot paper. Members who have already casted their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the AGM but shall not be entitled to cast their votes again through ballot process.
10. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than two working days of conclusion of the Meeting, make a **"Consolidated Scrutinizer's Report"** and submit the same to the Chairperson. The results declared along with the consolidated scrutinizer's report shall be placed on website of the Company www.sueryaaknitwear.com and on the website of Stock Exchange at https://www.bseindia.com the Report shall simultaneously be placed on the Notice Board of the Company at premises of the Registered Office.
11. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting (AGM).

12. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the cut-off date i.e. **Monday, August 03, 2026 (cutoff date)**.

13. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of e-voting / Poll.

    Note: A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

14. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Annual General Meeting (AGM).

15. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 and Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 has made it mandatory for the Security Holders (holding shares in physical form) to furnish/update PAN, Email address, Mobile number, Signature and Bank account details with the Company's RTA/Company. Choice of Nomination is optional, and security holders are requested to avail the nomination facility in their own interest.

    In terms of the above Circulars, Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details.

16. In terms of Sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA General Circular No.14/2020 dated 08.04.2020,General Circular 03/2022 dated 05.05.2022, General Circular No.11/2022 dated 28.12.2022, General Circular No.09/2023 dated 25.09.2023, General Circular No.09/2024 dated September 19, 2024, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and MCA vide General Circular No. 03/2025 dated September 22, 2025; Notice of 30th AGM along with the Annual Report for FY 2025-26 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for FY 2025-26 will also be available on the Company's website at www.sueryaaknitwear.com website of the stock exchanges i.e., BSE Limited at www.bseindia.com and on the website of RTA at http://www.skylinerta.com/ The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility i.e. Central Depository Services (India) Limited (CDSL), viz., www.evotingindia.com

17. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to update their signature, register their E-mail address & Mobile No. by writing to our RTA, **Skyline Financial Services Pvt. Ltd.**, Address: D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Ph.: 011-41044923; Email Id: info@skylinerta.com Members are requested to register their email id and support the green initiative of the Company.

18. Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to Shareholders whose e-mail address is not registered with the Company or its Registrar and Share Transfer Agent / Depository Participant ('DPs') providing the exact web-link of Company's website from where the Annual Report for Financial Year 2025-26 can be accessed.

19. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

20. 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.

21. The Company has been maintaining, inter alia, the following statutory registers at its registered office at **K.208, Kismat Complex, G.T. Road, Millerganj, Ludhiana, Punjab, 141003:**

    a) Register of contracts or arrangements in which directors are interested under Section 189 of the Act.

    b) Register of directors and key managerial personnel and their shareholding under Section 170 of the Act.

22. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic/ Physical mode and shall remain open and be accessible to any member during the continuance of the meeting.

23. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website at https://www.sueryaaknitwear.com/wp-content/uploads/2026/02/Form_SH13_NOMINATION_FORM.pdf . In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.

24. The route map for attending the Annual General Meeting (AGM) by the Member Shareholders, is annexed to this Notice.

25. For more details on shareholders' matters, please refer to the section on 'General Shareholder Information', included in the Annual Report.

26. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, i.e., **Monday, August 03, 2026** such person may obtain the user id and password from by email request on evoting@cdsl.co.in

27. Members need to send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to info@skylinerta.com for obtaining the Physical Copy of Annual Report and Notice of AGM.

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

    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 sueryaa1995@gmail.com or info@skylinerta.com or helpdesk.evoting@cdslindia.com

    2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to sueryaa1995@gmail.com or info@skylinerta.com or helpdesk.evoting@cdslindia.com

29. **The Instructions for Shareholders For Remote E-Voting Are As Under:**

    i. The Board of Directors of the company has appointed **M/s. Jain P& Associates, Practising Company Secretaries**, as Scrutinizer for conducting the e-voting and ballot process for the Annual General Meeting in a fair and transparent manner.

    ii. The voting period begins on < **Wednesday, August 05, 2026, 09:00 A.M.** > and ends on <**Friday, August 07, 2026 05:00 P.M.**> During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <**Monday, August 03, 2026**> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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

    v. Click on "Shareholders" module.

vi. Now enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
OR
Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at https://www.cdslindia.com from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

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

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

ix. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form or Physical
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
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. • 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).

x. After entering these details appropriately, click on "SUBMIT" tab.

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

xii. For Members holding shares in physical form, the details can be used for remote e-voting on the resolutions contained in this Notice only.

xiii. Click on the EVSN for the relevant Company Name <**SUERYAA KNITWEAR LIMITED**> on which you choose to vote.

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

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

xvi. 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.

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

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

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

xx. Note for **Non-Individual Shareholders and Custodians :-**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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; sueryaa1995@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com; under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 62343626) or Ms. Asawari Kalokhe (022-62343624) or Mr. Rakesh Dalvi (022-62343611).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-62343333
- To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Ms. Honey Agarwal
Designation	Company Secretary & Compliance Officer
Contact	0161-4619272, 7318594449
E-mail	sueryaa1995@gmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

ITEM NO. 2: REGULARIZATION OF MR. VISHNU AGARWAL (DIN: 09485015) AS AN INDEPENDENT DIRECTOR

Mr. Vishnu Agarwal (DIN: 09485015) was appointed as an Additional Director (Category: Independent) on the Board of the Company on May 08, 2026. As per the provisions of Regulation 25 of SEBI (LODR) Regulations, 2015 an Independent Director shall be appointed on the Board of a Company on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mr. Vishnu Agarwal (DIN: 09485015) that, he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.

The resolution seeks the approval of members for the appointment of Mr. Vishnu Agarwal (DIN: 09485015) as an Independent Director of the Company commencing from May 08, 2026 up to May 07, 2031 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He shall not be liable to retire by rotation.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Vishnu Agarwal, the Board of Directors at its meeting held on May 08, 2026 approved the appointment as mentioned in the resolution.

For your information and record, Mr. Vishnu Agarwal (DIN: 09485015) is a Fellow Chartered Accountant with 12+ years of experience in professional practice across taxation, audit, accounting, compliance, and financial advisory. He has practical, business-oriented approach by combining deep financial expertise with entrepreneurial experience. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Therefore, after consideration of all facts and circumstances, the Board recommends appointment of Mr. Vishnu Agarwal (DIN: 09485015) as an Independent Director of the Company.

Except for Mr. Vishnu Agarwal (DIN: 09485015) and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

ITEM NO. 3: REGULARISATION OF MR. SHAILESH MIYANBAZAZ (DIN: 10805735) AS A DIRECTOR (CATEGORY: NON-EXECUTIVE)

The Board of Directors had appointed Mr. Shailesh Miyanbazaz (DIN: 10805735) as an Additional Director (Category: Executive) of the Company at its meeting held on March 30, 2026. Subsequently, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on July 09, 2026 re-designated him as an Additional Director (Category: Non-Executive) of the Company, subject to the approval of members.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Shailesh Miyanbazaz holds office as an Additional Director only up to the date of this 30th Annual General Meeting and is eligible for appointment as a Director of the Company.

Mr. Shailesh Miyanbazaz has furnished his consent to act as a Director in Form DIR-2 and declaration in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India (SEBI) or any other authority.

The resolution seeks the approval of the Members for the appointment of Mr. Shailesh Miyanbazaz as a Director (Category: Non-Executive) of the Company, liable to retire by rotation, pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Mr. Shailesh Miyanbazaz is a Master Graduate in M.Sc. (Hons.) in International Business Management from Manchester Business School, United Kingdom. He possesses over 16 years of rich experience in the fields of Finance & Accounts, Manufacturing and Trading of Apparel and Home Furnishing. His extensive experience and expertise are expected to significantly contribute to the growth and governance of the Company.

Considering his qualifications, experience and valuable contribution to the Company, the Nomination and Remuneration Committee and the Board of Directors recommend the appointment of Mr. Shailesh Miyanbazaz as a Director (Category: Non-Executive) of the Company.

Except for Mr. Shailesh Miyanbazaz (DIN: 10805735) and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

ITEM NO. 4: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER STATE

The Registered Office of the Company is presently situated in the State of Punjab. In order to achieve greater operational efficiency, administrative convenience, better coordination of business activities, and to align the registered office with the principal place of management and business operations of the Company, the Board of Directors, at its meeting held on July 13, 2026, approved the proposal to shift the Registered Office of the Company from the State of Punjab to the State of Rajasthan, subject to the approval of the Members, the Central Government (powers delegated to the Regional Director), and such other statutory authorities as may be required.

The proposed shifting of the Registered Office will not result in any change in the Company's business activities, objects, management, or share capital. The rights of the shareholders, creditors, employees, and other stakeholders of the Company will remain unaffected. The proposed relocation is expected to facilitate efficient management, improved operational control, cost optimization, and better administration of the affairs of the Company.

Pursuant to the provisions of Sections 12 and 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, shifting of the Registered Office from one State to another requires the approval of the Members by way of a Special Resolution and confirmation of the Central Government (powers delegated to the Regional Director), along with such other approvals, permissions, and sanctions as may be applicable.

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

None other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice except to the extent of their shareholding, if any, in the Company.

ITEM NO. 5: ALTERATION OF THE SITUATION CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Members of the Company are requested to note that pursuant to the proposed shifting of the Registered Office of the Company from the State of Punjab to the State of Rajasthan, it is necessary to alter Clause II (Situation Clause) of the Memorandum of Association ("MOA") of the Company to reflect the State in which the Registered Office of the Company will be situated.

In terms of the provisions of Section 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, any alteration to the Memorandum of Association requires the approval of the Members by way of a Special Resolution and such other statutory approvals as may be applicable.

Accordingly, upon the approval of the Central Government (Regional Director) for shifting of the Registered Office from the State of Punjab to the State of Rajasthan becoming effective, Clause II of the Memorandum of Association shall stand substituted as under:

"II. The Registered Office of the Company will be situated in the State of Rajasthan."

A copy of the existing Memorandum of Association and the proposed amended Memorandum of Association highlighting the above alteration is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and shall also be available for inspection during the meeting.

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

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice, except to the extent of their shareholding, if any, in the Company.

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE REAPPOINTED/REGULARIZED IS FURNISHED BELOW:

Name	Mr. Vishnu Agarwal	Mr. Shailesh Miyanbazaz
Director Identification Number (DIN)	09485015	10805735
Date of Birth	01/08/1990	30/11/1984
Date of Appointment in the Board	08/05/2026	30/03/2026
Qualification	Fellow Chartered Accountant (FCA)	Master graduate in MSc. (Hons.), in International Business Management from Manchester Business School, United Kingdom
Nature of Expertise in specific functional areas	He holds12+ years of experience in professional practice across taxation, audit, accounting, compliance, and financial advisory	He is having rich Experience of 16 Years in the field of Finance & Accounts, Manufacturing & Trading of Apparel and Home Furnishing
Shareholding in the Company including shareholding as a beneficial owner	NIL	16,38,740 shares (63.08%)
List of Directorship held in other companies	Rajasthan Hospitals Ltd.	NIL
Names of Listed Entities in which the person holds membership of Committees of the Board	NIL	NIL
Name of listed entities from which the person has resigned in the past three years	NIL	NIL
Relationship between Directors Inter-se	None	None
Number of Meetings of the Board attended during the FY 2025-26	NIL	NIL
Terms and Conditions of appointment / re-appointment	Regularization as an Independent Director	Regularization as a Non-Executive Director
In case of Independent Director: The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The role and capabilities as required in the case of Independent Director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills / expertise/ competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profiles of Mr. Vishnu Agarwal and concluded that he possess the relevant skill and capabilities to discharge the role of Independent Director.	NA

BOARDS' REPORT

Dear Members,

Your Board of Directors are pleased to present the Companies 30th Annual Report and the Company's Audited Financial Statements for the financial year ended March 31, 2026.

1. FINANCIAL HIGHLIGHTS - AT A GLANCE

Overall Performance of your Company

The Financial Year 2025-26 had not been fortunate enough for the Company as your Company has shown a conventional performance during the year under review. The net loss of your Company has decreased from Rs. **(16,46,083.89)** in the Financial Year 2024-25 to Rs. **(6,90,770.28)** in the Financial Year 2025-26.

FINANCIAL RESULTS

The financial summary, performance highlights operations/state of affair of your Company for the year ended 31st March, 2026 along with the previous year's figures are summarized below:

Amount (in Rs.)

PARTICULARS	Standalone	
	Year ended 31st March, 2026	**Year ended 31st March, 2025**
Income from Business Operations	-	24,26,385.00
Other Income	3,04,518.92	60,846.00
Total Income	**3,04,518.92**	**24,87,231.00**
Less: Expenditure except Depreciation	9,71,671.78	59,75,900.54
Profit/Loss before Depreciation and Tax	**(6,67,152.86)**	**(34,88,669.54)**
Less: Depreciation	8441.84	10,932.00
Add: Exceptional Item	-	18,69,028.65
Profit/Loss before Tax	**(6,75,594.70)**	**(16,30,572.89)**
Less: Current Tax Expense	-	-
Less: Deferred Tax	15,175.58	15,511.00
Less: Prior Period Taxes	-	-
Net Profit/Loss after tax	**(6,90,770.28)**	**(16,46,083.89)**
Add: Other Comprehensive Income	-	(12,42,980.20)
Net Profit/Loss for the period	**(6,90,770.28)**	**(28,89,064.09)**
Earnings per share:		
Basic	**(0.27)**	**(0.63)**
Diluted	**(0.27)**	**(0.63)**

2. RESULTS OF OPERATIONS & STATE OF COMPANY'S AFFAIRS UNDER SECTION 134(3)(i) OF THE COMPANIES ACT, 2013

During the year under review, the total revenue from operations on standalone basis was Rs. **3,04,518.92** as compared to the last year's revenue of Rs. **24,87,231.00**. Earning Before Tax (EBT) for the period is Rs. **(6,75,594.70)** as compared to Rs. **(16,30,572.89)** of last fiscal year. Earning After Tax (EAT) stood at Rs. **(6,90,770.28)** as compared to Rs. **(28,89,064.09)** of last fiscal year and Earning Per Share (EPS) stood at Rs. **(0.27)** as compared to Rs. **(0.63)** of last financial year.

3. DIVIDEND UNDER SECTION 134(3)(k) OF THE COMPANIES ACT, 2013

Your company has reported losses for the year under review; hence the Board of Directors of the Company has not recommended any Dividend on Equity Shares for the year under review.

4. INDIAN ACCOUNTING STANDARDS

As per the requirements of notification dated 16th February, 2015 issued by the Ministry of Corporate Affairs (MCA), Standalone Financial Statements of the Company for the Financial Year 2025-26 have been prepared as per IND AS specified under Section 133 of the Companies Act, 2013 (the Act), Companies (Indian Accounting Standards) Rules, 2015, and other relevant provisions of the Act.

5. TRANSFER TO RESERVE UNDER SECTION 134(3)(j) OF THE COMPANIES ACT, 2013

The Board of Directors of the Company have not transferred any amount to the Reserves, on account of losses incurred by the company, for the year under review.

6. SHARE CAPITAL

During the year under report, there was no change in the Authorized and Paid-up Share Capital of the Company. As at 31st March, 2026, the Authorized Share Capital of the Company was Rs.3,50,00,000/- consisting of 35,00,000 Equity Share of Rs.10/- each. The Paid-up Share Capital of the Company as on 31st March, 2026 was Rs.2,59,78,000/- consisting of 25,97,800 Equity Share of Rs. 10/- each and during the year under report, your Company has not issued any shares under any employee stock option schemes, sweat equity shares or any equity shares with differential rights, as to dividend, voting or otherwise. Further, the Company has not bought back its own securities, during the year under the report.

7. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed Dividend declared or paid by the Company, the provisions of Section 125 of the Companies Act, 2013 do not apply.

8. PUBLIC DEPOSITS

During the year under review, your Company has not accepted/renewed any public deposits under Section 73 of the Act read with Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount of principal or interest was outstanding as of the Balance Sheet date.

9. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the financial year ended 2025-26, the Company has no subsidiary company(s) within the meaning of Section 2(87) of the Companies Act, 2013 ("Act") and there are no associates or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiary is mentioned in Form AOC-1 is not applicable.

10. REVISION OF FINANCIAL STATEMENT

There was no revision of the financial statements for the year under review.

11. MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section of this Board Report.

12. CHANGE IN DIRECTOR(S) /KEY MANAGERIAL PERSONNEL(S) DURING THE FINANCIAL YEAR 2025-26

The details about the changes in the Board of Directors or Key Managerial Personnel by way of Appointment, Re-designation, Resignation, Death, Dis-qualification, variation made or withdrawn etc. are as follows:

Sl. No.	Name	Designation	Appointment	Cessation
1.	Ms. Aliva Dey	Wholetime Director	Regularized at AGM held on 30.08.2025	-
2.	Ms. Manshi Sharma*	Director (Non-executive)		-
3.	Mr. Sahil Mahawar	Director (Non-Executive Independent)		-
4.	Mr. Sanjay Sahni**	Director (Non-Executive Independent)	Re-appointed at AGM held on 30.08.2025	-
5.	Mr. Shailesh Miyanbazaz***	Additional (Executive) Director	30.03.2026	-

**resigned on 01.07.2026.*

***resigned on 25.05.2026.*

****Appointed as an Additional Director (Executive) w.e.f. 30th March, 2026 and re-designated as Additional Director (Non-Executive) w.e.f. 09th July, 2026.*

Note:

1. *Ms. Parul Singh resigned from the post of Chief Financial Officer on 25.04.2026 and Ms. Honey Agarwal was appointed as Chief Financial Officer w.e.f. 25.04.2026.*
2. *Mr. Vishnu Agarwal (DIN: 09485015) was appointed as an Additional Director (Non-Executive Independent) w.e.f. 08.05.2026.*
3. *Ms. Aliva Dey was appointed as the Chairperson of the Company w.e.f. 09.07.2026.*

During the year under review, no other changes took place in the composition of the Board of Directors of the Company. The composition of the Board of Directors of the Company is in compliance with the applicable norms.

13. OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

No Independent Directors have been appointed on the Board of Directors during the current financial year 2025-26. Mr. Sanjay Sahni was re-appointed as an Independent Director at AGM held on 30.08.2025.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, is of the opinion that the Independent Director re-appointed during the financial year possess the requisite integrity, expertise, experience, proficiency and qualifications required to effectively discharge their duties and responsibilities as an Independent Director of the Company.

The proficiency of the Independent Director has been assessed by the Board having regard to their educational qualifications, professional background, experience in relevant fields, and successful completion of the online proficiency self-assessment test, wherever applicable, in accordance with the provisions of the Companies Act, 2013 and the applicable Rules framed thereunder.

14. RETIREMENT BY ROTATION

Pursuant to Section 149(13) of the Companies Act, 2013, the independent directors are not liable to retire by rotation. Further Section 152(6) of the Companies Act, 2013 stipulates that 2/3rd of the total number of directors of the public company should be liable to retire by rotation and out of such directors, 1/3rd should retire by rotation at every Annual General Meeting of the company.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, no Director was liable to retire by rotation at the 30th Annual General Meeting. Accordingly, no resolution relating to the retirement by rotation of any Director is being placed before the members at the 30th Annual General Meeting.

15. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF COMPANIES ACT, 2013

All Independent Directors have given declarations under Section 149(7) that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Rules made thereunder to be read with SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015.

16. ANNUAL RETURN UNDER SECTION 134(3)(a) OF THE COMPANIES ACT,2013

As required under Section 134(3)(a) of the Act, the Annual Return for the financial year ended on 31st March 2026 in **Form MGT-7** pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 is put on the Company's website and can be accessed at https://www.sueryaaknitwear.com/investor-desk/annual-return

17. NUMBER OF MEETINGS OF THE BOARD & COMMITTEES

During the financial year ended on March 31, 2026, **10(Ten)** Meetings of Board of Directors were held. The dates on which the Board meetings were held are **05.04.2025, 30.05.2025, 28.07.2025, 04.08.2025, 05.08.2025, 12.08.2025, 08.11.2025, 27.01.2026, 12.03.2026, 30.03.2026**. The maximum interval between any two meetings didn't exceed 120 days, as prescribed in the Companies Act, 2013.Further, details of the meetings of the Board and its Committees are given in the Corporate Governance Report, which forms part of the Annual Report.

Further, during the year, a separate meeting of the Independent Directors of the Company was held on **March 11, 2026** to discuss and review the performance of all other non- independent Directors, Chairperson of the Company and the Board as a whole and for reviewing and assessing the matters as prescribed under Schedule IV of the Companies Act, 2013 and under Regulation 25(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 to be read with Regulation 18 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. During the year 2025-26, The Audit Committee of the Company comprises of **Mr. Sanjay Sahni (Chairperson), Ms. Aliva Dey and Mr. Sahil Mahawar as Members**. During the year, all the recommendations made by the Audit Committee were accepted by the Board.

The Composition of Audit Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

Nomination & Remuneration Committee

The Nomination & Remuneration Committee of the Company is constituted in line with the provisions of section 178 of the Companies Act, 2013 to be read with Regulation 19 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. During the year 2025-26, The Nomination and Remuneration Committee of the Company comprises of **Ms. Manshi Sharma (Chairperson), Mr. Sanjay Sahni and Ms. Aliva Dey as Members**.

The Composition of the Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee of the Company is constituted in line with the provisions of section 178 of the Companies Act, 2013 to be read with Regulation 20 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. During the year, the Stakeholders' Relationship Committee of the Company comprises of **Ms. Manshi Sharma (Chairperson), Mr. Sahil Mahawar & Ms. Aliva Dey as Members**.

The Composition of the Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

VIGIL MECHANISM

The Vigil Mechanism is part of Audit Committee of the Company, which is constituted in line with the provisions of Section 177 of the Companies Act, 2013 to be read with Regulation 18 & 22 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015.

18. BOARD ANNUAL EVALUATION UNDER SECTION 134(3)(p) OF THE COMPANIES ACT, 2013

The provisions of Section 134(3)(p) of the Companies Act, 2013 read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 mandate that a Formal Annual Evaluation is to be made by Board of its own performance and that of its Committee and individual Directors. Schedule IV of the Companies Act, 2013 states that performance evaluation of the Independent Director shall be done by Directors excluding the Director being evaluated. The Board carried out a formal annual performance evaluation as per the criteria/framework laid down by the Nomination & Remuneration Committee of the company and adopted by the Board. The evaluation was carried out through a structured evaluation process to judge the performance of individual Directors including the Chairperson of the Board. They were evaluated on parameters such as their education, knowledge, experience, expertise, skills, behavior, leadership qualities, level of engagement & contribution, independence of judgment, decision making ability for safeguarding the interest of the Company, stakeholders and its shareholders.

The performance evaluation of the Independent Directors was carried out by the entire Board except the participation of concerned Independent Director whose evaluation was to be done. The performance evaluation of the Chairperson and the Non-Independent Directors was carried out by the Independent Directors. The Board was satisfied with the evaluation process and approved the evaluation results thereof.

19. STATUTORY AUDITOR& SECRETARIAL AUDITOR WITH THEIR QUALIFICATION, RESERVATION OR ADVERSE REMARKS ALONG WITH THE EXPLANATION OR COMMENTS BY THE DIRECTORS

STATUTORY AUDITORS

The members of the Company at 29th Annual General Meeting held on 30.08.2025 appointed M/s. M/s. Saraswat & Company, Chartered Accountants (Firm Registration No. 004846C), as Statutory Auditors of the Company for a term of 5 (five) consecutive years till the conclusion of 34th Annual General Meeting of the Company.

Thus, **M/s. Saraswat & Company, Chartered Accountants**, shall continue to act as Statutory Auditor. They have confirmed their eligibility and qualifications required under the Act for holding office as Statutory Auditors of the Company.

Qualification(s) and Directors' comments on the report of Statutory Auditor:

The Notes on Accounts and observations of the Auditors in their Report on the Accounts of the Company are self-explanatory and in the opinion of the Directors, do not call for any further clarification(s). Also, the report submitted by the Auditor is unqualified.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, **M/s. Jain P & Associates**, Company Secretaries, a firm of Practicing Company Secretaries to undertake Secretarial Audit of the Company for the Financial Year 2025-26.

The Secretarial Audit was conducted by **Ms. Preeti Mittal, Practicing Company Secretary (PCS)** and the report thereon is annexed herewith as ***"Annexure-I"*** and forms part of this Report. The secretarial audit report does not contain any qualification, reservation, adverse remark or disclaimer and is self-explanatory in its content.

Qualification(s) and Directors' comments on the report of Secretarial Auditor:

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and in the opinion of the Directors do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

INTERNAL AUDITOR

The Board of Directors had appointed Ms. Parul Singh as the Internal Auditor of the Company to carry out the Internal Audit Functions. Ms.Parul Singh resigned from the post of internal auditor of the Company on 19.06.2026 , Thereafter, Mr. Subhash Chand Gupta was appointed as an Internal Auditor w.e.f. 19.06.2026.

COST AUDITOR

Your directors hereby inform you that the Company does not fall under the criteria as specified under Section 148 (1) of Companies Act, 2013 read with Companies (Cost Record and Audit) Rules, 2018 for maintenance of cost accounts. Therefore, the Company is not required to maintain the cost records in respect of its products/service. Therefore, no requirement of Appointment of Cost Auditor arises.

20. REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143 (12) of Companies Act, 2013 and Rules framed thereunder.

21. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the notes to Financial Statements forming part of the Annual Report.

22. PARTICULAR OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPAIES ACT, 2013

During the financial year 2025-26, the Company has not entered into any contracts/arrangements/ transactions with related parties which could be considered material in accordance with the Company's Policy on Materiality of Related Party Transactions. All the transactions made on arm's length basis are being reported in **Form No. AOC-2** in terms of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed as ***"Annexure-II"*** and forms part of this Report.

23. DETAILS OF MATERIAL CHANGES FROM THE END OF THE FINANCIAL YEAR TILL THE DATE OF THIS REPORT, IF ANY UNDER SECTION 134(3)(I) OF THE COMPANIES ACT, 2013

There were no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the Company to which this financial statement relates and on the date of this report.

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

To the best of the Management's knowledge, there has been no material order passed by any regulator or Court or Tribunal impacting the Going Concern status of the Company's operations.

25. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the Financial Year 2025-26, there was no application made and proceeding initiated /pending under the Insolvency and Bankruptcy Code, 2016, by any Financial and/or Operational Creditors against your Company.

As on the date of this report, there is no application or proceeding pending against your company under the Insolvency and Bankruptcy Code, 2016.

26. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

During the year under review, there has been no one time settlement of loan taken from Bank & Financial Institution.

27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT-GO UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013

The requisite information with regard to conservation of energy, technology absorption and foreign exchange earnings and outgo, in terms of the Section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 is given below:

Sl.No.	Conservation of energy	Remarks
1.	the steps taken or impact on conservation of energy	NIL
2.	the steps taken by the company for utilizing alternate sources of energy	NIL
3.	the capital investment on energy conservation equipment	NIL

Sl. No.	Technology absorption	Remarks
1.	the efforts made towards technology absorption	NIL
2.	the benefits derived like product improvement, cost reduction, product development or import substitution	NIL
3.	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	NIL
4.	the details of technology imported	NIL
5.	the year of import	NIL
6.	whether the technology been fully absorbed	NIL
7.	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NIL
8.	the expenditure incurred on Research and Development	NIL

Sl. No.	Foreign exchange earnings and Outgo	Remarks
1.	The Foreign Exchange earned in terms of actual inflows during the year	NIL
2.	The Foreign Exchange outgo during the year in terms of actual outflows	NIL

Further, there were no foreign exchange earnings and outgo during the year under review.

28. RISK MANAGEMENT

The provisions of SEBI Regulations for formation of Risk Management Committee are not applicable to the Company. However, as per section 134 (3) (n) of Companies Act 2013, the company regularly maintains a proper check in normal course of its business regarding risk management. Currently, the company does not identify any element of risk which may threaten the existence of the company.

29. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES UNDER SECTION 134(3)(o) OF THE COMPANIES ACT, 2013

The company does not fall under the criteria of net worth, turnover or profit for applicability of Corporate Social Responsibility (CSR) provisions as per Section 135 of the Companies Act, 2013, hence the same are not applicable to the company for the period under review.

30. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Vigil Mechanism Policy of the Company is constituted in line with the provisions of section 177 of the Companies Act, 2013 to be read with Regulation 22 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Company promotes ethical behavior in all its business activities. Towards this, the Company has adopted a Policy on Vigil Mechanism and whistle blower policy. Protected disclosures can be made by a whistle blower through an e-mail or a letter to the Compliance Officer or to the Chairperson of the Audit Committee. The Audit Committee also reviews complaints/issues (if any) raised through Vigil Mechanism or by any Whistle blower on a quarterly basis. The whistle blower policy is uploaded on the website of the Company and can be accessed at https://www.sueryaaknitwear.com/wp-content/uploads/2023/02/Vigil-Mechanism-Policy.pdf

During the year under review, no protected disclosure concerning any reportable matter in accordance with the Vigil Mechanism and Whistle Blower Policy of the Company was received by the Company.

30. PREVENTION PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirement of "The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013" and Rules made thereunder, your Company has constituted Internal Complaints Committee (ICC) at its workplaces. During the year, no complaints were filed with the Company.

Number of complaints received	Number of complaints disposed of	Number of complaints pending more than ninety days	Number of workshops or awareness programme against sexual harassment
NIL	NIL	NIL	NIL

32. CORPORATE GOVERNANCE REPORT

As per Reg. 34 of SEBI (LODR) Regulation, 2015 to be read with Part A of Schedule V of the said regulations, a separate section on corporate governance practices followed by the company, together with the certificate from the Practicing Company Secretary confirming compliance forms an integral part of this Report.

33. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a robust and comprehensive Internal Financial Control system commensurate with the size, scale and complexity of its operation. The system encompasses the major processes to ensure reliability of financial reporting, compliance with policies, procedures, laws, and regulations, safeguarding of assets and economical and efficient use of resources.

The Company has performed an evaluation and made an assessment of the adequacy and the effectiveness of the Company's Internal Financial Control System. The Statutory Auditors of the Company have also reviewed the Internal Financial Control system implemented by the Company on the financial reporting and in their opinion, the Company has, in all material respects, adequate Internal Financial Control system over Financial Reporting and such Controls over Financial Reporting were operating effectively as on 31st March, 2026 based on the internal control over financial reporting criteria established by the Company.

The policies and procedures adopted by the Company ensures the orderly and efficient conduct of its business and adherence to the company's policies, prevention and detection of frauds and errors, accuracy & completeness of the records and the timely preparation of reliable financial information.

The Internal auditors continuously monitor the efficacy of internal controls with the objective of providing to the Audit Committee and the Board, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organization's risk management with regard to the internal control framework.

Audit committee meets regularly to review reports submitted by the Internal Auditors. The Audit Committee also meet the Company's Statutory Auditors to ascertain their views on the financial statements, including the financial reporting system and compliance to accounting policies and procedures followed by the Company.

34. PERSONNEL RELATIONS

Your Directors hereby place on record their appreciation for the services rendered by Bankers, executives, staff and other workers of the Company for their hard work, dedication and commitment. During the year under review, relations between the Employees and the Management continued to remain cordial.

35. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The Particulars of remuneration of Employees during the year 2025-26 pursuant to the provisions of Section 197, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is disclosed as an ***"Annexure-III"*** and forms part of this Report.

Disclosure as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year; **0.7**

(ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year; **NIL**

(iii) the percentage increase in the median remuneration of employees in the financial year; **NIL**

(iv) the number of permanent employees on the rolls of company; **2 Employees as on 31.03.2026**

(v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration; **NIL**

The remuneration paid to all Key Managerial Personnel was in accordance with the remuneration policy as adopted by the company.

Disclosure as per **Rule 5(2) & 5(3)** of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Disclosure of Top Ten Employees in terms of remuneration drawn and the name of every employee is given in ***"Annexure-IV"*** and forms part of this Report.

36. REMUNERATION POLICY OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board on the recommendation of Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management Personnel and fixation of their remuneration thereof. The Policy contains, inter-alia, directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director, etc. The same can be accessed at https://www.sueryaaknitwear.com

37. FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS

Pursuant to the provisions of Regulation 25(7) of SEBI (LODR) Regulations, 2015, the Board has framed a policy to familiarize the Independent Directors of the Company. The web link of the same is https://www.sueryaaknitwear.com/wp-content/uploads/2026/05/Familiarisation-Programme-for-Independent-Directors.pdf

38. ANNUAL LISTING FEES/CHARGES

The equity shares of the Company are presently listed at BSE Limited. All statutory dues including Annual Listing Fees for the Financial Year 2026-27 has been paid by the Company.

39. CODE OF CONDUCT AS PER SEBI (LODR) REGULATIONS, 2015

The Board of Directors has framed a Code of Conduct for all Board Members and Senior Management Personnel as per Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Additionally, all Independent Directors of the company shall be bound by duties of Independent Directors as set out in Companies Act, 2013 to be read with SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

40. CODE OF CONDUCT AS PER SEBI (PREVENTION OF INSIDER TRADING) REGULATIONS, 2015

The Board of Directors has laid down the Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information as per Regulation 8(1) of SEBI (Prevention of Insider Trading) Regulations, 2015 & Code of Conduct to Regulate, Monitor and Report trading by the Designated Persons as per Regulation 9(1) of SEBI (Prevention of Insider Trading) Regulations, 2015.

All Board Members, Key Managerial Personnel and Senior Management Personnel have affirmed compliance with the Code of Conduct.

41. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act 2013, the Directors, would like to state as follows:

(a) In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(b) the Directors had selected such accounting policies and applied them consistently and made judgments & estimates that are reasonable and prudent so as to give a true & fair view of the state of affairs of the company at the end of the financial year and of the profit & loss of the Company for that period ;

(c) The Directors had taken proper & sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the company and for preventing & detecting fraud & other irregularities;

(d) The Directors had prepared the Annual Accounts on a going concern basis;

(e) The Directors had laid down Internal Financial Controls to be followed by the Company and such controls are adequate and are operating effectively;

(f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

42. DISCLOSURE OF CREDIT RATING

Disclosure of Credit Rating is not applicable on the company during the year under review.

43. COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT, 1961

No such requirement during the year under review.

44. SPECIAL WINDOW FOR TRANSFER AND DEMATERIALISATION OF PHYSICAL SECURITIES

As per SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026: To facilitate ease of investing for investors and to secure their rights in the securities purchased by them, the SEBI has decided to open special window for transfer and dematerialisation ("demat") of physical securities which were sold/purchased during the period prior to April 01, 2019. This special window shall be open for a period of one year from February 05, 2026 to February 04, 2027.

The special window shall also be available for such transfer requests which were submitted earlier and were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise.

45. GENERAL

The Board of Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions or applicability pertaining to these matters during the year under review:

i) Issue of equity shares with differential rights as to dividend, voting or otherwise.

ii) Issue of shares (including sweat equity shares and Employees' Stock Options Schemes) to employees of the Company under any scheme.

iii) Fraud reported by the Auditors to the Audit Committee or the Board of Directors of the Company.

iv) Scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.

v) Payment of remuneration or commission from any of its holding or subsidiary companies to the Managing Director of the Company.

46. ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for assistance and co-operation received from the various stake holders including Financial Institutions, Banks, Governmental authorities and other business associates who have extended their valuable support and encouragement during the year under review.

Your Directors take the opportunity to place on record their deep appreciation of the committed services rendered by the employees at all levels of the Company, who have contributed significantly towards Company's performance and for enhancing its inherent strength. Your Directors also acknowledge with gratitude the encouragement and support extended by our valued stakeholders.

For and on behalf of the Board
For Sueryaa Knitwear Limited

Aliva Dey	**Shailesh Miyanbazaz**
Chairperson & Whole time Director	**Additional Director**
DIN: 10805742	**DIN: 10805735**

Date: 13.07.2026
Place: Ludhiana

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
SUERYAA KNITWEAR LIMITED
Add: K.208, Kismat Complex, G.T. Road,
Millerganj, Ludhiana, Punjab, India, 141003

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SUERYAA KNITWEAR LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **SUERYAA KNITWEAR LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2026** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and 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 on **31st March, 2026** according to the provisions of:

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

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

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

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings-

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

(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 (Issue of Capital and Disclosure Requirements) Regulations 2018- **Not applicable during the period under review**.

(e) The Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021- **Not applicable during the period under review**.

(f) The 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 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**.

(j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

(k) The Securities and Exchange Board of India(Investor Protection and Education Fund) Regulations, 2009 - **Not applicable during the period under review**

(l) The Securities and Exchange Board of India(Debenture Trustee) Regulations,1993 - **Not applicable during the period under review**

(vi) The Environment (Protection) Act, 1986

(vii) The EPF & Misc. Provisions Act, 1952;

(viii) Industrial and Labour Laws;

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

(i) Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India;

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

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors and Key Managerial personnel of the Company that took place during the year under review were carried out in compliance with the provision of the Act.
- As per the management's representation, adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- As per the management's representation, majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that based on review of compliance mechanism established by the Company, we are of the opinion that there are adequate systems and processes in place in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

- As informed, the Company has responded appropriately to notices received from various statutory/ regulatory authorities including initiating actions for corrective measures, wherever found necessary.

For Jain P& Associates,
Company Secretaries
(Peer Reviewed Firm)

Preeti Mittal
Company Secretary
Membership No.: F12900
C P No.:17079
UDIN: F012900H000359391

Date: 14.05.2026
Place:Delhi

This report is to be read with our letter of even date which is annexed as' Annexure 1' and forms an integral part of this report.

Annexure 1

[Annexure to the Secretarial Audit Report for the Financial Year ended 31st March, 2026]

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

"Annexure-II"

FORM NO. AOC.2

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

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

1	**Details of contracts or arrangements or transactions not at Arm's Length basis**		
	a)	Name(s) of the related party and nature of relationship	Not Applicable
	b)	Nature of contracts/arrangements/ transactions	NIL
	c)	Duration of the contracts/ arrangements/ transactions	NIL
	d)	Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
	e)	Justification for entering into such contracts or arrangements or transactions.	NIL
	f)	Date(s) of approval by the Board	NIL
	g)	Amount paid as advances, if any	NIL
	h)	Date on which the Special Resolution was passed in General Meeting as required under first proviso to section 188.	NIL
2	**Detail of material contracts or arrangement or transactions at Arm's Length basis**		
	a)	Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/ Passport for individuals or any other registration number	PAN: JGSPS9485Q
	b)	Name(s) of the related party	**Ms. Parul Singh**
	c)	Nature of relationship	**Chief Financial Officer (CFO)**
	d)	Nature of contracts/arrangements /transactions	Salary Paid
	e)	Duration of the contracts/arrangements/ transactions	Regular
	f)	Salient terms of the contracts or arrangements or transactions including the	NA
		actual/expected contractual amount	
	g)	Justification for entering into such contracts or arrangements or transactions.	NA
	h)	Date(s) of approval by the Board, if any	Approval taken in Board Meeting dated 11.02.2025 respectively
	i)	Amount paid as advances, if any	NA
	j)	Date on which the special resolution was passed in General Meeting as required under first proviso to Section 188.	NA

3	**Detail of material contracts or arrangement or transactions at Arm's Length basis**		
	a)	Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number	PAN: APNPA2945N
	b)	Name(s) of the related party	**Ms. Honey Agarwal**
	c)	Nature of relationship	**(Company Secretary & Compliance Officer)**
	d)	Nature of contracts/arrangements /transactions	Salary Paid
	e)	Duration of the contracts/arrangements/ transactions	Regular
	f)	Salient terms of the contracts or arrangements or transactions including the actual/expected contractual amount	NA
	g)	Justification for entering into such contracts or arrangements or transactions.	NA
	h)	Date(s) of approval by the Board, if any	Approval taken in Board Meeting dated 04.06.2024
	i)	Amount paid as advances, if any	NA
	j)	Date on which the special resolution was passed in General Meeting as required under first proviso to Section 188.	NA

Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/ promoter group which hold(s) 10% or more shareholding in the listed entity: NIL

On behalf of the Board of Directors
For Sueryaa Knitwear Limited

	Shailesh Miyanbazaz	**Aliva Dey**
Date: 13.07.2026	**Additional Director**	**Chairperson & Whole time Director**
Place: Ludhiana	**DIN: 10805735**	**DIN: 10805742**

Annexure - III

The Particulars of Remuneration of Employees during the year 2025-26 pursuant to the provisions of Section 197, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i)	the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	0.7
(ii)	the percentage increase in the median remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	**1. Ms. Parul Singh - NIL** **2. Ms. Honey Agarwal - NIL**
(iii)	the percentage increase in the median remuneration of employees in the financial year;	NIL
(iv)	the number of permanent employees on the rolls of company;	2 Employees as on 31.03.2026
(v)	(a) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and (b) 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	Employees : NIL KMP Nil
(vi)	affirmation that the remuneration is as per remuneration policy of the Company	Remuneration paid during the Year ended 31st March, 2026 is as per Remuneration Policy of the Company

Annexure-IV

PARTICULARS OF EMPLOYEES

A. Statement showing details of top ten employees in terms of remuneration drawn as required under Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial personnel) Rules 2014

Sr. No.	Name of Employee	Designation of Employee	Remuneration received (Amount in Rs)	Nature of employment, whether contractual or otherwise	qualifications and experience of the employee	Date of commencement of employment	Age of Employees	the last employment held by such employee before joining the company	the percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule(2) above	whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
1	**Ms. Honey Agarwal**	Company Secretary & Compliance Officer	1,35,000	Regular	CS	04.06.2024	40	Parmeshwari Silk Mills Limited	NIL	No
2	**Ms. Parul Singh**	Chief Financial Officer (CFO)	2,52,000	Regular	Graduate & CS (Executive)	11.02.2025	30	NA	NIL	No

B. No employee of the Company has drawn remuneration aggregating to Rs. 1.02 Cr per annum during the year under report.

C. No employee of the Company, employed for the part of the year, has drawn remuneration of Rs. Eight Lakh and Fifty Thousand per month

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
SUERYAA KNITWEAR LIMITED
Add: K.208, Kismat Complex, G.T. Road,
Millerganj, Ludhiana, Punjab, India, 141003

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Sueryaa Knitwear Limited** (**CIN:** L17115PB1995PLC015787) and having registered office at K.208, Kismat Complex, G.T. Road, Millerganj, Ludhiana, 141003 (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 ending on **31st March, 2026** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India(SEBI), Ministry of Corporate Affairs(MCA), or any such other Statutory Authority.

S. No.	Name	DIN	Orignal Date of Appointment	Date of Re-Appointment / Change in Designation
1.	Ms. Aliva Dey	10805742	26.11.2024	-
2.	Ms. Manshi Sharma	10910467	14.01.2025	-
3.	Mr. Sahil Mahawar	10910472	14.01.2025	-
4.	Mr. Sanjay Sahni	08364951	24.07.2020	18.12.2025
5.	Mr. Shailesh Miyanbazaz	10805735	30.03.2026	-

Ensuring the eligibility of 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 Jain P& Associates,
Company Secretaries

Preeti Mittal
Company Secretary
Memb. No.: F12900
C P No.: 17079
UDIN: F012900H000803591

Date: 10.07.2026
Place: Delhi

CORPORATE GOVERNANCE REPORT

Corporate Governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and about considering all stakeholders' interest while conducting business. In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto, (the 'SEBI Listing Regulations'), given below are the corporate governance policies and practices of Sueryaa Knitwear Limited (hereinafter called the 'Company' or '**Sueryaa**') for **FY 2025-26**.

This Report states compliance with requirements of the Companies Act, 2013, as amended (the 'Act'), the SEBI Listing Regulations, as applicable to the Company. As will be seen, the Company's corporate governance practices and disclosures have gone well beyond complying with the statutory and regulatory requirements stipulated in the applicable laws.

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company is committed to practice good Corporate Governance in all its activities and processes. The Directors' endeavour is to create an environment of fairness, equity and transparency with the underlying objective of securing long-term shareholder value, while, at the same time, respecting the rights of all stakeholders.

The Company adheres to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations, 2015" or "SEBI Regulations") and your management is taking all possible steps to fulfil its commitment in a judicious, fair and transparent manner.

In accordance with this philosophy, the Company has adopted Code of Conduct for its Senior Management Personnel and Board of Directors.

APPROPRIATE GOVERNANCE STRUCTURE WITH DEFINED ROLES AND RESPONSIBILITIES

The Company has put in place an internal governance structure with defined roles and responsibilities of every constituent of the system. The Company's shareholders appoint the Board of Directors, which in turn governs the Company. The Board has established various committees to discharge its responsibilities in an effective manner. The Company has Whole time Director (WTD) to guide the functioning of the Board. The Whole time Director (WTD), who in consultation with the Board of Directors provides overall direction and guidance to the Company. The WTD is responsible for the corporate strategy, planning, external contacts and the overall management of the Company.

The Company Secretary assists the WTD in management of the Board's administrative activities such as convening and conducting the Board, Committee and Shareholders meetings, dissemination of information to all stakeholders of the Company, strengthening the compliance culture of the Company, co-ordination with the Regulators and all other stakeholders of the Company.

ETHICS/GOVERNANCE POLICIES

At Sueryaa Knitwear Limited, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

1. Policy for determination of Material Events
2. Preservation of Records Policy
3. Code of conduct for Directors and Senior Management
4. Code of Conduct under Regulation 9 of SEBI (Prohibition of Insider Trading) Regulation, 2015
5. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
6. General Code of Conduct
7. Performance Evaluation Policy
8. Policy on Materiality and Dealing with Related Party Transactions
9. Prevention of Sexual Harassment Policy
10. Risk Management Policy
11. Vigil Mechanism and Whistle-blower Policy

AUDITS AND INTERNAL CHECKS AND BALANCES

M/s. Saraswat & Company, Chartered Accountants, is the Statutory Auditors of the Company. Ms. Parul Singh is the internal auditor of the Company. The Statutory Auditors and the Internal Auditor perform independent reviews of the ongoing effectiveness of Company's various components of the systems of internal controls and present the same before the Audit Committee on quarterly basis for their review and necessary action.

RISK MANAGEMENT, INTERNAL CONTROLS AND COMPLIANCE

The Board of Directors of the Company have designed Risk Management Policy and framework to avoid events, situations or circumstances which may lead to negative impact on the Company's businesses as a whole and have defined a structured approach to manage uncertainty and outcomes. Key business risks and their mitigation are considered as a part of the annual/strategic business plans and is reviewed by the Audit Committee on frequent basis. The Company's internal as well as operational controls are commensurate with its size and the nature of its operations. The Company has put in place a defined risk management framework to identify, assess, monitor and mitigate the risks at enterprise level. Organization adopts a systematic approach to mitigate risks associated with accomplishment of objectives, operations, performance and regulations. Company believes that such steps would help to achieve stated objectives of the organizations. The Company shall continue to have periodic review mechanism for monitoring of various risk events in relation to various functional activities being undertaken by the organization.

BEST CORPORATE GOVERNANCE PRACTICES

Sueryaa strives for highest Corporate Governance standards and practices. It, therefore, endeavours to continuously improve and adopt the best of Corporate Governance codes and practices. Some of the implemented best governance norms and practices include the following:

- All securities related filings with Stock Exchanges are reviewed every quarter by the Stakeholders' Relationship Committee and the Board of Directors.
- The Company has independent Board Committees covering matters related to Stakeholder Relationship, Directors Remuneration and the nomination of Board Members.
- The Senior Management Personnel review the ongoing effectiveness of operational and financial risk mitigations and governance practices.
- The Company undertakes Annual Secretarial Audit from an Independent Company Secretary who is in whole-time practice.

ROLE OF THE COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS

The Company Secretary plays a key role in ensuring compliances with all applicable laws to the Company and that the Board (including Committees thereof) procedures are followed and regularly reviewed. The Company Secretary acts as Secretary to all the Committees of the Board of Directors of the Company. The Company Secretary also ensures that all relevant information, details and documents are made available to the Directors and Senior Management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company to ensure compliance with applicable statutory requirements, to provide guidance to Directors and to facilitate convening of meetings. The Company Secretary Interfaces and act as link between the management and regulatory authorities for governance matters.

II. BOARD OF DIRECTORS

Keeping with the commitment to the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of independent and non-independent directors to maintain the independence of the Board and to separate the Board functions of governance and management.

A. Composition & Category of the Board of Directors and attendance of each director at the meeting of the board of directors and the last annual general meeting

As on 31st March 2026, there were Five Directors comprising, One Whole Time Director, One Non-Executive Director, Two Non-Executive Independent Directors and One Additional (Executive) Director.

The Board consists of eminent persons with considerable professional experience in business, industry, finance, audit and law. None of the Director is a member of more than ten committees and Chairperson of more than five Committees across all the Companies in which they are Directors. All the members have made disclosures regarding their directorship and memberships in various committees.

As on 31st March, 2026, the composition of Board of Directors is in conformity with applicable Regulations of SEBI (LODR) Regulations, 2015 and the provisions of Companies Act, 2013.

Category and attendance of each of the Directors at the Board Meetings held during 2025-26 and the last Annual General Meeting is given below:

S. No.	Name	Category	Number of Board Meetings held during the year 2025-2026			Whether attended last AGM for FY 2024-25	No. of Membership/ Chairpersonship in mandatory Committees (i.e., Audit Committee & Stakeholder Relationship Committee)		No. of Member ship/ Chairperson ship in Nomination & Remune-ration Committees
			Held	Entitled to attend	Attended		Chair person ship	Member ship	
1.	Mr. Sanjay Sahni*	Non-Executive Independent Director	10	10	10	Yes	1	0	1(M)
2.	Mr. Shailesh Miyanbazaz**	Additional (Executive) Director	10	0	0	NA	0	0	0
3.	Ms. Aliva Dey***	Whole Time Director	10	10	9	Yes	0	2	1(M)
4.	Mr. Sahil Mahawar	Non-Executive Independent Director	10	10	10	Yes	0	2	0
5.	Ms. Manshi Sharma****	Non-Executive Director	10	10	10	Yes	1	0	1(C)

Notes:

**Mr. Sanjay Sahni resigned on 25th May, 2026.*
*** Mr. Shailesh Miyanbazaz was appointed as an Additional Director (Executive) w.e.f. 30th March, 2026 and re-designated as Additional Director (Non-Executive) w.e.f. 09th July, 2026.*
****Ms. Aliva Dey was appointed as the Chairperson of the Company w.e.f. 09th July, 2026.*
***** Ms. Manshi Sharma resigned on 01st July, 2026.*

Number of other Board of Directors or Committees in which a Director is a Member or Chairperson as on 31.03.2026 (including the Company)

Sr. No.	Name of Director	Directorships			Committee positions in listed and unlisted Public Limited Companies (i.e., Audit Committee & Stakeholder Relationship Committee)		Committee positions in listed and unlisted public limited companies in Nomination & Remuneration Committees
		In equity listed companies	In unlisted public limited companies	In private limited companies	As member (including as chair person)	As Chair person	
1.	Mr. Sanjay Sahni	3	0	0	4	2	3(M)
2.	Ms. Aliva Dey	1	0	0	2	0	1(M)
3.	Mr. Sahil Mahawar	1	0	1	2	0	0
4.	Ms. Manshi Sharma	1	0	0	1	1	1(C)
5.	Mr. Shailesh Miyanbazaz	1	0	0	0	0	0

I) None of the director holds office as a director, including as an alternate director, in more than twenty companies at the same time. None of them has directorships in more than ten public companies. For reckoning the limit of public companies, directorships of private companies that are either holding or subsidiary company of a public company are included and directorships in dormant companies are excluded. For the purpose of reckoning the directorships in listed companies, only equity listed companies have been considered.

II) As per declarations received, none of the directors serve as an independent director in more than seven equity listed companies or in more than three equity listed companies in case he/she is a whole-time director in any listed company.

III) None of the directors was a member in more than ten committees, nor a chairperson in more than five committees across all public companies in which he/she was a director.

Directorship in equity listed companies and Name of equity listed entities where directors of the Company held directorships as on 31st March 2026 (including the Company)

Sl. No.	Name of Director	Listed Entity	Category
1.	Mr. Sanjay Sahni	1. DCM Financial Services Limited 2. Garg Acrylics Limited 3. Sueryaa Knitwear Limited	1. Non-Executive (Independent) Director 2. Non-Executive (Independent) Director 3. Non-Executive (Independent) Director
2.	Ms. Aliva Dey	1. Sueryaa Knitwear Limited	1. Whole Time Director
3.	Mr. Sahil Mahawar	1. Sueryaa Knitwear Limited	1. Non-Executive (Independent) Director
4.	Ms. Manshi Sharma	1. Sueryaa Knitwear Limited	1. Non-Executive Director

Disclosure of relationships between directors *inter-se*

None of the present Directors are "Relative" of each other as defined in Section 2 (77) of Companies Act, 2013 and Rule 4 of the companies (Specification of definitions details) Rules, 2014.

Number of meetings of the Board of Directors held and dates on which held

During the period, the Board of Directors of your Company met 10 (Ten) times. The dates on which the meetings were held are **05.04.2025, 30.05.2025, 28.07.2025, 04.08.2025, 05.08.2025, 12.08.2025, 08.11.2025, 27.01.2026, 12.03.2026, 30.03.2026** and the gap requirement of 120 days between two meetings have been complied with. The necessary quorum was present for all the meetings.

Orderly succession to Board and Senior Management

The framework of succession planning for appointment of Board/Management is passed by the Board. In addition, changes in the Senior Management and their responsibilities are updated to the Board from time to time.

Number of shares and convertible instruments held by Non-Executive Directors

None of the Non-Executive Directors holds any share in the Company during the year 2025-26.

Letters of appointment of Independent Directors & policy to familiarize

The company issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013.

The company has also formulated a policy to familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

A. Non-Executive Directors Compensation and Disclosures

The Company does not have any pecuniary relationship or transactions with non-executive Directors. No remuneration was given to any of the Non-Executive Directors during the financial year 2025-26.

B. Familiarization Program For Independent Directors

The Company has Familiarization Program Module ("the Program") for Independent Directors ("ID") of the Company. As per the requirement of Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company familiarizes the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through these programmes. Two such programmes were held during the year 2025-26 which were duly attended by all the Independent Directors of the Company.

1. Recent amendments in SEBI LODR Regulations and governance updates.
2. Long-term business strategy and operational review

C. Skill/Expertise/Competence of the Board of Directors

The Board of Directors along with Nomination & Remuneration Committee (NRC) identifies the right candidate with right qualities, skills and practical expertise/ competencies required for the effective functioning of individual member to possess and also the Board as a whole. The Committee focuses on the qualification and expertise of the person, the positive attributes, standard of integrity, ethical behaviour, independent judgment of the person in selecting a new Board member. In addition to the above, in case of independent directors, the Committee shall satisfy itself with regard to the independence of the directors to enable the Board to discharge its functions and duties effectively. The same are in line with the relevant provisions of the Listing Regulations. The NRC has identified the following core skills, expertise and competencies for the effective functioning of the Company which is currently available with the Board:

a) Expertise in Legal, Finance & Accountancy
b) Human Resource.
c) Risk Management
d) Knowledge of the Industry
e) Leadership
f) Board Services & Corporate Governance

g) Diversity

h) Personal Values

i) Functional & Managerial Experience

Given below is a list of core skills, expertise and competencies of the individual directors:

Name of Director	Skills/Expertise/Competencies								
	Expertise in Legal, finance & Accountancy	Human Resource	Risk Management	Knowledge of the Industry	Leadership	Board Services & Corporate Governance	Diversity	Personal Values	Functional & Managerial Experience
Mr. Sanjay Sahni (DIN: 08364951) *	✓	-	✓	✓	✓	✓	✓	✓	✓
Mr. Shailesh Miyanbazaz (DIN: 10805735) **	✓	✓	✓	✓	✓	✓	✓	✓	✓
Ms. Aliva Dey (DIN: 10805742)***	-	✓	-	✓	✓	-	✓	✓	-
Mr. Sahil Mahawar (DIN: 10910472)	✓	-	✓	✓	✓	✓	✓	✓	✓
Ms. Manshi Sharma (DIN: 10910467)****	✓	✓	✓	✓	-	✓	✓	✓	✓

Note:

**Mr. Sanjay Sahni resigned on 25th May, 2026.*

*** Mr. Shailesh Miyanbazaz Appointed as Additional Director (Executive) w.e.f. 30th March, 2026 and re-designated as Additional Director (Non-Executive) w.e.f. 09th July, 2026.*

**** Ms. Aliva Dey was appointed as the Chairperson of the Company w.e.f. 09th July, 2026.*

*.****Ms. Manshi Sharma (DIN: 10910467) resigned on 01st July,2026.*

D. The company is engaged to carry on the business, as per its memorandum of Association for manufacturing and supplying all kinds of **Textile Fabric and Textile Yarn** including knitting, spinners, weavers, stitching, dyeing of clothes, combers, Producers, Processor, Importers, dealers in all kind of yarn, fabrics, worsted shoddy, cotton, synthetic, fibre or yarn, allied products.

E. In the opinion of the Board the independent directors fulfil the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements), 2015 and are independent of the management.

F. During the year 2025-26, none of the Independent Director resigned from the Board.

III. COMMITTEES OF THE BOARD

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has ***Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Internal Complaint Committee.*** All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

A. Audit *Committee*

i. The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI (LODR) Regulations, 2015 read with Section 177 of Companies Act, 2013.

ii. The term of reference of the Audit Committee is as per Part C of Schedule II of the SEBI (LODR) Regulations, 2015 and provisions of Companies Act 2013.

iii. The Audit Committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings.

iv. The previous Annual General Meeting (AGM) of the Company was held on 30th August, 2025. Mr. Sanjay Sahni, Chairperson of the Audit Committee attended the meeting.

v. The composition of the Audit Committee during the year 2025-26 and the details of meetings attended by its members are given below:

S. No.	Name	Category	No. of Committee Meetings held	No. of meetings which director was entitled to attend	No. of Committee Meetings Attended
1.	Mr. Sanjay Sahni#	Chairperson	6	6	6
2.	Ms. Aliva Dey	Member	6	6	5
3.	Mr. Sahil Mahawar	Member	6	6	6

#Note: Mr. Sanjay Sahni resigned on 25.05.2026 & Mr. Vishnu Agarwal was appointed as the Chairperson of Audit Committee w.e.f. 25.05.2026.

vi. Six Audit Committee meetings were held during the year 2025-26 on 30.05.2025, 28.07.2025, 04.08.2025, 12.08.2025, 08.11.2025 & 27.01.2026

vii. The necessary quorum was present for all the meetings.

viii. The role of the **audit committee** includes the following:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditor;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
   a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
   b. changes, if any, in accounting policies and practices and reasons for the same;
   c. major accounting entries involving estimates based on the exercise of judgment by management;
   d. significant adjustments made in the financial statements arising out of audit findings;
   e. compliance with listing and other legal requirements relating to financial statements;
   f. disclosure of any related party transactions;
   g. modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence & performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigation by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends)and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualification, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
21. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
22. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

ix. The audit committee shall **mandatorily** review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses; and
4. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
5. Statement of deviations:
   a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
   b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

x. Audit & other duties

1. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
2. Discussion with internal auditors of any significant findings and follow up there on.
3. Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and Internal Auditors considering their independence and effectiveness and their replacement and removal.
4. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
5. To grant approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.

B. Stakeholders relationship committee (erstwhile shareholders' grievance committee)

i. i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, 2015, the Board has constituted Stakeholders' Relationship Committee to specifically look into the mechanism of redressal of grievances of shareholders and other security holders. Headed by Ms. Manshi Sharma, the Non-Executive Director.

ii. The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

S. No.	Name	Category	No. of Committee Meetings held	No. of meetings which director was entitled to attend	No. of Committee Meetings Attended
1.	Ms. Manshi Sharma#	Chairperson	4	4	4
2.	Ms. Aliva Dey	Member	4	4	3
3.	Mr. Sahil Mahawar	Member	4	4	4

#Ms. Manshi Sharma resigned on 01.07.2026. Mr. Sahil Mahawar was re-designated as the Chairperson & Mr. Vishnu Agarwal was appointed as member.

xi. Four Stakeholders' Relationship Committee meetings were held during the year 2025-26 on 30.05.2025, 12.08.2025, 08.11.2025 & 27.01.2026. The necessary quorum was present for all the meetings.

iii. Functions and Terms of Reference:

The Committee considers and resolves the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

The functioning and broad terms of reference of the Stakeholders' Relationship Committee of the Company are as under:

a) To consider and resolve the grievance of security holders of the Company.

b) To review important circulars issued by SEBI /Stock Exchanges

c) To take note of compliance of Corporate Governance during the quarter/year.

d) To approve request for share transfer and transmissions.

e) To approve request pertaining to demat of shares/sub-division/consolidation/issue of renewed/duplicate share certificate etc.

f) Resolving grievances of debenture holders (if any) related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.

iv. Name, designation and address of Compliance Officer:

Name	Ms. Honey Agarwal
Designation	Company Secretary & Compliance officer
Address	K.208, Kismat Complex, G.T. Road, Millerganj, Ludhiana, Punjab, India, 141003

v. Number of Shareholder's complaints received, not resolved to the satisfaction of shareholders and pending during the financial year 2025-26 are as follows:

No. of Complaints pending as on 01.04.2025	No. of Complaints received during the year 2025-26	No. of Complaints resolved during the year	No. of Complaints not resolved during the year to the satisfaction of shareholders	No. of Complaints pending as on 31.03.2026
NIL	NIL	NIL	NIL	NIL

C. Nomination & Remuneration Committee

i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Board has duly constituted the Nomination and Remuneration Committee, with all members being Non-Executive Directors and Independent Director as Chairperson. The composition of Nomination & Remuneration Committee during the year 2025-26 is as follows:

S. No.	Name	Category	No. of Committee Meetings held	No. of meetings which director was entitled to attend	No. of Committee Meetings Attended
1.	Ms. Manshi Sharma#	Chairperson	3	3	3
2.	Ms. Aliva Dey	Member	3	3	2
3.	Mr. Sanjay Sahni##	Member	3	3	3

Note:# Ms. Manshi Sharma resigned on 01.07.2026 & Mr. Sahil Mahawar was re-designated as Chairperson.

Mr. Sanjay Sahni resigned on 25.05.2026.

Mr. Vishnu Agarwal and Mr. Sahil Mahawar were appointed as member of Nomination and Remuneration Committee w.e.f. 25.05.2026.

The Nomination & Remuneration committee's meetings were held on **30.05.2025, 04.08.2025, 30.03.2026**.

ii. The terms of reference of the committee are as follows:

a) Formulation of the criteria for determining qualification, positive attributes and independence of a director and to recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

b) Formulation of criteria for evaluation of performance of independent directors and the board of directors;

c) Devising a policy on diversity of board of directors;

d) Identifying 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 of directors their appointment and removal.

e) 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.

f) The remuneration policy as adopted by the company envisages the payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

g) recommend to the board, all remuneration, in whatever form, payable to senior management.

iii. Performance evaluation criteria for independent directors:

Performance Evaluation Criteria of Board members including Independent Directors as approved by the Board provides:

a) Each of the director(s) are required to assign the rating on different parameters for the evaluation of board, independent director(s) and committees of the Board of Directors and has to submit the same to the Nomination & Remuneration Committee.

b) The rating is to be assigned on a scale of five for the purpose of evaluation of performance as under:

Rating Scale	Scale Performance
5	Exceptionally Good
4	Good
3	Satisfactory
2	Needs Improvement
1	Unacceptable

c) The Nomination & Remuneration Committee shall receive the Evaluation Forms in sealed cover and summarize the results. The Chairperson of the Nomination & Remuneration Committee may have discussions with individual director where clarification or interpretation is required.

d) The Chairperson of the NRC shall develop a report on the basis of evaluation rating received. The Committee shall review the result and submit its recommendation for the consideration of Board.

e) The Board shall review the recommendations of the Nomination & Remuneration Committee and issue necessary directions.

IV. Remuneration Of Directors

The remuneration payable to all Directors including Wholetime Director, if any is decided by the shareholders in the General Meeting. As per the Companies Act, 2013, the Board of Directors of the Company is empowered to determine the sitting fee payable to Independent Directors within the ceiling prescribed under the Companies Act, 2013.

Remuneration of Executive Directors for the financial year 2025-26

(Amount in Lakh)

Sl. No.	Name of Director	Designation	Salary (In Rs.)	Benefits	Performance Related Pay (PRP) for the year 2024-25	Total
1.	Ms. Aliva Dey	Whole Time Director	-	-	-	-

The Company had not given any stock options during the year 2025-26.

There was no pecuniary relationship or transaction with Non-Executive Directors vis-a-vis the Company during the financial year 2025-26.

Criteria of making payment to non-executive directors is available on the website of the company. The same can be accessed at https://www.sueryaaknitwear.com/wp-content/uploads/2022/12/Criteria-for-making-payment-to-Non-executive-Directors.pdf

V. GENERAL BODY MEETING

a) ANNUAL GENERAL MEETING

The details of last three Annual General Meetings (AGM) of shareholders held were as under:

Financial Year	Date	Venue	Time	Whether any Special Resolution passed
2022-23	25.08.2023	408, Industrial Area A, Ludhiana, Punjab-141 003	01:00 P.M	No
2023-24	18.09.2024	408, Industrial Area-A, Ludhiana- 141003	01:00 PM	Yes (5)
2024-25	30.08.2025	K.208, Kismat Complex, G.T. Road, Millerganj, Ludhiana, Punjab, India, 141003	01:00 PM	Yes (2)

b) No Extraordinary General Meeting of Members held during the year.

c) No Postal Ballot was conducted during the year under review.

VI. MEANS OF COMMUNICATION

Quarterly/ Half Yearly/ Annual Financial Results notice, advertisement and other official news are published both in vernacular language newspapers and English National newspapers regularly. The said results are also displayed/ uploaded on the Company's website i.e. https://www.sueryaaknitwear.com/

VII. GENERAL SHAREHOLDER INFORMATION

S. No.	Particulars	Information
1.	Annual General Meeting:	**30th**
	Day	**Saturday**
	Date & Time	**August 08, 2026**
	Deemed Venue	K.208, Kismat Complex, G.T. Road, Millerganj, Ludhiana, Punjab, India, 141003
2.	Financial year	April 1, 2025 to March 31, 2026
3.	Financial Calendar 2026-27 **Results for quarter/year ending : (Tentative Schedule)**	
	(a) 30th June, 2026	On or before 14th day of August,2026
	(b) 30th September, 2026	On or before 14th day of November, 2026
	(c) 31st December, 2026	On or before 14th day of February, 2027
	(d) 31st March, 2027	On or Before 30th day of May, 2027
4.	Book Closure	04.08.2026 to 08.08.2026
5.	Listed on	BSE Limited
6.	Dividend payment date	The Company has not recommended or paid any dividend during the financial year under review.

VIII.NOMINATION

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferred in the case of death of the registered shareholder(s). The prescribed nomination form (SH-13) will be sent by the Company upon such request and is also available on the Company's website at www.sueryaaknitwear.com

Nomination facility for shares held in electronic form is also available with depository participants.

IX. VOTING THROUGH ELECTRONIC MEANS

Pursuant to section 108 of Act and the Rules made thereunder and provisions under SEBI Listing Regulations, every listed company is required to provide its members the facility to exercise their right to vote at general meetings by electronic means.

The Company has entered into an arrangement with CDSL, the authorized agency for this purpose, to facilitate such e-voting for its members.

The shareholders would therefore be able to exercise their voting rights on the items put up in the Notice of AGM through such e-voting method. The Company will also provide facility to members attending the AGM to vote at the meeting through ballot process.

Shareholders who will be attending the meeting and who had not already cast their votes by remote e-voting shall be able to exercise their right of voting at the meeting.

Cut-off date, as per the said Rules, is **Monday, August 03, 2026** and the remote e-voting shall be open for a period of 3 (three) days, from **Wednesday, August 05, 2026 (09.00 a.m.) till Friday, August 07, 2026 (05.00 p.m.)**.

The Board has appointed **M/s Jain P & Associates**, Practicing Company Secretary, as Scrutinizer for the e-voting process and ballot process.

Detailed procedure is given in the Notice of the 30th AGM and is also placed on the Company's website at https://www.sueryaaknitwear.com/

Shareholders may get in touch with the Company Secretary at sueryaa1995@gmail.com for further assistance.

X. DISCLOSURE

a) There have been no materially significant related party transactions which may have potential conflict with the interests of the Company at large.

Accordingly, the disclosure of Related Party Transactions as required under section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is attached with the Directors' Report.

b) During last three year under review, the company has complied with all the mandatory requirements of the SEBI (LODR) Regulations, 2015, except the following:

S. No.	Relevant Regulation	Particulars of Non-compliance	Amount involved	Remarks
	NIL			

c) The Company has in place vigil mechanism and whistle blower policy under which employees can report any violation of applicable laws and regulations and the Code of Conduct of the Company. Vigil Mechanism of the Company provides adequate safeguards against victimization of persons who use such mechanism and no personnel have been denied access to the Audit Committee.

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

e) The Company does not have any subsidiary Company. Therefore, policy for determining 'material' subsidiaries is not applicable. Moreover, the Company has framed such policy and the same can be accessed at https://www.sueryaaknitwear.com/wp-content/uploads/2026/04/Policy-on-determing-Material-Subsidiary.pdf

f) The Company has in place Policy for Related Party Transaction and the same is also placed on Company's website i.e. https://www.sueryaaknitwear.com/ and web-link of the same is https://www.sueryaaknitwear.com/wp-content/uploads/2026/04/Policy-on-Materiality-Dealing-with-RPT.pdf

g) Information pertaining to the disclosure of commodity price risks and commodity hedging activities is not applicable to the Company.

h) The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

i) A certificate from M/s. Jain P & Associates, Practising Company Secretary that none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board, Ministry of Corporate Affairs or any such statutory authority, forms part of this report.

j) There were no instances where the Board has not accepted any recommendation of any committee of the board which was mandatorily required during the financial year in concern.

k) Total fees for all services paid by the listed entity to the statutory auditor and all entities in the network of the statutory auditor is Rs. 70,000/-.

l) A Practicing Company Secretary has carried out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd (CDSL) and the total issued and listed capital. The said Audit Report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

XI. The Company has duly complied with clauses (a) to (za) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

XII. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10)

It is to confirm that the Company has not incurred any non-compliance of any information contained in this Corporate Governance Report.

XIII. INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Your Company has constituted Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and also has a policy and framework for employees to report sexual harassment cases at workplace. The Company's process ensures complete anonymity and confidentiality of information. The below table provides details of complaints received/disposed during the financial year 2025-26:

No. of Complaints Filed	No. of Complaints Disposed off	No. of Complaints Pending
	Nil	

XIV. DISCLOSURE REGARDING SHARES IN SUSPENSE ACCOUNT

(a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: NIL

(b) Number of shareholders who approached issuer for transfer of shares from suspense account during the year: NIL

(c) Number of shareholders to whom shares were transferred from suspense account during the year: NIL

(d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: NIL

(e) that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: NIL

XV. RISK MANAGEMENT

As per Regulation 21 of SEBI (LODR) Regulations, 2015, the Company is not required to constitute Risk Management Committee for FY 2025-26.

XVI. INDEPENDENT DIRECTORS

The Board of the Company has been duly constituted with an optimum combination of Executive Directors, Non-Executive and Independent Directors. All the members are financially literate and possess sound knowledge of accounts, audit, finance, law, etc.

As on 31.03.2026, the Board of the Company comprises of following 2 (Two) Independent Directors:

i) Mr. Sanjay Sahni

ii) Mr. Sahil Mahawar

Meeting of Independent Directors

As required by the Code of Independent Directors under the Companies Act, 2013 and the Listing Regulations, a meeting of the Independent Directors of the Company was convened during the year to oversee and review the performance of Non-Independent Directors and of the Board as a whole. The meeting of Independent Directors was held on **March 11, 2026**.

The independent directors present elected Mr. Sanjay Sahni as Chairperson for the meeting. All independent directors were present at the meeting.

XVII. MANAGEMENT DISCUSSION AND ANALYSIS

A separate chapter on Management Discussion and Analysis is given in this Annual Report.

XVIII. CEO/CFO CERTIFICATION

The Chief Financial Officer of the Company has furnished a certificate relating to financial statements and internal control systems as per the format prescribed under Regulation 17(8) of the SEBI (LODR) Regulations, 2015 and the Board took the same on record.

XIX. COMPLIANCE CERTIFICATION

Compliance Certificate for Corporate Governance obtained from M/s. Jain P & Associates, Company Secretaries in Practice is annexed herewith.

XX. CODE OF CONDUCTS

Details of various policies and codes required to be framed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 are given under the head "Investors" on the website of the company i.e. www.sueryaaknitwear.com

XXI. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2026:

Shareholding of Nominal value of Rs. 10/-	No. of Shareholders	% of Shares	No. of Shares held	% of Share Holders
1-500	390	60.28	67160	2.59
501-1000	148	22.87	137900	5.31
1001-2000	31	4.79	50900	1.96
2001-3000	32	4.95	81200	3.13
3001-4000	8	1.24	27200	1.05
4001-5000	7	1.08	32700	1.26
5001-10000	10	1.55	70700	2.72
Above 10000	21	3.25	2130040	81.99
Total	**647**	**100%**	**2597800**	**100%**

CATEGORIES OF EQUITY SHAREHOLDERS AS ON MARCH 31, 2026

	Category	No. of Shares	% of Holding
1.	**Promoters Holding**		
	Promoters		
	- Indian Promoters	1638740	63.08
	- Foreign Promoters	-	-
	- Persons acting in concert	-	-
	Sub Total	**1638740**	**63.08**
2.	**Non Promoters Holding**		
	Institutional Investor	-	-
	Mutual Fund and UTI	-	-
	Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non Govt. Institutions) Foreign Bank	- -	- -
	Sub Total	**0**	**0**

3.	**Others**		
	i. Corporate Bodies	122000	4.70
	ii. Indian Public	799560	30.78
	iii. NRI's/OCB's	5500	0.21
	iv. Foreign Company/OCB		
	v. Any Other (HUF/Firm/Foreign Companies) Clearing Member	32000	1.23
	Sub Total	**959060**	**36.92**
	Grand Total	**2597800**	**100**

XXII. DEMATERIALIZATION OF SHARES AND LIQUIDITY

The shares of the Company are in the compulsory dematerialized segment and are available for trading with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Share Capital Audit Report regarding reconciliation of the total issued, listed and capital held by depositories in a dematerialized form with respect to the Equity Share Capital of the Company was obtained from the Practicing Company Secretary for each quarter during the year and submitted to the Stock Exchanges within the stipulated time.

Number of shares held in dematerialized and physical mode as on **31st March 2026**

Particulars	Total Shares	% to Equity
Shares in dematerialized form with NSDL	15900	0.61
Shares in dematerialized form with CDSL	1995140	76.80
Physical	586760	22.59
Total	2597800	100

ISIN of the Company : INE249U01013

The names and addresses of the depositories are as under:

1. **National Securities Depository Limited**
   Trade World, A-Wing, 4th & 5th Floors,
   Kamala Mills Compound,
   Senapati Bapat Marg,
   Lower Parel, Mumbai-400 013

2. **Central Depository Services (India) Limited**
   Marathon Futurex, A-Wing, 25th floor,
   NM Joshi Marg, Lower Parel, Mumbai-400013

XXIII. DISCLOSURE BY THE COMPANY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT

During the year 2025-26, the Company had not made any Loans and Advances in the Nature of Loans to Firms/Companies in which Directors are interested. Hence, no such Disclosure required.

XXIV. DETAILS OF MATERIAL SUBSIDIARIES OF THE COMPANY

During the financial year 2025-26, the Company has no subsidiary company within the meaning of Section 2(87) of the Companies Act, 2013.

XXV. COMPANY DETAILS

Registered Office	:	K.208, Kismat Complex, G.T. Road, Millerganj, Ludhiana, Punjab, India, 141003
Plant Location	:	Not Applicable
Address for communication	:	Same as Above

The phone numbers and e-mail addresses for communication are given below:

Particulars	Telephone Number
Registered Office: K.208, Kismat Complex, G.T. Road, Millerganj, Ludhiana, Punjab, India, 141003	0161-4619272
Corporate Office: F-122, EPIP, Sitapura Industrial Area, Jaipur, Rajasthan – 302022 *[w.e.f. 12th March, 2026]*	-

As per Circular of the Securities & Exchange Board of India dated 22.01.2007, exclusive e-mail address for redressal of Investor Complaints is sueryaa1995@gmail.com

On behalf of Board of Directors
For Sueryaa Knitwear Limited

Aliva Dey
Chairperson & Whole-Time Director
DIN: 10805742

Date: 13.07.2026
Place: Ludhiana

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

We submit herewith the "Management Discussion and Analysis Report" on the business of the Company as applicable to the extent relevant.

GLOBAL ECONOMY OVERVIEW:

Global growth is projected at 3.3 percent for 2026 and 3.2 percent for 2027, revised slightly up since the October 2025. Technology investment, fiscal and monetary support, accommodative financial conditions, and private sector adaptability offset trade policy shifts. Global inflation is expected to fall, but US inflation will return to target more gradually. Key downside risks are revaluation of technology expectations and escalation of geopolitical tensions. Policymakers should restore fiscal buffers, preserve price and financial stability, reduce uncertainty, and implement structural reforms.

The crisis in the Middle East has delivered yet another shock to the global economy, slowing growth, reigniting inflationary pressures and heightening uncertainty.

Global GDP growth is now forecast at 2.5 per cent in 2026, 0.2 percentage points below the January projection and well below pre-pandemic norms. A modest recovery is projected at 2.8 per cent in 2027. Solid labour markets, resilient consumer demand, and AI-driven trade and investment in select economies are expected to provide some support, but the downgrade underscores a further weakening of an already subdued global outlook.

The shock is primarily felt in the energy sector-through constrained supply, surging prices, and rising freight and insurance costs-with effects cascading through supply chains and increasing production costs globally. While the surge in prices delivers substantial windfall gains for energy companies, it has intensified cost pressures for households and businesses worldwide. The overall impact will depend on the duration of disruptions in energy markets, leaving the outlook highly uncertain and risks tilted to the downside.

The conflict has halted the global disinflation trend underway since 2023. In developed economies, inflation is forecast to rise from 2.6 per cent in 2025 to 2.9 per cent in 2026, edging further above central bank targets in most cases. In developing economies, the uptick is sharper: inflation is projected to accelerate from 4.2 per cent to 5.2 per cent, as higher energy, transport and import costs erode real incomes and broaden price pressures across a wide range of goods.

INDIAN ECONOMIC OVERVIEW

According to the Economic Survey 2025-26 - PIB, India's real GDP is estimated to grow at 7.4% in FY26. This growth is powered by robust urban and rural consumption, with private final consumption expenditure reaching its highest share of GDP since 2012 at 61.5%.

India's monetary and financial sectors performed robustly in FY26 (Apr-Dec 2025). Banking sector asset quality improved significantly, with Gross Non-performing Assets (NPA) at 2.2% and net NPA at 0.5% in September 2025, while credit growth rose to 14.5% YoY by December 2025.

Financial inclusion deepened, with **Pradhan Mantri Jan Dhan Yojana (PMJDY)** accounts reaching 55.02 crore, alongside expanded credit access through **Stand-Up India, PM SVANidhi**, and **Pradhan Mantri Mudra Yojana (PMMY)**, which has disbursed **Rs 36.18 lakh crore** across **55.45 crore** loan accounts.

Capital market participation surged, with demat accounts exceeding 21.6 crore, 12 crore unique investors (nearly **25% women**), and **5.9 crore mutual fund investors**, increasingly from non-metro areas.

India's external sector strengthened markedly, with its share in global merchandise exports rising from **1%** to **1.8%** and services exports from **2%** to **4.3%** between 2005 and 2024, alongside high trade partner diversification. Total exports touched a record USD 825.3 bn in FY25 (6.1% YoY growth), driven by services exports at an all-time high of USD 387.6 bn(13.6% YoY growth).

Outlook

The Indian economy is expected to continue its upward trend and become the third-largest economy by 2027. According to the Organisation for Economic Co-operation and Development (OECD), the GDP grew by 6.6% in FY 2024-25. Inflation is expected to further fall and this will support the increased level of consumption of goods and services and contribute to increased activity in the economy.

With the support of various industry-promoting programmes like the Production-Linked Incentive (PLI) scheme and the government's 'Make in India' initiative, the manufacturing sector can potentially expand into a USD 1 trillion industry by 2025-2026. This strategic move is expected to help the growth of the manufacturing sector and thereby contribute to economic growth in the coming years.

INDUSTRY OVERVIEW

TEXTILE

GLOBAL TEXTILE MARKET

The global textile industry in 2025-26 is undergoing a major structural shift, balancing supply-chain turbulence with a heavy focus on sustainability, advanced technical textiles, and regional diversification. India, as a leading global supplier, saw its textile and handicraft exports grow to over Rs. 3.16 lakh crore, expanding market access to more than 120 countries.

The country's textiles and garment exports fell 2.2% to $35.8 billion in 2025-26 due to contraction in shipments of key segments such as cotton, think tank Global Trade Research Initiative (GTRI) said on Saturday (April 25, 2026). In rupee terms too, the exports fell 2.1% during the last fiscal.

GTRI said the declining pattern is visible across major segments - cotton textiles - (-3.9%), ready-made garments (- 1.4%), and carpets (- 5.3%). Only handicrafts grew slightly by 1.5% during the fiscal.

The textile market size is expected to see strong growth in the next few years. It will grow to $915.96 billion in 2029 at a compound annual growth rate (CAGR) of 7.1%. The growth in the forecast period can be attributed to global population growth and urbanization, a rapid growth in ecommerce, rising spend on leisure, increasing retail penetration, increasing internet penetration and smartphone usage and growing preference for contactless delivery solutions. Major trends in the forecast period include focus on adopting digital textile printing inks, focus on use of non-woven fabrics, focus on using organic fibers, focus on sustainable fibers, focus on using blockchain in the manufacturing processes, focus on implementing digital platforms in textile supply chain management, focus on collaborating with technology companies to design and develop smart fabrics, focus on adopting robotics and automation, focus on investing in artificial intelligence and focus on partnerships and collaborations to develop innovative products.

INDIA'S TEXTILE MARKET

India's textile exports recorded growth across more than 120 destinations during April 2025 to February 2026, indicating broad-based expansion in global markets.

Key export markets witnessed strong growth, including UAE (22.3%), Japan (20.6%), Spain (15.5%) and Germany (9.9%), alongside significant gains in emerging regions such as Africa.

Ongoing policy support through schemes like RoSCTL and RoDTEP, along with recent FTAs including India-EFTA TEPA, India-UK CETA and others, are expected to further strengthen market access, enhance competitiveness and support sustained export growth.

OPPORTUNITIES, CHALLENGES AND OUTLOOK

OPPORTUNITIES

Government Incentive & Support Programs

- **PLI Scheme:** The Production Linked Incentive (PLI) scheme provides financial incentives for large-scale manufacturing of MMF fabrics, MMF apparel, and specified categories of technical textiles.

- **PM MITRA Parks:** Mega Integrated Textile Regions and Apparel (PM MITRA) parks are being established to create world-class integrated industrial ecosystems with plug-and-play facilities to reduce logistics costs.
- **ATUFS & Skilling:** The government offers capital investment subsidies through ATUFS and runs demand-driven skilling programs like SAMARTH to ensure a steady supply of trained operators and technicians

High-Growth Segments

- **Technical Textiles:** India's technical textiles market is growing rapidly. Opportunities include producing geotextiles (road/civil engineering), agrotech (crop covers), and protech (personal protective equipment).
- **Man-Made Fibers (MMF):** With a global shift away from traditional cotton, demand for MMF apparel and blended fabrics is surging. Establishing vertically integrated MMF garmenting facilities offers strong global export potential.
- **Home Textiles & E-Commerce Retail:** The domestic consumer market is expanding quickly due to rising disposable incomes and organized retail. B2B and D2C brands in home furnishings and customized apparel are major growth areas

THREATS

Based on review of the textile market situation and level of rivalry present in the domestic market, following threats might be present in the market, which can hinder growth of the revenue of the Company:

- **Global Trade & Tariff Volatility:** Uncertainties in key export markets (such as the US and EU) and reciprocal tariffs disrupt supply chains and lower the price competitiveness of Indian garments compared to regional competitors.
- **Intense International Competition:** Countries like Vietnam and Bangladesh possess lower production costs and enjoy favorable trade access, making it difficult for Indian exporters to maintain or scale their global market share.
- **Raw Material Volatility:** Dependence on monsoon-reliant agriculture creates irregular supplies and unstable prices for raw cotton. Furthermore, a structural deficit in domestic cotton production frequently forces the industry to import to meet mill demand.
- **High Power and Operational Costs:** Rising utility tariffs (such as electricity and water) and increasing labor wages significantly increase operating expenses. This burden is particularly heavy on the Micro, Small, and Medium Enterprises (MSMEs) that make up a vast majority of the sector.
- **Lagging Technological Adoption:** With a large percentage of weaving and processing remaining in the unorganized sector, slow adoption of automated, "Industry 4.0" technology leads to sub-optimal machine usage, higher downtimes, and lower productivity compared to global peers.
- **Strict Environmental Compliance:** Stringent pollution control and effluent treatment regulations impose heavy capital and maintenance costs on dying and processing units.

CHALLENGES

Key challenges include:

- **Raw Material Fluctuations:** India's cotton supply is frequently vulnerable to weather, supply chain issues, and quality issues. Furthermore, government-imposed Quality Control Orders (QCOs) on man-made fibers (MMF) like polyester and viscose restrict imports, forcing domestic yarn makers to rely on costlier local alternatives.
- **Fierce Global Competition:** India trails competitors like Bangladesh and Vietnam in apparel exports. These nations benefit from vertically integrated supply chains, lower labor costs, and favorable Free Trade Agreements (FTAs) with major markets like the US, whereas India faces higher production costs and complex export compliance burdens.
- **Fragmented Supply Chain:** The industry is heavily fragmented and dominated by Micro, Small, and Medium Enterprises (MSMEs). This lack of integration leads to logistical inefficiencies, delays, and an inability to achieve economies of scale compared to competitors like China.

- **Outdated Technology:** Significant technological gaps exist, especially in the weaving and processing sectors. Many manufacturers use obsolete machinery, which drives up operational costs, lowers productivity, and restricts the ability to meet strict global quality standards.

DISSCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in accordance with the requirements of the Companies Act, 2013 and applicable accounting standards issued by the Institute of Chartered Accountants of India. The details of the financial performance of the Company are appearing in the Balance Sheet, Profit & Loss Accounts and other financial statements forming part of this annual report.

INTERNAL FINANCIAL CONTROL SYSTEM

Given the magnitude and nature of its business, the Company has maintained sound and commercial practice with an effective internal control system. The system ensures that all transactions are authorized, recorded and reported correctly to safeguard the assets of the Company and protect them from any loss due to unauthorized use or disposition. The adequate internal information system is in place to ensure proper information flow for the decision- making process. The Company also has well-established processes and clearly defined roles and responsibilities for people at various levels. The control mechanism also involves well documented policies, authorization guidelines commensurate with the level of responsibility and standard operating procedures specific to the respective businesses, adherence to which is strictly ensured. Internal audit is carried out frequently to create awareness and to take corrective actions on the respective units or areas, which need rectification. These reports are then reviewed by the "Management Team" and the "Audit Committee" for follow-up action.

HUMAN RESOURCE DEVELOPMENT

The Company regards its human resources as amongst its most valuable assets and proactively reviews policies and processes by creating a work environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potential of its employees attracting and retaining the best manpower available by providing high degree of motivation.

Your Company believes in trust, transparency & teamwork to improve employees productivity at all levels.

DISCLOSURE OF ACCOUNTING TREATMENT

While preparation of financial statements, a relevant Accounting Standard treatment has been followed.

CAUTIONARY STATEMENT

The Management Discussion and Analysis Report containing your Company's objectives, projections, estimates and expectation may constitute certain statements, which are forward looking within the meaning of applicable laws and regulations. The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in the governmental regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts business and other incidental factors.

On behalf of the Board of Directors
For Sueryaa Knitwear Limited

Aliva Dey
Chairperson & Whole time Director
DIN: 10805742

Date: 13.07.2026
Place: Ludhiana

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

(In terms of Regulation 34(3) and Schedule V (E) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
SUERYAA KNITWEAR LIMITED
Add: K.208, Kismat Complex, G.T. Road,
Millerganj, Ludhiana, Punjab, India, 141003

We have examined the report of Corporate Governance presented by the Board of Directors of **SUERYAA KNITWEAR LIMITED** for the year ended **31st March, 2026** as stipulated in Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the same.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and according to the information and explanation given to us, the Company has taken required steps to comply with the conditions of corporate governance, to the extent applicable and -as stipulated in the aforesaid SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

We state that no investor grievance is pending for the period exceeding one month against the Company as per records maintained by the Stakeholders' Relationship Committee together with the status of Investor Grievance as on SEBI SCORES Portal.

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

For, Jain P & Associates
Company Secretaries

Preeti Mittal
Company Secretary
C. P. No. 17079
M. No.F12900
UDIN: F012900H000803701

Date: 10.07.2026
Place: Delhi

CEO/CFO CERTIFICATION

I, **Honey Agarwal**, being **Chief Financial Officer** of **Sueryaa Knitwear Limited** do hereby confirm and certify that:

1. I have reviewed the financial statements and the cash flow statement for the **financial year 2025-26** and that to the best of my knowledge and belief:
    a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
    b. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. there are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violate the listed entity's code of conduct.
3. I accept responsibility for establishing and maintaining internal control for financial reporting and have evaluated the effectiveness of internal control system of the listed entity pertaining to financial reporting and have disclosed to the auditor along with the audit committee, deficiencies in the design or operation of such internal control(s), if any, of which I am aware and the steps I have taken or proposed to take to rectify these deficiencies.
4. during the year under reference:
    a. there were no significant changes in internal control system over financial reporting;
    b. there were no significant changes in accounting policies and that the same have been disclosed in the notes to the financial statements; and
    c. there were no instance(s) of significant fraud involved therein, if any, of which the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For Sueryaa Knitwear Limited

Honey Agarwal
Chief Financial Officer

Date: 13.07.2026
Place: Ludhiana

DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT

I, Aliva Dey, being Chairperson & Whole Time Director of the Company do hereby declare that all the Directors and Senior Management Personnel have affirmed compliance with the code of the conduct of the company for the financial year ended on March 31, 2026.

Aliva Dey
Chairperson & Whole Time Director
DIN: 10805742

Date: 13.07.2026
Place: Ludhiana

INDEPENDENT AUDITORS' REPORT

The Members of,
Sueryaa Knitwear Limited

Report on the audit of the financial statements

Opinion

We have audited the accompanying Ind AS Financial Statements of Sueryaa Knitwear Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2026, and the Statement of Profit and Loss, Statement of Change in Equity and Statement of Cash Flows for the year then ended, and notes to the IND AS Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its Loss, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. No key audit matter exist which needs to be specified here.

Information other than the financial statements and auditors' report thereon

The Company's management and board of directors are responsible for the other information. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If based on the work we have performed, we conclude that there is a material misstatement of this other information;we are required to report that fact.

We cannot report on the same as the same was not provided to us.

Management's responsibility for the financial statements

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance,financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

i) Identify and assess the risks of material misstatement of the annual financial results, 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.

ii) 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 through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

iv) Conclude on the appropriateness of the Management and Board of Directors 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 appropriateness of this assumption. 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 annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

v) Evaluate the overall presentation, structure and content of the annual financial results, including the disclosures, and whether the annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on other legal and regulatory requirements

As required by the Companies (Auditor's Report) Order, 2020 (the Order) issued by the Central Government in terms of Section 143 (11) of the Act, we enclosed in the Annexure-A statement on matters specified in paragraph 3 & 4 of the said order, to the extent applicable. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

(d) In our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on 31st March 2026 taken on record by the Company's Board of Directors, none of the directors is disqualified as on 31st March 2026 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure-B. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.

(g) In our opinion there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;

  i) As informed to us the Company does not have any pending litigations which would impact its financial position.

  ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

  iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

  iv) Based on our examination, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026. The accounting software either did not have the facility to record an audit trail (edit log) or the audit trail feature was not enabled throughout the year, as required.

For **Saraswat & Company**
Chartered Accountants
FRN: 004846C

CA Chirayu Saraswat
Partner
M.No.: 457935
UDIN: 26457935DIOKEZ3973

Place: Jaipur
Dated: 8th May 2026

Annexure - A to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of Sueryaa Knitwear Limited of even date)

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

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company does not have any intangible assets during the year. Accordingly, the provisions of clause 3(i)(a)(b) of the Companies (Auditor's Report) Order, 2020 are not applicable.

(b) As explained to us the company has a regular programme of physical verification of its property, Plant and Equipment by which all the property, plant and equipment's are verified in a phased manner. Accordingly, certain Property, Plant and Equipment of the company have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the Company does not own any immovable properties. Accordingly, the reporting requirements under clause 3(i)(c) of the Companies (Auditor's Report) Order, 2020 are not applicable.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year

(ii) (a) The Company did not have any inventory at any time during the year. Accordingly, the provisions of clause 3(ii)(a) of the Companies (Auditor's Report) Order, 2020 relating to physical verification of inventory and discrepancies therein are not applicable to the Company.

(b) Based on our audit procedures and according to the information and explanation given to us, the company has not been sanctioned working capital limits in excess of five crore rupees (at any point of time during the year), in aggregate, from banks or financial institutions on the basis of security of current assets. Therefore, this clause is not applicable.

(iii) According to information and explanation as given to us, the Company has during the year, not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions of clauses 3(iii) of the Order are not applicable.

(iv) According to the information and explanation given to us, the company has no loans, investments, guarantees or security where provisions of section 185 and 186 of the Companies Act, 2013 are to be complied with.

(v) According to the information and explanation given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits under the directives of the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable. Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

(vii) (a) According to information and explanations as given to us and the records of the company as examined by us, the Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable, with the appropriate authorities.

Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(viii) According to the information and explanation given to us, company has no transactions, not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);

(ix) (a) According to information and explanations as given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year;

(b) According to information and explanations as given to us, company is not declared 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 audit procedures, the Company has not obtained any term loans during the year. Accordingly, the reporting requirements under clause 3(ix)(c) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.

(d) According to the information and explanations given to us and on the basis of our audit procedures, the Company has not raised any funds on a short-term basis during the year. Accordingly, the reporting requirements under clause 3(ix)(d) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.

(e) According to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;

(f) According to the information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) According to information and explanations as given to us the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year; Hence this clause is not applicable.

(b) According to the information and explanation given 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.

(xi) (a) To the best of our knowledge and belief and according to the information and explanation given to us, any fraud by the company or any fraud on the company has not been noticed or reported during the year;

(b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies 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) According to the information and explanation given to us, no whistle-blower complaints, received during the year by the company.

(xii) The Company is not a Nidhi company, accordingly provisions of the Clause 3(xii) of the Order is not applicable to the company.

(xiii) According to the information and explanations given to us, we are of the opinion that all transactions with related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the Indian Accounting Standards and the Companies Act, 2013.

(xiv) In our opinion, the Company has an internal audit system that commensurate with the size and nature of its business.;

(xv) According to the information and explanations given to us, we are of the opinion that the company has not entered into any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause 3(xv) of the Order is not applicable.

(xvi) (a) According to the information and explanations given to us, we are of the opinion that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of clause 3(xvi) of the Order are not applicable;

(b) of clause 3(xvi) of the Order is not applicable; (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of sub-clause

(c) and (d) of clause 3(xvi) of the Order are not applicable;

(xvii) Based on our examination, the company has incurred cash losses in the financial year and in the immediately preceding financial year. Amount of cash loss during current financial year is Rs. 6,67,152.86and in the immediately preceding financial year is Rs. 16,19,640.89;

(xviii) There has been resignation of the statutory auditors during the year and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) The provisions of Section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the provisions of clause 3(xx) of the Order is not applicable.

For **Saraswat & Company**
Chartered Accountants
FRN: 004846C

CA Chirayu Saraswat
Partner
M.No.: 457935
UDIN: 26457935DIOKEZ3973

Place: Jaipur
Dated: 8th May 2026

Annexure-B to the Independent Auditor's Report

(Referred to in paragraph 2 (f) under 'Report on other legal and regulatory requirements' section of our report to the Members of **Sueryaa Knitwear Limited** of even date)

Report on the internal financial controls over financial reporting under clause (i) of sub - section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Sueryaa Knitwear Limited ("the Company") as at March 31, 2026, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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, 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 on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note")issued by the ICAI and the Standards on Auditing ("SA"s) prescribed under Section 143(10) of the Companies Act, 2013 (the "Act"), to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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.

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.

Opinion

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the criteria for internal financial control with reference to Financial Statements established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Saraswat & Company**
Chartered Accountants
FRN: 004846C

CA Chirayu Saraswat
Partner
M.No.: 457935
UDIN: 26457935DIOKEZ3973

Place: Jaipur
Dated: 8th May 2026

BALANCE SHEET AS AT 31st MARCH 2026

	Particulars	Note No.	As at March 31, 2026 Rs. in Lakhs	As at March 31, 2025 Rs. in Lakhs
	ASSETS			
(A)	**Non-current assets**			
	(a) Property Plant & Equipment & Intangible Assets	3	0.38	0.47
	(b) Financial Assets:-			
	(i) Trade Receivables	4	4.99	6.57
	(ii) Others	5	29.84	-
	(i) Deferred tax assets (Net)	6	0.77	0.92
	Sub-Total (Non-Current Assets)		**35.98**	**7.95**
(B)	**Current Assets**			
	(a) Financial Assets:-			
	(i) Investments	6	96.13	124.62
	(ii) Cash and cash equivalents	7	32.29	1.67
	(iii) Bank Balance Other than (ii) Above	8	25.28	49.90
	(b) Other Current Assets	9	2.98	16.30
	Sub-Total (Current Assets)		**156.68**	**192.49**
	TOTAL		**192.66**	**200.45**
	EQUITY AND LIABILITIES			
(A)	**Equity**			
	(a) Equity Share Capital	10	259.78	259.78
	(b) Other Equity	11	(68.53)	(61.62)
	Sub-Total (Equity)		**191.25**	**198.16**
	LIABILITIES		**-**	
(B)	**Current Liabilities**			
	(a) Other Current Liabilities	12	1.40	2.28
	Sub-Total (Current Liabilities)		**1.40**	**2.28**
	TOTAL EQUITY AND LIABILITIES		**192.66**	**200.45**
	The notes are an integral part of these financial statements.	1 & 2		

For and on behalf of the Board

This is the Balance Sheet referred to in our report of even date

For Saraswat & Company
Chartered Accountants
FRN: 004846C

Aliva Dey
DIN: 10805742
Wholetime Director

Shailesh Miyanbazaz
DIN: 10805735
Additional Director

CA Chirayu Saraswat
Partner
M. No.: 457935

Honey Agarwal
Chief Financial Officer and Company Secretary

Place: Jaipur
Date: 8th May 2026
UDIN: 26457935DIOKEZ3973

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2026

Equity Share Capital

Current Reporting Period — Rs. in Lakhs

Particulars	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
Equity Share Capital	259.78	-	-	-	259.78

Previous Reporting Period

Particulars	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
Equity Share Capital	259.78	-	-	-	259.78

Other Equity

Current Reporting Period

Particulars	Capital Reserve	Account	Earnings	Total Equity
Balance as at 01st April 2025	30.00	23.27	(114.88)	(61.62)
Increase/(Decrease) During the year	-		(6.91)	(6.91)
Total Comprehensive income for the year	**30.00**	**23.27**	**(121.79)**	**(68.53)**
Balances as at 31st March, 2026	**30.00**	**23.27**	**(121.79)**	**(68.53)**

Previous Reporting Period

Particulars	Capital Reserve	Account	Earnings	Total Equity
Balance as at 01st April 2024	30.00	23.27	(85.99)	(32.73)
Increase/(Decrease) During the year			(28.89)	(28.89)
Total Comprehensive income for the year	**30.00**	**23.27**	**(114.88)**	**(61.62)**
Balances as at 31st March, 2025	**30.00**	**23.27**	**(114.88)**	**(61.62)**

Notes:

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.

This is Statement of Changes in Equity referred to in our report of even date

For and on behalf of the Board

This is the Balance Sheet referred to in our report of even date

For Saraswat & Company
Chartered Accountants
FRN: 004846C

Aliva Dey
DIN: 10805742
Wholetime Director

Shailesh Miyanbazaz
DIN: 10805735
Additional Director

CA Chirayu Saraswat
Partner
M. No.: 457935

Honey Agarwal
Chief Financial Officer and Company Secretary

Place: Jaipur
Date: 8th May 2026
UDIN: 26457935DIOKEZ3973

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDING 31st MARCH 2026

	Particulars	Note No.	Year ended March 31, 2026 Rs In Lakhs	Year ended March 31, 2025 Rs In Lakhs
I.	Revenue from operations(Gross)	13	-	24.26
	Less : GST		-	-
	Revenue from operations(Net)		-	24.26
II.	Other income	14	3.05	0.61
III.	**Total Revenue (I+II)**		**3.05**	**24.87**
IV.	**EXPENSES :**			
	Cost of Materials consumed		-	-
	Purchases of stock-in-trade		-	-
	Changes in inventories of finished goods work-in-progress and stock-in-trade	15	-	25.66
	Employee Benefits Expenses	16	-	7.56
	Financial Expenses	17	0.01	0.03
	Depreciation and amortization	3	0.08	0.11
	Other expenses	18	9.71	26.52
	Total Expenses	**Total**	**9.80**	**59.87**
V.	Profit before exceptional and extraordinary items and tax(III-IV)		(6.76)	(35.00)
VI.	Exceptional items:- Profit on sale of Mutual Fund			18.69
VII.	Profit before extraordinary (V-VI)		(6.76)	(16.31)
VIII.	Extraordinary items		-	-
IX.	**Profit before Tax (VII-VIII)**		**(6.76)**	**(16.31)**
X.	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		0.15	0.16
	(3) Taxes relating to earlier years			
XI.	**Profit(Loss)for the period from continuing operations (IX-X-XIV)**		**(6.91)**	**(16.46)**
XII.	Profit(Loss) from discontinued operations		-	-
XIII.	Tax expense of discontinued operations		-	-
XIV.	Profit(Loss)from discontinuing operationis(XII-XIII)		-	-
XV.	**Profit for the period(XI-XIV)**		**(6.91)**	**(16.46)**
XVI	**Other Comprehensive Income**			
	(A) (i) Items that will not be reclassified to profit or loss			(12.43)
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	(B) (i) Items that will be classified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-

	Particulars	Note No.	Year ended March 31, 2026 Rs In Lakhs	Year ended March 31, 2025 Rs In Lakhs
XVII	**Total Comprehensive Income for the period (XV+XVI)** (Comprising Profit (Loss) and Other Comprehensive Income for the Period)		**(6.91)**	**(28.89)**
XVIII	**Earnings per equity share (for continuing operation):**			
	(1) Basic		(0.27)	(0.63)
	(2) Diluted		(0.27)	(0.63)
XIX	**Earnings per equity share (for discontinued operation):**			
	(1) Basic		-	-
	(2) Diluted		-	-
XX	**Earnings per equity share (for discontinued & continuing operations)**		(0.27)	(0.63)
	(1) Basic		(0.27)	(0.63)
	(2) Diluted		(0.27)	(0.63)

The notes are an integral part of these financial statements.

For and on behalf of the Board

This is the Balance Sheet referred to in our report of even date

For Saraswat & Company
Chartered Accountants
FRN: 004846C

Aliva Dey
DIN: 10805742
Wholetime Director

Shailesh Miyanbazaz
DIN: 10805735
Additional Director

CA Chirayu Saraswat
Partner
M. No.: 457935

Honey Agarwal
Chief Financial Officer and Company Secretary

Place: Jaipur
Date: 8th May 2026
UDIN: 26457935DIOKEZ3973

Cash Flow Statement for the Year ended 31st March, 2026

Particulars	As at 31.03.2026 Rs. in Lakhs	As at 31.03.2025 Rs. in Lakhs
(A) Cash Flow From operating activities		
Net Profit Before Tax	(6.76)	(28.74)
Adjustment for :-		
a) Depreciation & Amortisation Exp.	0.08	0.11
Operating Profit before working capital changes	**(6.67)**	**(28.63)**
Adjustments for working capital changes :-		
a) (Increase)/Decrease in Inventories	-	25.66
b)(Increase)/Decrease in Trade Receivables	1.57	78.38
c) (Increase)/Decrease in Other Current Assets	37.94	(58.81)
d) Increase / (Decrease) in Other Current Liabilities	(0.88)	1.64
e) (Increase)/Decrease in Other long Term liabilities	-	-
f) (Increase)/Decrease in long Term Loans & Advances	-	-
g) (Increase)/Decrease in Other Non Current Assets	(29.84)	-
Cash generated from operations	**2.12**	**18.24**
Income Tax Paid	-	-
Net Cash from operating activities	**2.12**	**18.24**
(B) Cash Flow From Investing Activities :-		
a) Purchase of Fixed Assets	-	-
b) Sale of Fixed Assets	-	-
c) Increase/decrease in Investments	28.49	(20.46)
d) Increase/Decrease in Investments		-
Net Cash from investing activities	**28.49**	**(20.46)**
(C) Cash Flow from Financing Activities :-		
a) Share capital	-	-
b) Long Term Borrowings (Net)	-	-
c) Short Term Borrowings (Net)	-	-
d) Interest Cost	-	-
e) Share Premium	-	-
Net Cash from financing activities	**-**	**-**
Net (Decrease)/Increase in cash & cash equivalents	**30.62**	**(2.23)**
Opening balance of cash & cash equivalents	1.67	3.90
Closing balance of cash & cash equivalents	**32.29**	**1.67**

Notes :-

1) The above Cash Flow Statement has been prepared under the "indirect method" as set out in IND AS 7 (Statement of Cash Flows)
2) Figures in Brackets indicate cash outflow
3) Previous Year figures have been regrouped/ rearranged wherever necessary

For and on behalf of the Board

As per our Report of Even Date

For Saraswat & Company
Chartered Accountants
FRN: 004846C

Aliva Dey
DIN: 10805742
Wholetime Director

Shailesh Miyanbazaz
DIN: 10805735
Additional Director

CA Chirayu Saraswat
Partner
M. No.: 457935

Honey Agarwal
Chief Financial Officer and Company Secretary

Place: Jaipur
Date: 8th May 2026
UDIN: 26457935DIOKEZ3973

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Sueryaa Knitwear Limited company is engaged in the business of Manufacturing of Hosiery Goods,cloth for own and on job work basis and trading of cloth.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation:

These financial statements have been prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. 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.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

B. Use of Estimates and judgments

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the year.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

C. Classification of Assets and Liabilities as Current and Non-Current

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of product & activities of the Company and their realization in cash and cash equivalent, the Company has determined its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

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

D. Revenue Recognition

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.Interest income is recognised on time proportion basis.

Sale of Goods

Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the effective interest rate method. Interest income is included under the head "Other Income" in statement of profit and loss.

E. Property, Plant & Equipment:

Property, plant and equipment are stated at cost comprising of purchase price and any initial directly attributable cost of bringing the asset to its working condition for its intended use, less accumulated depreciation and impairment loss, if any.

Depreciation is provided for property, plant and equipment on a straight line method so as to expenses the cost less residual value over their useful lives assets as prescribed in Schedule II of the Companies Act, 2013. The estimated useful lives and residual value are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis. Depreciation is not recorded on capital work-in progress until construction and installation is completed and the asset is for intended use

F. Inventory Valuation

Inventories consists of Raw Material, Work In Progress, Finished Goods, Stores & Spares and packing materials.

Inventories are valued at the lower of cost or net realisable value. Cost is determined on weighted average basis.

Raw materials, Stores & Spares & Packing material: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition on the weighted average basis.

Finished goods and work in progress: Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity on a weighted average basis. Cost of finished goods includes 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.

G. Taxes on Income

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current Tax

Current tax is the amount of income taxes payable in respect of taxable profit for a period. 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 under the Income Tax Act, 1961.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under Income tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Also, for temporary differences if any that may arise from initial recognition of goodwill, deferred tax liabilities are not recognized.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of part or all of such deferred tax assets to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

H. Impairment of Assets

The carrying amount of non- financial assets other than inventories are assessed at each reporting date to ascertain whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated. An impairment loss is

recognised as an expenses in the Statement of Profit and Loss, for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use. Value in use is ascertained through discounting of estimated future cash flows using a discount rate that reflects the current market assessments of the time value of money and the risk specific to the assets. For the purpose of assessing impairment, assets are grouped at the lowest levels into cash generating units for which there are separately identifiable cash flows.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment had been recognised.

I. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result so past event and it is probable that there will be outflow of resources. Contingent liability, which are considered significant and material by the company, are disclosed in the Notes to Accounts. Contingent Assets are neither recognised nor disclosed in financial statements.

J. Classification of Financial Assets

(i) Financial assets carried at amortised cost

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

(ii) Financial assets at fair value through other comprehensive income

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

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

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

(iv) Financial liabilities

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

(v) Equity instrument

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

K. Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset, until such time as the assets are substantially ready for the intended use or sale. Interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets

is deducted from the borrowing costs eligible for capitalisation. The borrowing costs other than attributable to qualifying assets are recognised in the profit or loss in the period in which they incurred.

L. Cash and Cash Equivalent

For presentation in the Statement of Cash Flows, cash and cash equivalents includes cash on hand, 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.

Additional Disclosures

i) The Company does not hold any immovable property as at the balance sheet date. Accordingly, the reporting requirements relating to title deeds of immovable properties not held in the name of the Company are not applicable.

ii) No Revaluation of assets has been carried out by the company.

iii) The Company has during the year, not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

iv) The Company does not have any intangible asset under development.

v) The Company does not have any benami property, where any proceedings has been initiated or pending against the company for holding any benami property.

vi) The company has not taken any borrowings from bank. As such this clause is not applicable.

vii) Company is not declared wilful defaulter by any bank or financial institution or other lender

viii) The company does not have any transaction with companies struck off.

ix) The company does not have any charge or satisfaction which is yet to be registered with Registrar of Companies beyond statutory period.

x) The company has complied with clause 87 of Section 2 of the Act read with Companies (Restriction on number of Layers) Rule 2017.

xi) The company does not have any approved scheme of arrangements.

xii) The company has not traded or invested in Crypto Currency or virtual currency during the year ended March 31, 2026.

xiii) The company has not advanced or loaned or invested funds to any other person or entities including foreign entities(intermediary) with the understanding that the intermediary shall:-

a) directly on indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company.

b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiary.

xiv) The company has not received any funds to any other person or entities including foreign entities(Funding Party) with the understanding(Whether recorded in writing or otherwise) that the company shall:-

a) directly on indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party(Ultimate Beneficiary) or

b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiary.

xv) The company has no such transaction, not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961)

xvi) The company is not covered under CSR

For and on behalf of the Board of Directors
SUERYAA KNITWEAR LIMITED

In terms of my Audit Report of Even Date Attached.

For Saraswat & Company	**Aliva Dey**	**ShaileshMiyanbazaz**
Chartered Accountants	**Wholetime Director**	**Director**
FRN: 004846C	**DIN : 1085742**	**DIN : 10805735**

CA Chirayu Saraswat
Partner
M.No.: 457935

Honey Aggarwal
Company Secretary &
Chief Financial Officer

Place: Jaipur
Dated: 8th May 2026
UDIN: 26457935DIOKEZ3973

NOTE 3

SCHEDULE OF PROPERTY PLANT & EQUIPMENT

Rs. in Lakhs

PARTICULARS	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	AS AT 1/4/2025	ADDITIONS DURING THE YEAR	SALE/TRFD. DURING THE YEAR	BALANCE AS ON 31/3/2026	AS AT 1/4/2025	Rate of Dep	PROVIDED DURING THE YEAR	ADJ. DURING THE YEAR	BALANCE AS ON 31/3/2026	AS AT 31/3/2026	AS AT 1/4/2025
(A) TANGIBLE ASSETS											
Office Equipments	4.88			4.88	4.41	18%	0.08		4.49	0.38	0.47
Total	**4.88**	**-**	**-**	**4.88**	**4.41**		**0.08**	**-**	**4.49**	**0.38**	**0.47**
Previous Year	***4.88***	**-**	**-**	***4.88***	***4.30***		***0.11***	**-**	***4.41***	***0.47***	***0.58***

NOTE 4: NON CURRENT ASSETS:-FINANCIAL ASSETS

(a) Trade Recceivables

PARTICULARS	As at 31st March 2026	As at 31st March 2025
	Rs. in Lakhs	**Rs. in Lakhs**
Trade Receivables		
Unsecured, considered good	4.99	6.57
TOTAL	**4.99**	**6.57**

Ageing of Trade Receivables		**2025-26**					
Particulars		**Less than 6 months**	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i)	Undisputed Trade Receivables - Considered Good					4.99	**4.99**
(ii)	Undisputed Trade Receivables - which have significant increase in credit risk						
(iii)	Disputed Trade Receivables – credit impaired						
(iv)	Disputed Trade Receivables — considered good						
(v)	Disputed Trade Receivables — which have significant increase in credit risk						
(vi)	Disputed Trade Receivables — credit impaired						

Ageing of Trade Receivables		2024-25					
Particulars		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Undisputed Trade Receivables - Considered Good					6.57	**6.57**
(ii)	Undisputed Trade Receivables - which have significant increase in credit risk						
(iii)	Disputed Trade Receivables – credit impaired						
(iv)	Disputed Trade Receivables — considered good						
(v)	Disputed Trade Receivables — which have significant increase in credit risk						
(vi)	Disputed Trade Receivables — credit impaired						

NOTE 5: NON CURRENT ASSETS:-FINANCIAL ASSETS - OTHERS

PARTICULARS	As at 31st March 2026	As at 31st March 2025
	Rs. in Lakhs	Rs. in Lakhs
Bank Deposits with more than 12 months maturity	29.84	-
TOTAL	**29.84**	**-**

NOTE 6: DEFERRED TAX ASSETS

PARTICULARS	As at 31st March 2026	As at 31st March 2025
	Rs. in Lakhs	Rs. in Lakhs
Closing WDV of Fixed Assets as per Companies Act, 2013	0.38	0.47
Closing WDV of Fixed Assets as per Income Tax Act, 1961	3.43	4.03
Difference Amount of Depreciation	**3.05**	**3.57**
Deferred Tax Assets/(Liabilities)	**0.77**	**0.92**

NOTE 6: FINANCIAL ASSETS:- INVESTMENTS

PARTICULARS	As at 31st March 2026	As at 31st March 2025
	Rs. in Lakhs	Rs. in Lakhs
Investments in Mutual Funds (Quoted)	96.13	124.62
TOTAL	**96.13**	**124.62**

Details of Mutual Fund

Name of Fund	Units	NAV	Investment in Fund	Current Value as on March 31st, 2026
Abakkus Flexi Cap Fund - Regular Growth Option	149,992.50	9.08	1,500,000.00	1,361,931.90
Helios Flexi Cap Fund - Regular Growth	99928.38	12.88	1,500,000.00	1,287,077.55
ICICI Prudential Multi-Asset Fund - Growth	2643.01	756.63	2,000,000.00	1,999,783.72
Kotak Midcap Fund - Growth	7182.05	121.98	1,000,000.00	876,030.91
Parag Parikh Flexi Cap - Regular Plan Growth	11848.34	78.26	1,000,000.00	927,301.88
SBI Large & Midcap Fund Regular Growth	1620.85	578.84	1,000,000.00	938,205.98
ICICI Prudential Floating Interest Fund - Growth	5010.73	443.52	2,057,566.56	2,222,338.70
Total			**10,057,566.56**	**9,612,670.64**

NOTE 7: CASH AND CASH EQUIVALENTS

PARTICULARS	As at 31st March 2026	As at 31st March 2025
	Rs. in Lakhs	Rs. in Lakhs
(a) Balances with Banks in Current Accounts	5.94	
(b) Bank Deposits with maturity of less than 3 months	26.18	
(c) Cash in Hand	0.17	1.67
TOTAL	**32.29**	**1.67**

NOTE 8: BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

PARTICULARS	As at 31st March 2026	As at 31st March 2025
	Rs. in Lakhs	Rs. in Lakhs
Bank Deposits with maturity of more than 3 months but less than 12 months	25.28	49.90
TOTAL	**25.28**	**49.90**

NOTE 9: OTHER CURRENT ASSETS

PARTICULARS	As at 31st March 2026	As at 31st March 2025
	Rs. in Lakhs	Rs. in Lakhs
(a) Prepaid Taxes	-	0.05
(b) Input GST	2.59	1.75
(c) Others	-	14.50
(d) TDS Receviable	0.39	-
TOTAL	**2.98**	**16.30**

NOTE 10: SHARE CAPITAL

PARTICULARS		As at March 31, 2026	As at March 31, 2025
		Rs. in Lakhs	Rs. in Lakhs
(a)	**AUTHORISED**		
	3500000 (Previous Year 3500000) Equity Shares of Rs. 10/-each	**350.00**	**350.00**
(b)	**ISSUED, SUBSCRIBED & PAID UP**		
	2597800 (Previous Year 2597800) Equity Shares of Rs.10/- each.(fully paid up)	259.78	259.78
		-	-
	Total	**259.78**	**259.78**

PARTICULARS		As on 31st March 2026		As on 31st March 2025	
		No. of Shares	Rs. in Lakhs	No.of Shares	Rs. in Lakhs
(c)	Opening Equity Shares	2,597,800.00	259.78	2,597,800.00	259.78
	Less:-Call in Arrears		-		-
	Addition during the year.		-		-
	Closing Equity Shares	**2,597,800.00**	**259.78**	**2,597,800.00**	**259.78**
(d)	**Shareholders holding more than 5% of share capital.**				
		As on 31st March 2026		**As on 31st March 2025**	
	Name of Shareholder	**No. of Shares held**	**% of Holding**	**No. of Shares held**	**% of Holding**
	Shailesh Miyanbajaj	1,638,740.00	63.08	1,638,740.00	63.08
	Total	**1,638,740.00**	**63.08**	**1,638,740.00**	**63.08**
(f)	**Shareholding of Promoter and Promoter Group:**				
		As on 31st March 2026		**As on 31st March 2025**	
	Name of Shareholder	**No. of Shares held**	**% of Holding**	**No. of Shares held**	**% of Holding**
	Shailash Miyanbajaj	1,638,740.00	63.08	1,638,740.00	63.08
	Total	**1,638,740.00**	**63.08**	**1,638,740.00**	**63.08**

NOTE 11: Other Equity

PARTICULARS	As at 31st March 2026 Rs. in Lakhs	As at 31st March 2025 Rs. in Lakhs
(a) Capital Reserves		
Balance as at the beginning of the year	30.00	30.00
Add: Addition During the year	-	-
Less : Deduction during the year	-	-
Balance as at the end of the year	30.00	30.00
(b) Share Forfeiture account	23.27	23.27
(c) Surplus		
Balance as at the beginning of the year	**(114.88)**	**(85.99)**
Add: Addition During the year	(6.91)	(28.89)
Less : Deduction during the year	-	-
Balance as at the end of the year	(121.79)	(114.88)
Total	**(68.53)**	**(61.62)**

NOTE 12: OTHER CURRENT LIABILITIES

PARTICULARS	As at 31st March 2026 Rs. in Lakhs	As at 31st March 2025 Rs. in Lakhs
Expenses Payable	1.40	2.28
Total	**1.40**	**2.28**

NOTE 13: REVENUE FROM OPERATIONS

PARTICULARS	Year ended March 31, 2026 Rs. in Lakhs	Year ended March 31, 2025 Rs. in Lakhs
Sale of Products		
Finished Goods		
Sale Cloth	-	24.26
Other Operating Income	-	-
	-	24.26
Less: GST	-	-
Total	**-**	**24.26**

NOTE 14: OTHER INCOME

PARTICULARS	Year ended March 31, 2026	Year ended March 31, 2025
	Rs. in Lakhs	Rs. in Lakhs
Interest on FDR	3.89	0.61
Rebate & Discount	0.05	-
Gain on Sale of Mutual Funds	3.67	
Change in Fair Value of Investments	(4.66)	-
Miscellaneous Balances Written Off	0.09	-
Total	**3.05**	**0.61**

NOTE 15: CHANGE IN INVENTORIES

PARTICULARS	Year ended March 31, 2026	Year ended March 31, 2025
	Rs. in Lakhs	Rs. in Lakhs
(a) **OPENING STOCK**		
Stock In Trade	-	-
Work in progress	-	-
Finished Goods	-	25.66
Total (a)	**-**	**25.66**
(b) **CLOSING STOCK**		
Stock of stock in trade	-	-
Work in progress	-	-
Finished Goods	-	-
Total (b)	**-**	**-**
Total(a-b)	**-**	**25.66**

NOTE 16: EMPLOYEE BENEFITS EXPENSE

PARTICULARS	Year ended March 31, 2026	Year ended March 31, 2025
	Rs. in Lakhs	Rs. in Lakhs
Salary	-	7.56
Total	**-**	**7.56**

NOTE 17: FINANCE COST

PARTICULARS	Year ended March 31, 2026	Year ended March 31, 2025
	Rs. in Lakhs	Rs. in Lakhs
Bank Charges	0.01	0.03
Total	**0.01**	**0.03**

NOTE 18: OTHER EXPENSES

PARTICULARS	Year ended March 31, 2026	Year ended March 31, 2025
	Rs. in Lakhs	Rs. in Lakhs
Advertisement Expenses	0.60	0.53
Audit Fees	0.70	0.86
Computer Repair & Maintenance Charges	-	0.03
Director Remuneration	2.52	3.79
Depository Fees	0.38	-
BSE Listing Fees	3.71	4.73
GST Written Off	-	0.38
Professional Charges	1.45	0.96
Rebate & Discount	-	15.23
Other Balances Written Off	0.05	-
Secretarial Audit	0.30	-
Total	**9.71**	**26.52**

NOTE 19: AUDITORS' REMUNERATION

PARTICULARS	Year ended March 31, 2026	Year ended March 31, 2025
	Rs. in Lakhs	Rs. in Lakhs
i) As Auditor (Net of Goods & Services Tax)	0.70	0.86
ii) For Taxation Matters	-	-
TOTAL	**0.70**	**0.86**

NOTE 20: EARNINGS PER SHARE

PARTICULARS	Year ended March 31, 2026	Year ended March 31, 2025
Profit Attributable to the Equity Shareholders before extraordinary items (A)	(690,770.31)	(1,646,083.89)
Profit Attributable to the Equity Shareholders after extraordinary items (B)	(690,770.31)	(1,646,083.89)
Basic No. of Equity Shares outstanding during the year (C)	2,597,800.00	2,597,800.00
Weighted average no. of Equity Shares outstanding during the year (D)	2,597,800.00	2,597,800.00
Nominal Value of Share Rs.	10.00	10.00
Basic EPS before extraordinary items Rs. (A)/(C)	(0.27)	(0.63)
Diluted EPS before extraordinary items Rs. (A)/(D)	(0.27)	(0.63)
Basic EPS after extraordinary items Rs. (B)/(C)	(0.27)	(0.63)
Diluted EPS after extraordinary items Rs. (B)/(D)	(0.27)	(0.63)

NOTE 21: RELATED PARTY TRANSACTIONS

A. Name of the related parties and nature of relationships :

Key management Personnel :

	Name of Personnel	Designation
(i)	Manshi Sharma	Director
(ii)	Sahil Mahawar	Director (Independent)
(iii)	Honey Agarwal	Company Secretary
(iv)	Aliva Dey	Whole-time director
(v)	Shailesh Miyanbazaz	Director
(vii)	Sanjay Sahni	Director (Independent)
(viii)	Parul Singh	Chief Financial Officer

B. The following transactions were carried out with related parties in the ordinary course of business with parties referred above:

PARTICULARS	NATURE OF TRANSACTION	Year ended March 31, 2026	Year ended March 31, 2025
Key Managerial Personnel	Remuneration	387,000.00	1,080,000.00

C. Balance outstanding at the year end :

PARTICULARS	Year ended March 31, 2026	Year ended March 31, 2025
Manshi Sharma	50,000.00	50,000.00

NOTE 22: Foreign Currency Transactions

PARTICULARS	Year ended March 31, 2026	Year ended March 31, 2025
	Rs. in Lakhs	Rs. in Lakhs
a) CIF Value of Imports	-	-
b) Expenditure in Foreign Currency	-	-
c) Earnings in Foreign Exchange during the year	-	-

NOTE 23: DISCLOSURES SPECIFIED BY THE MSME ACT, 2006

Based on and to the extent of information received from the Suppliers regarding their status under the Micro,Small and Medium Enterprise Development Act, 2006 as identified by Management and relied upon by the Auditors, the relevant particulars as at 31 March 2026 are furnished below:

PARTICULARS	Year ended March 31, 2026	Year ended March 31, 2025
	Rs. in Lakhs	Rs. in Lakhs
a) Dues Outstanding as at the end of the year for more than 45 days	-	-

NOTE 24: Comparitive Figures

Previous year's figures have been regrouped/ reclassified, where necessary, to confirm to current year's classification.

NOTE 25: Comparitive Figures

Particulars	March 31 2026	March 31 2025	Numerator	Denominator	Variation in %
a) Current Ratio	111.88	84.31	Current Assets	Current Liabilities	32.70%
b) Debt-Equity Ratio	-	-	Debt	Equity	-
c) Debt Service Covergae Ratio	-	-	Net Operating Income (NOI)	Total Debt Service	-
d) Return on Equity Ratio	(0.04)	(0.08)	Profit after Tax	Shareholder Equity	-54.18%
e) Inventory Turnover Ratio	-	1.89	Revenue from Operations	Inventory	-100.00%
f) Trade Recievable Turnover Ratio	-	0.27	Revenue from Operations	Recievables	-100.00%
g) Trade Payable Turnover Ratio	-	-	Total Purchase	Trade Payables	-
h) Net Capital Turnover Ratio	-	0.04	Revenue from Operations	Average Working Capital	-100.00%
i) Net Profit Ratio	-	(0.68)	Profit After Tax	Revenue from operatin	-100.00%
j) Return on Capital Employed	(0.03)	(0.06)	Profit Before Interest and Taxes	Net Worth+Deffered Tax Liability	-58.59%
k) Return on Investment	(0.04)	(0.08)	Profit Before Interest and Taxes	Capital Employed	-57.07%

Reason for variation in excess of 25% - The Company did not undertake any purchase or sale transactions during the financial year 2025–26. Consequently, the reported variation exceeds 25%.

SUERYAA KNITWEAR LIMITED

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CIN: L17115PB1995PLC015787

PROXY FORM

Form No. MGT-11

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

CIN	**L17115PB1995PLC015787**
Name of the Company	**Sueryaa Knitwear Limited**
Registered Office	**K.208, Kismat Complex, G.T. Road, Millerganj, Ludhiana, Punjab, India, 141003**

Name of the Member(s)	
Registered address	
E-mail I. d.	
Folio no./Client Id*	
DP ID	

I/We, being the member(s) of Sueryaa Knitwear Limited holding ______________ shares hereby appoint:

1 Name ……………………………………………………..............

Address ……………………………………………………..............

E-Mail I.D. ……………………………………………………..............

Signature …………………………………………………….............. or failing him

2 Name ……………………………………………………..............

Address ……………………………………………………..............

E-Mail I.D. ……………………………………………………..............

Signature …………………………………………………….............. or failing him

3 Name ……………………………………………………..............

Address ……………………………………………………..............

E-Mail I.D. ……………………………………………………..............

Signature ……………………………………………………..............

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the company, to be held on **Saturday, 8th August, 2026 at 01:00 P.M.** at the Registered Office of the company at **K.208, Kismat Complex, G.T. Road, Millerganj, Ludhiana, 141003** and at any adjournment thereof in respect of such resolutions as are indicated below.

S. No.	Resolution	For	Against
Ordinary Business			
1.	To receive, consider and adopt the standalone Audited Financial Statement as at 31st March 2026, of the Company and the Reports of the Directors' and Auditors' thereon.		
Special Business			
2.	Regularization of Mr. Vishnu Agarwal (DIN: 09485015) as an Independent Director (Category: Non-Executive)		
3.	Regularization of Mr. Shailesh Miyanbazaz (DIN: 10805735) a Director (Category: Non-Executive)		
4.	Shifting of Registered Office of the company from One State to Another State		
5.	Alteration of the Situation Clause of the Memorandum of Association of the company		

Signed this____________________________ day of ___________ 2026.

Affix
Re. 1/-
revenue
stamp

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

(1) This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.

(2) For the resolutions, statement setting out material facts, notes and instructions please refer to the notice of 30th Annual General Meeting.

(3) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

(4) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Please complete all details including details of member(s) and proxy(ies) in the above box before submission.

SUERYAA KNITWEAR LIMITED

REGD. OFF. : K.208, Kismat Complex, G.T. Road, Millerganj, Ludhiana, Punjab, 141003
Phone: 0161-4619272, 7439882343
Email id: sueryaa1995@gmail.com, **Website:** www.sueryaaknitwear.com
CIN: L17115PB1995PLC015787

Form No. MGT-12

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

BALLOT PAPER

30th Annual General Meeting of the members of **Sueryaa Knitwear Limited** to be held on **Saturday, 8th August, 2026 at 01:00 P.M.** at **K.208, Kismat Complex, G.T. Road, Millerganj, Ludhiana, 141003** :-

Name of First Named Shareholder (In Block Letters)	……………………………………………………………………………………
Postal Address	……………………………………………………………………………………
Folio No./DP ID & Client ID	……………………………………………………………………………………
	……………………………………………………………………………………
No. of Shares held	……………………………………………………………………………………
Class of Shares	……………………………………………………………………………………

I hereby exercise my vote in respect of Ordinary/ Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Brief of Resolutions	In favor of Resolutions	Against the Resolutions
Ordinary Business			
1.	To receive, consider and adopt the standalone Audited Financial Statement as at 31st March 2026, of the Company and the Reports of the Directors' and Auditors' thereon.		
Special Business			
2.	Regularization of Mr. Vishnu Agarwal (DIN: 09485015) as an Independent Director (Category: Non-Executive)		
3.	Regularization of Mr. Shailesh Miyanbazaz (DIN: 10805735) a Director (Category: Non-Executive)		
4.	Shifting of Registered Office of the company from one state to another state		
5.	Alteration of the Situation Clause of the Memorandum of Association of the company		

Date: **Signature of Shareholder**

Place:

** Please tick in the appropriate column*

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CIN: L17115PB1995PLC015787

ATTENDANCE SLIP

30th Annual General Meeting on Saturday, August 08, 2026 at 01:00 P.M.

Name of the Member (In Block Letters)	…………………………………………………………………
Folio No./DP ID & Client ID	…………………………………………………………………
No. of Shares held	…………………………………………………………………
Name of Proxy *(To be filled in, if the proxy attends instead of the member)*	…………………………………………………………………

I, hereby certify that **I** am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the **30th Annual General Meeting (AGM)** of the Company on **Saturday, August 08, 2026 at 01:00 P.M.** at the registered office of the Company at **K.208, Kismat Complex, G.T. Road, Millerganj, Ludhiana-141003**

Member's /Proxy's Signature

Note:

1) *Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be distributed at the meeting venue.*

SUERYAA KNITWEAR LIMITED

REGD. OFF. : K.208, Kismat Complex, G.T. Road, Millerganj, Ludhiana, Punjab, 141003
Phone: 0161-4619272, 7439882343
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CIN: L17115PB1995PLC015787

ROUTE MAP

VENUE: K.208, Kismat Complex, G.T. Road, Millerganj, Ludhiana, Punjab, India, 141003 :-