



**BSL/SEC/2026-27/17**

**6<sup>th</sup> July, 2026**

**BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001  
(Maharashtra)**

**National Stock Exchange of India Ltd  
Exchange Plaza Bandra–Kurla,  
Bandra (East), Mumbai–400051  
(Maharashtra)**

**Scrip Code: 503722**

**Symbol :BANSWRAS**

**Sub: 50<sup>th</sup> Annual Report of the Company for the Financial Year 2025-26.**

Dear Sir /Madam,

This is to inform you that 50<sup>th</sup> Annual General Meeting (“AGM”) of the Members of the Company will be held on Thursday, 30<sup>th</sup> July, 2026 at 5:00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the businesses as listed in the Notice of AGM.

Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed herewith the Notice convening 50<sup>th</sup> AGM and Annual Report for the Financial Year 2025-26 which is being sent to the Members/shareholders whose E-mail addresses are registered with the Company/Depository, through electronic mode on Monday, 6<sup>th</sup> July, 2026.

Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company will be sending a letter to Shareholders whose e-mail addresses are not registered with Company/DPs providing the web-link from where the Annual Report can be accessed on the Company’s website. Also pursuant to Regulation 36(1)(c) of Listing Regulations, hard copy of the annual report will be sent to those shareholders who request for the same.

The Notice of 50<sup>th</sup> AGM and Annual Report for the Financial Year 2025-26 are also made available on the website of the Company and can be accessed at [https://www.banswarasyntex.com/wp-content/uploads/2026/07/BS\\_202526.pdf](https://www.banswarasyntex.com/wp-content/uploads/2026/07/BS_202526.pdf)

Request you to kindly take the above on record and disseminate the same on your website.

**Yours faithfully  
For BANSWARA SYNTEX LIMITED**

**SHALEEN TOSHNIWAL**

**Managing Director**

**DIN : 00246432**

**Ecl. As above**

**BANSWARA SYNTEX LIMITED**

**CORPORATE OFFICE**

5<sup>th</sup> Floor, Gopal Bhawan, 199 Princess Street Mumbai 400 002

Tel : + 91 22 66336571-76 | Fax : + 91 22 66336586

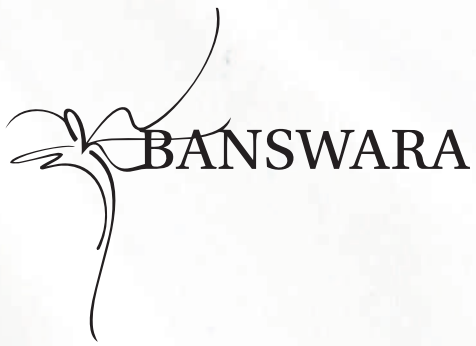
Email : [info@banswarasyntex.com](mailto:info@banswarasyntex.com)

**REGISTERED OFFICE & MILLS**

Industrial Area, Dahod Road, Banswara – 327001 (Rajasthan)

Tel : + 91 2962 240690-93, 257679-68 | Fax : + 91 2962 240692

Email : [secretarial@banswarasyntex.com](mailto:secretarial@banswarasyntex.com)



CELEBRATING

50

YEARS OF  
EXCELLENCE



YARN



FABRIC



GARMENT

ANNUAL REPORT 2025-26



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# ABOUT US

Our journey began five decades ago in 1976, when our Founder Chairman, Shri R. L. Toshniwal, fondly known as “Sethji,” established a modest spinning mill with a vision to build a world-class textile enterprise. Driven by his foresight, entrepreneurial spirit, and unwavering commitment to excellence, the Company steadily expanded its capabilities over the years, integrating weaving, processing, and garment manufacturing into its operations. Today, Banswara Syntex stands as one of India’s leading integrated dyed textile manufacturers, delivering superior quality and innovation across the textile value chain. With a strong customer-centric approach and a commitment to operational excellence, we proudly serve a distinguished portfolio of leading domestic and global brands across all our business verticals.

# OUR JOURNEY



## 1976

BSL founded as a joint venture with RIICO in Banswara, Rajasthan, with 12,500 spindles. Mr. Rameshwar Lal Toshniwal, Textile Engineer from VJTI Bombay & Leeds University, stakes his conviction in a bamboo forest town far from any textile hub.

## 1982

Mr. Toshniwal acquires full ownership from RIICO, committing his own capital entirely to the enterprise. An act of complete belief in the mill and the town.



## 1993

BSL enters cloth weaving with the establishment of a dedicated weaving plant, marking its evolution from a spinning-focused operation into an integrated textile manufacturer serving both domestic & international markets.

## 2003

Garmenting division launched. A domestic and global buyer base established: Uniqlo, Calvin Klein, Marks & Spencer, Next. BSL becomes a Four Star Export House, recognised by the Government of India.



## 2012

Founder Mr. Rameshwar Lal Toshniwal honoured with the Lifetime Achievement Award by the Textile Commissioner of India, recognition of five decades of contribution to the Indian textile industry.

## 2024

Chairman Mr. Rakesh Mehra receives the SRTEPC Lifetime Achievement Award. BSL begins its solar transition and participates in major global textile expos.



# 50 FORWARD

## 2026

Golden Jubilee Year. 157,000+ spindles. 463 looms. 13,500+ people. 50+ countries. Fifty Forward Vol. 1 published, the beginning of a bimonthly voice for everyone in the BSL family.



## MISSION

To deliver high-value textile and apparel solutions through sustainable innovation and enduring partnerships, creating lasting value for our customers, employees, communities, and shareholders.



## VISION

To be the world's most trusted and innovative textile solutions partner, enriching lives, inspiring brands, and shaping the future of fashion.

# CSR ACTIVITIES

BSL has always believed that its responsibility extends beyond the factory gate. This year, our CSR initiatives supported hospitals, schools, tribal communities, and the park that bears our founder's name, reflecting the values on which the mill was built.



## Shikshantar: Swaraj Shakti Girls Fellowship

In October 2025, eight advanced Shikshantar girls travelled from Udaipur to Banswara to conduct a three-day Winter Camp for BSL staff children. Supported by BSL through the Swaraj Shakti Girls Fellowship, these young tribal women have developed skills in art, design, farming, photography, and leadership, and are now earning independently through creative projects and community initiatives. Their Gavri art exhibition at Udaipur's City Palace attracted over 1,000 visitors.

## OSCAR Foundation: Life Skills Through Football

For the third consecutive year, BSL supported the OSCAR Foundation's Life Skills through Football programme in Daman, Diu, and Dadra & Nagar Haveli. This quarter, 8,461 children across 97 schools participated in football and life skills sessions. Four girls qualified for the School National Games, community teams excelled at the State-Level Winter Camp Tournament, and Prachi, a 13-year-old participant, earned selection to her district team.



## R.L. Toshniwal Udyan: A Garden for Banswara

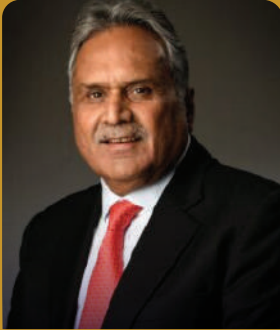
BSL continued its care of R.L. Toshniwal Udyan this year, maintaining it as a green community space where families gather, children play, and residents find moments of peace. In our jubilee year, preserving the park that bears our founder's name is a meaningful way of honouring the trust the town placed in him and in BSL.

## Mahatma Gandhi District Hospital: Mother & Child Ward

BSL adopted the cleaning and upkeep of the Mother and Child Ward at Mahatma Gandhi District Hospital in Banswara this year, helping create a cleaner and more dignified environment for mothers and newborns. The hospital's Chief Medical Officer formally acknowledged the improved hygiene standards, highlighting the positive impact of this local initiative.



# CHAIRMAN'S MESSAGE



**Rakesh Mehra**  
Chairman

Dear BSL Family,

As we step into our 50<sup>th</sup> year, it is a privilege to reflect on a journey that began with the vision of our Founder Chairman, Shri R.L. Toshniwal (Sethji), who established a modest spinning mill.

Over five decades, we have grown into one of India's finest integrated dyed composite textile mills, with capabilities spanning spinning, weaving, processing, and garments, serving leading customers across the globe. This milestone is the

result of resilience, determination, and the collective efforts of our entire team. Building a world-class enterprise in Banswara, then a region with limited infrastructure, was a remarkable achievement driven by Sethji's vision.

Today, as Banswara has flourished alongside us, we continue investing in our future. Over the past four years, we have invested over ₹410 crore in modernization and employee facilities. In an increasingly competitive global environment, our focus remains on efficiency, value engineering, and maximizing our capabilities to create sustainable growth and opportunities for our people.

Wishing you all continued success. Jai Hind.

## BOARD OF DIRECTORS



**Late Shri. Toshniwal**  
Founder Chairman

- Founded the Company in the year 1976. Masters in Textiles from Leeds University, UK. 56 years of experience in the textile industry
- Ex-Chairman of Rajasthan Textile Mills Association, Ex-President of Indian Spinners Association and Ex-Chairman of the Synthetic & Rayon Textile Export Promotion Council (SRTEPC)
- Besides Banswara Syntex Ltd., he was a member of the Board of Directors of many other Companies



**Rakesh Mehra**  
Chairman

- Chartered Accountant, with over 39 years' experience in the Textile Industry
- Responsible for entire commercial and financial activities with an emphasis on Yarn and Automotive Fabric Business
- Has been the Chairman of The Synthetic & Rayon Textiles Export Promotion Council (SRTEPC) for two terms and has also served as the Chairman of Confederation of Indian Textile Industry (CITI)
- Presently, he is the Chairman of CITI-CIDRA standing committee on Cotton



**Ravindrakumar Toshniwal**  
Vice Chairman

- B.Tech (Chem.) from IIT, Mumbai. Has completed the OPM course from Harvard University, USA. Has over 38 years' experience in the Textile Industry
- Attracted a number of reputed buyers from all over the world resulting in a substantial increase in the exports of the Company over the last fifteen years
- Involved in strategic decision making, drawing up of business plans and stakeholder management and is also responsible for Fabric Business and new product developments



**Shaleen Toshniwal**  
Managing Director

- Bachelor in Business Management from Bentley College, USA and has over 22 years' experience in the Textile Industry
- Responsible for overall activities of the Company with emphasis on Readymade Garment Business, Thermal Power Plant Operation and HR Strategy of the Company
- Currently, he is the Chairman of Manmade and Technical Textiles Export Promotion Council (MATEXIL)

# BOARD OF DIRECTORS



**Kavita Soni**

Whole-time Director

- BA (Hons.) in Economics from St. Xavier's College, Mumbai University in 1986
- Over three & half decade of professional experience in manufacturing, trading houses, educational institutes, charitable organizations and supporting self-help groups etc. in India and UAE
- Varied experience in Business Administration, HR and Finance etc.



**Jagdeesh Mal Mehta**

Independent Director

- BA and LLB. He has a career spanning for over 50 years
- Excellent track record in managing various types of companies like, Oil & Gas (Refinery), Textiles, Chemicals, Power, News Paper etc.



**Narendra Ambwani**

Independent Director

- Alumnus of IIM Ahmedabad and graduated with a degree in Electrical Engineering from IIT Kanpur
- Experience of 36+ years with Johnson & Johnson out of which 21 years as a Managing Director for Indonesia and India



**Ajay Sharma**

Independent Director

- MBA (Finance) from R A Poddar Institute of Management (University of Rajasthan), ICWA (Inter) and CAIIB from Indian Institute of Banking and Finance
- Over 37 years of post-qualification experience in IDBI bank having diverse experience in areas like Corporate Finance, Finance & Accounts, Human Resources, Training, Internal Audit, Treasury, Syndication and Sourcing department



**Rahul Mehta**

Independent Director

- Over 41+ years of experience in the garment industry and holds an MBA from Jamnalal Bajaj, and Partner & MD at Creative Group since 1982
- Launched iconic brands like UFO Jeans, 109F, and Portico
- Former President and current Chief Mentor of CMAI, and the first Indian President of the IAF



**Udeypaul Singh Gill**

Independent Director

- Holds an MBA from PAU, Ludhiana, and a B.Sc. (Hons.) in Economics
- Board-level leader with 40+ years of experience in business strategy, growth, and sustainability
- Expertise in innovation, carbon neutrality, and energy transition across multiple industries
- Recipient of the Lifetime Achievement Award (CIRFS & WFC Dornbirn) and Manager of the Year Award
- Partner at Gherzi Consulting Zurich and board member of ITMF, Vardhman Textiles, and Biotextfuture Germany

## COMPANY INFORMATION

### SENIOR MANAGEMENT PERSONNEL

Mr. Shailendra Kumar Pandey, Business Head - Fabrics  
 Mr. B.C. Kaushik, Business Head - Yarn  
 Mr. Rahul Bhadauria, Business Head - Garments  
 Mr. Prashant Joshi, Sr. Vice President - Fabrics  
 Mr. S.K. Bhomia, Sr. Vice President - Operations  
 Mr. Amit Nandwana, Chief Technology Officer (up to 03.05.2026)  
 Mr. Marazban Velati, Chief Human Resources Officer (up to 31.03.2026)  
 Mr. Indrajeet Sukate, Head – Corporate Human Resources  
 (w.e.f. 01.04.2026)

### CHIEF FINANCIAL OFFICER

Ms. Kavita Gandhi

### COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Ketan Kumar Dave (upto 19.05.2026)

### STATUTORY AUDITOR

M/s. K G Somani & Co LLP  
 Chartered Accountants

### COST AUDITOR

M/s. K.G. Goyal & Co.  
 Cost Accountants

### SECRETARIAL AUDITOR

M/s. Mihen Halani & Associates  
 Practicing Company Secretaries

### REGISTRAR TO AN ISSUE & SHARE TRANSFER AGENT

M/s. Computech Sharecap Ltd.  
 147, Mahatma Gandhi Road, Opp. Jahangir Art Gallery,  
 Fort, MUMBAI - 400 001.  
 Email: [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in)  
 Website: [www.computechsharecap.com](http://www.computechsharecap.com)  
 Phone No. (022)-22635000, 22635001

### BANKERS

Punjab National Bank  
 Union Bank of India  
 Bank of Baroda  
 Axis Bank  
 State Bank of India  
 HDFC Bank

### OFFICES

#### REGISTERED OFFICE

Industrial Area, Dahod Road, Post Box No. 21  
 BANSWARA - 327 001 (Rajasthan)  
 CIN: L24302RJ1976PLC001684  
 Email : [secretarial@banswarasyntex.com](mailto:secretarial@banswarasyntex.com)  
 Website : [www.banswarasyntex.com](http://www.banswarasyntex.com)  
 Phone No. (02962) 240692, 257694, 257680

#### CORPORATE OFFICE

4<sup>th</sup>/5<sup>th</sup> Floor, Gopal Bhawan,  
 199, Princess Street,  
 MUMBAI - 400 002 (Maharashtra)

#### DELHI OFFICE

3-E/2, In Front of Anarkali Market ,  
 Jhandewalan Extn.  
 NEW DELHI - 110 055

#### JAIPUR OFFICE

Flat No. 11, 2nd Floor, Ankur Apartments,  
 S-6, Jyoti Nagar Extension,  
 JAIPUR - 302 005 (Rajasthan)

### PLANTS

#### Banswara Unit

(Spinning, Weaving & Finishing),  
 Industrial Area, Dahod Road ,  
 BANSWARA – 327 001 (Rajasthan)

#### Daman Unit (Garment)

1. 98/3, Village Kadaiya Nani, Daman, DAMAN – 396 210 (U.T.)
2. Survey No. 713/1, 713/2, 713/3, 725/2 & 725/1, Village Dabhel, Nani Daman, DAMAN – 396 210 (U.T.)
3. Survey No. 81, 82/1, 90/1 & 90/2, Daman Industrial Estate, Village Kadaiya, DAMAN - 396 210 (U.T.)
4. Plot No. 85/3, 85/4, and 86/2, Village Kadaiya, Daman Industrial Estate, Nani Daman, DAMAN - 396 210 (U.T.)

#### Surat Unit (Garment)

1. Plot No. 5-6, G.I.D.C., Apparel Park, SEZ Sachin, SURAT – 394 230 (Gujarat)
2. First Floor, Plot No - A-5/13, Road No - 11, Main Gate No - 2, Hojiwala Industrial Estate, Sachin Udyognagar Sahkari Mandli Ltd, Vanz, Surat - 394230 (Gujarat)



**NOTICE OF 50<sup>TH</sup>  
ANNUAL GENERAL MEETING**

## NOTICE OF 50<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that 50<sup>th</sup> Annual General Meeting (AGM) of the Members of Banswara Syntex Ltd. (the Company) will be held on Thursday, the 30<sup>th</sup> day of July, 2026 at 5.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

"The Proceedings of the 50<sup>th</sup> AGM shall be deemed to be conducted at the Registered Office of the Company at Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327001, Rajasthan."

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2026 together with the reports of the Board of Directors and Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2026 and Auditor's report thereon.
2. To declare final dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2026.
3. To appoint a Director in place of Mr. Ravindrakumar Toshniwal, Vice Chairman (DIN: 00106789), who retires by rotation and, being eligible offers himself for re-appointment.

### SPECIAL BUSINESS

#### 4. To ratify the Remuneration to the Cost Auditor for the Financial Year 2026-27.

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

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 2,60,000/- (Rupees Two Lakh Sixty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses in connection with the audit, as approved by the Board to be payable to M/s. K.G. Goyal & Co., Cost Accountants (Firm Registration No.000017) who were re-appointed by the Board of Directors of the Company, as Cost Auditors to conduct the audit of the cost records maintained by the Company for Financial Year ending on 31<sup>st</sup> March, 2027, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 5. To consider and approve re-appointment of Mr. Rakesh Mehra, (DIN: 00467321) as a Chairman and Whole-time Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of Articles of Association of the Company and all other applicable rules, laws and acts (if any), as per the recommendation of the Nomination & Remuneration Committee, Audit Committee and Board and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals as may be applicable, the consent of the members of the Company, be and is hereby accorded for the re-appointment of Mr. Rakesh Mehra, (DIN: 00467321) as Chairman and Whole-time Director of the Company for a period of 3 Years (Three Years) w.e.f. 1<sup>st</sup> January, 2027 to 31<sup>st</sup> December, 2029 on the terms and conditions including remuneration, as set out below with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration as it may deem fit, subject to the Companies Act, 2013 and/or any statutory modification(s) or re-enactment(s) thereof:

- (I) **Basic Salary:** Rs. 23,00,000/- per month, w.e.f. 1<sup>st</sup> January, 2027 which shall be increased every year on 1<sup>st</sup> January by Rs. 1,50,000/- in the scale of Rs.23,00,000 – 1,50,000 – 26,00,000. The first increase in the above salary will be from 1<sup>st</sup> January, 2028.
- (II) **Commission:** The Chairman & Whole-time Director shall be entitled to the Commission on the Net Profit of the Company as may be recommended by the Nomination and Remuneration Committee subject to the overall remuneration payable to all the Whole-time Directors as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The available profit will be equally distributed amongst Mr. Rakesh Mehra, Chairman and Whole-time Director, Mr. Ravindrakumar Toshniwal, Vice Chairman and Whole-time Director and Mr. Shaleen Toshniwal, Managing Director of the Company.
- (III) **Perquisites and Benefits:** In addition to above, Chairman & Whole-time Director of the Company shall be entitled to the following perquisites:

**CATEGORY (A)****a) Housing:**

He will be paid 50% of his basic salary as House Rent Allowance per month.

**b) Club Fees**

Annual membership fees for maximum 2 clubs as nominee of corporate member except entrance and life membership fees.

**CATEGORY (B)**

In addition to the perquisites, Mr. Rakesh Mehra, Chairman & Whole-time Director shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

**a) Provident Fund / Superannuation Fund or Annuity Fund:**

The Company's contribution to Provident Fund 12% of Basic salary / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 2025.

**b) Gratuity:**

Gratuity payable shall be as per the rules, regulations and policies of the Company from time to time and subject to applicable laws.

**c) Leave:**

Leave and Leave Encashment as per the rules of the Company. Accumulation of leave as per Company's policies and encashment of leave entitled but not utilised during the period at the end of tenure.

**d) Insurance:**

He will be entitled to group Medclaim insurance policy and group Accidental policy benefits as per policies of the Company.

**CATEGORY (C)****a) Conveyance:**

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

**b) Telephone:**

Free telephone facility at residence and other communication devices and their usage. Personal long-distance calls shall be billed by the Company.

**c) Reimbursement of Expenses:**

Apart from the remuneration as aforesaid, Mr. Rakesh Mehra, Chairman & Whole-time Director, shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

**d) Sitting Fee:**

No sitting fee shall be paid to Mr. Rakesh Mehra, Chairman & Whole-time Director, for attending the meetings of Board

of Directors or any committee thereof.

**e) He shall be liable to retire by rotation.****Other Terms & Conditions:**

a) Mr. Rakesh Mehra will perform the duties and exercise the powers, which may be assigned to or vested in him by the Board of Directors of the Company from time to time.

b) Either party i.e. the Company and Mr. Rakesh Mehra, Chairman & Whole-time Director, may terminate the appointment by giving the other party three-months prior notice in writing to that effect.

c) If, at any time, Mr. Rakesh Mehra ceases to be the Director of the Company for any reason whatsoever, he shall also cease to be the Chairman & Whole-time Director of the Company.

**RESOLVED FURTHER THAT** approval of members of the Company be and is hereby accorded for payment of annual remuneration to Mr. Rakesh Mehra as a Chairman and Whole-time Director of the Company, together with other executive director who is promoter of the Company, in aggregate more than 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof.

**RESOLVED FURTHER THAT** if in any financial year, the Company has no profits or its profits are inadequate, the aforesaid remuneration including the perquisites and benefits shall be paid/payable to Mr. Rakesh Mehra, Chairman & Whole-time Director, as minimum remuneration during the currency of the tenure of his office subject to the applicable provisions of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the aggregate of the remuneration and perquisites as aforesaid in any financial year may exceed the limit as may be specified from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment(s) thereof, for the time being in force, or otherwise as may be permissible under the Law.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and terms of appointment be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Members for their approval.

**RESOLVED FURTHER THAT** any Directors or the Company Secretary or Chief Financial Officer of the Company be and are hereby authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

**6. To consider and approve re-appointment of Mr. Ravindrakumar Toshniwal, (DIN: 00106789) as a Vice Chairman and Whole-time Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and provisions of Articles of Association of the Company and all other applicable rules, laws and acts (if any), as per the recommendation of the Nomination & Remuneration Committee, Audit Committee and Board and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals as may be applicable, the consent of the members of the Company, be and is hereby accorded for the re-appointment of Mr. Ravindrakumar Toshniwal (DIN: 00106789) as Vice Chairman and Whole-time Director of the Company for a period of 3 Years (Three Years) w.e.f. 1<sup>st</sup> January, 2027 to 31<sup>st</sup> December, 2029 on the terms and conditions including remuneration, as set out below with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration as it may deem it subject to the Companies Act, 2013 and/or any statutory modification(s) or re-enactment(s) thereof:

- (I) **Basic Salary:** Rs. 14,75,000/- per month, w.e.f. 1<sup>st</sup> January, 2027 which shall be increased every year on 1<sup>st</sup> January by Rs. 1,00,000/- in the scale of Rs. 14,75,000 – 1,00,000 – 16,75,000. The first increase in the above salary will be from 1<sup>st</sup> January, 2028.
- (II) **Commission:** The Vice Chairman & Whole-time Director shall be entitled to the Commission on the Net Profit of the Company as may be recommended by the Nomination and Remuneration Committee subject to the overall remuneration payable to all the Whole-time Directors as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The available profit will be equally distributed amongst Mr. Rakesh Mehra, Chairman and Whole-time Director, Mr. Ravindrakumar Toshniwal, Vice Chairman and Whole-time Director and Mr. Shaleen Toshniwal, Managing Director of the Company.
- (III) **Perquisites and Benefits:** In addition to above, Vice-Chairman & Whole-time Director shall be entitled to the following perquisites:

**CATEGORY (A)**

**a) Housing:**

He will be paid 50% of his basic salary as House Rent Allowance per month.

**b) Club Fees**

Annual membership fees for maximum 2 clubs as nominee of corporate member except entrance and life membership fees.

**CATEGORY (B)**

In addition to the perquisites, Mr. Ravindrakumar Toshniwal, Vice Chairman and Whole-time Director shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

**a) Provident Fund / Superannuation Fund or Annuity Fund:**

The Company's contribution to Provident Fund 12 % of Basic salary / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 2025.

**b) Gratuity:**

Gratuity payable shall be as per the rules, regulations and policies of the Company from time to time and subject to applicable laws.

**c) Leave:**

Leave and Leave Encashment as per the rules of the Company. Accumulation of leave as per Company's policies and encashment of leave entitled but not utilised during the period at the end of tenure.

**d) Insurance:**

He will be entitled to group Mediclaim insurance policy and group Accidental policy benefits as per policies of the Company.

**CATEGORY (C)**

**a) Conveyance:**

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

**b) Telephone:**

Free telephone facility at residence and other communication devices and their usage. Personal long-distance calls shall be billed by the Company.

**c) Reimbursement of Expenses:**

Apart from the remuneration as aforesaid, Mr. Ravindrakumar Toshniwal, Vice Chairman and Whole-time Director, shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

**d) Sitting Fee**

No sitting fee shall be paid to Mr. Ravindrakumar Toshniwal, Vice Chairman and Whole-time Director, for attending the meetings of Board of Directors or any committee thereof.

e) **He shall be liable to retire by rotation.**

**Other Terms & Conditions:**

- a) Mr. Ravindrakumar Toshniwal will perform the duties and exercise the powers, which may be assigned to or vested in him by the Board of Directors of the Company from time to time.
- b) Either party i.e. the Company and Mr. Ravindrakumar Toshniwal, Vice Chairman and Whole-time Director, may terminate the appointment by giving the other party three-months prior notice in writing to that effect.
- c) If, at any time, Mr. Ravindrakumar Toshniwal ceases to be Director of the Company for any reason whatsoever, he shall also cease to be the Vice Chairman of the Company.

**RESOLVED FURTHER THAT** approval of members of the Company be and is hereby accorded for payment of annual remuneration to Mr. Ravindrakumar Toshniwal as a Vice Chairman and Whole-time Director of the Company, together with other executive director who is promoter of the Company, in aggregate more than 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof.

**RESOLVED FURTHER THAT** if in any financial year, the Company has no profits or its profits are inadequate, the aforesaid remuneration including the perquisites and benefits shall be paid/payable to Mr. Ravindrakumar Toshniwal, Vice Chairman and Whole-time Director, as minimum remuneration during the currency of the tenure of his office subject to the applicable provisions of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the aggregate of the remuneration and perquisites as aforesaid in any financial year may exceed the limit as may be specified from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment(s) thereof, for the time being in force, or otherwise as may be permissible under the Law.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and terms of appointment be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Members for their approval.

**RESOLVED FURTHER THAT** any Directors or the Company Secretary or Chief Financial Officer of the Company be and are hereby authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

7. **To consider and approve re-appointment of Mr. Shaleen Toshniwal (DIN: 00246432) as a Managing Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and provisions of Articles of Association of the Company and all other applicable rules, laws and acts (if any), as per the recommendation of the Nomination & Remuneration Committee, Audit Committee and Board and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals as may be applicable, the consent of the members of the Company, be and is hereby accorded for the re-appointment of Mr. Shaleen Toshniwal (DIN: 00246432) as Managing Director of the Company for a period of 3 Years (Three Years) w.e.f. 1<sup>st</sup> January, 2027 to 31<sup>st</sup> December, 2029 on the terms and conditions including remuneration, as set out below with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration as it may deem fit, subject to the Companies Act, 2013 and/or any statutory modification(s) or re-enactment(s) thereof:

- (I) **Basic Salary:** Rs.13,75,000/- per month, w.e.f. 1<sup>st</sup> January, 2027 which shall be increased every year on 1st January by Rs. 1,00,000/- in the scale of Rs. 13,75,000 – 1,00,000 – 15,75,000. The first increase in the above salary will be from 1<sup>st</sup> January, 2028.
- (II) **Commission:** The Managing Director shall be entitled to the Commission on the Net Profit of the Company as may be recommended by the Nomination and Remuneration Committee subject to the overall remuneration payable to all the Whole-time Directors as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The available profit will be equally distributed amongst Mr. Rakesh Mehra, Chairman and Whole-time Director, Mr. Ravindrakumar Toshniwal, Vice Chairman and Whole-time Director and Mr. Shaleen Toshniwal, Managing Director of the Company.

(III) **Perquisites and Benefits:** In addition to above, Managing Director shall be entitled to the following perquisites:

**CATEGORY (A)**

a) **Housing:**

He will be paid 50% of his basic salary as House Rent Allowance per month.

**b) Club Fees**

Annual membership fees for maximum 2 clubs as nominee of corporate member except entrance and life membership fees.

**CATEGORY (B)**

In addition to the perquisites, Mr. Shaleen Toshniwal, Managing Director shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

**a) Provident Fund / Superannuation Fund or Annuity Fund:**

The Company's contribution to Provident Fund 12% of Basic Salary /Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 2025.

**b) Gratuity:**

Gratuity payable shall be as per the rules, regulations and policies of the Company from time to time and subject to applicable laws.

**c) Leave:**

Leave and Leave Encashment as per the rules of the Company. Accumulation of leave as per Company's policies and encashment of leave entitled but not utilised during the period at the end of tenure.

**d) Insurance:**

He will be entitled to group Mediclaim insurance policy and group Accidental policy benefits as per policies of the Company.

**CATEGORY (C)**
**a) Conveyance:**

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

**b) Telephone:**

Free telephone facility at residence and other communication devices and their usage. Personal long-distance calls shall be billed by the Company.

**c) Reimbursement of Expenses:**

Apart from the remuneration as aforesaid, Mr. Shaleen Toshniwal, Managing Director shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

**d) Sitting Fee:**

No sitting fee shall be paid to Mr. Shaleen Toshniwal, Managing Director, for attending the meetings of Board of Directors or any committee thereof.

**e) He shall not be liable to retire by rotation.**
**Other Terms & Conditions:**

- a) Mr. Shaleen Toshniwal will perform the duties and exercise the powers, which may be assigned to or vested in him by the Board of Directors of the Company from time to time.
- b) Either party i.e. the Company and Mr. Shaleen Toshniwal, Managing Director, may terminate the appointment by giving the other party three-months prior notice in writing to that effect.
- c) If, at any time, Mr. Shaleen Toshniwal ceases to be the Director of the Company for any reason whatsoever, he shall also cease to be the Managing Director of the Company.

**RESOLVED FURTHER THAT** approval of members of the Company be and is hereby accorded for payment of annual remuneration to Mr. Shaleen Toshniwal as a Managing Director of the Company, together with other executive director who is promoter of the Company, in aggregate more than 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof.

**RESOLVED FURTHER THAT** if in any financial year, the Company has no profits or its profits are inadequate, the aforesaid remuneration including the perquisites and benefits shall be paid/payable to Mr. Shaleen Toshniwal, Managing Director, as minimum remuneration during the currency of the tenure of his office subject to the applicable provisions of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the aggregate of the remuneration and perquisites as aforesaid in any financial year may exceed the limit as may be specified from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment(s) thereof, for the time being in force, or otherwise as may be permissible under the Law.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and terms of appointment be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Members for their approval.

**RESOLVED FURTHER THAT** any Directors or the Company Secretary or Chief Financial Officer of the Company be and are hereby authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

**8. To consider and approve appointment of Mr. Udeypaul Singh Gill (DIN: 00004340) as Non-Executive Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other relevant provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”), and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactments(s) thereof for time being in force) and the relevant provisions of the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors (“the Board”), Mr. Udeypaul Singh Gill, (DIN: 00004340), who was appointed as an Additional Director in the category of Non-Executive Independent Director by the Board w.e.f. 20<sup>th</sup> May, 2026, who meets the criteria of independence as provided under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company for first term of 5 (five) consecutive years from 20<sup>th</sup> May, 2026 to 19<sup>th</sup> May, 2031 (both days inclusive) and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s)/ amendment(s) / re-enactment(s) thereto), approval of the members of the Company, be and is hereby accorded to the continuation of directorship of Mr. Udeypaul Singh Gill (DIN: 00004340), after he attains the age of 75 years during the tenure of his directorship with the Company as aforesaid.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary or Chief Financial Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the foregoing Resolution.”

By order of the Board of Directors  
For Banswara Syntex Ltd.

**Sd/-**

**Shaleen Toshniwal**  
Managing Director  
(DIN: 00246432)

Place: Mumbai  
Dated: 19<sup>th</sup> May, 2026

**Registered Office**  
Industrial Area, Dahod Road,  
Post Box No. 21,  
Banswara-327001  
Rajasthan

**NOTES:**

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 03/2025 dated 22<sup>nd</sup> September, 2025, as amended from time to time, issued by the Ministry of Corporate Affairs in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM')", (collectively referred to as "MCA Circulars"), the Company is convening the 50<sup>th</sup> AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In compliance with the provisions of the Companies Act, 2013 ('the Act'), the SEBI Listing Regulations and MCA Circulars, the 50<sup>th</sup> AGM of the Company is being held through VC/OAVM on, **Thursday, 30<sup>th</sup> July, 2026 at 5.00 P.M. (IST)**. The deemed venue for the AGM will be the Registered Office of the Company, i.e., Industrial Area, Dahod Road, Banswara -327001.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. As per the provisions of Clause 3 A. II of the General Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025, as amended from time to time, the matter of Special Business as appearing at Item Nos. 4, 5, 6, 7 & 8 of the accompanying Notice, is considered to be unavoidable by the Board and hence, form part of this Notice.
4. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the Act) relating to the Special Business to be transacted at the ensuing Annual General Meeting (the Meeting / AGM) is appended hereto. Such Explanatory Statement also includes the Board of Directors recommendation along with rationale for each item of Special Business, pursuant to Regulation 17(11) of SEBI Listing Regulations. The relevant details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) is annexed herewith.
5. Pursuant to Section 113 of the Companies Act 2013, the Corporate/Institutional Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer/ RTA by email through its registered email address at [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
6. Only registered Members of the Company may attend and vote at the AGM through VC/OAVM facility.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the Financial Year 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 the Financial Year 2025-26 will also be available on the Company's website [www.banswarasyntex.com](http://www.banswarasyntex.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL <https://www.cdslindia.com>
11. The Members desiring inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 during AGM and the relevant documents refer to in the Notice of AGM, may send their request in writing (by email) to the Company at [secretarial@banswarasyntex.com](mailto:secretarial@banswarasyntex.com). Members

may also inspect the documents referred to in this Notice at the Registered Office of the Company, during business hours (9:00 AM to 5:00 PM).

## 12. Record Date and Dividend

The Board has recommended dividend of Rs. 1/- per equity share of Rs.5/- i.e. 20% for the financial year 2025-26. Payment of Dividend, if declared at the Meeting, will be paid to the Members, whose names appear on the Register of Members of the Company as on **Thursday, 23<sup>rd</sup> July, 2026**. In respect of the shares held in dematerialized form, the Dividend will be paid to Members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as Beneficial Owners at the close of business hours on **Thursday, 23<sup>rd</sup> July, 2026**.

Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Members who have not updated their bank account details are requested to do so at the earliest to ensure timely receipt of dividend.

**SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR /2021/687 dated December 14, 2021, SEBI/HO/MIRSD/ MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/ POD-1/P/CIR/2023/181 dated November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.**

Effective April 1, 2020, dividend income is taxable in the hands of shareholders. Hence the Company is required to tax deducted at source ("TDS") from the amount of dividend paid to shareholders at the prescribed rates. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 121, to avail the benefit of non-deduction of tax at source by e-mail to [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in) on or before Thursday, 23<sup>rd</sup> July, 2026. Further no tax shall be deducted on the dividend payable to a resident individual shareholder if the total amount of dividend to be received from the Company during the Financial Year 2025-26 does not exceed Rs.10,000/-. Members may note that in case PAN is not updated with the Depository Participant/ Registrar of the Company, the tax will be deducted at a higher rate of 20%.

Non-resident members can avail beneficial tax rates under Double Tax Avoidance Agreement ("DTAA") i.e. tax treaty between India and their country of residence. Non-resident members are required to provide details on applicability of beneficial tax rates and provide following documents: (a) Copy of PAN card, if any, allotted by Indian Income Tax Authorities duly self-attested by the member. (b) Copy of Tax Residency Certificate ("TRC") for the FY 2025-26 obtained from the revenue authorities

of country of tax residence duly self-attested by the member. (c) Self-Declaration in Form 10-F. (d) No-PE [permanent establishment] certificate. (e) Self-Declaration of beneficial ownership by the non-resident members. (f) Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities

The members/shareholders are required to provide above documents/declarations by sending an E-mail to [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in) on or before Thursday, 23<sup>rd</sup> July, 2026. The Shareholders in the category of Mutual Funds are required to submit their respective SEBI Registration Certificates to [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in) on or before Thursday, 23<sup>rd</sup> July, 2026. The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the provisions of the Income Tax Act, 2025. In case of Foreign Institutional Investors / Foreign Portfolio Investors tax will be deducted under Section 398 of the Income Tax Act, 2025 @20% plus applicable Surcharge and Cess or at the rate as per the relevant DTAA, whichever is beneficial.

13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

14. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:

- (a) Change in their residential status on return to India for permanent settlement.
- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

## 15. Updation of Members' Details

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nomination, power of attorney, bank details, bank account number, MICR code, IFSC, etc.:

- (a) For shares held in electronic form: to their DPs.
- (b) For shares held in physical form: The following details/documents should be sent to the Company's RTA.
  - (i) Form ISR-1 along with supporting documents. The said form is available on the website of the Company at [www.banswarasyntex.com](http://www.banswarasyntex.com) and on the website of the RTA at [www.computechsharecap.com](http://www.computechsharecap.com)
  - (ii) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly.
  - (iii) Bank attested legible copy of the first page of

the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.

- (iv) Self-attested copy of the PAN Card of all the holders; and
- (v) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

Further, Members are requested to refer to process detailed on website of RTA at [www.computechsharecap.com](http://www.computechsharecap.com) and proceed accordingly.

**Shares held in electronic form:** Members holding shares in electronic form may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/addition/ deletion in such bank details. Accordingly, Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs.

16. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at [www.banswarasyntax.com](http://www.banswarasyntax.com) and on the website of the Company's RTA's at [www.computechsharecap.com](http://www.computechsharecap.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.
17. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the Company's RTA, for assistance in this regard.
18. **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT**

**THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.**

19. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates alongwith the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

#### 20. Nomination Facility

As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from Company's website at [www.banswarasyntax.com](http://www.banswarasyntax.com) and website of the Registrar to an Issue and Share Transfer Agent ('RTA') at [www.computechsharecap.com](http://www.computechsharecap.com). Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical Form quoting their Folio No.

21. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023, as amended from time to time, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

#### 22. Green Initiative

To support the "Green initiative" and pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail address either with the Company or with the Depository Participant(s) unless any member has requested for a hard copy of the same. The Annual Report for the Financial Year 2025-26 along with Notice for AGM is available at the website of the Company at [www.banswarasyntax.com](http://www.banswarasyntax.com) under 'Financials' Section.

### 23. Unclaimed Dividends

#### (a) Transfer to the Investor Education and Protection Fund:

Members are hereby informed that the Company is required to transfer dividends which have remained unpaid/unclaimed for a period of seven years from the date on which dividend has become due for payment to the Investor Education and Protection Fund (IEPF) established by the Government. Accordingly, during the year, unclaimed dividends amounting Rs. 2,18,482/- pertaining to the financial year 2017-18 has been transferred to IEPF. Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed/ unpaid for a period of seven years from the dates they became first due for payment. Any Member, who has not claimed the dividend in respect of the financial year 2018-19 to 2024-25 is requested to approach the Company/ RTA of the Company for claiming the same as early as possible.

#### (b) Details of Unclaimed Dividends on Website:

In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends for the financial year 2018-19 and subsequent years on the website of Investor Education and Protection Fund, [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investor Relations" section on the website of the Company at [www.banswarasyntex.com](http://www.banswarasyntex.com)

#### (c) Transfer of "Underlying Share" into IEPF:

In terms of Section 124(6) of the Act read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which dividends have remained unclaimed for a period of seven consecutive years to the IEPF Suspense Account established by the Central Government. As required under the said Rules, the Company has published a Notice in the newspapers inviting the Members attention to the aforesaid Rules. The Company has also sent individual communication to the concerned Members whose shares are liable to be transferred to IEPF Suspense Account, pursuant to the said Rules. The Company has also uploaded full details of such shares due for transfer as well as unclaimed dividends under "Investor Relations" section on the website of the Company at [www.banswarasyntex.com](http://www.banswarasyntex.com)

(d) The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the Form no. IEPF-5, which is available on [www.iepf.gov.in](http://www.iepf.gov.in), for claiming the dividend and/or shares.

**24. National Automated Clearing House (NACH):** With respect to the payment of dividend, the Company provides the facility of remittance of dividend amount electronically through National Automated Clearing House (NACH) to all Shareholders holding shares in demat and physical form. Shareholders holding shares in physical form who wish to avail NACH facility, may submit their bank details

viz., Name of the Bank and Branch, their A/c type and Core Banking A/c No. with 9 digit MICR and 11 digit IFSC code along with the copy of cancelled cheque in the prescribed form, which can be obtained from the Company's Registrar to an Issue & Share Transfer Agent (RTA), Computech Sharecap Limited, (RTA) at 147, Mahatama Gandhi Road, Fort, Mumbai – 400001, Maharashtra. Requests for payment of dividend through NACH for the year 2025-26 should be lodged with RTA on or before the book closure date fixed for the entitlement of dividend at [www.computechsharecap.com](http://www.computechsharecap.com)

25. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on **Thursday, 23<sup>rd</sup> July, 2026**.

26. **CS Mihen Halani (FCS 9926)**, Proprietor of M/s. Mihen Halani & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting process to be carried out at this AGM in a fair and transparent manner.

27. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM) and make, within two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, shall be submitted to the Chairman or a person authorised by him in writing who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.banswarasyntex.com](http://www.banswarasyntex.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately. The Company shall simultaneously communicate the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

#### THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

(i) The voting period begins at **9.00 A.M. on Saturday, 25<sup>th</sup> July, 2026 and ends at 5.00 P.M. on Wednesday, 29<sup>th</sup> July, 2026**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 23<sup>rd</sup> July, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> </ol>

	<ol style="list-style-type: none"> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDEAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for Banswara Syntex Ltd. (**EVSN 260701021**) on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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

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

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at Company email id [secretarial@banswarasyntex.com](mailto:secretarial@banswarasyntex.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@banswarasyntex.com](mailto:secretarial@banswarasyntex.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**.
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

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

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

### **EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item number 4, 5, 6, 7 and 8 of the accompanying Notice dated 19<sup>th</sup> May, 2026.

#### **ITEM NO. 4**

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the re-appointment and remuneration of M/s. K.G. Goyal & Co., Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2027.

In terms of the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Audit and Records) Rules 2014, the remuneration of the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors is required to be ratified by the members.

The remuneration payable to M/s. K.G. Goyal & Co., Cost Auditors of the Company for conducting the audit of the cost records for the financial year ending 31<sup>st</sup> March, 2027 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 19<sup>th</sup> May, 2026 will be Rs. 2,60,000/- (Rupees Two Lakh Sixty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

Accordingly, consent of the members is sought, for passing an Ordinary Resolution as set out in Item No. 4 of the accompanying Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2027.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, deemed to be concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the members of the Company.

#### **ITEM NO. 5, 6 & 7**

As recommended by the Nomination and Remuneration Committee and Audit Committee, the Board at its meeting held on 19<sup>th</sup> May, 2026, approved, re-appointment and revision in remuneration of Mr. Rakesh Mehra (DIN: 00467321) as Chairman and Whole-Time Director, Mr. Ravindrakumar Toshniwal (DIN: 00106789) as Vice Chairman and Whole-Time Director and Mr. Shaleen Toshniwal (DIN: 00246432) as Managing Director of the Company w.e.f. 1<sup>st</sup> January, 2027 to 31<sup>st</sup> December, 2029 on terms and conditions and remuneration as enumerated in the resolutions.

As per the Regulation 23 of the SEBI Listing Regulations, 2015, the payment of remuneration to a promoter director qualifies as a Related Party Transaction ("RPT"), however the same is not

the material transaction as per Regulation 23(1) of the SEBI Listing Regulations, 2015.

The Company has received all statutory disclosures / declarations, including,

- (i) Consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (ii) Intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, that they are is not disqualified in accordance with Section 164(2) of the Companies Act, 2013;
- (iii) Declaration that they are not debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any other such authority;
- (iv) A notice in writing by a member proposing their candidature under Section 160(1) of the Act.

Pursuant to Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the re-appointment and managerial remuneration of said Managerial personnel, is required to be approved by the members of the Company.

Pursuant to Section 190 of the Companies Act, 2013, the particulars of re-appointment of Mr. Rakesh Mehra as Chairman and Whole-Time Director, Mr. Ravindrakumar Toshniwal as Vice Chairman and Whole-Time Director and Mr. Shaleen Toshniwal as Managing Director, as specified in the resolution together with the accompanying explanatory statement, shall be deemed to constitute a memorandum setting out the terms and conditions of his appointment.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for continues period of 30 days in the preceding financial year and in the current financial year.

It is submitted that based on the projections, the overall managerial remuneration may exceed the limit specified in section 197 of the Companies Act, 2013 and Regulation 17(6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Members are requested to consider the re-appointment and revision in remuneration of Mr. Rakesh Mehra, Chairman and Whole-time Director, Mr. Ravindrakumar Toshniwal, Vice Chairman and Whole-time Director and Mr. Shaleen Toshniwal, Managing Director of the Company.

#### **The disclosure required in terms of Part II, Section II of Schedule V of the Act are mentioned in Annexure – 1 to this Notice.**

Additional Information in respect of Mr. Rakesh Mehra, Mr. Ravindrakumar Toshniwal and Mr. Shaleen Toshniwal, including his brief resume and other requirements pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015 and SS-2 – Secretarial Standards of General Meeting in accordance of Section 118(10) of Companies Act, 2013 is provided in **Annexure – 2**.

The Board is of the view that knowledge and experience of

Mr. Rakesh Mehra, Mr. Ravindrakumar Toshniwal and Mr. Shaleen Toshniwal will continue to be of immense benefit and value to the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and Audit Committee, recommends their re-appointment and remuneration for a period from 1<sup>st</sup> January, 2027 to 31<sup>st</sup> December, 2029 to the Members for approval.

Further, as per Regulation 17(6)(e) of SEBI Listing Regulations, members approval by way of special resolution will be required if the total remuneration payable to more than one executive directors who are promoters or members of the promoter group exceeds 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013. Hence, your Company thought it prudent to obtain approval from the members by way of Special Resolution.

Mr. Rakesh Mehra, Mr. Ravindrakumar Toshniwal and Mr. Shaleen Toshniwal (being related to each other) are interested in the resolutions set out at Item No. 5,6 & 7 of the Notice. Their relatives may also be deemed to be interested in the respective resolutions, to the extent of their shareholding interest, if any, in the Company.

Save and except Mr. Rakesh Mehra, Mr. Ravindrakumar Toshniwal, Mr. Shaleen Toshniwal, Mrs. Kavita Soni and their relatives to the extent of their shareholding interest, in the Company, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5,6 & 7 of the Notice.

The Board recommends the Special Resolution set out in the Item No. 5,6 & 7 for the approval of the Members of the Company.

#### **ITEM NO. 8**

Pursuant to the provisions of Section 149, 150, 152, 161 of the Companies Act, 2013 read with Schedule IV of the Act, SEBI Listing Regulations and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 19<sup>th</sup> May, 2026, appointed Mr. Udeypaul Singh Gill, (DIN: 00004340) as an Additional Director in the category of Non-Executive Independent Director of the Company for a first term of five (5) consecutive years from 20<sup>th</sup> May, 2026 to 19<sup>th</sup> May, 2031 (both days inclusive) subject to approval of Shareholders.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board has recommended the appointment of Mr. Udeypaul Singh Gill as an Independent Director pursuant to Sections 149 and 152 of the Companies Act, 2013. The Company has also received notice in writing from a member proposing the candidature of Mr. Udeypaul Singh Gill to be appointed as Independent Director of the Company.

The Company has received a declaration from Mr. Udeypaul Singh Gill confirming that he meets the criteria of independence under the Companies Act, 2013 and the SEBI Listing Regulations. Further, the Company has also received from Mr. Udeypaul Singh Gill a consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, nor debarred

from holding the office of a director by virtue of any SEBI order or any such other regulatory authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

Additional Information in respect of Mr. Udeypaul Singh Gill, including his brief resume and other requirements pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015 and SS-2 – Secretarial Standards of General Meeting in accordance of Section 118(10) of Companies Act, 2013 is provided in **Annexure – 2**.

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. On the basis of those attributes, the NRC recommended the candidature of Mr. Udeypaul Singh Gill.

In the opinion of the Board, Mr. Udeypaul Singh Gill fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board is of the opinion that the appointment of Mr. Udeypaul Singh Gill as Non-Executive Independent Director, would be in the interest of the Company and it is desirable to avail his services, due to his background and experience. In line with the Company's remuneration policy for Independent Directors, Mr. Udeypaul Singh Gill will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings / Committee meetings, if any.

As per regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), the appointment of any person on the Board of directors is required to be approved by the shareholders earlier of the next general meeting or three months. Accordingly, the resolution seeks the approval of Members for the appointment of Mr. Udeypaul Singh Gill as Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years from 20<sup>th</sup> May, 2026 to 19<sup>th</sup> May, 2031 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

Pursuant to Regulation 17(1A) of the SEBI Listing Regulations, it is also proposed to obtain prior approval of the shareholders, for continuation of directorship of Mr. Udeypaul Singh Gill, even after he attains the age of 75 years during the tenure of his directorship with the Company. The Board is of the view that continuation of Mr. Udeypaul Singh Gill as Director will be in the interest of the Company as he possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company.

Except, Mr. Udeypaul Singh Gill, being appointee and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

The Board recommends the Special Resolution as set out in Item No. 8 of this notice for the approval of Members.

## Annexure – 1

Pursuant to clause (iv) of section II of Schedule V of the Companies Act, 2013 the following statement is given

## I. GENERAL INFORMATION

Sl. No.	Particulars/Subject	Information
1.	Nature of industry	Manufacturing of Textile Products
2.	Date or expected date of commencement of commercial Production	05 <sup>th</sup> May, 1976
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4.	Financial performance based on given indicators	In the Financial Year 2025-26, the Company recorded a turnover of Rs. 1,355.78 Crore and Profit of Rs. 28.40 Crore after tax.
5.	Foreign Investments or collaborators, if any.	No such investment or collaboration except minor shareholding of Non Resident Indians.

## II. INFORMATION ABOUT THE APPOINTEES

Sl. No.	Particulars/ Subject	Information		
		Mr. Rakesh Mehra, Chairman & Whole-time Director	Mr. Ravindrakumar Toshniwal, Vice Chairman & Whole-time Director	Mr. Shaleen Toshniwal, Managing Director
1.	Background Details	Mr. Rakesh Mehra Aged 68 Years, is a Chartered Accountant, having more than 39 years of experience in the Textile Industry. He is responsible for entire commercial and financial activities with an emphasis on Yarn and Automotive Fabric Business.  He has been Chairman of The Synthetic & Rayon Textiles Export Promotion Council (SRTEPC) for two terms and has also served as the Chairman of Confederation of Indian Textile Industry (CITI).  Presently he is the Chairman of CITI-CIDRA standing committee on Cotton.	Mr. Ravindrakumar Toshniwal, aged 62 years, is a B.Tech (Chem.) from IIT, Mumbai. He has completed OPM course of Harvard University, USA. He is having over 38 years' experience in textile industry.  He has attracted a number of reputed buyers from all over the world as a result by of which the exports of the Company have increased substantially over the last fifteen years.  He is also involved in Strategic decision making, drawing up of business plans and stakeholder management and is also responsible for Fabric Business and new product developments.	Mr. Shaleen Toshniwal, aged 49 years, is a Bachelor in Business Management from Bentley College, USA and has over 22 years' experience in the textile industry. He is responsible for overall activities of the Company with emphasis on Readymade garment business, Thermal Power Plant Operation and HR Strategy of the Company.  He is currently the Chairman of Manmade and Technical Textiles Export Promotion Council (MATEXIL).
2.	Past remuneration	Rs. 399.46 Lakhs in FY 2025-26	Rs. 253.46 Lakhs in FY 2025-26	Rs. 234.00 Lakhs in FY 2025-26
3.	Recognition or awards	N.A.	N.A.	N.A.
4.	Job profile and his suitability	He is looking after over all affairs of the Company.	He is Responsible for the overall activities of the Company with an emphasis on export of Fabrics & Garments	He is looking after entire readymade garment business, Thermal Power Plant Operation and HR Strategy of the Company.

5.	Remuneration proposed	Salary, perquisites and other terms as fully set out in Resolution no. 5 of the notice.	Salary, perquisites and other terms as fully set out in Resolution no. 6 of the notice.	Salary, perquisites and other terms as fully set out in Resolution no. 7 of the notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the prospective operations, business requirements, expertise and work profile of the Mr. Rakesh Mehra, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level personnel in other companies in the industry.	Taking into consideration the prospective operations, business requirements, expertise and work profile of the Mr. Ravindrakumar Toshniwal, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level personnel in other companies in the industry.	Taking into consideration the prospective operations, business requirements, expertise and work profile of the Mr. Shaleen Toshniwal, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level personnel in other companies in the industry.
7.	Pecuniary relationship directly or indirectly with the Company personnel, if any	Except, Mr. Rakesh Mehra, Chairman and Whole-time Director, Mr. Ravindrakumar Toshniwal, Vice-chairman and Whole-time Director, Mr. Shaleen Toshniwal, Managing Director and Mrs. Kavita Soni, Whole-time Director no other director of the Company or relative is having any material pecuniary relationships with the Company.	Except, Mr. Rakesh Mehra, Chairman and Whole-time Director, Mr. Ravindrakumar Toshniwal, Vice-chairman and Whole-time Director, Mr. Shaleen Toshniwal, Managing Director and Mrs. Kavita Soni, Whole-time Director no other director of the Company or relative is having any material pecuniary relationships with the Company.	Except, Mr. Rakesh Mehra, Chairman and Whole-time Director, Mr. Ravindrakumar Toshniwal, Vice-chairman and Whole-time Director, Mr. Shaleen Toshniwal, Managing Director and Mrs. Kavita Soni, Whole-time Director no other director of the Company or relative is having any material pecuniary relationships with the Company.

**III. OTHER INFORMATION**

Sl. No.	Particulars/Subject	Information
1.	Reason of loss or inadequate profits	Not applicable, as the Company has posted a net profit after tax of Rs. Rs. 28.40 crores during the year ended 31 <sup>st</sup> March, 2026. However, the profit margins may remain inadequate particularly for the purpose of paying Managerial Remuneration due to some local and global economic factors.
2.	Steps taken or proposed to be taken for improvement	Not applicable as the Company has adequate profits.
3.	Expected increase in the productivity and profits in measurable terms	Not applicable as the Company has adequate profits.

**IV. Disclosures:**

The information and disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading “Remuneration of Directors”.

## Annexure – 2

Brief profile of Director including the information required to be furnished under regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are given below:

Position/Post	Chairman	Vice-chairman	Managing Director	Independent Director
<b>Name of the Director</b>	<b>Mr. Rakesh Mehra</b>	<b>Mr. Ravindrakumar Toshniwal</b>	<b>Mr. Shaleen Toshniwal</b>	<b>Mr. Udeypaul Singh Gill</b>
<b>DIN</b>	00467321	00106789	00246432	00004340
<b>Date of Birth / Age</b>	19.11.1957 68 Years	01.09.1963 62 Years	18.03.1977 49 Years	16.10.1953 72 Years
<b>Date of Appointment</b>	23/04/1986	01/08/1987	21/10/2003	20/05/2026
<b>Qualification(s)</b>	Fellow Member of The Institute of Chartered Accountants of India.	B.Tech (Chem.) from IIT, Mumbai and completed OPM Course of Harvard University, U.S.A.	Bachelor's degree in Business Management from Bentley College, U.S.A.	Master in Business Administration (MBA) from PAU, Ludhiana and B.Sc. (Honours) in Economics.
<b>Relationships between the Directors inter- se</b>	1. Mr. Ravindra Kumar Toshniwal - Brother –in-law 2. Mr. Shaleen Toshniwal – Brother-in-law 3. Mrs. Kavita Soni - Sister-in-law (Promoters of the Company)	1. Mr. Rakesh Mehra - Brother –in-law 2. Mr. Shaleen Toshniwal – Brother 3. Mrs. Kavita Soni - Sister (Promoters of the Company)	1. Mr. Rakesh Mehra - Brother –in-law 2. Mr. Ravindra Kumar Toshniwal – Brother 3. Mrs. Kavita Soni - Sister (Promoters of the Company)	Mr. Udeypaul Singh Gill is not related to any Director of the Company.
<b>Brief Profile, Experience, Skills and capabilities required for the role</b>	Mr. Rakesh Mehra Aged 68 Years, is a Chartered Accountant, having more than 39 years of experience in the Textile Industry. He is responsible for entire commercial and financial activities with an emphasis on Yarn and Automotive Fabric Business.  He has been Chairman of The Synthetic & Rayon Textiles Export Promotion Council (SRTEPC) for two terms and has also served as the Chairman of Confederation of Indian Textile Industry (CITI).  Presently he is the Chairman of CITI-CIDRA standing committee on Cotton.	Mr. Ravindra Kumar Toshniwal, aged 62 years, is a B.Tech (Chem.) from IIT, Mumbai. He has completed OPM course of Harvard University, USA. He is having over 38 years' experience in textile industry.  He has attracted a number of reputed buyers from all over the world as a result by of which the exports of the Company have increased substantially over the last fifteen years.  He is also involved in Strategic decision making, drawing up of business plans and stakeholder management and is also responsible for Fabric Business and new product developments.	Mr. Shaleen Toshniwal, aged 49 years, is a Bachelor in Business Management from Bentley College, USA and has over 22 years' experience in the textile industry.  He is responsible for overall activities of the Company with emphasis on Readymade garment business, Thermal Power Plant Operation and HR Strategy of the Company.  He is currently the Chairman of Manmade and Technical Textiles Export Promotion Council (MATEXIL).	Mr. Udeypaul Singh Gill aged 72 years, is a board-level business leader with over four decades of experience as an executive and strategist.  Renowned for his expertise in building new businesses, driving leadership development, and championing sustainability initiatives. Mr. Gill has made significant contributions towards strategic innovation, carbon neutrality and energy transition. His multifaceted career spans industries such as natural and synthetic fibers, chemicals, fertilizers, banking, textiles, and management consulting.
<b>Nature of expertise in specific functional areas</b>	As detailed in "Brief Profile" hereinabove	As detailed in "Brief Profile" hereinabove	As detailed in "Brief Profile" hereinabove	As detailed in "Brief Profile" hereinabove

<b>Name(s) of the Companies in which directorship held as on Date.</b>	<ol style="list-style-type: none"> <li>1. Banswara Syntex Limited.</li> <li>2. Moonfine Trading Co. Pvt. Limited.</li> <li>3. Excel Pack Pvt. Limited</li> <li>4. TESCA Textiles &amp; Seat Components (India) Pvt. Limited</li> <li>5. Confederation of Indian Textile Industry</li> <li>6. Banswara Brands Private Limited</li> <li>7. NSDC International Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Banswara Syntex Limited</li> <li>2. Lawson Trading Co. Pvt. Limited</li> <li>3. TESCA Textiles &amp; Seat Components (India) Pvt. Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Banswara Syntex Limited</li> <li>2. Speedshore Trading Co. Pvt. Limited</li> <li>3. Manmade and Technical Textiles Export Promotion Council (Formerly Known as The Synthetic and Rayon Textile Export Promotion Council)</li> <li>4. Banswara Brands Private Limited</li> <li>5. Bharat Tex Trade Federation</li> </ol>	<ol style="list-style-type: none"> <li>1. Vardhman Textiles Limited</li> <li>2. Rossari Biotech Limited</li> <li>3. Nirvrt Consultancy Private Limited</li> </ol>
<b>Membership/ Chairmanship of the Committees of Boards of other companies</b>	NIL	NIL	NIL	<ol style="list-style-type: none"> <li>1. Vardhman Textiles Limited - Chairman Audit Committee</li> <li>2. Rossari Biotech Limited - member Audit Committee</li> </ol>
<b>No. of Shares held in the Company</b>	12,122 Shares	38,97,334 Shares	42,81,490 Shares	NIL
<b>Remuneration Sought to be paid</b>	Salary, perquisites and other terms as fully set out in Resolution no. 5 of the notice.	Salary, perquisites and other terms as fully set out in Resolution no. 6 of the notice.	Salary, perquisites and other terms as fully set out in Resolution no. 7 of the notice.	Sitting fees for attending the Board and Committee Meetings.
<b>last drawn Remuneration</b>	Rs. 399.46 Lakhs in FY 2025-26	Rs. 253.46 Lakhs in FY 2025-26	Rs. 234.00 Lakhs in FY 2025-26	Not Applicable
<b>Terms &amp; Conditions of appointment / re-appointment</b>	As per resolution set out in item no. 5 of the Notice.	As per resolution set out in item no. 6 of the Notice.	As per resolution set out in item no. 7 of the Notice.	As per resolution set out in item no. 8 of the Notice.
<b>The number of meetings of the Board attended during the year (2025-26)</b>	4 (Four)	4 (Four)	4 (Four)	N.A. (Appointed as Additional Director w.e.f. 20 <sup>th</sup> May, 2026.)

By order of the Board of Directors  
For Banswara Syntex Ltd.

**Sd/-**  
**Shaleen Toshniwal**  
Managing Director  
(DIN: 00246432)

Place: Mumbai  
Dated: 19<sup>th</sup> May, 2026

**Registered Office**  
Industrial Area, Dahod Road,  
Post Box No. 21,  
Banswara-327001  
Rajasthan



## **Board's Report**

## BOARD'S REPORT

To  
The Members,  
Your Directors are pleased to present their 50<sup>th</sup> Report together with the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2026.

### FINANCIAL HIGHLIGHTS (STANDALONE)

The summary of financial performance of the Company for the year ended 31<sup>st</sup> March, 2026 is furnished hereunder: -

(Rs. in Lakhs except EPS)

Particulars	Current year 2025-26	Previous year 2024-25
Revenue from Operations	135,578	129,170
Other Income	1,389	1,577
Total Revenue	136,967	130,747
Profit before Exceptional Item, Interest, Depreciation & Tax	<b>14,359</b>	<b>11,721</b>
Less: Exceptional Item	892	-
Profit before Interest, Depreciation & Tax <b>(PBIDT)</b>	<b>13,467</b>	<b>11,721</b>
Less: Interest	4,255	3,959
Profit Before Depreciation and Tax <b>(PBDT)</b>	<b>9,212</b>	<b>7,762</b>
Less: Depreciation	5,316	4,789
<b>Profit before Tax</b>	<b>3,896</b>	<b>2,973</b>
Tax Expenses	1,056	834
<b>Profit after Tax</b>	<b>2,840</b>	<b>2,139</b>
Other Comprehensive Income (Net of Tax)	(227)	567
Total Comprehensive Income	<b>2,613</b>	<b>2,707</b>
Dividend on Equity Shares	342	342
<b>Earnings per share (Rs.): Basic</b>	8.30	6.25
<b>Diluted</b>	8.30	6.25

### OPERATIONS AND STATE OF AFFAIRS

During the year under review, production of yarn was 263 Lakhs kilograms as against 284 Lakhs kilograms in the previous year. Production of fabrics was 288 Lakhs meters as against 312 Lakhs meters in previous year, Production of garments stood at 36.72 Lakhs pieces as compared to 34.69 Lakhs pieces in previous year.

Your Company recorded revenue from operations Rs. 135,578 Lakhs as against revenue from operation Rs. 129,170 Lakhs in the previous year.

During the year under review, the export turnover of the Company has increased from Rs. 56,948 Lakhs in last year 2024-25 to Rs. 63,151 Lakhs during the year under review. The share of export turnover in the net income for the year 2025-26, has been 47% (previous year 44%) of the total turnover.

The profit before interest, depreciation and tax (PBIDT) of the Company increased to Rs. 13,467 Lakhs from Rs. 11,721 Lakhs recorded in previous year.

The profit before depreciation and tax (PBDT) also increased to Rs. 9,212 Lakhs from Rs. 7,762 Lakhs in the previous year.

The Company earned Net Profit of Rs. 2,613 Lakhs as against Rs. 2707 Lakhs in previous year.

The basic and diluted EPS for the year 2025-26 works out to Rs. 8.30 as against Rs. 6.25 for the year 2024-25.

Your Company has charged depreciation on property, plant and equipment as per the provisions of Schedule of the Companies Act, 2013 (the Act).

The Company has prepared its Financial Statements as per applicable provisions of IND-AS (Indian Accounting Standards) for the year 2025-26.

### DETAILS OF MATERIAL CHANGES FROM THE END OF THE FINANCIAL YEAR TILL THE DATE OF THIS REPORT

There has been no material changes and commitments, affecting the financial position of the Company between the end of the financial year and date of this report.

### CHANGE IN NATURE OF BUSINESS

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

### DIVIDEND

Your Directors are pleased to recommend dividend of Re. 1/- per equity share of Rs. 5/- each i.e. 20% (previous year Re. 1/- per equity share of Rs. 5/- each) for the financial year 2025-26. The total dividend payout on equity shares for the year, if approved by the Shareholders, will be Rs. 342 Lakhs (previous year Rs. 342 Lakhs).

The Company has transferred the amount of unclaimed dividends up to the year 2017-18 to the Investors Education and Protection Fund (IEPF).

### TRANSFER TO RESERVES

The Board of Directors of your Company has not proposed to transfer any amount to the reserves for the financial year under review.

### SHARE CAPITAL

There has been no change in share capital of the Company during the year 2025-26. The paid-up equity share capital as on 31<sup>st</sup> March, 2026 was Rs. 171,160,420 (Rupees Seventeen Crore Eleven Lakh Sixty Thousand Four Hundred and Twenty) divided into 34,232,084 equity shares of Rs. 5/- each.

### EXPANSION, DIVERSIFICATION AND MODERNIZATION

During the year under review, the Company invested Rs. 8,849 Lakhs (previous year Rs. 14,694 Lakhs) for modernization of its production capacities. The capital-work-in-progress at Rs. 3,016 Lakhs (previous year Rs. 1,953 Lakhs) and advances to capital goods suppliers aggregated Rs. 1,535 Lakhs (previous year Rs. 1,753 Lakhs) at the end of the period.

The total production capacity of the Company as at 31<sup>st</sup> March, 2026 for yarn is 1,36,080 ring spindles, 19,200 spindles for worsted yarn spinning and 160 Air Jet spindles (Ringframe spindles 1600), 463 shuttle less looms including 32 Air Jet jacquard looms, 9 stenters with processing capacity of 3.0 million meters per month and manufacturing capacity of 4.08 Lakhs pieces of garments per month.

### SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

#### Subsidiary

The Company has a wholly-owned subsidiary company Banswara Brands Private Limited (BBPL) and during the year, the Company invested Rs. 350 Lakhs in the equity shares of wholly-owned subsidiary Company. The paid-up capital of BBPL as on 31<sup>st</sup> March, 2026 is Rs. 950 Lakhs.

During the year under review, total income of BBPL was Rs. 140 Lakhs and Net Loss after Tax was Rs. 246 Lakhs.

#### Associates

The Company has no Associate company during the year.

#### Joint Venture

The Company has one Joint Venture company viz. Tesca Textiles & Seat Components (India) Private Limited. Your Company continues to hold 40.64% of the paid-up share capital of Joint Venture company Tesca Textiles and Seat Components (India) Private Ltd. Out of the balance 59.36% of the share capital, 50.79% is held by TESCA Group, France and 8.57% by Kolon Glotech India Private limited.

During the year under review, the production of Laminated Fabric (Including Vinyl fabrics) has increased from 28.24 Lakhs Mtrs in 2024-25 to 36.70 Lakhs Mtrs in 2025-26 by 29.96%. The company also produced 16.38 Lakhs Pcs of Embossing Panel in 2025-26 as against 15.34 Lakhs Pcs. in 2024-25 which depicts an increase of 6.78%.

The total revenue of the Joint Venture Company stood at Rs. 10,919 Lakhs as against Rs. 7,972 Lakhs in the financial year 2024-25, which shows an increase of 36.96%.

In terms of sub-section (3) of Section 129 of the Act, the Company has prepared Consolidated Financial statements of the Company, which forms part of the Annual Report. Further, a statement containing salient features of the Financial Statements of the Subsidiary and Joint Venture company is set out in the prescribed form **AOC-1** (Part 'A'– Subsidiaries & Part 'B'– Associates and Joint Ventures) is annexed as **Annexure-I**, which forms part of this Report.

The Company has framed a policy for determining Material Subsidiaries, which has been uploaded on the Company's website at

[www.banswarasyntex.com/wp-content/uploads/2025/05/MAT\\_SUB\\_POLICY\\_MAY25.pdf](http://www.banswarasyntex.com/wp-content/uploads/2025/05/MAT_SUB_POLICY_MAY25.pdf)

### CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company, its subsidiaries, associates and joint ventures prepared in accordance with the Act and applicable Indian Accounting Standards along with all relevant documents and the Auditors' Report form part of this Annual Report. The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary companies, associates and joint ventures.

In terms of Section 136 of the Act, the audited financial statement of each of the subsidiaries is placed on the website of the Company at weblink: <https://www.banswarasyntex.com/financial-results/>

### THERMAL POWER PLANT

Your Company has two captive Thermal Power Plants with a total of 33 Mega Watt capacity and both units of the Captive Thermal Power Plant (33 MW) are working satisfactorily. During the year, Your Company met its requirements of coal from domestic sources as well as through imports.

### FINANCE

During the year under review, your Company obtained disbursements of loans aggregating Rs. 5,906.28 Lakhs for acquisition of fixed assets from various Banks. The Company has repaid term loans aggregating to Rs. 5,875 Lakhs during the year 2025-26.

The Company's bankers are providing need-based working capital assistance after review of its requirements from time to time.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) is annexed to this Report as **Annexure-II**, which forms part of this Report.

### CORPORATE GOVERNANCE

The Company has complied with the mandatory provisions of Corporate Governance requirements as stipulated under the SEBI Listing Regulations. A separate report on Corporate Governance along with the requisite certificate from a Practicing Company Secretary regarding compliance of the conditions of Corporate Governance is annexed to this Report as **Annexure-III**, which forms part of this Report.

### FIXED DEPOSITS

As per provisions of the Act, the Company accepts fixed deposits from members of the Company as approved by the Shareholders in their meeting held on 27<sup>th</sup> August, 2016. During the year under review, the Company accepted deposits aggregating Rs. 327 Lakhs, made repayments of Rs. 271 Lakhs and had outstanding deposits aggregating Rs. 1,803 Lakhs as

on 31<sup>st</sup> March, 2026 as against the Deposits of Rs. 1,747 Lakhs at the beginning of the year. The Company paid interest on deposits amounting to Rs. 154.79 Lakhs during the year. The maximum deposit held during the year was Rs. 1,875 Lakhs. There has been no default in repayment of deposits or payment of interest thereon. No deposit was unclaimed or matured but not paid as on 31<sup>st</sup> March, 2026. The Company has duly complied with the provisions of the Companies (Acceptance of Deposits) Rules, 2014.

The Company has obtained Credit Rating for Fixed Deposits from India Ratings and Research Limited and also opened the Fixed Deposits Repayment Reserve Account with a scheduled bank for fixed deposits maturing during the financial year 2026-27.

### **CORPORATE SOCIAL RESPONSIBILITY**

As a part of its initiatives under Corporate Social Responsibility, the Company has framed Corporate Social Responsibility Policy (CSR Policy) in terms of which, the Company has undertaken projects in the areas of promoting education, including special education, and employment enhancing vocational skills especially among children, women, elderly, and the specially able and livelihood enhancement projects; Eradicating hunger, poverty and malnutrition, (promoting health-care including preventive health care) and sanitation; Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water; Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic sports etc.

During FY 2025-26, the Company's CSR obligation, calculated as 2% of the average net profit of the preceding three financial years, was Rs. 161.05 Lakhs. The Company has spent Rs.167.58 Lakhs on CSR activities during the year

These projects are in accordance with Schedule VII of the Act. As required under Section 134(3)(o) and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Annual Report on CSR activities is annexed as **Annexure - IV**, which forms part of this Report.

The Company's CSR policy is available on the Company's web link at [www.banswarasyntex.com/wp-content/uploads/2021/08/CSR\\_Policy.pdf](http://www.banswarasyntex.com/wp-content/uploads/2021/08/CSR_Policy.pdf)

### **RISK MANAGEMENT**

According to Regulation 17(9) of the SEBI Listing Regulations, the Company has laid down a risk management framework to inform the Board about the risk assessment and minimization procedures undertaken by the Company. The risk management framework is designed to identify, evaluate and assess business risks and their impact on Company's business. The risk assessment and minimization procedures are reviewed by the Board periodically to ensure that executive management controls risk through the mechanism of a properly defined framework. The framework is aimed at creating and protecting stakeholders' value by minimizing threats and losses besides identifying and maximizing opportunities.

### **INTERNAL FINANCIAL CONTROL SYSTEM AND ITS ADEQUACY**

The Company has an adequate Internal Financial Control System commensurate with the size, scale and complexity of its operations to maintain the objectivity and independence of the audit. The Chief Internal Auditor reports to the Audit Committee of the Board. During the year, the Internal Financial Control System and its adequacy have been reviewed by M/s. Ankit Maheshwari & Associates, a firm of Chartered Accountants.

The Audit Committee of the Board actively reviews, every quarter, the adequacy and effectiveness of the internal control systems and suggests improvements necessary to strengthen the same. The Company has a Management Information System which is an integral part of the financial control mechanism.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal financial control system in the Company, its compliance with the operating norms/parameters, accounting procedures and policies for safeguarding of its assets, prevention and detection of frauds, errors in reporting mechanisms, accuracy and completeness of the accounting records and timely preparation of accurate and reliable financial disclosures about the Company. Based on the reports of the internal auditors, the process owners undertake corrective actions in their respective areas and thereby ensure compliances of major observations / suggestion of internal auditors and action taken thereon is regularly reported to Audit Committee.

### **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has a Vigil Mechanism/Whistle Blower Policy to deal with instance of fraud and mismanagement, if any, and violation of the Company's code of conduct or ethics policy. It also provides adequate safeguards against victimization of persons, who use such mechanism and provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. None of the employees of the Company has been denied access to the Audit Committee.

Mr. Shaleen Toshniwal, Managing Director of the Company, has been designated as Vigilance and Ethics Officer for various matters related to Vigil Mechanism. The said policy is available on the Company's website at [https://www.banswarasyntex.com/wp-content/uploads/2026/04/VigilMech\\_WhBlw\\_Policy.pdf](https://www.banswarasyntex.com/wp-content/uploads/2026/04/VigilMech_WhBlw_Policy.pdf)

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

The Company has zero tolerance for sexual harassment at workplace and has adopted policy on 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 (the POSH Act) and Rules framed thereunder.

An Internal Complaints Committee has been set up in compliance with the POSH Act. During the year under review, no complaints were received by the Company.

### **DECLARATION UNDER MATERNITY BENEFIT ACT, 1961**

The Company has complied with provisions of the Maternity Benefit Act, 1961 read with Rules thereunder at all its locations.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board of Directors consists of 8 (eight) members, of which 4 (four) are Independent Directors and one-woman Director as of the date of this report.

During the year w.e.f. 7<sup>th</sup> August, 2025, designation of Mr. Ravindrakumar Toshniwal was changed from Managing Director to Vice Chairman and he shall be liable to retire by rotation. Similarly, w.e.f. 7<sup>th</sup> August, 2025, designation of Mr. Shaleen Toshniwal was changed from Joint Managing Director to Managing Director and he shall not be liable to retire by rotation. All other terms and conditions of their appointment and remuneration as approved by the Shareholders, remained unchanged.

#### **Director Retirement by rotation:**

As per the provisions of Section 152(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Ravindrakumar Toshniwal, Vice Chairman and Whole-

time Director of the Company (DIN: 00106789), is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment. The Board recommends his re-appointment as Director of the Company.

A brief profile of Mr. Ravindrakumar Toshniwal together with other related information required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2 has been furnished in the Notice convening the 50<sup>th</sup> AGM of your Company.

#### Appointment / Re-appointment of Whole-time Director

During the financial year no such appointment was made by the Board of Directors of the Company. However, the re-appointment of existing Whole-time Directors, i.e., Mr. Rakesh Mehra, Mr. Ravindrakumar Toshniwal, and Mr. Shaleen Toshniwal, has been recommended to the Members for approval at the 50<sup>th</sup> Annual General Meeting (AGM).

#### Appointment of Non-Executive Independent Director

During the financial year no such appointment was made by the Board of Directors of the Company.

The Board of Directors at their meeting held on 19<sup>th</sup> May, 2026 have appointed Mr. Udeypaul Singh Gill (DIN: 00004340), as an Additional Director in the category of Non-Executive Independent Director of the Company for 1<sup>st</sup> term of 5 (five) consecutive years from 20<sup>th</sup> May, 2026 to 19<sup>th</sup> May, 2031 (both days inclusive), not liable to retire by rotation.

#### Key Managerial Personnel

The following persons are/were the Key Managerial Personnel (KMP) of the Company pursuant to Sections 2(51) and 203 of the Act read with the Rules framed thereunder:

- i. Mr. Rakesh Mehra, Chairman and Whole-time Director;
- ii. Mr. Ravindrakumar Toshniwal, Vice-Chairman and Whole-time Director;
- iii. Mr. Shaleen Toshniwal, Managing Director;
- iv. Mrs. Kavita Soni, Whole-time Director;
- v. Ms. Kavita Gandhi, Chief Financial Officer;
- vi. Mr. Ketan Kumar Dave, Company Secretary (till 19<sup>th</sup> May, 2026)

#### Declaration of Independent Directors

All Independent Directors have furnished declarations to the effect that they meet the criteria of independence as laid down in Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations and have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and that they are not disqualified to become directors under the Act. There has been no change in the circumstances affecting their status as Independent Directors of the Company. All the Independent Directors have registered themselves in the Independent Directors Database as managed by the Indian Institute of Corporate Affairs.

The Board of Directors is of the opinion that all the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfill their duties as Independent Directors and that all the Independent Directors fulfill the conditions specified in the SEBI Listing Regulations and are Independent of the management.

#### Performance Evaluation

Pursuant to the provisions of Sections 134(3)(p), 178(2) of the Act and SEBI Listing Regulations, the Board has adopted a procedure for formal performance evaluation of the Board, its

Committees and Individual Directors including the Chairman and Executive Directors. The exercise was carried out during the year through a structured evaluation process starting with a questionnaire sent to all Directors covering all aspects of the working of the Board, its Committees and individual directors followed by deliberations as in the following paragraph.

Separate exercises were carried out to evaluate the performance of Non-Independent Directors, comprising the Chairman and Whole-time Directors, on specific parameters such as attendance, contribution in Board and Committee meetings, independent judgment, safeguarding the interest of shareholders etc. in the specifically convened meeting of Independent Directors. Nomination and Remuneration Committee evaluated the performance of individual Directors including Independent Directors before consideration by the Board. The Chairpersons of the respective Committees briefed the Board about the process and the actual evaluation based on the feedback from their respective members. The Board expressed their satisfaction on the implementation of evaluation process and the results thereof.

#### Nomination and Remuneration Policy

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed the Nomination and Remuneration Policy for appointment of Directors, Key Managerial personnel and Senior Management Personnel as also their remuneration and performance evaluations. The said Policy is explained in the Corporate Governance Report and also available on the Company's website at [https://www.banswarasyntex.com/wp-content/uploads/2025/04/NR\\_Policy\\_2024.pdf](https://www.banswarasyntex.com/wp-content/uploads/2025/04/NR_Policy_2024.pdf)

#### Familiarization Program of the Independent Directors

The Company provides opportunities for its directors to familiarize themselves with its operations, management and values. Senior management, including the Managing Director & CEO, offers overviews and briefings to ensure directors are well-informed about company operations, values and commitments. This program enables directors to effectively contribute to the organization's growth and success. Quarterly Board Meetings feature presentations covering industry outlook, competition updates, company overviews, operations and financial highlights, regulatory updates, and internal control over financial reporting. These updates not only keep Directors informed but also offer opportunities for interaction with Management.

Details of familiarisation programs imparted during the financial year are in accordance with the requirements of the Listing Regulations. Five Familiarization programs for the Independent Directors were conducted during the year 2025-26, the details of which are hosted on the website of the Company at [https://www.banswarasyntex.com/wp-content/uploads/2026/04/FAM\\_Program\\_ID\\_202526.pdf](https://www.banswarasyntex.com/wp-content/uploads/2026/04/FAM_Program_ID_202526.pdf)

#### RELATED PARTY TRANSACTIONS

None of the transactions with related parties are material in nature or falls under the scope of Section 188(1) of the Act. The information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form No. AOC-2 does not apply to the Company for the FY 2025-26 and hence the same is not provided. The details of the transactions with related parties during FY 2025-26 are provided at Note No. 47 of the accompanying standalone financial statements.

There have been no materially significant related party transactions between the Company and its subsidiaries,

Directors, KMPs, or the relatives of Directors and KMPs.

The Company has ensured compliance with the applicable provisions of the Act and the SEBI Listing Regulations.

The revised policy on Related Party Transactions as approved by the Board is available on the Company's website at [www.banswarasyntex.com/wp-content/uploads/2025/04/REL\\_PTY\\_TRN\\_POLICY\\_FINAL.pdf](http://www.banswarasyntex.com/wp-content/uploads/2025/04/REL_PTY_TRN_POLICY_FINAL.pdf)

### NUMBER OF THE BOARD MEETINGS

During the year under review, four meetings of the Board of Directors were held on 15<sup>th</sup> May, 2025, 6<sup>th</sup> August, 2025, 10<sup>th</sup> November, 2025 and 10<sup>th</sup> February, 2026.

Details of the composition of the Board and its Committees, number of meetings held and attendance of Directors at such meeting are provided in the Corporate Governance Report, which forms part of this Report.

### INDEPENDENT DIRECTORS' MEETING

In terms of Schedule IV of the Act and Regulation 25 of the SEBI Listing Regulations, Independent Directors of the Company are required to hold at least one Meeting in a financial year without the attendance of Non-Independent Directors and Members of management.

During the year under review, Independent Directors met separately on 15<sup>th</sup> May, 2025 *inter-alia*, for

- Evaluation of performance of Non-Independent Directors and the Board of Directors of the Company as a whole.
- Evaluation of performance of the Chairman of the Company, taking into views of Executive and Non-Executive Directors.
- Evaluation of the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

### OTHER BOARD COMMITTEES

Details of other Board Committees, their compositions, Meetings held, attendance of the Members at the Committee Meetings are provided in the Corporate Governance Report. The composition of the Board Committees is also uploaded on the website of the Company and can be accessed through the link <https://www.banswarasyntex.com/cg/>

### AUDITORS

#### Statutory Auditors

M/s. K. G. Somani & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 06591N/N500377) were re-appointed as Statutory Auditors of the Company to hold office for the second term of five consecutive years by the shareholders at their 46<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> July, 2022 from the conclusion of the 46<sup>th</sup> Annual General Meeting, till the conclusion of 51<sup>st</sup> Annual General Meeting to be held in the calendar year 2027. They have furnished a Certificate to the effect that they fulfill the requirements of the provisions of Sections 139 and 141 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014.

The Report given by the Auditors on the Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2026 is part of the Annual Report.

The Auditor's Report is unmodified i.e. there has been no qualification, reservation, adverse remark. However,

observations of the Auditors, if any, are explained wherever necessary, in the relevant Significant Accounting Policies, Notes to Accounts and other disclosures are self-explanatory and, therefore, do not call for any further comments.

#### Secretarial Auditors

In terms of Section 204 of the Act read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and Regulation 24A of the Listing Regulations, your Board has appointed M/s. Mihen Halani & Associates, Practicing Company Secretary Mumbai, a Peer Reviewed Firm (Proprietor Mr. Mihen Halani, FCS No.9926) Mumbai, as the Secretarial Auditor to conduct the Secretarial Audit of the Company for a term of five (5) consecutive years, commencing from financial year 1<sup>st</sup> April, 2025 till 31<sup>st</sup> March, 2030.

The Secretarial Audit Report is issued in Form MR-3 by M/s. Mihen Halani & Associates, Practicing Company Secretary, in respect of the Secretarial Audit of the Company for the financial year ended on 31<sup>st</sup> March, 2026. The Secretarial Audit Report issued in form MR-3 is annexed as "Annexure-V".

The report does not contain any qualification, reservation or adverse remark.

#### Cost Auditors

The Company is required to maintain cost records as specified by the Central Government as per Section 148(1) of the Act and the rules framed thereunder, accordingly, the Company has maintained such cost accounts and records.

In terms of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Audit Committee recommended and the Board of Directors appointed M/s. K.G. Goyal & Co., Cost Accountants (Registration No. 000017), being eligible, to conduct Cost Audits for the product of Textile and Power Generation.

The Company has received their written consent and confirmation that the appointment will be in accordance with the applicable provisions of the Act and rules framed thereunder. The remuneration payable to Cost Auditors has been approved by the Board of Directors on the recommendation of the Audit Committee and in terms of the Act and Rules therein.

The remuneration payable to the Cost Auditors is required to be placed before the Members in a General Meeting for their ratification. Accordingly, an Ordinary Resolution for seeking Member's ratification for the remuneration payable to M/s. K.G. Goyal & Co., Cost Auditors for financial year ending on 31<sup>st</sup> March, 2026 is set out in the Notice of the ensuing AGM of the Company.

### REPORTING OF FRAUDS BY AUDITORS

During the year under review, none of the Auditors i.e. Statutory Auditors, Cost Auditors or Secretarial Auditors have reported, to the Audit Committee or the Board, under Section 143(12) of the Act, any instance of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

### PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES

During the year under review, the Company has not granted any loans or provided any guarantees to or invested in securities of Joint Venture Company Tesca Textiles and Seat Components (India) Private Limited.

During the year, the Company has invested Rs. 350 Lakhs in equity shares of Banswara Brands Private Limited, wholly owned subsidiary company.

The details of loans, guarantees and investments covered under the provisions of Section 186 of the Act are given in the note no. 58 of the Notes to the Financial Statements.

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

The required information under the provisions of Section 134(3) (m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, etc. are annexed as **Annexure - VI**, which forms part of this Report.

### **INSURANCE**

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

### **PARTICULARS OF EMPLOYEES**

The information containing details of employees as required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in **Annexure-VII** attached to this report.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is open for inspection by the members through electronic mode.

Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any Member interested in obtaining a copy of the same may write to the Company at [secretarial@banswarasyntex.com](mailto:secretarial@banswarasyntex.com)

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There have been no significant or material orders passed by the Regulators or Courts/Tribunals, during the year under report that would impact the going concern status of the Company and its future operations.

### **ANNUAL RETURN**

An Annual Return for the financial year ended 31<sup>st</sup> March, 2026 as required under Section 92(3) of the Companies Act, 2013, has been posted on the website of the Company and can be accessed at <https://www.banswarasyntex.com/investors/>

### **SECRETARIAL STANDARDS**

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India, on Board Meetings and General Meetings.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

As required under Section 134 (5) of the Act, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (a) In the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2026, the applicable Accounting Standards have been followed and there are no material departures from the same.
- (b) The Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company

as at 31<sup>st</sup> March 2026, and of the profit of the Company for that period.

- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
- (d) The Directors have prepared the annual accounts of the Company for the year on a going concern basis.
- (e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and have been operating effectively.
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and have been operating effectively.

### **DETAILS OF APPLICATIONS MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR**

During the year under review, the Company has not made or received any application under IBC and there is no proceeding pending under the said code at the end of the financial year.

### **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, the Company has not entered into any one-time settlement and therefore, no disclosure in this regard is required.

### **OTHER DISCLOSURES**

Any other disclosure under the Companies Act, 2013 and the Rules notified thereunder or the SEBI Listing Regulations are either NIL or NOT APPLICABLE

### **ACKNOWLEDGEMENTS**

Your Directors wish to express their gratitude for the guidance and co-operation received from the Financial Institutions, Banks, various Central and State Government Departments besides the Customers and Suppliers during the year under report. The Directors place on record their deep appreciation of the devoted services of the workers, staff and executives. The Directors, particularly, wish to acknowledge and place on record the continuous support and guidance of all the shareholders and, more importantly, for the confidence reposed in the Company's management.

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

sd/-

**Rakesh Mehra**  
Chairman  
DIN: 00467321

Place: Mumbai  
Date: 19<sup>th</sup> May, 2026

**Registered Office: -**  
Industrial Area, Dahod Road,  
Post Box No. 21,  
Banswara - 327001  
Rajasthan.

## Annexure - I to the Directors' Report

### FORM AOC – 1

(Pursuant to first proviso to sub section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rule, 2014)

**Statement containing salient features of the Financial Statement of the subsidiaries/associates companies/ joint ventures.**

#### Part "A" Subsidiaries

Statement pursuant to sub section (3) of Section 129 of the Companies Act, 2013 related to Subsidiary Company.

**(Rs. In Lakhs)**

Sr. No.	Particulars of Subsidiary	Banswara Brands Private Ltd.
1	The date since when subsidiary was acquired / incorporated	23/08/2022
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting period is the same as Holding Company Reporting Period
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.
4	Share capital	Rs. 950.00
5	Reserves and surplus	Rs. (697.01)
6	Total assets	Rs. 320.33
7	Total Liabilities	Rs. 67.34
8	Investments	-
9	Turnover	Rs. 137.74
10	Profit /(Loss) before taxation	Rs. (246.02)
11	Provision for taxation	N.A.
12	Profit /(Loss) after taxation	Rs. (246.01)
13	Proposed Dividend	-
14	Extent of shareholding (in percentage)	100%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: **NIL**
- Names of subsidiaries which have been liquidated or sold during the year: **NIL**

**Part “B” Associates and Joint Ventures**

Statement pursuant to sub section (3) of Section 129 of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(Rs. In Lakhs)

Sr. No.	Name of the Joint Ventures	Tesca Textiles & Seat Components (India) Pvt. Ltd. (Joint Venture Company)
1	Latest Audited Balance Sheet date	31/03/2026
2	Date on which the Associate/ Joint Ventures was associated or acquired	20/01/2012
3.	Shares of Associate/ Joint Ventures held by the Company on the year end (in Numbers)	34,13,802
	Amount of Investment in Associates/ Joint Ventures	Rs. <b>554.90</b>
	Extent of Holding (in percentage)	40.64%
4.	Description of how there is significant influence	<b>Joint venture, company holds 40.64% of voting rights/ share capital</b>
5.	Reason why the associate/ Joint Venture is not consolidated	N.A.
6.	Net worth attributable to shareholding as per latest Audited Balance Sheet	Rs. 1378.97
7.	Profit/ Loss for the year	Rs. <b>1,005.93</b>
	i. Considered in Consolidation	<b>Yes Rs. 400.67</b>
	ii. Not Considered in Consolidation	NIL

1. Names of associates or joint ventures which are yet to commence operations: **NIL**

2. Names of associates or joint ventures which have been liquidated or sold during the year: **NIL**

**For K.G. Somani & Co. LLP**

Chartered Accountants  
FRN – 06591N/N500377

Sd/-

**Amber Jaiswal**

Partner

M.No.550715

Date: 19<sup>th</sup> May, 2026

Place: Mumbai

Sd/-

**Rakesh Mehra**

DIN: 00467321

Chairman

Sd/-

**Jagdeesh Mal Mehta**

DIN: 00847311

Elected Chairman of the  
Audit Committee meeting

Sd/-

**Kavita Gandhi**

Chief Financial Officer

Date: 19/05/2026

Place: Mumbai

**For and on behalf of the Board of Directors of  
Banswara Syntex Ltd**

Sd/-

**Ravindrakumar Toshniwal**

DIN: 00106789

Vice-Chairman

Sd/-

**Shaleen Toshniwal**

DIN: 00246432

Managing Director

Sd/-

**Ketan Kumar Dave**

Company Secretary

## Annexure II to Directors' Report

### Management Discussion and Analysis Report

#### INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian textile industry continued to exhibit resilience and competitiveness in global markets during FY 2025–26, supported by steady export demand, policy initiatives, and expanding market access through strategic trade agreements.

India's total textile exports, including handicrafts, increased to Rs. 3,16,334.9 crore in FY 2025–26 from Rs. 3,09,859.3 crore in FY 2024–25, registering a growth of 2.1%. The growth reflects the sector's ability to maintain its global market position amidst evolving international trade dynamics and macroeconomic conditions.

Ready-Made Garments (RMG) remained the largest contributor to textile exports, with exports increasing by 2.9% to Rs. 1,39,349.6 crore during FY 2025–26 from Rs. 1,35,427.6 crore in the previous year. Exports of cotton yarn, fabrics, made-ups, and handloom products remained stable at Rs. 1,02,399.7 crore, compared to Rs. 1,02,002.8 crore in FY 2024–25, reflecting a marginal growth of 0.4%. The man-made textiles segment continued to witness healthy momentum, with exports of man-made yarn, fabrics, and made-ups rising by 3.6% to Rs. 42,687.8 crore.

India's textile exports witnessed broad-based geographical diversification, with export growth recorded across more than 120 destinations during April 2025 to February 2026. Key export markets demonstrating notable growth included the UAE, United Kingdom, Germany, Spain, Japan, Egypt, Nigeria, Senegal, and Sudan, highlighting increasing acceptance of Indian textile products across both developed and emerging markets.

Significant progress was also achieved on the trade policy front during FY 2025–26. The implementation of the India–EFTA Trade and Economic Partnership Agreement (TEPA), the signing of the India–UK Comprehensive Economic and Trade Agreement (CETA), the India–Oman Comprehensive Economic Partnership Agreement (CEPA), the announcement of the India–New Zealand Free Trade Agreement (FTA), and the conclusion of the India–European Union Free Trade Agreement (EU FTA) are expected to create substantial opportunities for the textile and apparel industry.

These agreements are anticipated to enhance preferential market access, reduce tariff barriers, strengthen supply-chain integration, and facilitate increased investments and technology collaborations. Furthermore, they are expected to support the growth of textiles, apparel, handicrafts, and technical textiles while accelerating India's integration into global value chains and promoting export diversification.

Overall, the sustained growth in textile exports, combined with continued policy support and expanding international trade opportunities, provides a positive outlook for the Indian textile industry. The sector remains well-positioned to capitalize on emerging global opportunities, drive value-added exports, generate employment, and contribute meaningfully to India's economic growth. (Source: [www.pib.gov.in](http://www.pib.gov.in))

#### GROWTH DRIVERS

India's textile and apparel industry has evolved into a diversified and globally competitive ecosystem, capable of catering to a broad spectrum of demand ranging from value-oriented mass-market products to specialized, high-value textile segments. To further strengthen the sector's competitiveness, enhance manufacturing capabilities, attract investments, and support employment generation, the Government has continued to implement a range of targeted policy measures and structural reforms.

The Production Linked Incentive (PLI) Scheme for Textiles remains one of the key initiatives aimed at accelerating growth in the sector. Operational through FY 2029-30, the scheme focuses on promoting the production of Man-Made Fibre (MMF) apparel, MMF fabrics, and technical textile products. The initiative seeks to encourage investments, facilitate scale creation, improve global competitiveness, generate employment opportunities, and support the development of globally competitive textile enterprises.

The Government has also undertaken several measures to strengthen the cotton ecosystem, which forms the backbone of India's textile value chain. The cotton sector supports approximately six million farmers and provides livelihoods to an estimated 40–50 million people across various stages of the value chain. To improve transparency and ease of participation for farmers, the Kapas Kisan mobile application was introduced, enabling farmer self-registration and digital slot booking. Further, the launch of the 'Kasturi Cotton Bharat' Programme is expected to enhance the quality perception and global acceptance of Indian cotton, thereby strengthening India's position in international markets. The deferment of the Quality Control Order (QCO) 2023 for cotton bales until August 2026, provides the industry with additional time to align with quality and compliance requirements.

Sustainability and circularity continue to gain prominence within the textile industry. In this regard, a tripartite Memorandum of Understanding (MoU) was signed among the Textiles Committee, Government e-Marketplace (GeM), and the Standing Conference of Public Enterprises (SCOPE), along with initiatives such as the Circle Back Campaign, National Handloom Development Programme, and the National Textile Sustainability Council. These efforts are aimed at encouraging the adoption of sustainable practices, promoting the procurement of upcycled products, and advancing circular economy principles across the textile value chain.

In addition, the next phase of Goods and Services Tax (GST) rationalization implemented during 2025 is expected to improve industry competitiveness by reducing tax-related inefficiencies, lowering costs for manufacturers, enhancing affordability for consumers, and supporting export growth and employment generation.

The continued focus on manufacturing incentives, textile sector development, sustainability, labour reforms, and tax rationalization underscores the Government's commitment to fostering a robust and globally competitive textile industry. Supported by sustained export momentum, expanding market reach, and increasing participation from MSMEs and value-added segments, the Indian textile and apparel sector remains well-positioned to enhance its global standing and deepen its integration into international value chains in the years ahead.

### OPPORTUNITIES AND THREATS

The textile industry continues to present significant growth opportunities driven by rising domestic consumption, increasing urbanization, growing disposable incomes, and evolving fashion preferences. Government initiatives promoting manufacturing, technical textiles, exports, and infrastructure development are expected to strengthen the sector's long-term growth prospects. The shift of global sourcing away from traditional manufacturing hubs, coupled with the increasing preference for sustainable and value-added textile products, offers Indian textile manufacturers an opportunity to expand their market presence in international markets.

The textile industry operates in a highly competitive environment and remains exposed to various external and internal risks. Fluctuations in raw material prices, particularly cotton, man-made fibres, dyes, and chemicals, may adversely impact operating margins. Global economic uncertainties, geopolitical developments, inflationary pressures, and changing trade policies can affect demand in key export markets. The industry also faces challenges arising from increasing energy and logistics costs, foreign exchange volatility, stringent environmental and sustainability compliance requirements, and intense competition from both domestic and international players. Additionally, supply chain disruptions, labour shortages, and rapidly changing consumer preferences may pose challenges to business performance and profitability.

### GOVERNMENT INITIATIVES

India's textile industry remains one of the country's oldest, most diversified, and employment-intensive sectors, with a legacy deeply rooted in its cultural and economic history. Recognising the sector's significant contribution to employment generation, exports, rural livelihoods, and manufacturing growth, the Union Budget 2026–27 has placed renewed emphasis on strengthening the textile ecosystem and enhancing its global competitiveness. The continued policy focus underscores the sector's strategic importance in supporting India's long-term economic development and manufacturing ambitions.

The Indian textile industry benefits from several inherent competitive advantages. India is the world's largest cultivator of cotton by acreage, the largest producer of jute, and the second-largest producer of both silk and cotton. The country also holds a strong position in the man-made fibre (MMF) segment and is the world's second-largest producer of polyester and viscose fibres. These strengths provide a robust foundation for the development of an integrated textile value chain capable of serving diverse domestic and international market requirements.

- **National Fibre Scheme:** This scheme aims to build self-reliance across the fibre spectrum by supporting natural fibres such as silk, wool, and jute, alongside man-made fibres (MMF) and new-age fibres. By strengthening domestic fibre availability and encouraging innovation in advanced textile materials, the scheme seeks to reduce import dependence, promote diversification beyond cotton, and enhance India's capability in high-performance and specialised textiles.
- **Textile Expansion and Employment Scheme:** Focused on modernisation of traditional textile clusters, this component provides capital support for machinery, technology upgradation, and the establishment of common testing and certification centres. The scheme is expected to enhance productivity, improve quality compliance and enable large-scale employment generation.
- **National Handloom and Handicraft Programme:** Existing schemes for handloom and handicrafts will be integrated and strengthened under a unified national programme. The objective is to provide targeted and effective support to weavers and artisans, improve incomes, ensure market linkages, and preserve India's rich textile heritage. Additionally, the Government is providing financial assistance for the promotion of natural and vegetable dyes and for the establishment of dye houses, through two components viz. the Mega Cluster Development Programme and Need-based Special Infrastructural Projects.
- **Tex-Eco Initiative:** This initiative promotes globally competitive and environmentally sustainable textiles and apparel (T&A) manufacturing. It aligns domestic production with international sustainability standards and supports access to emerging green markets.
- **Samarth 2.0:** An upgraded skilling programme, Samarth 2.0 aims to modernise the textile skill ecosystem through deeper collaboration with industry and academic institutions. It seeks to ensure the availability of industry-ready skilled manpower across the value chain.

### INDUSTRY OUTLOOK

The policy focus for India's textile and apparel sector continues to be centred on scale, modernization, and enhanced competitiveness. Key initiatives such as the development of integrated textile parks, support for man-made fibres (MMF) and technical textiles, investment promotion measures, and efforts to ease raw material constraints are expected to strengthen the industry's manufacturing capabilities and drive higher value addition across the textile value chain.

The Ministry of Textiles has also outlined an ambitious growth roadmap for the sector. With textile exports currently estimated at approximately Rs. 3 lakh crore, the Government's Vision 2030 aims to expand exports to nearly Rs. 9 lakh crores through stronger domestic manufacturing capabilities and wider global market outreach. This vision reflects the significant growth potential of the Indian textile industry and its increasing importance in the country's export strategy.

Trade developments are expected to further support the sector's growth trajectory. The India–European Union Free Trade Agreement (EU FTA) is regarded as a transformational development for India's textile and apparel industry. The agreement provides zero-duty access for textiles and clothing across all tariff lines and reduces tariffs by up to 12%, significantly improving the competitiveness of Indian products in the European market.

The India–EU FTA has the potential to significantly expand India's textile and garment exports to Europe by creating a more favourable duty structure, particularly benefiting labour-intensive segments of the industry.

Further, the Union Budget 2026–27 continues to emphasize employment generation, inclusive growth, sustainability, and coordinated implementation of sectoral initiatives. The collaborative approach involving the Ministry of Textiles, State Governments, industry participants, MSMEs, artisans, and skilling institutions is expected to strengthen the sector's growth ecosystem and reinforce India's position as a competitive, reliable, and forward-looking global textile and apparel hub. (Source: [www.pib.gov.in](http://www.pib.gov.in))

## RISKS AND CONCERNS

Management Discussion and Analysis mainly comprise the statements which may, inter alia, involve predictions based on perceptions and may, therefore, be prone to risks and uncertainties. It is the sum of the Company's expectations, beliefs, estimates and projections which may be forward looking or depressing within the meaning of applicable laws and regulations. The actual results could differ materially from those expressed herein specifically or impliedly. The shareholders are cautioned to keep this in view in conjunction with the Company's financial statements.

## SEGMENT-WISE PERFORMANCE

The Company doesn't have separate business segments, however it operates through three integrated business divisions comprising Yarn, Fabric and Garments. Its diversified product portfolio includes spun synthetic blended yarn, wool and wool-mix yarn, worsted and synthetic fabrics, cotton and linen fabrics, technical textiles, shirting fabrics and readymade garments. The Company's vertically integrated manufacturing model enables operational synergies across the textile value chain and supports its presence in both domestic and international markets.

During the year, revenue from operations of all three divisions of the Company were as follows:

Division	2025-26		2024-25	
	Revenue (Rs. In Crores)	Volume	Revenue (Rs. In Crores)	Volume
Yarn	449	194 Lakhs Kgs.	459	206 Lakhs Kgs.
Fabric	569	230 Lakhs Mtrs.	540	232 Lakhs Mtrs.
Garment	324	39 Lakhs Pcs.	275	37 Lakhs Pcs.
<b>Total</b>	<b>1,342</b>		<b>1,274</b>	

## OUTLOOK

The Company's growth strategy is centred on increasing domestic consumption of fabrics and garments and expanding opportunities in global textile and apparel markets. Supported by improving demand trends in key export markets and a gradual recovery in retail consumption, the Company remains optimistic about its medium-term growth prospects.

The Company continues to strengthen its divisional structure with focused growth strategies for the Yarn, Fabric, and Garment businesses. Emphasis is being placed on expanding the contribution of the Fabric and Garment divisions, which offer higher value addition and stronger margin potential. Management expects these segments to play a leading role in driving future growth and profitability.

The Company remains focused on expanding its domestic market presence, strengthening relationships with global customers, increasing penetration in the global markets, improving operational efficiencies and enhancing its product mix through greater emphasis on value-added textiles and garments. The anticipated benefits from international trade agreements and ongoing customer additions across key markets are expected to support growth in the coming years.

## DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company's operational performance during the year reflected both the challenges and opportunities prevailing in the textile industry. Global supply chain diversification and the continuing China+1 sourcing strategy have strengthened India's position as a preferred textile manufacturing destination. Government initiatives aimed at promoting investments, exports and manufacturing competitiveness are expected to provide further support to the sector over the medium term.

During FY 2025-26, the Company reported Total Income of Rs. 1,369.7 crore as against Rs. 1,307.5 crore in FY 2024-25, registering growth of 4.8%. EBITDA increased by 22.5% to Rs. 143.6 crore from Rs. 117.2 crore in the previous year, while

EBITDA margin improved to 10.5% from 9.0%. Profit Before Tax stood at Rs. 39.0 crore compared with Rs. 29.7 crore in FY25, while Profit After Tax increased to Rs. 28.4 crore from Rs. 21.4 crore, reflecting growth of 32.8% year-on-year.

The improvement in profitability was primarily driven by better sales realizations, stronger contribution from value-added products, improved product mix, and higher revenue contribution from the Fabric and Garment divisions. Enhanced operating efficiencies and better fixed-cost absorption also supported margin expansion during the year.

However, the Company continued to face industry-wide challenges, including elevated raw material costs, higher employee expenses arising from wage revisions, labour shortages in certain operations, geopolitical uncertainties, and disruptions in select export markets. These factors impacted demand visibility and exerted pressure on operating performance across certain business segments.

Looking ahead, management remains focused on improving product mix, enhancing operational efficiencies, strengthening customer relationships and increasing the share of value-added Fabric and Garment businesses. Supported by a healthy order pipeline, expanding customer base, and favourable long-term industry trends, the Company remains well-positioned to capitalize on future growth opportunities.

### INTERNAL CONTROL SYSTEMS & ADEQUACY

A detailed note on internal control systems and adequacy has been mentioned in the Board's Report.

### DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

As required, the following are the key ratios as compared to the previous financial year:

#### Key Ratios

Particulars	31 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025	Changes in %
Current Ratio	1.39	1.48	(6.26)
Debt-Equity Ratio	0.82	0.81	0.63
Interest Coverage Ratio (Debt Service Ratio)	1.11	1.02	9.09
Return on Equity Ratio (Refer Note 1)	0.05	0.04	24.63
Inventory turnover Ratio	4.41	4.42	(0.28)
Debtors turnover Ratio (Trade Receivable Ratio)	6.09	6.32	(3.65)
Net Profit Margin Ratio	0.02	0.02	4.74
Return on Net Worth (Return Capital Employed)	0.08	0.07	13.04
Operating Profit Margin Ratio	0.05	0.05	0.00

Note 1: during the year Net Profit After Tax increased over a previous year due to better sales realisation and improved product mix and operating efficiencies.

### MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Banswara Syntex Limited continues to believe that its human capital is its most invaluable asset. The company remains dedicated to investing in its people by enhancing their capabilities, honing their expertise, and fostering a spirit of leadership. This approach ensures a dynamic and innovative workplace environment.

#### Key Initiatives in FY26

- Management Trainees Program** : A comprehensive program introduced to groom future leaders by providing hands-on experience and mentorship. Fresh graduates from leading institutions are recruited and immersed in various aspects of the business.
- Internship Program Campus** : intake through Diploma Trainee and Graduate Trainee programs, offering practical exposure to the textile industry. Interns are mentored by experienced professionals and engaged in real-time projects.
- Samarth Training Program** : Technical training initiative designed to strengthen workforce skills and enhance operational efficiency.
- Training & Development Program** :
  - Team Building / Interpersonal Skills: Workshops to improve collaboration and communication.
  - Personality Development Training: Focused on junior and middle-level staff to build confidence and adaptability.
  - Leadership Training Program: Advanced modules for middle and senior managers to strengthen leadership capabilities.
- Health & Safety** : Regular awareness sessions, compliance checks, and fire safety drills to ensure workplace safety and preparedness.

**6. Employee Engagement**

- Festival celebrations and gatherings to foster community spirit.
- Rewards & Recognition on special occasions.
- Quarterly one-on-one discussions with leadership and function heads.

**7. Employee Well-Being & Holistic Program**

- Physical wellness: health checkups, fitness, yoga
- Nutritional support: healthy food options
- Personal growth: workshops, resilience training

**8. Policy & Governance**

- Amendment of HR policies to align with evolving practices.
- Standardization of HR practices across divisions for fairness and consistency.
- Strengthening compliance structures to ensure adherence to legal and regulatory requirements.

**9. People First Program** Employee-centric initiative focusing on well-being, inclusivity, and workplace satisfaction.

**10. Women Empowerment – SHE Arise Program** Dedicated initiative to support and uplift women employees, encouraging leadership participation and career growth.

**11. Vartalaap** One-to-one grievance redressal sessions between employees and HR, fostering transparency, addressing concerns effectively, and building a supportive workplace culture.

**Staff Count (March 2025 vs March 2026)**

Location	Mar-25	Mar-26
Banswara	920	951
Daman	243	317
Mumbai	125	129
Surat	36	43
<b>TOTAL</b>	<b>1,324</b>	<b>1,440</b>

**Commitment to People & Industrial Relations**

These initiatives underscore Banswara Syntex Limited’s commitment to nurturing its human resources and creating an environment that promotes growth, engagement, and well-being for all employees.

The industrial relations across all units of the Company continue to remain cordial. The skills, experience, and passion of our people facilitate deeper customer understanding, strengthen relationships, and enhance our brand value as a preferred employer.

We continue to accelerate our value-based growth strategy by investing in empowerment through learning and development, wellness, safety, and workplace facilities — ensuring the holistic development of our human capital.

**CAUTIONARY STATEMENTS**

Statements in this Management Discussion and Analysis Report, describing the Company’s objectives, projections, estimates, expectations, or predictions, may be “forward looking statements” within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company’s operations include raw material availability and prices, cyclical demand and pricing in the Company’s principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.

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

Place: Mumbai  
Dated: 19<sup>th</sup> May, 2026

Sd/-  
**Rakesh Mehra**  
Chairman  
DIN: 00467321

## Annexure- III to the Directors' Report

### CORPORATE GOVERNANCE REPORT

**The Company has complied with the requirements of Corporate Governance as stipulated in Chapter IV of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations")**

"Corporate Governance" refers to the way a Corporation is governed. It is the technique by which companies are directed and managed. The Corporate Governance structure specifies the distribution of the role and responsibilities of different participants, such as, the Board, Committees, Key Managerial Personnel (KMPs), Senior Management Personnel (SMPs), Shareholders and other stakeholders in the organization. It also spells out the rules and procedures for decision making pertaining to corporate affairs.

The Company has a strong legacy of fair, transparent and ethical governing practices for achieving long term goals and to enhance stakeholders' value.

#### 1. COMPANY'S PHILOSOPHY

Banswara Syntex Limited (the Company) is committed to achieve strengthen and sustain high standards of Corporate Governance practices and adherence thereto, in letter and spirit, at all times, which go beyond mere regulatory compliances. The Company is also committed to maintain the highest level of transparency, accountability and equity in all facets of its operations. It firmly believes that Corporate Governance is about the management of an organization based on ethical business principles and commitment to values and that the same are in force at all levels within the Company. The Corporate Governance model adopted by the Company consists of a set of rules, procedures and standards with the aim of establishing efficient and transparent operations, within the organization, to protect the rights and interests of the Company's shareholders and to enhance stakeholders' value while complying with the provisions of law in all dealings with Government, customers, suppliers, employees and other stakeholders. It is also intended to ensure attractive returns to all stakeholders of the business based on the premise that sound Corporate Governance is the pre-requisite to success, sustainable growth and long-term value creation.

#### 2. BOARD OF DIRECTORS

The Board of Directors has an optimum combination of Executive and Non-Executive Directors, which includes a Woman Director, and is in conformity with the provisions of the Companies Act, 2013 ("the Act") and Regulation 17 of the SEBI Listing Regulations. As on the date of this Report, the Board comprises of eight Directors out of which, four are Executive Directors including one Woman Director, all from Promoter group, and four Non-Executive Independent Directors. The Chairman of the Company is an Executive Director.

All of the Independent Directors are eminent professionals from diverse background with vast experience in business, industry, finance and public enterprises; they are free from any business or other relationship, which could materially interfere with the exercise of their independent judgment.

The Board provides leadership, strategic guidance, objective analysis and independent views to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and accountability.

In the opinion of the Board, the Independent Directors fulfil the conditions of independence specified in the Act and the SEBI Listing Regulations and are completely independent of the management.

None of the Directors is a Member of more than ten Committees and Chairperson in more than five Committees, across all companies in which they are Directors.

The Directors do not have any material pecuniary relationship with the Company, subsidiary, associate company, promoter or director of the Company except to the extent of the following:

- **Executive Directors (EDs)**

Remuneration as per their terms of appointment and reimbursement of expenses actually incurred for the business of the Company, within the approved terms and conditions.

- **Non-Executive Independent Directors (NEIDs)**

Reimbursement of travelling and out-of-pocket expenses along-with payment of sitting fees for the Board / Committee meetings attended by them.

a. **Composition of the Board of Directors as on 31<sup>st</sup> March, 2026 and attendance at the Board meetings during the financial year 2025 -26**

Name of the Director	Attendance at last AGM	No. of Board meetings attended	No. of Directorships in other Companies <sup>§</sup>	No. of other Board Committees of which Member / Chairperson**		List of Directorship held in other Listed Companies and Category of Directorship
				Chairperson	Member	
<b>Executive Directors –Promoter Group</b>						
Mr. Rakesh Mehra Chairman DIN: 00467321	Yes	4	5	-	1	-
Mr. Ravindrakumar Toshniwal Vice - Chairman DIN: 00106789	Yes	4	2	-	1	-
Mr. Shaleen Toshniwal Managing Director DIN: 00246432	Yes	4	2	-	-	-
Mrs. Kavita Soni DIN:03063791	Yes	4	5	-	-	-
<b>Non-Executive Independent Directors</b>						
Mr. Jagdeesh Mal Mehta DIN: 00847311	Yes	4	-	1	1	-
Mr. Narendra Kumar Ambwani DIN: 00236658	N.A.	2	2	1	1	-
Mr. Ajay Sharma DIN:06417150	Yes	4	3	1	2	▪ ESAF Small Finance Bank Limited
Mr. Rahul Narendra Mehta DIN:00165521	Yes	4	6	-	-	▪ Pearl Global Industries Limited (ID) ▪ Nandan Denim Limited (ID)

§ The Directorships held by Directors as mentioned above, do not include Alternate Directorships, Directorships of Foreign Companies and Section 8 Companies.

\*\* Only Chairmanship(s)/Membership(s) of the Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies have been considered.

**Note:** Pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Udeypaul Singh Gill (DIN: 00004340), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company for 1<sup>st</sup> term of 5 (five) consecutive years from 20<sup>th</sup> May, 2026 to 19<sup>th</sup> May, 2031 (both days inclusive), not liable to retire by rotation.

b. **Changes in the Board during the year**

During the year under review:

There was only change in the directors' designation i.e. –

Mr. Ravindrakumar Toshniwal (DIN: 00106789) from Managing Director to Vice – Chairman.

Mr. Shaleen Toshniwal (DIN: 00246432) from Joint Managing Director to Managing Director.

Apart from above there has been no change in the constitution of the Board of Directors of the Company, no Independent Director has resigned before expiry of his/her tenure.

c. **Meetings of the Board**

During the year under review, four Board Meetings were held on 15<sup>th</sup> May, 2025, 6<sup>th</sup> August, 2025, 10<sup>th</sup> November, 2025 and 10<sup>th</sup> February, 2026.

d. **Relationship among Directors**

Except as detailed below, other Directors do not have any relationship with each other.

Name of Director	Relationship
Mr. Rakesh Mehra (Chairman)	<ul style="list-style-type: none"> <li>▪ Mr. Ravindrakumar Toshniwal-Brother in Law</li> <li>▪ Mr. Shaleen Toshniwal - Brother in Law</li> <li>▪ Mrs. Kavita Soni –Sister in Law</li> </ul>

Mr. Ravindrakumar Toshniwal (Vice Chairman)	<ul style="list-style-type: none"> <li>▪ Mr. Shaleen Toshniwal-Brother</li> <li>▪ Mr. Rakesh Mehra-Brother in Law</li> <li>▪ Mrs. Kavita Soni –Sister</li> </ul>
Mr. Shaleen Toshniwal (Managing Director)	<ul style="list-style-type: none"> <li>▪ Mr. Ravindrakumar Toshniwal-Brother</li> <li>▪ Mr. Rakesh Mehra-Brother in Law</li> <li>▪ Mrs. Kavita Soni –Sister</li> </ul>
Mrs. Kavita Soni (Whole-time Director)	<ul style="list-style-type: none"> <li>▪ Mr. Ravindrakumar Toshniwal-Brother</li> <li>▪ Mr. Shaleen Toshniwal-Brother</li> <li>▪ Mr. Rakesh Mehra-Brother in Law</li> </ul>

e. **Board Procedure**

The members of the Board are provided with the requisite information as per provisions of the Act, the SEBI Listing Regulations and Secretarial Standard 1 (SS-1) on Meetings of the Board of Directors, as issued by ICSI, well before the Board meetings.

The Board considers all the matters which are statutorily required to be considered by it. Some of such matters considered by the Board inter-alia are as follows:

- Annual operating and capital expenditure budgets and periodical reviews thereof.
- Investment/expansion/modernization/diversification plans of the Company.
- Overall strategy and business plans.
- Approval of quarterly/half-yearly/annual results (after review by Audit Committee)
- Compliance with statutory/regulatory requirements and review of major pending legal cases.
- Show cause and demand notices as also the materially important, prosecutions and penalties, if any.
- Non-compliance of any regulatory, statutory or listing requirement and obligations to shareholders such as non-payment of dividend, delay in share transfers, etc.
- Sale of investments, subsidiaries and other assets of material nature, which are not in normal course of business.
- Foreign exchange exposure and risks.
- Major accounting practices, provisions and write-offs/write backs.
- Transactions pertaining to acquisition/disposal of fixed assets, intellectual property rights and related parties.
- Review of working of various Committees of the Board
- Periodical review of various Policies and implementation thereof
- Appointment of the Statutory, Cost, Secretarial and Internal Auditors
- Issues regarding mergers and amalgamations, joint ventures, collaborations, etc. with any other Company/ entity.
- Significant labour problems, if any.
- Noting of minutes of Board Level Committee(s)
- General industrial environment and developments related to Textile Industry, in particular

f. **Board Agenda:**

The Meetings are governed by a structured Agenda but a Board Member may bring up any matter for consideration in the meeting in consultation with the Chairman. Agenda papers are generally circulated to the Board Members at least 7 working days in advance. In addition, for any business exigencies requirements the resolutions are passed by circulation and later placed at the subsequent Board or Committee Meeting for ratification/ approval. Detailed presentations are made at the meetings on all major issues to enable the Board to take informed decisions.

g. **Invitees & Proceedings:**

The Board Members, Chief Financial Officer and Company Secretary are invited to attend all the Board Meetings. Business Heads / other senior management executives are called as and when necessary, to provide additional inputs for the matters being discussed by the Board. The CFO makes presentation on the quarterly and annual operating & financial performance and on annual operating & capex budget.

h. **Support and Role of Company Secretary:**

The Company Secretary is responsible for convening the Board and Committee meetings, preparation and distribution of agenda and other documents and recording of the minutes of the meetings. He acts as interface between the Board and the Management and provides required assistance to the Board and the Management.

**i. Shareholdings of Directors as on 31st March, 2026**

Name of Director	No. of Shares
Mr. Rakesh Mehra	12,122
Mr. Ravindrakumar Toshniwal	38,97,334
Mr. Shaleen Toshniwal	42,81,490
Mrs. Kavita Soni	19,34,465
Mr. Narendra Kumar Ambwani	0
Mr. Jagdeesh Mal Mehta	1,010
Mr. Ajay Sharma	0
Mr. Rahul Narendra Mehta	0

**Note:** Mr. Udeypaul Singh Gill, was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 20<sup>th</sup> May 2026 and does not hold any Shares on the date of his appointment.

**j. Familiarization programme for Independent Directors**

During the year under review, the Company continued the practice of familiarizing the Independent Directors about the Company's policies and procedures. The Presentations/briefings were also made at the meeting of the Board of Directors/ Committees by KMPs/ SMPs of the Company on industry scenario, Company's operating and financial performance, raw material scenario, industrial relations status, marketing strategies, risk management, etc. Five Familiarization Programmes for the Independent Directors were conducted during the year.

The details of Familiarization Programmes imparted to Independent Directors are furnished on the Company's website at <https://www.banswarasyntex.com/familiarization-program-of-i-d/>

**k. Areas of Skills/ Expertise/Competence**

Name of the Director	Leadership	Strategy	Operations	Technology	Finance	Governance	Government/ Regulatory Affairs
Mr. Rakesh Mehra	√	√	√	√	√	√	√
Mr. Ravindrakumar Toshniwal	√	√	√	√	√	√	√
Mr. Shaleen Toshniwal	√	√	√	√	√	√	√
Mrs. Kavita Soni	√	√	√	√	√	√	√
Mr. Jagdeesh Mal Mehta	√	√	√	√	√	√	√
Mr. Narendra Kumar Ambwani	√	√	√	-	√	√	√
Mr. Ajay Sharma	√	√	√	-	√	√	√
Mr. Rahul Narendra Mehta	√	√	√	√	√	√	√

**COMMITTEES OF THE BOARD**

The Board Committees are set up to carry out certain clearly defined roles which are considered to be performed by the members of the Board, as a part of good governance practice. The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function within their terms of reference. The Board Committees play a pivotal role in the overall Management of day-to-day affairs and governance of the Company. The composition, terms of reference, attendance and other details of these Committees are mentioned later in this Report.

The Minutes of proceedings of Committee meetings are circulated to the members and placed before the Board meetings for noting. The Board has set up the following Committees:

**A. AUDIT COMMITTEE**

The composition, role, terms of reference as well as powers of the Audit Committee of the Company are in compliance with the provisions of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations. All Members of the Audit Committee are financially literate. The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. The Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, besides the appointment, independence and performance of the auditors.

**(i) Composition**

The Committee is comprised of four members including three Non-Executive Independent Directors and one Executive Director during the review period.

The compositions of the Committee, category of its members, their attendance at the Committee Meetings held during the year under review are given below:

Name of the Member	Category	Number of Meetings 2025 -26	
		Held	Attended
Mr Narendra Kumar Ambwani, Chairman	NEID	4	2
Mr Rakesh Mehra	ED	4	4
Mr Jagdeesh Mal Mehta	NEID	4	4
Mr. Ajay Sharma	NEID	4	4

**(ii) Meetings**

During the year under review, four meetings of the Committee were held on 15<sup>th</sup> May, 2025, 6<sup>th</sup> August, 2025, 10<sup>th</sup> November, 2025 and 10<sup>th</sup> February, 2026.

The Chairman of the Board, Chief Financial Officer, Statutory Auditors, Chief Internal Auditor and Company Secretary, who also acts as the Secretary to the Committee, attended the meetings along-with representatives of the concerned departments if necessary to answer/clarify any specific points if any raised by the Committee members or Statutory Auditors at the meetings as also to generally assist the Committee in its deliberations. Mr. Jagdeesh Mal Mehta, Member of the Audit Committee representing Mr. Narendra Kumar Ambwani, Chairman of the Audit Committee, attended the Annual General Meeting (AGM) of the Company held on 30<sup>th</sup> July, 2025

The terms of reference of this Committee include those specified under Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations in consonance with the provisions of Section 177 of the Act. A brief description of terms of reference of the Committee *inter-alia* are as follows:

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the Financial Statement are correct, sufficient and credible.
- Recommending the appointment/re-appointment/replacement, if required, of Statutory Auditors, fixation of audit fees and approval of payments for any other services.
- Reviewing with management, the annual Financial Statements along with Audit Reports thereon before submission to the Board for approval with particular reference to:
  - Matters required to be included in the Directors' Responsibility Statement are included in the Director's Report in terms of sub-section 3(c) of Section 134 of the Act;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by the management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to Financial Statements;
  - Disclosure of related party transactions; and
  - Modified opinion(s) in draft audit report, if any.
- Reviewing with management, quarterly Financial Results before submission to the Board for approval;
- Review and monitor the Auditor's independence and performance and effectiveness of Audit process;
- Reviewing performance of Statutory and Internal Auditors besides adequacy of the internal control systems;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- monitoring the end use of funds raised through public offers and related matters;
- Valuation of undertakings or assets of the Company, wherever necessary;
- Evaluation of internal financial controls and risk management systems;
- 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;
- Discussion with Internal Auditors of any significant findings and follow-up thereon and reviewing the reports furnished by them;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

- 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;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matter to the Board;
- Looking into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of non- payment of declared dividends) and creditors;
- Granting omnibus 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;
- Reviewing the functioning of the Whistle Blower mechanism;
- To recommend the appointment of the Chief Financial Officer to the Board after assessing the qualifications, experience and background of the candidate;
- 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.
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholder.
- management discussion and analysis of financial condition and results of operations;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations, if any:
  - (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).

## **B. NOMINATION AND REMUNERATION COMMITTEE**

The composition, role, terms of reference as well as powers of the Committee are in compliance with the provisions of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations.

### **(i) Composition**

The Committee comprised of four Non-Executive Independent Directors during the review period. During the review period, the Committee was reconstituted w.e.f. 16<sup>th</sup> May, 2025.

The composition of the Committee, category of its members and their attendance at the Committee Meetings held during the year under review are given below:

Name of the Member	Category	Number of Meetings 2025-26	
		Held	Attended
Mr. Jagdeesh Mal Mehta Chairman	NEID	2	2
Mr. Narendra Kumar Ambwani	NEID	2	1
Mr. Ajay Sharma	NEID	2	2
Mr. Rahul Narendra Mehta#	NEID	2	1

#Mr. Rahul Narendra Mehta became member of Committee with effect from 16<sup>th</sup> May, 2025.

### **(ii) Meetings**

During the year under review, two meetings of the Committee was held on 15<sup>th</sup> May, 2025 and 6<sup>th</sup> August 2025.

Mr. Jagdeesh Mal Mehta, Chairman of the Committee attended the Annual General Meeting of the Company held on 30<sup>th</sup> July, 2025 to answer the Shareholders' queries.

### **(iii) Terms of reference**

The terms of reference of this Committee include those specified under Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations in consonance with the provisions of Section 178 of the Act. Terms of reference of the Committee *inter-alia* include the following:

- Succession planning of the Board of Directors and other KMPs.

- To formulate the criteria for determining qualifications, positive attributes and independence for appointment as a Director and recommend to the Board a policy relating to the appointment as well as the remuneration of Directors, KMPs, SMPs and other employees.
- To identify persons who are qualified and competent to become Directors and also those who may be appointed as KMPs and SMPs, in accordance with the criteria laid down and recommend their appointment to the Board besides recommending removal of any Director, KMPs or SMPs after consideration of a specific proposal/ recommendation/ reference made by appropriate authority.
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of an external agencies, if required.
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
    - Formulation of the criteria for evaluation of performance of Independent Directors and the Board of Directors, as a whole.
    - To recommend extension/continuation of the term of appointment of any Independent Director, on the basis of the report of performance evaluation by other Independent Directors.
    - To recommend to the board, all remuneration, in whatever form, payable to senior management.
    - Review the performance of the Board of Directors and other SMP in accordance with the criteria laid down.
    - Devising policy on the diversity of the Board.
    - To oversee the matters pertaining to HR Policies.

### **Nomination and Remuneration Policy**

The Company considers its human resources as its asset. The Company has a system of payment of remuneration to all its employees which suits to the employees' role and responsibilities, employees' performance and contribution towards the achievement of Company's goals.

The Nomination and Remuneration policy has considered the factors, which are as under (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors for the quality required to run the company successfully; (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

The detailed Remuneration Policy for Directors, KMP and other employees, in accordance with the provisions of the Act and the SEBI Listing Regulations is available on the website at [https://www.banswarasyntex.com/wp-content/uploads/2025/04/NR\\_Policy\\_2024.pdf](https://www.banswarasyntex.com/wp-content/uploads/2025/04/NR_Policy_2024.pdf)

#### **a. Board Evaluation**

The Committee reviews the performance of the individual Directors. In the Board meeting that follows the meeting of the Independent Directors and the meeting of the Nomination and Remuneration Committee, the performance of the Board, its Committees, and individual directors are discussed. A report on performance evaluation of the Board, its Committees and individual Directors is furnished in the Board's report.

#### **b. Performance evaluation criteria for Independent Directors**

The framework used to evaluate the performance of the Independent Directors is based on the expectation that they are performing their duties in a manner which should create and continue to build sustainable value for the shareholders and in accordance with their duties and obligations. A report on performance evaluation of Independent Directors is given in the Board's report.

## **DETAILS OF REMUNERATION PAID TO DIRECTORS FOR THE FINANCIAL YEAR 2025-26**

### **Remuneration of Directors**

The Executive Directors are paid remuneration in accordance with the limits prescribed under the Act and Special Resolution passed by the shareholders. Such remuneration is considered and approved by the Nomination and Remuneration Committee, the Board of Directors and the Shareholders of the Company. Details of remuneration paid to the Executive Directors during the financial year 2025 -26 are as follows:

(Rs. in Lakhs)

Name of Director	Salary	Contribution to PF, Perquisites & other payments	Total
Mr. Rakesh Mehra	369.55	29.91	399.46
Mr. Ravindrakumar Toshniwal	234.35	19.11	253.46
Mr. Shaleen Toshniwal	216.32	17.68	234.00
Mrs. Kavita Soni	65.80	5.65	71.45
<b>Total</b>	<b>886.02</b>	<b>72.35</b>	<b>958.37</b>

There is no severance fee or stock option in the case of the aforesaid Executive Directors. The respective tenure of the aforesaid Executive Directors is governed by the resolutions passed by the Shareholders in General Meetings with a notice period of three months by either side.

The Non-Executive Directors are entitled to sitting fees for every meeting of the Board or Committee thereof attended by them. The details of sitting fees paid to the Non-Executive Directors for the financial year 2025-26 are as follows:

(Rs. in Lakhs)

Name of Director	Amount
Mr. Jagdeesh Mal Mehta	10.50
Mr. Narendra Kumar Ambwani	5.25
Mr. Ajay Sharma	8.25
Mr. Rahul Narendra Mehta	5.25
<b>Total</b>	<b>29.25</b>

Non-Executive Independent Directors does not have any material financial interest in the Company apart from the remuneration by way of sitting fees received by them.

### C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition, role, terms of reference as well as powers of the Committee are in compliance with the provisions of Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations.

#### (i) Composition

The Committee was comprised of two Non-Executive Independent Directors and one Executive Director during the review period.

Mr. Ketan Kumar Dave, Company Secretary, is the Secretary of the Committee. He also acts as the Compliance Officer and Nodal Officer of the Company for the purpose of investors' complaints/grievances.

The composition of the Committee, category of its Members and their attendance at the Committee Meetings held during the year under review are given below:

Name of the Member	Category	Number of Meetings 2025-26	
		Held	Attended
Mr. Jagdeesh Mal Mehta, Chairman	NEID	1	1
Mr. Narendra Kumar Ambwani	NEID	1	1
Mr. Ravindrakumar Toshniwal	ED	1	1

#### (ii) Meetings

During the year under review, one meeting of the Committee was held on 15<sup>th</sup> May, 2025.

Mr. Jagdeesh Mal Mehta, Chairman of the Committee attended the Annual General Meeting of the Company held on 30<sup>th</sup> July, 2025.

#### (iii) Terms of reference

The terms of reference of this Committee includes those specified under Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations in consonance with the provisions of Section 178 of the Act. The brief description of terms of reference of the Committee *inter-alia* includes the following:

- To Consider and resolve the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- To review the measures taken for effective exercise of voting rights by shareholders.
- To review the adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar to an issue & Share Transfer Agent.
- To review various measures and initiatives taken by the Company for reducing the quantum of unclaimed

dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

- To resolve the grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants of the Company, if any.

#### (iv) Disposal of complaints

Status of grievances received and resolved by the Company to the satisfaction of the shareholders/Investors, during the year under review, is given below:

Particular	Number
No. of complaints pending at the beginning of the year	0
No. of complaints received during the year	0
No. of complaints resolved during the year	0
No. of complaints pending at the end of the year	0

The Shareholders' complaints, if any, are being promptly attended to and disposed of well within prescribed timelines from the date thereof and there is no complaint pending. It is further confirmed that all the complaints/queries were resolved to the satisfaction of shareholders.

### D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The composition, role, terms of reference as well as powers of the Committee of the Company are in compliance with the requirements of Section 135 of the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014.

#### (i) Composition

During the review period, the committee was reconstituted w.e.f. 16<sup>th</sup> May, 2025, the Committee is comprised of two Non-Executive Independent Directors and two Executive Director during the review period.

The composition of the Committee, category of its Members and their attendance at the Committee Meetings held during the year under review are given below:

Name of the Member	Category	Number of Meetings 2025-26	
		Held	Attended
Mrs. Kavita Soni, Chairperson	ED	2	2
Mr. Jagdeesh Mal Mehta	NEID	2	2
Mr. Shaleen Toshniwal	ED	2	2
Mr. Rahul Narendra Mehta#	NEID	2	1

#Mr. Rahul Narendra Mehta became member of the Committee with effect from 16<sup>th</sup> May, 2025.

#### (ii) Meetings

During the year under review, two meetings of the Committee were held on 15<sup>th</sup> May, 2025 and 10<sup>th</sup> February, 2026.

#### (iii) Terms and reference

- To review the existing CSR policy to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified under schedule-VII of the Act;
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor progress in implementation thereof;
- To recommend the Annual Budget for CSR expenditure as also to monitor the Budget versus actual expenditure on CSR activities;
- To review the implementation of approved projects.

### D. MEETING OF INDEPENDENT DIRECTORS

As required under the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI Listing Regulations 2015, one separate meeting of Independent Directors of the Company was held on 15<sup>th</sup> May, 2025 which was attended by all Independent Directors of the Company.

#### Terms and reference

- To review the performance of non- Independent Directors and the Board as a whole.
- To review the performance of the Chairman of the Company taking into account the views of Executive Directors and Non-Executive Directors; and
- To assess quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

**3. GENERAL BODY MEETINGS**
**(i) Annual General Meetings (AGM)**

The last three AGM of the Company were held within the statutory time period, the details including the Special Resolutions passed therein, are given below:

Financial Year	Date	Time	Venue	No. of Special Resolution
2022-23	5 <sup>th</sup> August, 2023	5.00 P.M.	Regd. Office i.e. Industrial Area, Dahod Road, Banswara – 327 001.	<ul style="list-style-type: none"> <li>Re-appointment of Mr Rakesh Mehra (DIN: 00467321) as Chairman and Whole-time Director of the Company w.e.f. 1<sup>st</sup> January, 2024.</li> <li>Re-appointment of Mr Ravindrakumar Toshniwal (DIN: 00106789) as Managing Director of the Company w.e.f. 1<sup>st</sup> January, 2024.</li> <li>Re-appointment of Mr Shaleen Toshniwal (DIN: 00246432) as Joint Managing Director of the Company w.e.f. 1<sup>st</sup> January, 2024.</li> </ul>
2023-24	06 <sup>th</sup> August, 2024	4.30 P.M.	<p>Via Video Conferencing (VC)/ Other Audio Visual Means (OAVM)</p> <p>Deemed Venue: Regd. Office i.e. Industrial Area, Dahod Road, Post Box No. 21, Banswara –327 001</p>	<ul style="list-style-type: none"> <li>To ratify the payment of excess managerial remuneration paid to Mr. Rakesh Mehra (DIN: 00467321), Chairman and Whole-time Director of the Company and to waive recovery thereof.</li> <li>To ratify the payment of excess managerial remuneration paid to Mr. Ravindrakumar Toshniwal (DIN: 00106789) Managing Director of the Company and to waive recovery thereof.</li> <li>To ratify the payment of excess managerial remuneration paid to Mr. Shaleen Toshniwal (DIN: 00246432) Joint Managing Director of the Company and to waive recovery thereof.</li> <li>Revision in Remuneration of Mr. Rakesh Mehra (DIN:00467321), Chairman and Whole-time Director of the Company.</li> <li>Revision in Remuneration of Mr. Ravindrakumar Toshniwal (DIN: 00106789), Managing Director of the Company.</li> <li>Revision in Remuneration of Mr. Shaleen Toshniwal (DIN: 00246432) Joint Managing Director of the Company.</li> </ul>
2024-25	30 <sup>th</sup> July, 2025	4.00 P.M.	<p>Via Video Conferencing (VC)/ Other Audio Visual Means (OAVM)</p> <p>Deemed Venue: Regd. Office i.e. Industrial Area, Dahod Road, Banswara – 327 001</p>	<ul style="list-style-type: none"> <li>No special resolution was proposed and passed at 49<sup>th</sup> Annual General Meeting of the Company.</li> </ul>

**(ii) Extraordinary General Meeting (EGM)**

No EGM was held during the last three financial years i.e. 2022-23, 2023-24 and 2024-25.

**(iii) Postal Ballot**

During the year only one postal ballots was conducted.

The following resolutions were passed on 29<sup>th</sup> October, 2025 by the Company's members through Postal Ballot.

- Special Resolution for approval of change in designation of Mr. Ravindrakumar Toshniwal (DIN: 00106789) from Managing Director to Vice- Chairman w.e.f. 7<sup>th</sup> August 2025, and he shall be liable to retire by rotation.
- Special Resolution for approval of change in designation of Mr. Shaleen Toshniwal (DIN: 00246432) from Joint Managing Director to Managing Director w.e.f. 7<sup>th</sup> August 2025, and he shall not be liable to retire by rotation.

No Special Resolution(s) requiring a Postal Ballot is being proposed at the ensuing AGM of the Company.

Details of the aforesaid resolution passed through postal ballot are as under-

**A. Person who conducted the postal ballot exercise:**

The Board in its meeting held on 6<sup>th</sup> August, 2025 had appointed M/s. Mihen Halani & Associates, Practicing Company Secretaries, (FCS No. 9926, CP No. 12015), as the scrutinizer to scrutinize the postal ballot voting process in a fair and transparent manner. Mr. Mihen Halani conducted the process and submitted his report to the Chairman / Authorised person of the Company.

**B. Procedure followed:**

In compliance with Regulation 44 of the SEBI Listing Regulations, Sections 108, 110 and other applicable provisions of the Act read with the Rules issued thereunder and the General Circulars issued in this regard by the Ministry of Corporate Affairs ("MCA"), the Company provided electronic voting facility to all its members. The Company had engaged the services of CDSL for the purpose of providing electronic voting facility to all its members. The postal ballot notice and accompanying documents were dispatched to the shareholders by email only. The Company also published the notice in the newspapers declaring the details of completion of dispatch, e-voting details, and other requirements in terms of the Act read with the Rules issued thereunder and the Secretarial Standards issued by ICSI. Voting rights were reckoned on the paid-up value of shares of the Company registered in the names of the shareholders as on the cut-off date.

**C. Details of voting pattern:**

The Scrutinizer submitted his report to the Chairman/Compliance Officer after the completion of scrutiny and the results of the voting by Postal Ballot were then announced by the Compliance Officer. The voting results pursuant to Regulation 44(3) of the Listing Regulations and Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, and Scrutinizer's Report on remote e-voting were uploaded on the Company's website.

Sr. No.	Items	% of shareholders voted in favour of the resolution
1.	Approval of change in designation of Mr. Ravindrakumar Toshniwal (DIN: 00106789) from Managing Director to Vice- Chairman of the Company w.e.f. 7 <sup>th</sup> August, 2025, and he shall be liable to retire by rotation.	99.88%
2.	Approval of change in designation of Mr. Shaleen Toshniwal (DIN: 00246432) from Joint Managing Director to Managing Director of the Company w.e.f. 7 <sup>th</sup> August, 2025, and he shall not be liable to retire by rotation.	99.88%

Based on the scrutinizer's report, result was announced and the resolution was declared to have been approved with requisite majority.

**5. DISCLOSURES****a. Related Party Transactions**

The Company has entered into certain transactions with its Promoters, Directors and the Management related parties at arm length price and in the ordinary course of business as approved by the Audit Committee or Board of Directors or Shareholders as the case may be and these transactions do not have any potential conflict with the interests of the Company at large. The Company has complied with the requirements of Regulation 23 of the SEBI Listing Regulations, Indian Accounting Standards and the Act.

The details on Related Party Transactions Policy are available on the Company website at [https://www.banswarasyntex.com/wp-content/uploads/2025/04/REL\\_PTY\\_TRN\\_POLICY\\_FINAL.pdf](https://www.banswarasyntex.com/wp-content/uploads/2025/04/REL_PTY_TRN_POLICY_FINAL.pdf)

During the Financial Year 2025-26, there were no materially significant related party transactions entered between the Company and its Promoters, Directors or Key Managerial Personnel, Senior Management, or their relatives, subsidiaries, etc. that may have potential conflict with the interests of the Company at large. Details of Related Party transactions are presented in Note No. 47 to the standalone financial statement. In addition to the above, as per the Listing Regulations,

the Company has also submitted disclosures of Related Party Transactions to the Stock Exchanges in the prescribed format and also published it on the website of the Company.

**b. Statutory Compliance, Penalties and Strictures**

The Company is in compliance with the requirements of the Stock Exchanges, SEBI and Statutory Authorities on all matters related to the capital markets. During the FY 2025-26, penalty or strictures were imposed on the Company.

**c. Whistle Blower Policy /Vigil Mechanism**

The Company has a Vigil Mechanism under a Whistle Blower Policy (“the Policy”) in place to develop a culture wherein it is possible for all employees to raise concern about any poor or unacceptable practice, as also to adhere to the highest standards of ethics, moral and legal and conduct of business operations. The Policy provides a channel to the employees and Directors to report to the management about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct or the policy. It also provides for adequate safeguards against victimization of persons who use this mechanism by direct access to the Chairman of the Audit Committee in appropriate and exceptional cases. None of the employees of the Company have been denied access to the Audit Committee.

The policy is on the Company’s website at [https://www.banswarasyntex.com/wp-content/uploads/2026/04/VigilMech\\_WhBlw\\_Policy.pdf](https://www.banswarasyntex.com/wp-content/uploads/2026/04/VigilMech_WhBlw_Policy.pdf)

**d. CEO/CFO Certification**

The Managing Director and Chief Financial Officer of the Company gave Annual Certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) read with Part B of Schedule II of the SEBI Listing Regulations; they have also given quarterly certification on the financial results while placing the financial results before the Board in terms of Regulation 33 of the SEBI Listing Regulations. The annual certification forms part of this Report.

**e. Recommendations of the Committees**

During the year under review, all recommendations of the Committees of the Board, which were mandatorily required, have been accepted by the Board of Directors. There is no such event/recommendation of the Committees in which Board took any deviation.

**f. Code of Conduct**

The Company has laid down a Code of Conduct for the Directors and Senior Management Personnel of the Company in terms of the Regulation 17(5) and 26(3) read with Part D of Schedule V of the SEBI Listing Regulations. A declaration to the effect that the Directors and Senior Managerial Personnel have adhered to the same, signed by the Managing Director of the Company, forms part of this Report.

**g. Certificate from Company Secretary in Practice for Compliance with the SEBI Listing Regulations**

The Company has obtained a Certificate from M/s. Mihen Halani & Associates, Practicing Company Secretaries, regarding compliance of conditions of Corporate Governance as stipulated under Regulations 17 to 27 and Clauses (b) to (i) and (t) of Regulation 46(2) and paragraph C, D and E of Schedule V of the SEBI Listing Regulations. The said Corporate Governance Certificate is annexed to this Report.

**h. Disclosures as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The disclosure regarding the complaints of sexual harassment is given in the Board’s Report.

**i. Consolidated Fees paid to Statutory Auditors**

During the year under review, total fees for all services paid by the Company on a consolidated basis to M/s. K. G. Somani & Co. LLP, Chartered Accountants, Statutory Auditors of the Company is as under:

(₹ in Lakhs)

Particulars	Amount
As auditors (Statutory Audit)	28.00
For other services	3.90
<b>Total</b>	<b>31.90</b>

**j. Unclaimed dividend**

Section 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“the Rules”), as amended, mandates that companies transfer dividend that has remained unclaimed/un-encashed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). Further, the Rules mandate that the shares on which dividend has not been claimed / encashed for seven consecutive years or more be transferred to the IEPF.

**k. Outstanding unclaimed shares**

Pursuant to Part F of Schedule V to the SEBI Listing Regulations, the Company does not have its equity shares in the demat suspense account or unclaimed suspense account.

**I. Shares transferred to IEPF**

During the year, the Company transferred 330 shares on 5<sup>th</sup> December, 2025 due to the dividends being unclaimed for seven consecutive years, in accordance with the Rules. During the year, the Company also transferred net Rs. 3,47,618 after deduction of TDS amount of Rs. 91,293 total amounting to Rs. 4,38,911 as corporate benefits (dividend) arising on shares already transferred to the IEPF on 6<sup>th</sup> August, 2025. The Members whose dividend/ shares are transferred to the IEPF Authority can claim their shares/dividend from the IEPF Authority following the procedure prescribed in the IEPF Rules.

**m. Agreements binding listed entities**

Pursuant to Regulation 30A of the Listing Regulations, no agreement has been entered or executed by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company during the financial year.

**n. Senior Management personnel ('SMP')**

During the review period following are the particulars of SMPs;

Name	Designation
Mr. Shailendra Kumar Pandey	Business Head - Fabrics
Mr. Bhisham Chander Kaushik	Business Head - Yarn
Mr. Rahul Bhadauria	Business Head - Garments
Ms. Kavita Gandhi	Chief Financial Officer (CFO)
Mr. Suresh Kumar Bhomia	Sr. Vice President - Operations
Mr. Prashant Joshi	Sr. Vice President - Fabrics
Mr. Ketan Kumar Dave	Company Secretary (till 19 <sup>th</sup> May, 2026)
Mr. Amit Nandwana	Chief Technology Officer (till 3 <sup>rd</sup> May, 2026)
Mr. Marazban Firozshaw Velati	Chief Human Resources Officer (till 31 <sup>st</sup> March, 2026)

**o. Policy for Determining Materiality for Disclosures of events**

This policy applies for disclosures of material events affecting the Company and its subsidiaries. The policy is on the Company's website at [https://www.banswarasyntex.com/wp-content/uploads/2025/04/policy\\_detm\\_materiality\\_2025.pdf](https://www.banswarasyntex.com/wp-content/uploads/2025/04/policy_detm_materiality_2025.pdf)

**p. Policy for determining Material Subsidiary**

During the period under review, the Company does not have any Material Subsidiary. The policy to determine Material Subsidiary is available on the Company's website at [https://www.banswarasyntex.com/wp-content/uploads/2025/05/MAT\\_SUB\\_POLICY\\_MAY25.pdf](https://www.banswarasyntex.com/wp-content/uploads/2025/05/MAT_SUB_POLICY_MAY25.pdf)

**6. MEANS OF COMMUNICATION****Financial Results**

The quarterly, half - yearly and annual results, as approved by the Board of Directors, are submitted to the Stock Exchanges and published in newspapers viz: Nafa-Nuksan (Hindi) and Business Standard (English) Financial Results are also uploaded at the Company website [www.banswarasyntex.com](http://www.banswarasyntex.com) and intimated to Stock Exchanges i.e. BSE and NSE.

**Media Release**

All official media releases are submitted to NSE and BSE and also being uploaded on the website of the Company.

**Periodicals**

The Company's news and reports regarding its plans, activities, working results, etc. appear in financial papers, journals, etc. once in a while.

**Annual Report**

Annual Report containing, *inter-alia*, Notice of Annual General Meeting, Board's Report, Audited Financial Statements (Standalone and Consolidated), Reports on Corporate Governance, Management Discussion and Analysis and other information which form part of the Annual Report, is sent to all the Shareholders of the Company whose email addresses are registered with the Company/ Depositories unless any member has requested for a hard copy of the same. Members may note that the Notice and Annual Report for the Financial Year 2025-26 will also be available on the Company's website [www.banswarasyntex.com](http://www.banswarasyntex.com) websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL <https://www.evotingindia.com>.

**Website**

The Company has a functional website which is mandatory under Regulation 46 of Listing Regulations under the name [www.banswarasyntex.com](http://www.banswarasyntex.com) which contains information regarding the history of the Company, its shareholding

pattern, investors' up-date, various policies, Institutional Investor Conference-call/Institutional analysis Meets, Investor Presentations, Company's products, its achievements, various other important news and latest information related to the Company's activities, progress and current events etc.

**Interaction with Institutional investors, analysts etc.**

The Company conducts regular meetings and conference calls between its Management and the institutional investors, analysts, etc. The quarterly/annual financial results and press releases are sent to all institutional investors, analysts who are registered in the Company's database, to keep them abreast of all significant developments. The investor presentations made to institutional investors or analysts are displayed on the Company's website.

**7. GENERAL SHAREHOLDER'S INFORMATION**

**i. Annual General Meeting (to be held)**

**Date:** Thursday, 30<sup>th</sup> July, 2026

**Time:** 5.00 P.M. (IST)

**Venue:** The MCA and SEBI vide its relevant circulars, has permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue is the Registered Office of the Company i.e. **Industrial Area, Dahod Road, Post Box no. 21, Banswara, Rajasthan 327001.**

**ii. Financial Year (Tentative Calendar of events)**

Financial Year: The Company follows the financial year as prescribed under the Act, i.e. a period of 12 months starting from 1<sup>st</sup> day of April of a year and ending on the 31<sup>st</sup> day of March of the following year.

The tentative dates for Board Meetings for consideration of quarterly financial results are as follows:

Particular of Quarter	Tentative dates*
First Quarter Results	On or before August 14, 2026
Second Quarter & Half Yearly Results	On or before November 14, 2026
Third Quarter & Nine-months ended Results	On or before February 14, 2027
Fourth Quarter & Annual Results	On or before May 30, 2027

*\*or such other date as may be allowed by the SEBI and the MCA.*

**iii. Record Date for dividend**

Record date for the purpose of entitlement to final Dividend for FY 2025-26 shall be Thursday, 23<sup>rd</sup> July, 2026.

**iv. Dividend Payment (Tentative date)**

Dividend for the year 2025 -26, if approved by the Shareholders, will be paid within 30 days from the date of declaration i.e. on or before Friday, 28<sup>th</sup> August, 2026.

**v. Listing of Equity Shares on Stock Exchanges**

The Company's shares are listed on BSE and NSE:

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 (Maharashtra)	National Stock Exchange of India Ltd Exchange Plaza Bandra–Kurla, Bandra (East), Mumbai–400051 (Maharashtra)	<b>ISIN : INE629D01020</b>
<b>Scrip Code: 503722</b>	<b>Symbol: BANSWRAS</b>	

The requisite annual listing fees have been paid to these Stock Exchanges for the financial year 2026 -27, as per the invoice raised by them.

**vi. Registrar to an Issue & Share Transfer Agent**

Computech Sharecap Limited

147, Mahatma Gandhi Road, Opp. Jahangir Art Gallery,

Fort, Mumbai-400 001

Tel: 022-22635000-01,

e-mail: [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in)

Website: [www.computechsharecap.com](http://www.computechsharecap.com)

### vii. Share Transfer System

In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended from time to time, the transferring of shares in physical form has stopped for all the listed companies w.e.f. 1<sup>st</sup> April, 2019. Accordingly, securities of listed Companies can be transferred only in dematerialised form.

Further, SEBI has, vide its circular dated 25<sup>th</sup> January, 2022, mandated Companies to issue its securities in demat form only while processing various service requests such as issue of duplicate share certificates, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, sub division / Splitting of securities certificate, consolidation of securities certificates/folios, transmission and Transposition etc. to enhance ease of dealing in securities markets by investors. Accordingly, members are requested to make service requests by submitting a duly filled and signed form ISR-4, the format of which is available on the Company's as well as RTA's websites.

In view of the aforesaid, members now holding shares in physical form are hereby requested to convert their holding in electronic mode to avail various benefits of dematerialisation.

Pursuant to Regulation 76 of SEBI (Depositories and Participants) Regulations 2018, reports have been received from the Company Secretary -in-Practice for reconciliation of the share capital of the Company on a quarterly basis. The 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.

### viii. Distribution of shareholding

#### i. Shareholding Pattern as on 31<sup>st</sup> March, 2026

Sr. No	Category	No. of Shares held	Shareholding (%)
1.	Promoters & promoter group	1,85,50,786	54.19%
2.	Mutual Funds	0.00	0.00%
3.	Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions, Non-Government Institutions)	200	0.00%
4.	Foreign Institutional Investors/ Foreign Portfolio Investors	27,07,912	7.91%
5.	Private Corporate Bodies	25,55,579	7.47%
6.	IEPF	4,36,033	1.27%
7.	Indian Public	93,55,157	27.33%
8.	NRIs/OCBs /Foreign Nationals	3,00,742	0.88%
9.	Any other	3,25,675	0.95%
	<b>Grand Total</b>	<b>3,42,32,084</b>	<b>100.00%</b>

#### ii. Distribution of Shareholding as on 31<sup>st</sup> March, 2026

##### (a) Number-wise

No of Shares	No. of Shareholders	Shareholders (%)	No. of Shares held	Voting Strength (%)
1 to 500	9764	81.51%	1057769	3.09%
501 to 1000	972	8.11%	745039	2.18%
1001 to 2000	550	4.59%	823439	2.41%
2001 to 3000	190	1.59%	480855	1.40%
3001 to 4000	91	0.76%	326941	0.96%
4001 to 5000	72	0.60%	334373	0.98%
5001 to 10000	162	1.35%	1190006	3.48%
10001 & above	178	1.49%	29273662	85.52%
<b>Total</b>	<b>11979</b>	<b>100.00%</b>	<b>34232084</b>	<b>100.00%</b>

##### (b) Category wise

Category	No. of Shareholders	Shareholders (%)	No. of Share held	Voting Strength (%)
Physical	1074	8.97%	179148	0.52%
Electronic	10905	91.03%	34052936	99.48%
<b>Total</b>	<b>11979</b>	<b>100.00%</b>	<b>34232084</b>	<b>100.00%</b>

**ix. Dematerialization of shares and liquidity**

The Company's shares are available for dematerialization on both the Depositories viz. NSDL and CDSL. Shares of the Company are to be delivered compulsorily in the demat form on Stock Exchanges by all investors. Shares representing 99.48% of the Paid-up Capital have been dematerialized as on 31<sup>st</sup> March, 2026.

**x. Outstanding GDRs / ADRs / Warrants and Convertible Instruments**

During the year under review, the Company has not issued any GDRs/ADRs/Warrants or any other instrument which is convertible into Equity Shares of the Company.

**xi. Commodity price risk or foreign exchange risk and hedging activities**

The Company buys locally and at times imports its raw materials, majority of these are by products of petroleum, from various sources for manufacturing Yarn and related products of the Company. The sales and procurement team continuously monitors the market and based on market intelligence devise appropriate strategies to deal with the market volatility.

The Company operates in various geographies and is exposed to foreign exchange risk on its various currency exposures. Volatility in currency exchange movements in GBP, EUR and USD can have an impact on the Company's operations. The Company has established foreign currency hedging policies and practices to manage these risks.

**xii. Plant Locations**

a	Banswara Syntex Ltd. Unit – BSL Banswara Syntex Ltd. Unit – BTM Banswara Syntex Ltd. Unit – BFL Banswara Syntex Ltd. Unit – BJJ Banswara Syntex Ltd. Unit – TPP	Industrial Area, Dahod Road, Banswara-327001, Rajasthan.
b	Banswara Syntex Ltd. Readymade Garment Unit – I "Banswara Garments"	98/3, Village Kadaiya, Nani Daman, Dist. Daman – 396 210 (U.T.)
	Readymade Garment Unit – II "Banswara Garments"	Survey No.713/1, 713/2, 713/3, 725/2 and 725/1, Village Dabhel, Nani Daman, Dist. Daman – 396 210 (U.T.)
	Readymade Garment Unit – III "Banswara Garments"	Survey No.81, 82/1, 90/1 & 90/2, Daman Industrial Estate, Village Kadaiya, Daman – 396 210 (U.T.)
	Readymade Garment Unit – IV "Banswara Garments"	Plot No.85/3, 85/4, and 86/2, Village Kadaiya, Daman Industrial Estate, Nani Daman, Daman – 396 210 (U.T.)
c	Banswara Syntex Ltd. – Surat Unit	Plot No. 5 & 6, GIDC Apparel Park, SEZ-Sachin, Surat – 394 230 (Gujarat)
d	Banswara Syntex Ltd. – Surat Unit	First Floor, Plot No - A-5/13, Road No - 11, Main Gate No - 2, Hoji-wala Industrial Estate, Sachin Udyognagar Sahkari Mandli Ltd, Vanz, Surat – 394 230 (Gujarat)

**xiii. Address for Investor Correspondence**

**Banswara Syntex Limited** (CIN: L24302RJ1976PLC001684)

<b>Registered Office:</b> Industrial Area, Dahod Road, Post Box No.21, Banswara – 327 001, Rajasthan  Tel. No. (02962) 240692, 257694, 257680	<b>Corporate Office:</b> 4 <sup>th</sup> /5 <sup>th</sup> Floor, Gopal Bhawan,199, Princess Street, Mumbai – 400002  Tel: 022 66336571-76,
<b>Email:</b> <a href="mailto:secretarial@banswarasyntex.com">secretarial@banswarasyntex.com</a> <b>Website:</b> <a href="http://www.banswarasyntex.com">www.banswarasyntex.com</a>	
<b>Computech Sharecap Limited</b> Unit: Banswara Syntex Limited 147, Mahatma Gandhi Road, Opp. Jahangir Art Gallery, Fort, Mumbai -400 001 <b>Tel:</b> 022-22635000-01, <b>e-mail:</b> <a href="mailto:helpdesk@computechsharecap.in">helpdesk@computechsharecap.in</a> <b>Website:</b> <a href="http://www.computechsharecap.com">www.computechsharecap.com</a>	

**xiv. Disclosures pertaining to credit rating:**

The following are the Credit ratings obtained during the financial year.

(Rs. In Lakhs)

Rating Agency	Facilities Rated	Amount Rated	Rating Assigned / Outlook	Rating Action	Date of Rating
India Ratings and Research Pvt Ltd	Bank Loan Facilities	5,132.00	IND A/Negative/ IND A1	Assigned	7 <sup>th</sup> January, 2026
	Fixed Deposit	3,000.00 (Reduced from 4000.00)	IND A/ Negative	Assigned	7 <sup>th</sup> January, 2026
	Bank Loan Facilities	74,910.00	IND A/ Negative/ IND A1	Assigned	7 <sup>th</sup> January, 2026

**8. NON-MANDATORY REQUIREMENTS**

The status of compliance with non-mandatory recommendations of Part E of Schedule II of Listing Regulations is provided below:

**Non-Executive Independent Chairman's Office:** The Company has Executive Chairman, hence maintaining the non-executive chairperson office is not applicable.

**Shareholders' Rights:** Since the quarterly and half yearly financial results along with press release are posted on the Company's website, the same are not sent to the shareholders separately.

We publish the voting results of shareholder meetings and make it available on our website at <https://www.banswarasyntex.com> and report the same to Stock Exchanges in terms of Regulation 44 of the SEBI Listing Regulations.

**Modified opinion(s) in audit report:**

There are no qualifications in the Auditor's report on the financial statements to the Shareholders of the Company. Your Company continues to adopt best practices to ensure regime of financial statements with unmodified opinion in audit report.

**Separate posts of Chairman and Managing Director or Chief Executive Officer**

Your Company has separate posts of Chairman and Managing Director. Mr. Rakesh Mehra, Chairman of the Company is Executive Director and relative of Mr. Shaleen Toshniwal, Managing Director of the Company.

**Reporting of Internal Auditor**

The Internal auditors of the Company are directly reporting to Chief Internal Auditor (CIA) and CIA reports to the Audit Committee.

**9. OTHER DISCLOSURES****Loans and Advances in the nature of loans to firms/Companies in which Directors are interested**

The Company and its subsidiary have not given any loans or advances in the nature of loans to any firm/Company in which its Directors are interested.

**Details of Utilization of Funds raised through Preferential Allotment or Qualified Institutional Placement (QIP) as specified under Regulation 32(7A).**

The Company has not raised any funds through preferential allotment or QIP during the Financial Year ended 31<sup>st</sup> March 2026.

**Compliance with Corporate Governance Requirements**

The Company has complied with all the mandatory Corporate Governance requirements under the SEBI Listing Regulations. The Company confirms compliance with Corporate Governance requirements specified in Regulations 17 to 27 and sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.

**Code for Prevention of Insider Trading Practices**

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated the "Code of Conduct for Prohibition of Insider Trading" and to regulate, monitor and report trading by Insiders and designated persons" and "Code for Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)" ("Codes"). These Codes are modified, from time to time, to align with the amendments to the Regulations. These Codes lays down guidelines and procedures to be followed and disclosures to be made while dealing with the listed securities of the Company and caution about the consequences of violations. These Codes have been formulated to regulate, monitor and ensure reporting of trading by the Designated Persons designated on the basis of their functional roles in the Company

towards achieving compliance with the Regulations and is designed to maintain the highest ethical standards of trading in the listed securities of the Company by persons to whom it is applicable

**Disclosure of accounting treatment in preparation of Financial Statements**

The Company follows the guidelines of Accounting Standards referred to in Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 together with Ind AS issued by the Institute of Chartered Accountants of India.

**Date of material subsidiaries of the listed entity including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:**

As on the date of this report, the Company does not have any material subsidiary. However, in accordance with regulatory requirements it has adopted a Policy on determining material subsidiaries which is available on the Company Website [www.banswarasyntex.com](http://www.banswarasyntex.com).

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

Place: Mumbai  
Date: 19<sup>th</sup> May, 2026

Sd/-  
**Rakesh Mehra**  
Chairman  
DIN:00467321

## CEO/ CFO CERTIFICATION

**[COMPLIANCE CERTIFICATE PURSUANT TO REGULATION 17(8) READ WITH PART B OF SCHEDULE II OF SEBI (LODR) REGULATIONS, 2015]**

### Certificate from CEO/ CFO for the Financial Year ended 31<sup>st</sup> March, 2026

We the undersigned, in our respective capacities as Managing Director, and Chief Financial Officer of Banswara Syntex Limited ("the Company") to the best of our knowledge and belief certify that:

1. We have reviewed the Financial Statements and the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2026 and that to the best of our knowledge and belief, we state that:
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading, and
  - b. these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. We further state that, to the best of our knowledge and belief, no transactions entered into by the Company during the year, are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps that we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
  - a. significant changes, if any, in internal control over financial reporting during the year;
  - b. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system or financial reporting.

For **BANSWARA SYNTEX LIMITED**

Place: Mumbai  
Date: 19<sup>th</sup> May, 2026

**Sd/-**  
**Shaleen Toshniwal**  
MANAGING DIRECTOR  
DIN : 00246432

**Sd/-**  
**Kavita Gandhi**  
CHIEF FINANCIAL OFFICER

### DECLARATION FOR CODE OF CONDUCT

As provided under Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members, Key Managerial Personnel and Senior Management Personnel have affirmed compliance with Banswara Syntex Limited Code of Conduct for the year ended 31<sup>st</sup> March, 2026.

For **BANSWARA SYNTEX LIMITED**

Place: Mumbai  
Date: 19<sup>th</sup> May, 2026

**Sd/-**  
**Shaleen Toshniwal**  
MANAGING DIRECTOR  
DIN : 00246432

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(pursuant to Regulation 34(3) and clause (10)(i) of Para C of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
BANSWARA SYNTEX LTD  
CIN: L24302RJ1976PLC001684  
Industrial Area, Dahod Road, Post Box No. 21,  
Banswara – 327 001, Rajasthan, India

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Banswara Syntex Ltd bearing CIN - L24302RJ1976PLC001684 and having registered office situated at Industrial Area, Dahod Road, Post Box No. 21, Banswara - 327001, Rajasthan, India (**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 of the Ministry of Corporate Affairs at “[www.mca.gov.in](http://www.mca.gov.in)”) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2026 have been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Designation	Date of appointment in Company
1	Mr. Rakesh Mehra	00467321	Chairman and Whole-time Director	April 23, 1986
2	Mr. Ravindrakumar Toshniwal	00106789	Vice Chairman and Whole-time Director	August 24, 1992
3	Mr. Shaleen Toshniwal	00246432	Managing Director	October 21, 2003
4	Mrs. Kavita Soni	03063791	Whole-time Director	November 05, 2024
5	Mr. Jagdeesh Mal Mehta	00847311	Non-Executive - Independent Director	October 27, 2016
6	Mr. Narendra Kumar Anand Ambwani	00236658	Non-Executive - Independent Director	January 29, 2024
7	Mr. Ajay Sharma	06417150	Non-Executive - Independent Director	November 05, 2024
8	Mr. Rahul Narendra Mehta	00165521	Non-Executive - Independent Director	January 29, 2025

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

For **MIHEN HALANI & ASSOCIATES**  
*Practicing Company Secretaries*

Sd/-  
**Mihen Halani**  
(Proprietor)  
CP No:12015  
FCS No: 9926

Date: 19.05.2026  
Place: Mumbai  
UDIN: F009926H000380120

## Certificate of Practicing Company Secretary on Corporate Governance

To

The Members,

**BANSWARA SYNTEX LTD**

CIN: L24302RJ1976PLC001684

Industrial Area, Dahod Road, Post Box No. 21,

Banswara – 327 001, Rajasthan, India.

We have examined the compliance of conditions of Corporate Governance by Banswara Syntex Ltd (“the Company”), for the year ended on March 31, 2026, as stipulated in Regulation 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”).

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the procedure and implementation thereof, adopted by the Company for ensuring compliance with 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 to the best of our information and according to the explanations given to us, we certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI LODR Regulations.

We state that in respect of investor’s grievance received during the year ended March 31, 2026, the Registrar to an Issue and Share Transfer Agent of the Company have certified that as at March 31, 2026, there were no investors’ grievances remaining unattended / pending to the satisfaction of the investor.

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

**For MIHEN HALANI & ASSOCIATES**  
*Practicing Company Secretaries*

Sd/-

**Mihen Halani**  
*(Proprietor)*

CP No:12015

FCS No: 9926

Date: 19.05.2026

Place: Mumbai

UDIN: F009926H000380111

## Annexure IV to the Directors' Report

### The Annual Report on Corporate Social Responsibility (CSR) Activities

[Pursuant to Section 135 of the Companies Act, 2013 ('the Act') and the Companies (Corporate Social Responsibility Policy) Rules, 2014]

#### 1. Brief outline on CSR Policy of the Company:

Objective of the Company's CSR Policy is that through sustainable measures, actively contribute to the Social, Economic and Environmental development of the community in which we operate ensuring participation from the community and thereby create value for the nation.

The Company has identified the following thrust areas around which the Company shall be focusing its CSR initiatives/ activities:

- Healthcare
- Education
- Rural Development
- Gender Equality and Empowerment of Women
- Environmental Sustainability
- National Heritage, Art and Culture
- Disaster Response
- Contribution to Funds

#### 2. Composition of CSR Committee:

During the year, the committee was reconstituted w.e.f. 16<sup>th</sup> May, 2025. Presently, the Committee is comprised of two Non-Executive Independent Director and two Executive Directors. The Composition of the Committee, category of Members and their attendance at the Committee Meetings held during the year are given below:

Name of Director	Designation / Nature of Directorship	No. of meetings of CSR Committee held during the year	No. of meetings of CSR Committee attended during the year
Mrs. Kavita Soni	Chairperson / Whole-time Director	2	2
Mr. Shaleen Toshniwal	Member/Whole-time Director	2	2
Mr. Jagdeesh Mal Mehta	Member/Independent Director	2	2
Mr. Rahul Narendra Mehta <sup>#</sup>	Member/Independent Director	2	1

<sup>#</sup>Appointment of Mr. Rahul Narendra Mehta, Independent Director of the Company as a member of CSR Committee w.e.f. 16<sup>th</sup> May, 2025 therefore he could attend only one meeting.

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

For Composition of Committee: - <https://www.banswarasyntex.com/cg/>

For Policy:- [https://www.banswarasyntex.com/wp-content/uploads/2021/08/CSR\\_Policy.pdf](https://www.banswarasyntex.com/wp-content/uploads/2021/08/CSR_Policy.pdf)

For Project:- <https://www.banswarasyntex.com/csr-projects/>

#### 4. Provide the executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable

Not applicable.

#### 5. (a) Average net profit of the Company as per section 135(5): **Rs. 8,052.5 Lakhs**

(b) Two percent of average net profit of the Company as per section 135(5): **Rs. 161.05 Lakhs**

- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Not Applicable**
- (d) Amount required to be set off for the financial year, if any: **Nil**
- (e) Total CSR obligation for the financial year (5b+5c-5d): **Rs. 161.05 Lakhs**
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **Rs. 167.58 Lakhs**
- (b) Amount spent in Administrative Overheads: **NIL**
- (c) Amount spent on Impact Assessment, if applicable: **NIL**
- (d) Total amount spent for the Financial Year (6a+6b+6c): **Rs. 167.58 Lakhs**
- (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (Rs. in Lakhs)	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount (Rs. in Lakhs)	Date of transfer	Name of the Fund	Amount (Rs. in Lakhs)	Date of transfer
<b>167.58</b>	Not Applicable		Nil		

- (f) Excess amount for set off, if any:

S. No.	Particulars	Amount (Rs. in Lakhs)
i	Two percent of average net profit of the company as per sub-section (5) of section 135	-
ii	Total amount spent for the Financial Year	-
iii	Excess amount spent for the Financial Year [(ii)-(i)]	-
iv	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
v	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	-

7. Details of Unspent CSR amount for the preceding three Financial Years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (Rs. in Lakhs)	Balance Amount in Unspent CSR Account under section 135 (6) (Rs. in Lakhs)*	Amount spent in the Financial Year (Rs. in Lakhs)	Amount transferred to a fund as specified under Schedule VII as per second proviso of section 135(5), if any.		Amount remaining to be spent in succeeding financial years. (Rs. in Lakhs)	Deficiency, if any
					Amount (Rs. in Lakhs)	Date of transfer		
1.	2022-23	0.00	0.00	0.00	Nil		Nil	N.A.
2.	2023-24	0.00	0.00	0.00	Nil		Nil	N.A.
3.	2024-25	0.00	0.00	0.00	Nil		Nil	N.A.

\* Unspent balance as on April 1, 2025

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: - **NO**
- (a) Date of creation or acquisition of the capital asset(s) - **Not Applicable**
- (b) Amount of CSR spent for creation or acquisition of capital asset- **Not Applicable**

- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. - **Not Applicable**
  - (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) - **Not Applicable**
9. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per Section 135(5) - **Not Applicable**

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

Sd/-  
**Shaleen Toshniwal**  
Managing Director  
DIN:00246432

Sd/-  
**Kavita Soni**  
Chairperson- CSR Committee  
DIN: 03063791

Place: Mumbai  
Date 19<sup>th</sup> May, 2026

## Annexure V to the Directors' Report

**FORM No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
for the Financial Year ended March 31, 2026

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

To,  
**The Members,**  
**BANSWARA SYNTEX LTD**  
CIN: L24302RJ1976PLC001684  
Industrial Area, Dahod Road, Post Box No. 21,  
Banswara – 327 001, Rajasthan, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Banswara Syntex Ltd** (“**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 Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026, (**the “Audit Period”**) 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 March 31, 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 thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Byelaws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - **Not Applicable to the Company during the Audit Period;**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - 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 to the Company during the Audit Period;**
  - e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not Applicable to the Company during the Audit Period;**
  - f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not Applicable to the Company during the Audit Period;**
  - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client;
  - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not Applicable to the Company during the Audit Period, and**
  - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable to the Company during the Audit Period;**
- vi. We have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other various applicable Acts, Laws, Rules and Regulations to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (“ICSI”);
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”).

To the best of our knowledge and belief, during the Audit Period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above;

**We further report that:**

- a) During the Audit Period, the Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

The committee of the Board is duly constituted. No changes took place in the composition of the Board of Directors during the Audit Period under review.

- b) Adequate notice is given to all directors to schedule the Board Meetings and Committee Meetings, the agenda and notes on agenda were sent at least seven days in advance or with due consents for shorter notice from the directors and an adequate system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) All decisions at Board Meetings and Committee Meetings are carried out unanimously/with requisite majority, as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be. Further, the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

**We further report that** during the audit period the Company has not undertaken any event/action having a major bearing on the Company's affairs in pursuance of the above-mentioned laws, rules, regulations, guidelines, standards, etc.

We further report that during the audit period, the Company has co-operated with us and have produced before us all the required forms information, clarifications, returns and other documents as required for the purpose of our audit.

**For MIHEN HALANI & ASSOCIATES**  
**Practicing Company Secretaries**

Sd/-  
**Mihen Halani**  
*(Proprietor)*  
CP No: 12015  
FCS No: 9926

**Date: 19.05.2026**  
**Place: Mumbai**  
**UDIN: F009926H000380142**

**Note: This report is to be read with our letter of even date which is annexed as "Annexure A" herewith and forms as integral part of this report.**

## Annexure A

To,  
**The Members,**  
**BANSWARA SYNTEX LTD**  
CIN: L24302RJ1976PLC001684  
Industrial Area, Dahod Road, Post Box No. 21,  
Banswara – 327 001, Rajasthan, India

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

### Management's Responsibility

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.

### Auditor's Responsibility

2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed to 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.

### Disclaimer

5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For MIHEN HALANI & ASSOCIATES**  
**Practicing Company Secretaries**

Sd/-  
**Mihen Halani**  
**(Proprietor)**  
CP No: 12015  
FCS No: 9926

Date: 19.05.2026  
Place: Mumbai  
UDIN: F009926H000380142

## Annexure- VI to the Directors' Report

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo, as per Section 134(3)(m) of the Companies Act, 2013 and the Rules made therein and forming part of the Directors' Report for the year ended March 31, 2026

### A) CONSERVATION OF ENERGY

#### (i) Step taken or impact on conservation of energy

All business units continued their efforts to improve energy usage efficiencies. Various key performance indicators like specific energy consumption (energy consumed per unit of production), specific energy costs were continuously tracked to monitor alignment with the Company's overall sustainability approach.

#### a. Energy Conservation Measures taken for the Financial Year

1. Installation of 7 (seven) Energy Efficient Fans on existing Motor in H-plant section, which resulted in reduction of energy consumption.
2. Replacement of normal fans with 200 BLDC Fans, resulting in saving of 25,958.40 KWH/year.
3. Replacement of 1 (One) 15KW IE3 Motor with 13.2 KW EC Energy Efficient Motor in Carding Mi-1 R/A/F hence saving of 2.9 KW/hr.
4. Use of 2 Small Compressor of 1000 CFM Capacity and stop IR Compressor of capacity 3000 CFM to save the excess CFM generation at compressor end.
5. Replacement of Jet Spray Compressed Air System & Pump with Humidifier to save power.
6. Operating H-plant Fans on co-related frequencies to achieve proper RH% during winter season.
7. Use of better steam and boiler operations, saving 3,40,485 Kg. briquette/year.

As a result of the above activities, we achieved cost savings of approximately Rs. 213.98 Lakhs

#### Upgradation of the PV Spinning machineries

Replacement of 23 (Twenty-Three) old C1/2 carding machines with new LMW LC361 carding models for quality of product improvement. Integrated RTS in the LR6/s ring frame machines to streamline operations and optimize energy use. Installed 1 (One) Draw frame LDF3 machine – (Make-LMW).

#### Upgradation of the Garment machineries

Upgraded 6 (Six) pressing machines from PCB control to PLC/HMI automation. Installed Barudan BEKY-Y906II 9-Needle/6-Head Embroidery machine, so that production capacity can be increased.

#### (ii) The Steps taken by the Company for utilizing alternate sources of energy

We currently operate a co-generation thermal power plant and a solar power plant to effectively meet the power requirements of our Company.

In addition, we are in the process of applying for the upgradation of our existing 33 KV incoming power source through AVVNL to a 132 KV power transmission system. This enhancement aims to ensure greater power stability, reduce transmission losses and support future energy demands.

We are also planning to purchase the Hybrid – Power through Power Exchange Board to reduce the effect of Carbon foot prints generated by the plant, machineries and correlated activities and power components.

#### (iii) The Capital investment on energy conservation equipment

For the Financial Year 2025-26 total expenditure for energy saving equipment is about Rs. 92.84 Lakhs.

### B) TECHNOLOGY ABSORPTION 2025-26

#### (i) The efforts made towards technology absorption

- a) Achieved electricity cost savings of Rs.74.97 Lakhs per year by maintaining optimal power factor throughout the year under the AVVNL (Rajasthan State Electricity Board) 33KV line, availing maximum rebates.
- b) Integrated RTS in the LR6/s Ring Frame machines to streamline operations and optimize energy use.
- c) Upgraded pressing machines with PLC / HMI automation.
- d) Developed in-house Laser Cutting CNC Machine for fabric cutting.
- e) Installed Barudan 9 Needle/ 6 Head Embroidery Machine for in-house embroidery work.

(ii) **Benefits derived:** Product improvement, cost reduction, new product development and import substitution, improved fabric deliveries to customers, more reliable machines, in-house cutting facilities, enhanced embroidery capacity, and better delivery support.

(iii) **Technology Imported:**

- a) Installed 2 (Two) latest Technology Fongs Dyeing Machines in process house (BTM).
- b) Belt Press Machine Installed in ETP for Sludge Water Removing.
- c) 1500 CFM Compressor will arrive in July, 2026 and installation will be completed in August, 2026. After installation the Company will save approximately 1500 unit per day against Compressed Air Power Consumption.
- d) 85 KW R F Dryer Installed in Dye House for Fibre dyeing.
- e) Installed Barudan BEKY-Y906II 9 Needle/ 6 Head Embroidery Machine.

(iv) **Research & Development:**

Investment of Rs. 31.56 Lakhs for development of new product and in house Laser Cutting Machine for fabric.

**C) Foreign Exchange Earnings and Outgo**

During the year, foreign exchange outgo was Rs. 6,871.90 Lakhs (which includes import of capital goods, stores & spares, coal, raw materials, consumables, payment of consultancy, dividend and travelling expenses etc.) while foreign exchange earned was Rs. 60,207.43 Lakhs. The details have been given under Notes to Financial Statements.

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 19<sup>th</sup> May, 2026

Sd/-  
**Rakesh Mehra**  
Chairman  
DIN: 00467321

## Annexure – VII to Directors' Report

Pursuant to Section 197(12) of the Companies Act, 2013 (“the Act”) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- The Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of KMPs	Designation	% increase/ decrease of remuneration in 2026 as compared to 2025	Ratio to median remuneration Employees
Mr. Rakesh Mehra	Chairman	13.87%	212.87:1
Mr. Ravindrakumar Toshniwal	Vice Chairman	15.53%	135.07:1
Mr. Shaleen Toshniwal	Managing Director	17.04%	124.69:1
Mrs. Kavita Soni	Whole-time Director	10.95%	38.07:1
Ms. Kavita Gandhi	Chief Financial Officer	5.49%	54.67:1
Mr. Ketan Kumar Dave	Company Secretary	28.32%	3.12:1

### Notes:

- The remuneration to Executive Directors is within the overall limits approved by the shareholders of the Company.
- None of the other Directors have received any remuneration other than sitting fees.
- For the purpose of median, remuneration is considered on paid basis.
- The increase in median remuneration of employees excluding Directors in financial year 2025-26 as compared to financial year 2024-25 is 0.91%.
- The number of permanent employees on the rolls of the Company as of 31<sup>st</sup> March, 2026 and 31<sup>st</sup> March, 2025, was 12596 and 13071 respectively.
- Average percentiles 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 –  
Average increase/(decrease) in the remuneration of all employee's excluding Director was 13.28% and Average increase/(decrease) in the remuneration of Directors was 14.84%.  
Justification: Employees salary increases are decided based on the individual performance, inflation, prevailing industry trends and benchmarks.
- It is Affirmed that the remuneration is as per the remuneration policy of the Company.

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

Place: Mumbai  
Date: 19<sup>th</sup> May, 2026

Sd/-  
**Rakesh Mehra**  
Chairman  
DIN: 00467321



## **Standalone Financial Statements**

## INDEPENDENT AUDITOR'S REPORT

To the Members of Banswara Syntex Ltd.

### Report on the Audit of the Standalone Ind AS Financial Statements

#### Opinion

We have audited the Standalone Ind AS financial statements of **Banswara Syntex Ltd** ("the company") which comprise the balance sheet as at **March 31, 2026**, and the statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity, and Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of material 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 Standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) 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, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Standalone Ind AS Financial Statements 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 Ind AS 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 Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Ind AS Financial Statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS Financial Statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the matter
<p><b><u>Existence, Valuation of inventory and significant judgments, estimates relating to provision for obsolescence of slow and non-moving inventory</u></b></p> <p>Inventories aggregate to Rs. 30,254.98 Lakhs as at March 31, 2026.</p> <p>Inventory comprises of raw material including packing material, work in progress, finished goods and stores and spares.</p> <p>We have identified the inventories as key audit matter because inventory valuation and provision for obsolescence of slow and non-moving inventory requires significant judgement and estimate, Further, inventory is material to the financial statements.</p> <p>Refer note 1(C)(6) and Note 10 to the Standalone Ind AS financial statements.</p>	<ul style="list-style-type: none"> <li>• We read and understood the Company's accounting policy for inventory valuation.</li> <li>Obtained understanding of the management's process of inventory valuation and inventory physical verification performed at year end.</li> <li>• Observed the physical stock count process on a sample basis for selected locations by attending the physical stock-taking exercise conducted by management; further, we physically verified items on test check basis.</li> <li>• We have also been provided the physical verification report covering major inventory which is certified by the Internal Audit Department. For the inventory lying with the third party, management has provided the confirmation obtained from the third parties.</li> <li>• We obtained understanding of the inventory valuation process, and the assumptions used by the management in the process of calculation of inventory provision. We have tested management review controls and operating effectiveness of controls related to purchase, sales and Inventory verification.</li> <li>• The Company has a policy for write-down of inventories to net realisable value on account of obsolescence and slow -moving inventory which is recognised on a case-to-case basis based on the management's assessment. Write-down of inventories to net realisable value is subjective owing to the nature of inventories and is dependent on significant judgments around probability of decrease in the realisable value.</li> <li>• We tested the basis of computation of net realisable value including arithmetical accuracy, validity of the data used and provision for slow or non-moving inventory and obsolescence at the reporting date is appropriate, by assessing the methodology and assumptions adopted by management supported by analysis of historical data</li> </ul>

	<ul style="list-style-type: none"> <li>• We performed cut off testing for purchase and sales transactions made near the reporting date to assess whether transactions are recorded in the correct period by testing appropriate records,</li> <li>• Ensured that the closing Inventory valuation is in line with the Stock and Debtors statement furnished to the lenders for security purpose is reconciled with books of account on quarterly basis.</li> </ul>
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### Information Other than the Standalone Ind AS Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Company's annual report but does not include the Standalone Ind AS financial statements and our auditor's report thereon.

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

In connection with our audit of the Standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

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

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

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

### Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements 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 guaranteed 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 Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 Standalone Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), and the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

- (d) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2026, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, the managerial remuneration for the year ended March 31, 2026 has been paid/provided by the company to its Directors in accordance with the provisions of section 197 read with schedule V to the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The company has disclosed the impact of pending litigations on its financial position in its financial statements refer Note 48 to the Standalone Ind AS financial statements.
  - ii. Provision has been made in the Standalone Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contract including derivative contracts.
  - iii. Unpaid dividend for financial year 2011-12 amounting to Rs. 4.30 lakhs were deposited by the company in Investor education protection fund However the Investor education protection fund authority erroneously returned the same. (Read with Note 28 to the Standalone Ind AS financial statement)
  - iv. (i) the management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (ii) the management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, that Company had recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (iii) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances; nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- v. (i) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
- (ii) As stated in Note no. 57 to the Standalone Financial Statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with Section 123 of the Act, as applicable.
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during our audit we did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention

**For K G Somani & Co LLP**  
**Chartered Accountants**  
**Firm Registration No: 06591N/N500377**

**Sd/-**  
**(Amber Jaiswal)**  
**Partner**  
**Membership No: 550715**  
**UDIN: 26550715XDAVWY1229**

**Place: Mumbai**  
**Date: 19 May 2026**

## “Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the Standalone Ind AS Financial Statements of the Company for the year ended March 31, 2026:

To the best of our information and according to explanation provided to us by the company and the books of account and records examined by us in the normal course of audit, we state that

- (i) In respect of Company’s property, plant and equipment, right-of-use assets and intangible assets
- a) (A) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of Property, Plant, and equipment’s and relevant details of right-of-use assets
- (B) The company has generally maintained proper records showing full particulars of intangible assets.

- b) According to the explanations given to us, Company has made a plan to verify the fixed assets in phased manner, some of the fixed assets have been physically verified by the management at reasonable intervals having regard to the size of the Company and the nature of its assets. No material discrepancy was noticed on such verification as compared to book records.
- c) In our opinion and according to the information and explanations given to us during the course of audit, the title deeds of immovable properties are held in the name of the company except mentioned below. **Fifteen title deeds are mortgaged** with the banks/ financial institutions for securing the long-term borrowings.

Relevant Item in the Balance Sheet	Description of item of Property	Gross Carrying value (Rs. in Lakhs)	Title deeds held in the name of	Whether title deed holder s promoter, director or relative# of promoter*/ director or employee of promoter/ director	Property held since which date	Reason for not being in the name of the Company
Lease Hold Land (Right of Use)	Carreman Fabrics India Ltd.	51.06	Carreman Fabrics India Ltd.	No	2007-08	The land was transferred to Banswara Syntex Limited pursuant to the Scheme of Merger. The transfer/mutation of the land in the name of Banswara Syntex Limited is currently under process.

- 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) There are no proceedings being 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.
- (ii) a) The inventory has been physically verified by the management at reasonable intervals during the year except inventory lying with the third parties. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on comparison of physical verification with the book records were not material. Further no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on physical verification of inventories carried out during the year.
- b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and the quarterly returns or statements filed with such banks or financial institutions are materially in agreement with the books of account of the Company.
- (iii) According to the information and explanations given to us, during the year the company has 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 during the year except equity investment of Rs 350 Lakhs in wholly owned subsidiary.
- a) The Company has not provided loans or provided advances in the nature of loans, or stood guarantee or provided security to any other entity accordingly reporting under clause 3(iii)(a) is not applicable.
- b) In our opinion and according to the information and

- explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the Company's interest.
- c) The Company has not provided loans or provided advances in the nature of loans. Hence, reporting under this clause is not applicable.
- d) The Company has not provided loans or provided advances in the nature of loans. Hence, reporting under this clause is not applicable.
- e) No loan granted by the company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- f) The Company has not provided any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment. Hence, reporting under this clause is not applicable.
- iv. In our opinion and according to the information and explanations given to us during the course of audit, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of investment by the company. Further, the company has not granted loan and has not given any guarantees and security under the provision of section 185 of the companies Act, 2013.
- v. The Company has accepted deposits and complied with the directives issued by the Reserve Bank of India and the provisions of the Companies Act 2013 and the rule frame there under. No order has been passed with respect to Section 73 to 76 by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any Tribunal.
- vi. The Company has maintained cost records under section 148(1) of the Companies Act, 2013, However, we are neither required to carry out, nor have carried out any detailed examination of such accounts and records.
- vii. (a) According to information and explanations given to us and on the basis of our examination of the books of account and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Duty of Customs, Duty of Excise, Value added Tax, Goods & Service Tax, Cess and any other statutory dues with the appropriate authorities and there were no outstanding dues as at March 31, 2026 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, the dues of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, Goods & Service Tax and Cess which have not been deposited on account of a dispute and the forum where the dispute is pending are as follows:

Name of Statute	Nature of disputed dues	Period to which amount relates	Gross Amount involved (Rs. in Lakhs)	Paid under protest (Rs. In Lakhs)	Net amount involved (Rs. In Lakhs)	Forum where dispute is pending
Income Tax Act 1961	Income Tax	AY: 2010-11 2011-12 2012-13 2013-14 2014-15 2016-17 2017-18 2018-19 2020-21 2021-22 2022-23	7635.70	970.83	6,664.87	CIT(Appeals) and NFAC
Custom Act, 1962	Custom Duty	FY 2012-13	421.57	-	421.57	CESTAT
Goods & Service Tax Act 2017	Goods and Service Tax	FY 2017-18 2018-19 2019-20 2020-21 2021-22 2022-23	54.01	-	54.01	Commissioner's Appeals

- viii. There are no instances of any transaction not being recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961.
- ix. (a) The Company has not defaulted in repayment of loans or other borrowing or in the payment of interest thereon to any lender.
- (b) The Company is not declared a willful defaulter by any

bank or financial institution or other lender.

- (c) The term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statement of the company, we report that Rs. 2,079.18 Lakhs raised on short term basis have been used for long term purposes.
- (e) 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 explanations 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. The company has not made any public offer (including debt instruments) during the year and the Company has not made any private placement shares and convertible debentures therefore the provision of clause 3(x) (a) and (b) of the order are not applicable.
- xi. (a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Standalone Financial Statements and according to the information and explanations given by the management, no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of Section 143 of the Act has been filed by Cost Auditor or Secretarial Auditor or us, in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) We have taken into consideration the whistle-blower complaints received by the Company and provided to us during the year when performing our audit.
- xii. In our opinion and according to the information and explanations given to us during the course of audit, the company is not a Nidhi Company. Therefore, the provisions of paragraph 3(xii) of the Order are not applicable to the Company.
- xiii. In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that transactions with the related parties are in compliance with sections 177 & 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. a) The Company has internal audit system commensurate to the size and nature of its business.
- b) The reports of the Internal Auditors for the period under audit issued till date were considered by us.
- xv. According to the information and explanations given to us and based on us of the records, the Company has not entered during the year into non cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable.
- xvii. The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Accordingly, paragraph 3(xvii) of the Order is not applicable.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly clause 3(xviii) is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, 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 that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx. There are no unspent amounts towards Corporate Social Responsibility (“CSR”) on ongoing projects and other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act 2013 in compliance with the second proviso to the sub-section (5) of section 135 of the said Act. Accordingly, reporting under clause 3(xx) of the order is not applicable for the year.

**For K G Somani & Co LLP**  
**Chartered Accountants**  
**Firm Registration No: 06591N/N500377**

**Sd/-**  
**(Amber Jaiswal)**  
**Partner**  
**Membership No: 550715**  
**UDIN: 26550715XDAVWY1229**

**Place: Mumbai**  
**Date: 19 May 2026**

**“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Ind AS Financial Statements of Banswara Syntex Limited the year ended March 31, 2026**

**Report on the Internal Financial Controls 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 **Banswara Syntex Limited** (“the Company”) as of **March 31, 2026** in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

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

The Company’s management is responsible for establishing and maintaining internal financial controls based on, “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on, “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

**For K G Somani & Co LLP**  
**Chartered Accountants**  
**Firm Registration No: 06591N/N500377**

Sd/-  
**(Amber Jaiswal)**  
**Partner**  
**Membership No: 550715**  
**UDIN: 26550715XDAVWY1229**

**Place: Mumbai**  
**Date: 19 May 2026**

## STANDALONE BALANCE SHEET AS AT 31 MARCH 2026

Rs. In Lakhs

PARTICULARS	Note No.	As at 31 March 2026	As at 31 March 2025
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	2	55,056.81	51,531.72
Right of Use Asset	3	423.10	492.63
Capital Work-in-Progress	4	3,016.07	1,952.88
Other Intangible Assets	5	49.35	74.01
Financial Assets			
(i) Investments	6	1,218.90	997.90
(ii) Other	7	709.45	498.03
Income Tax Assets (Net)	8	2,614.31	2,614.31
Other Non-Current Assets	9	1,566.37	1,796.47
		64,654.36	59,957.95
<b>Current Assets</b>			
Inventories	10	30,254.98	31,264.61
Financial Assets			
(i) Investments	11	16.60	12.76
(ii) Trade Receivables	12	24,374.88	20,156.79
(iii) Cash and Cash Equivalents	13	21.86	335.89
(iv) Bank balances other than (iii) above	14	771.94	982.22
(v) Loans	15	218.11	261.11
(vi) Others Financial Assets	16	999.14	787.49
Other current assets	17	5,501.39	5,787.74
		62,158.90	59,588.61
<b>Total Assets</b>		<b>1,26,813.26</b>	<b>1,19,546.56</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	18	1,711.60	1,711.60
Other Equity	19	56,395.38	54,124.32
		58,106.98	55,835.92
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
Financial Liabilities			
(i) Borrowings	20	19,370.55	20,252.44
(ii) Lease Liabilities	21	55.37	103.69
Provisions	22	2,288.55	660.59
Deferred Tax Liabilities (Net)	23	1,973.13	2,239.76
Government Grant	24	212.50	283.34
		23,900.10	23,539.82
<b>Current Liabilities</b>			
Financial Liabilities			
(i) Borrowings	25	27,994.92	24,961.35
(ii) Lease Liabilities	26	78.09	95.97
(iii) Trade Payables	27		
Total outstanding dues of micro enterprises and small enterprises;		1,277.90	533.47
Total outstanding dues of creditors other than micro enterprises and small enterprises		6,738.95	7,896.18
(iv) Other Financial Liabilities	28	6,144.10	4,834.35
Other Current Liabilities	29	1,388.04	1,404.10
Government Grant	24	87.92	84.47
Provisions	30	528.73	219.97
Income Tax Liabilities (Net)	31	567.53	140.96
		44,806.18	40,170.82
<b>Total Equity and Liabilities</b>		<b>1,26,813.26</b>	<b>1,19,546.56</b>
<b>Material Accounting Policies</b>	1		

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

In terms of our Audit Report of even date:

**For K G SOMANI & CO LLP**

Chartered Accountants  
FRN - 06591N/N500377

Sd/-  
**Amber Jaiswal**  
Partner  
M.No. 550715

Sd/-  
**Rakesh Mehra**  
DIN : 00467321  
Chairman

Sd/-  
**Ajay Sharma**  
DIN : 06417150  
Independent Director

Sd/-  
**Kavita Soni**  
DIN : 03063791  
Whole time Director

Sd/-  
**Ravindra Kumar Toshniwal**  
DIN : 00106789  
Vice Chairman

Sd/-  
**Rahul Mehta**  
DIN : 00165521  
Independent Director

Sd/-  
**Ketan Kumar Dave**  
Company Secretary  
M No ACS52309

For and on behalf of the Board of Directors

Sd/-  
**Shaleen Toshniwal**  
DIN : 00246432  
Managing Director

Sd/-  
**J M Mehta**  
DIN : 00847311  
Independent Director

Sd/-  
**Kavita Gandhi**  
Chief Financial Officer  
Place : Mumbai  
Dated : 19 May 2026

Place : Mumbai  
Dated : 19 May 2026

**STANDALONE STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2026**
**Rs. In Lakhs**

PARTICULARS	Note No.	Year ended 31 March 2026	Year ended 31 March 2025
<b>Income:</b>			
Revenue From Operations	<b>32</b>	1,35,578.44	1,29,169.62
Other Income	<b>33</b>	1,388.98	1,577.01
<b>Total Income (I)</b>		<b>1,36,967.42</b>	<b>1,30,746.63</b>
<b>Expenses :</b>			
Cost of Materials Consumed	<b>34</b>	55,765.72	57,632.96
Purchase of Traded Goods		2.19	-
Changes in Inventories Of Finished Goods, Stock-In-Trade and Work-In-Progress	<b>35</b>	1,459.21	(3,177.02)
Employee Benefits Expenses	<b>36</b>	32,023.85	29,462.18
Finance Costs	<b>37</b>	4,255.36	3,959.29
Depreciation And Amortization Expenses	<b>38</b>	5,316.17	4,788.66
Other Expenses	<b>39</b>	33,357.69	35,107.86
<b>Total Expenses(II)</b>		<b>1,32,180.19</b>	<b>1,27,773.93</b>
<b>Profit before exceptional items and tax (III) = (I-II)</b>		<b>4,787.23</b>	<b>2,972.70</b>
Exceptional Item (IV)		(891.38)	-
<b>Profit before tax (V) = (III-IV)</b>		<b>3,895.85</b>	<b>2,972.70</b>
<b>Tax Expense :</b>			
<b>(1) Current tax</b>			
Current Year		1,246.00	756.60
Tax Adjustment of Earlier Years		-	-
<b>(2) Deferred Tax</b>			
		(190.35)	76.99
<b>Total Tax Expenses (VI)</b>		<b>1,055.65</b>	<b>833.59</b>
<b>Profit After Tax (VII) = (V)-(VI)</b>		<b>2,840.20</b>	<b>2,139.11</b>
<b>Other Comprehensive Income</b>			
<b>A. Item that will not be reclassified to profit or loss</b>			
(i) Remeasurment of defined benefit plan		(303.10)	758.28
(ii) Tax relating to Remeasurment of defined benefit plan		76.28	(190.84)
<b>B. Item that will be reclassified to profit or loss</b>			
		-	-
<b>Total Other Comprehensive Income (VIII)</b>		<b>(226.82)</b>	<b>567.44</b>
<b>Total Comprehensive Income for the Period (IX) = (VII+VIII)</b>		<b>2,613.38</b>	<b>2,706.55</b>
<b>Earnings per equity share (in Rs.)</b>			
<b>40A</b>			
(1) Basic (Face Value of Rs. 5 each)		8.30	6.25
(2) Diluted (Face Value of Rs. 5 each)		8.30	6.25
<b>Material Accounting Policies</b>	<b>1</b>		

**The accompanying notes are an integral part of the financial statements.**
**In terms of our Audit Report of even date:**
**For K G SOMANI & CO LLP**

Chartered Accountants  
FRN - 06591N/N500377

**Sd/-**  
**Amber Jaiswal**  
Partner  
M.No. 550715

**Sd/-**  
**Rakesh Mehra**  
DIN : 00467321  
Chairman

**Sd/-**  
**Ajay Sharma**  
DIN : 06417150  
Independent Director

**Sd/-**  
**Kavita Soni**  
DIN : 03063791  
Whole time Director

**Sd/-**  
**Ravindra Kumar Toshniwal**  
DIN : 00106789  
Vice Chairman

**Sd/-**  
**Rahul Mehta**  
DIN : 00165521  
Independent Director

**Sd/-**  
**Ketan Kumar Dave**  
Company Secretary  
M No ACS52309

**For and on behalf of the Board of Directors**
**Sd/-**  
**Shaleen Toshniwal**  
DIN : 00246432  
Managing Director

**Sd/-**  
**J M Mehta**  
DIN : 00847311  
Independent Director

**Sd/-**  
**Kavita Gandhi**  
Chief Financial Officer  
Place : Mumbai  
Dated : 19 May 2026

Place : Mumbai  
Dated : 19 May 2026

## STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MARCH 2026

(Rs. in Lakhs)

Particulars	Audited		Audited	
	Year Ended 31 March 2026		Year Ended 31 March 2025	
<b>A) Cash Flow From Operating Activities :-</b>				
Net Profit Before Tax as per Statement of Profit and Loss		3,895.85		2,972.70
<b>Adjusted for :</b>				
Depreciation and Amortization Expenses	5,316.17		4,788.66	
Unrealised Exchange (Gain)/Loss	359.36		191.68	
Provision for Impairment of Investment in wholly owned subsidiary	129.00		157.00	
Provision for Doubtful Advances/Receivables	40.62		17.66	
Deferred Government Grant transferred to Statement of Profit and Loss	(89.46)		(84.47)	
Gain on sales/discard of property, plant and Equipments	(14.26)		(35.06)	
Dividend Received	(0.48)		(0.36)	
Interest Income	(256.90)		(276.65)	
Finance Cost	4,255.36		3,959.29	
Fair value (gain)/loss transferred to Statement of Profit and Loss	(3.84)	9,735.57	2.76	8,720.51
Operating profit before working capital changes		13,631.42		11,693.21
<b>Adjusted for :</b>				
(Increase)/Decrease in trade & other receivables	(4,464.21)		(334.55)	
(Increase)/Decrease in inventories	1,009.63		(4,118.51)	
(Increase)/Decrease in Bank balance and Term Deposits other than Cash and Cash Equivalents	210.27		984.44	
Increase/(Decrease) in trade payable and others	2,514.52	(729.79)	787.41	(2,681.21)
Cash generated from operations		12,901.63		9,012.00
Direct Tax paid (net of tax refund)		819.43		1,104.73
<b>Net cash from operating activities (A)</b>		<b>12,082.20</b>		<b>7,907.27</b>
<b>B) Cash Flow From Investing Activities :-</b>				
Acquisition of Property, Plant and Equipment		(9,712.41)		(14,436.73)
Proceeds from sale of Property, Plant and Equipment		165.82		370.37
Government Grant Received		22.07		-
Investment in subsidiary		(350.00)		(200.00)
Dividend Received		0.48		0.36
Term Deposit with Banks		(235.71)		91.18
Interest Income		256.90		276.65
<b>Net cash used in investing activities (B)</b>		<b>(9,852.85)</b>		<b>(13,898.17)</b>
<b>C) Cash Flow From Financing Activities :-</b>				
Proceeds from Term Loan borrowings		5,906.28		10,206.95
Repayment of Term Loan borrowings		(5,875.00)		(3,090.18)
Interest paid		(4,256.79)		(3,956.01)
Increase/(Decrease) in working capital facilities (net)		2,079.18		3,314.00
Proceeds from unsecured loans		327.00		174.00
Repayment of unsecured loans		(271.00)		(703.00)
Repayment of Principal towards Lease Liability		(97.35)		(67.53)
Interest Paid on Lease Liability		(13.38)		(12.50)
Dividend Paid		(342.32)		(342.32)
<b>Net cash from financing activities (C)</b>		<b>(2,543.38)</b>		<b>5,523.41</b>
<b>Net Increase/ (Decrease) in cash and cash equivalents (A+B+C)</b>		<b>(314.03)</b>		<b>(467.49)</b>
Opening balance of cash and cash equivalents		335.89		803.38
<b>Closing balance of cash and cash equivalents</b>		<b>21.86</b>		<b>335.89</b>

**Cash and Cash Equivalent includes:-**

Particulars	As at 31 March 2026	As at 31 March 2025
Cash on hand	12.40	21.72
Balance in current account	9.46	314.17
<b>Total</b>	<b>21.86</b>	<b>335.89</b>

**In terms of our Audit Report of even date:**
**For K G SOMANI & CO LLP**

 Chartered Accountants  
 FRN - 06591N/N500377

**Sd/-**
**Amber Jaiswal**  
 Partner  
 M.No. 550715

**Sd/-**
**Rakesh Mehra**  
 DIN : 00467321  
 Chairman

**Sd/-**
**Ajay Sharma**  
 DIN : 06417150  
 Independent Director

**Sd/-**
**Kavita Soni**  
 DIN : 03063791  
 Whole time Director

**For and on behalf of the Board of Directors**
**Sd/-**
**Shaleen Toshniwal**  
 DIN : 00246432  
 Managing Director

**Sd/-**
**J M Mehta**  
 DIN : 00847311  
 Independent Director

**Sd/-**
**Kavita Gandhi**  
 Chief Financial Officer  
 Place : Mumbai  
 Dated : 19 May 2026

**Sd/-**
**Ravindra Kumar Toshniwal**  
 DIN : 00106789  
 Vice Chairman

**Sd/-**
**Rahul Mehta**  
 DIN : 00165521  
 Independent Director

**Sd/-**
**Ketan Kumar Dave**  
 Company Secretary  
 M No ACS52309

 Place : Mumbai  
 Dated : 19 May 2026

**Standalone Statement of changes in Equity for the year ended 31 March 2026****A. Equity Share Capital****(Rs. In Lakhs)**

Particulars	As at 31 March 2026		As at 31 March 2025	
	No of Shares	Amount	No of Shares	Amount
Balance at the beginning of the year	3,42,32,084	1,711.60	3,42,32,084	1,711.60
Change During the Year	-	-	-	-
Balance at the end of the year	3,42,32,084	1,711.60	3,42,32,084	1,711.60

**B. Other Equity****(Rs. In Lakhs)**

Particulars	Reserves & Surplus					Total
	Capital Reserve	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings	
<b>As at 1 April 2025</b>	<b>20.43</b>	<b>2,959.00</b>	<b>173.00</b>	<b>19,137.10</b>	<b>31,834.79</b>	<b>54,124.32</b>
Profit for the year	-	-	-	-	2,840.20	2,840.20
Other comprehensive income*	-	-	-	-	(226.82)	(226.82)
Total comprehensive income	-	-	-	-	2,613.38	2,613.38
Dividends on Equity Shares for the year	-	-	-	-	(342.32)	(342.32)
<b>As at 31 March 2026</b>	<b>20.43</b>	<b>2,959.00</b>	<b>173.00</b>	<b>19,137.10</b>	<b>34,105.85</b>	<b>56,395.38</b>

**(Rs. In Lakhs)**

Particulars	Reserves & Surplus					Total
	Capital Reserve	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earnings	
<b>As at 1 April 2024</b>	<b>20.43</b>	<b>2,959.00</b>	<b>173.00</b>	<b>19,137.10</b>	<b>29,470.56</b>	<b>51,760.09</b>
Profit for the year	-	-	-	-	2,139.11	2,139.11
Other comprehensive income*	-	-	-	-	567.44	567.44
Total comprehensive income	-	-	-	-	2,706.55	2,706.55
Dividends on Equity Shares for the year	-	-	-	-	(342.32)	(342.32)
<b>As at 31 March 2025</b>	<b>20.43</b>	<b>2,959.00</b>	<b>173.00</b>	<b>19,137.10</b>	<b>31,834.79</b>	<b>54,124.32</b>

\*Represents remeasurement of defined benefits plan.

**Material Accounting Policies****The accompanying notes are an integral part of the financial statements.**

In terms of our Audit Report of even date:

**For K G SOMANI & CO LLP**Chartered Accountants  
FRN - 06591N/N500377**Sd/-**  
**Amber Jaiswal**  
Partner  
M.No. 550715**Sd/-**  
**Rakesh Mehra**  
DIN : 00467321  
Chairman**Sd/-**  
**Ajay Sharma**  
DIN : 06417150  
Independent Director**Sd/-**  
**Kavita Soni**  
DIN : 03063791  
Whole time Director**Sd/-**  
**Ravindra Kumar Toshniwal**  
DIN : 00106789  
Vice Chairman**Sd/-**  
**Rahul Mehta**  
DIN : 00165521  
Independent Director**Sd/-**  
**Ketan Kumar Dave**  
Company Secretary  
M No ACS52309

For and on behalf of the Board of Directors

**Sd/-**  
**Shaleen Toshniwal**  
DIN : 00246432  
Managing Director**Sd/-**  
**J M Mehta**  
DIN : 00847311  
Independent Director**Sd/-**  
**Kavita Gandhi**  
Chief Financial Officer  
Place : Mumbai  
Dated : 19 May 2026Place : Mumbai  
Dated : 19 May 2026

**Standalone Financial Statement for the year ended 31 March 2026****1. Overview & Material Accounting Policies****A. Corporate Information**

Banswara Syntex Limited ("the Company") is a Company domiciled in India and limited by shares (CIN: L24302RJ1976PLC001684). The shares of the Company are publicly traded on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The address of the Company's registered office is Industrial Area, Dahod Road, Banswara Rajasthan.

The Company is a vertically integrated textile mill manufacturing man-made synthetic blended Yarn, wool and wool mixed yarn, all type of Fabrics, Jacquard Furnishing Fabrics, besides production of Readymade Garments and Made-up's.

These Standalone Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

These Standalone Financial Statements were authorized for issue by Board of Directors on 19 May 2026.

**B. Basis of Preparation of Standalone Financial Statement****1. Compliance with Ind AS**

These Standalone Financial Statements are prepared on going concern basis following accrual basis of accounting and comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto, the Companies Act, 2013.

**2. Basis of measurement/Use of Estimates**

- (i) The Standalone Financial Statements are prepared on going concern and accrual basis under the historical cost convention except certain financial assets, financial liabilities and defined benefits plans- plan assets that are measured at fair value. The methods used to measure fair values are discussed in notes no. 53 to Standalone Financial Statements.

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.

- (ii) The preparation of Standalone Financial Statements requires judgments, estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the Standalone Financial Statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized. Major Estimates are discussed in Part D.

**3. Recent pronouncement**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

- a. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 – The amendment relates to classification of liabilities as current or noncurrent and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.
- b. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures, applicable w.e.f. April 1, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

**4. Functional and presentation currency**

These Standalone Financial Statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest Lakhs (up to two decimals), except as stated otherwise.

**C. Material accounting policies**

A summary of the material accounting policies applied in the preparation of the Standalone Financial Statements are as

given below. These accounting policies have been applied consistently to all periods presented in the Standalone Financial Statements.

## 1. Property, plant & equipment

### 1.1. Initial recognition and measurement

Property, plant and equipments ("PPE") are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management.

Freehold land is carried at cost.

When parts of an item of property, plant and equipments have different useful lives, they are recognized separately.

Spare parts are capitalized when they meet the definition of PPE, i.e. when the Company intends to use these for a period exceeding 12 months.

On transition to IND AS, the Company has elected to continue with the carrying value of all of its PPE recognized as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the PPE.

### 1.2. Depreciation

Depreciation is recognized in statement of profit and loss on Straight Line Method (SLM) over the estimated useful life of property, plant and equipment as mentioned in Schedule II of the Companies Act, 2013, except in case of Plant & Machinery where the useful life has been taken as ascertained by technical experts of the Company. Considering materiality of assets costing less than Rs. 5,000 are fully depreciated in the year of purchase/acquisition. The Company provide pro-rata depreciation from/to the date on which asset is ready to use/ disposed off as appropriate.

**Estimated useful life of the assets is given below :**

Buildings	3 to 60 Years
Plant & Equipments	3 to 30 Years
Electric & Water Supply Installation	10 Years
Furniture & Fixtures	10 Years
Office Equipments	3 to 6 Years
Vehicles	8 to 10 Years
Capital Spares	2 to 15 Years

Leasehold lands are amortized over the lease term unless it is reasonably certain that the Company will obtain ownership by the end of the lease term.

Depreciation on additions to/deductions from property, plant and equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

In circumstance, where a PPE is abandoned, the cumulative capitalized costs relating to the property are written off in the same period.

## 2. Capital work-in-progress

- The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.
- Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.
- Capital Stores are valued at weighted average cost. Specific provision is made for likely diminution in value, where required.

## 3. Intangible assets and intangible assets under development

### 3.1. Initial recognition and measurement :

Intangible assets are measured on initial recognized at cost. Subsequent measurement is done at cost less accumulated amortization and accumulated impairment losses. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

Expenditure incurred which are eligible for capitalizations under intangible assets are carried as intangible assets under development till they are ready for their intended use.

### 3.2. Amortization

Intangible assets having definite life are amortized on straight line method in their useful lives. For amortization, Useful life of computer software is estimated at six years and useful life of Brands is estimated at five years.

### 4. Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction/exploration/ development or erection of qualifying assets are capitalized as part of cost of such asset until such time the assets are substantially ready for their intended use. Qualifying assets are assets which take a substantial period of time to get ready for their intended use or sale. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete.

All other borrowing costs are charged to revenue as and when incurred.

### 5. Investment in Equity instrument of Joint Venture and Subsidiary

Investment in equity shares of subsidiary and joint venture are accounted at cost in the Standalone Financial Statement and the same are tested for impairment in case of any indication of impairment.

### 6. Inventories

Inventories are valued at the lower of cost or net realizable value.

Cost of raw material, stores spares, packing material etc. includes cost of purchase and other cost incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts. Cost is determined on weighted average cost basis.

Cost of finished goods and work-in-progress includes the cost of conversion based on normal capacity and other costs (excluding borrowing cost) incurred in bringing the inventories to their present location and condition. The cost of finished goods and work-in-progress are computed on weighted-average basis.

Net realizable 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.

Waste is valued at net realizable value.

Spare parts those does not meet definition of Property, Plant and Equipment are carried as inventory.

The diminution in the value of obsolete, unserviceable, slow moving/non-moving inventory is ascertained on review based on technical assessment, provided for, and shown as net of provision.

Transit stock are valued at cost.

### 7. Cash and Cash Equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and cash on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

### 8. Government Grants

Government Grants related to income are recognized in the statement of profit and loss in the same period as the related cost which they are intended to compensate are accounted for. Government Grant/subsidy related to subvention of a particular expense is deducted from that expense in the year of recognition of that Government grant/subsidy.

Government grants relating to the purchase of property, plant and equipment are included in liabilities as deferred income and are credited to Statement of Profit and Loss on straight –line basis over the expected lives of related assets and presented within other income.

### 9. Provisions and Contingent liabilities

#### Provisions:-

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

#### Contingent liabilities:-

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the

occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

## 10. Foreign currency transactions and translation

Transactions in foreign currencies are initially recorded at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in Statement of profit or loss in the year in which it arises.

Non-monetary items are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

## 11. Revenue

Revenue is to be recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

### a) Income from Sale of Goods

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, rebates, refunds, price concessions, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government.

The Company recognizes sales return only when the goods are actually returned by the customer. Therefore, a refund liability which is included in current financial liabilities or is reduced from current financial assets, is recognized for the goods actually returned.

Revenue from sale of products are recognized at a point in time on transfer of promised product to customer upon transfer of control in an amount that reflects the consideration that the company expects to receive in exchange for those product.

### b) Income from Job Work

Income from job work charges is recognised at a point in time when the control is transferred usually when the material is fully processed and dispatched to the customer.

### c) Other Export Benefit/Incentives

Export benefits arising from Duty Drawback scheme, RoDTEP and other eligible export incentives are recognised on post export basis at the rate at which the entitlements accrue and is included in the 'Other Operating Income'.

### Interest Income

For all financial instruments classified and measured at amortized cost, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the Statement of Profit or loss.

### Dividend

Dividend Income is recognized when the Company's right to receive is established.

### Employee Benefits

#### 12.1 Short Term Employee Benefit

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under performance related pay if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### 1.2 Post-Employment benefits

Employee benefit that are payable after the completion of employment are Post-Employment Benefit (other than termination benefit):-

##### 12.2.1 Defined contribution plans

Defined contribution plans are those plans in which an entity pays fixed contribution into separate entities and will have

no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which the Company pays a fixed contribution based on the applicable law.

### **1.1.2 Defined benefit plans**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

Company pays Gratuity as per provisions of the Gratuity Act, 1972. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a liability to the company, the present value of liability is recognized as provision for employee benefit. Any actuarial gains or losses are recognized in Other Comprehensive Income ("OCI") in the period in which they arise.

### **12.3 Other long-term employee benefits**

Benefits under the Company's leave encashment, long-service award and economic rehabilitation scheme constitute other long term employee benefits. The Company's net obligation in respect of leave encashment is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations. The calculation is performed using the projected unit credit method by a qualified actuary. Actuarial gains or losses are recognized in statement of profit or loss in the period in which they arise.

## **13 Taxes**

Provision for current tax is made as per the provision of the Income tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax return with respect to applicable tax regulations which are subject to interpretation and establishes provisions where appropriate.

Deferred tax is provided using the Balance Sheet method on temporary difference between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets and liabilities are measured based on tax rates (and tax law) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

## **14 Leases**

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

### **As a lessee (Assets taken on lease)**

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognize lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

### **Lease Liabilities**

At the commencement date of the lease, the Company recognize lease liabilities measured at the present value of lease payments to be made over the contractual non cancellable lease term, for which enforceable rights is available. In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date, if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion on interest and reduced for the lease payment made.

### **Right-of-use**

The Company recognize right-of-use assets at the commencement date of the lease (i.e., the date the underlying assets is available for use). Right-of-use are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Perpetual Right of Use assets related to land are not depreciated but tested for impairment loss, if any.

### **Short-term lease and lease of low-value-assets**

The Company applies the short –term lease recognition exemption to its short-term leases of Property, Plant and Equipment

(i.e those leases that have lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemptions to lease that are considered of low value and is not intended for sublease. Lease payments on short-term leases and leases of low-value assets are recognized as expenses on a straight-line basis over the lease term or another systematic basis if that basis is more representative of the pattern of the lessee's benefits.

#### **As a lessor**

Rental income from operating lease is recognized on straight-line basis over the term of the relevant lease except where another systematic basis is more representative of the time pattern of the benefits derived from the assets given on lease.

### **15 Impairment of Non-financial Assets**

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU").

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in statement of profit or loss. Impairment losses recognized in respect of CGUs are reduced from the carrying amounts of goodwill of that CGU, if any and then the assets of the CGU.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. 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 the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

### **16 Dividends to Share Holders**

Interim dividends and Final dividends payable to a Company's shareholders are recognized in the period in which they are approved by the shareholders' meeting and the Board of Directors respectively.

### **17 Statement of Cash Flows**

Statement of cash flows is prepared in accordance with the indirect method prescribed in Ind AS-7 'Statement of cash flows.

### **18 Financial instruments**

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

#### **Financial assets**

##### **Initial recognition and measurement**

All Financial Assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction cost that are attributable to the acquisition of the Financial Asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. Transaction costs directly attributable to the acquisition of financial assets measured at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

##### **Subsequent measurement**

For the purpose of subsequent measurement, Financial Assets are classified in four categories:

- Financial Assets at amortised cost
- Debt Instruments at fair value through Other Comprehensive Income (FVTOCI)
- Equity Instruments at fair value through Other Comprehensive Income (FVTOCI)
- Financial Assets and derivatives at fair value through profit or loss (FVTPL)

##### **Financial Assets at amortized cost**

A Financial Asset is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Financial Assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or cost that are an integral part of the EIR.

The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. Apart from the same, any income or expense arising from remeasurement of financial assets measured at amortised cost, in accordance with Ind AS 109, is recognized in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

#### **Debt Instruments at fair value through Other Comprehensive Income (FVTOCI)**

A 'Debt Instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent solely payments of principal and interest (SPPI).

Debt Instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair Value movements are recognized in the Other Comprehensive Income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the Equity to the Statement of Profit and Loss.

Interest earned whilst holding FVTOCI Debt Instrument is reported as interest income using the EIR method.

#### **Equity Instruments at fair value through Other Comprehensive Income (FVTOCI)**

All equity investments in entities are measured (except equity investment in joint venture and subsidiary) at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instruments, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However the company may transfer cumulative gain or loss within the equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

#### **Financial Assets and derivatives at fair value through profit or loss (FVTPL)**

FVTPL is a residual category for financial assets. Any financial assets, which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as at FVTPL.

This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Debt Instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss. Interest income on such instruments has been presented under interest income.

#### **Impairment of financial assets**

The Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the

- a) Financial Assets that are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

#### **Simplified Approach**

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade Receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. On that basis, the Company estimates provision on trade receivables at the reporting date.

#### **General Approach**

For recognition of impairment loss on other financial assets, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a

subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-months ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-months ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

## Financial liabilities

### Initial recognition and measurement

All Financial Liabilities are recognized initially at fair value and, in the case of liabilities subsequently measured at amortised cost, they are measured net of directly attributable transaction cost. In case of Financial Liabilities measured at fair value through profit or loss, transaction costs directly attributable to the acquisition of financial liabilities are recognized immediately in the Statement of Profit and Loss.

The Company's Financial Liabilities include trade and other payables, loans and borrowings including derivative financial instruments.

### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

#### A. Financial Liabilities at fair value through profit or loss

Financial Liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through the Statement of Profit and Loss. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

#### B. Financial Liabilities at amortised cost

Financial Liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Gains and losses are recognized in the Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or cost that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

### Derivative financial instruments

The Company uses forwards to mitigate the risk of changes in exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

## 19. Current and non-current classification

All assets and Liabilities have been classified as current or non-current. 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/liabilities are classified as non-current

#### D. Major Estimates and Judgments made in preparing Standalone Financial Statements

The preparation of the Company's Standalone Financial Statements requires management to make judgements and estimates that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. These include recognition and measurement of financial instruments, estimates of useful lives and residual value of Property, Plant and Equipment and Intangible Assets, valuation of inventories, measurement of recoverable amounts of cash-generating units, measurement of employee benefits, actuarial assumptions, provisions etc.

Uncertainty about these judgments and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods affected.

#### A. JUDGEMENTS

In the process of applying the company's accounting policies, management has made the following judgements, which have the significant effect on the amounts recognised in the Standalone Financial Statements:

## **Materiality**

Ind AS requires assessment of materiality by the Company for accounting and disclosure of various transactions in the Standalone Financial Statements. Accordingly, the Company assesses materiality limits for various items for accounting and disclosures and follows on a consistent basis. Overall materiality is also assessed based on various financial parameters such as Gross Block of assets, Net Block of Assets, Total Assets, Revenue and Profit Before Tax. The materiality limits are reviewed and approved by the Board.

## **Provisions and contingencies**

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. Should circumstances change following unforeseeable developments, this likelihood could alter. In the similar line, management also on the basis of best judgment and estimate determines the net realizable value of the Inventories to make necessary provision.

## **B. MAJOR ESTIMATES**

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

Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

### **1. Useful life of property, plant and equipment and intangible assets**

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Useful life of the assets other than Plant and machinery are in accordance with Schedule II of the Companies Act, 2013.

The Company reviews at the end of each reporting date the useful life of property, plant and equipment, and are adjusted prospectively, if appropriate.

Intangible assets is being amortized on straight line basis over the period of six years.

### **2. Post-employment benefit plans**

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

### **3. Income Taxes**

The Company uses estimates and judgements based on the relevant facts, circumstances, present and past experience, rulings, and new pronouncements while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

### **4. Estimation of net realisable value of inventories**

Inventories are stated at the lower of cost and net realisable value. In estimating the net realisable value of inventories the Company makes an estimate of future selling prices and costs necessary to make the sale.

### **5. Impairment of Financial Assets**

The impairment provisions for trade receivables are made considering simplified approach based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation based on the company's past history and other factors at the end of each reporting period. In case of other financial assets, the Company applies general approach for recognition of impairment losses wherein the Company uses judgement in considering the probability of default upon initial recognition and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

**NOTE NO. '2' NON CURRENT ASSETS: PROPERTY, PLANT AND EQUIPMENT**

As at 31 March 2026

Rs. In Lakhs

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK
	As at	Additions*	Disposals/ Adjustments	As at	As at	For the Year	Deductions/ Adjustments	As at	As at
	01.04.2025			31.03.2026	01.04.2025			31.03.2026	31.03.2026
Free Hold Land	874.61	-	-	874.61	-	-	-	-	874.61
Building (Refer Note Below)	19,341.40	2,936.48	-	22,277.88	4,375.47	666.75	-	5,042.22	17,235.66
Plant & Equipment	62,755.80	4,859.53	283.37	67,331.96	30,181.90	3,762.48	217.65	33,726.73	33,605.23
Electric & Water Supply Installation	1,695.88	78.29	-	1,774.17	1,133.72	92.46	-	1,226.18	547.98
Furniture & Fixtures	741.11	63.36	-	804.47	345.82	52.12	-	397.94	406.54
Office Equipments	625.19	150.96	0.09	776.06	421.27	102.60	0.08	523.79	252.28
Vehicles	1,114.37	160.41	131.33	1,143.44	337.57	127.48	46.78	418.28	725.17
Capital Spares	2,229.19	600.35	1.36	2,828.18	1,050.08	368.84	0.08	1,418.85	1,409.34
	<b>89,377.55</b>	<b>8,849.38</b>	<b>416.15</b>	<b>97,810.77</b>	<b>37,845.83</b>	<b>5,172.73</b>	<b>264.59</b>	<b>42,753.99</b>	<b>55,056.81</b>

As at 31 March 2025

Rs. In Lakhs

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK
	As at	Additions*	Disposals/ Adjustments	As at	As at	For the Year	Deductions/ Adjustments	As at	As at
	01.04.2024			31.03.2025	01.04.2024			31.03.2025	31.03.2025
Free Hold Land	874.61	-	-	874.61	-	-	-	-	874.61
Building (Refer Note Below)	17,632.70	1,708.70	-	19,341.40	3,782.03	593.45	-	4,375.47	14,965.93
Plant & Equipment	51,543.30	11,842.07	629.56	62,755.81	27,177.99	3,471.41	467.50	30,181.90	32,573.90
Electric & Water Supply Installations	1,591.08	104.80	-	1,695.88	1,033.68	100.04	-	1,133.72	562.16
Furniture & Fixtures	754.81	219.73	233.44	741.11	476.44	56.11	186.73	345.82	395.30
Office Equipments	836.41	111.26	322.47	625.19	594.96	89.59	263.29	421.27	203.92
Vehicles	1,099.50	117.87	103.01	1,114.37	242.07	131.15	35.65	337.57	776.80
Capital Spares	1,639.53	589.66	-	2,229.19	796.25	253.83	-	1,050.08	1,179.10
	<b>75,971.94</b>	<b>14,694.09</b>	<b>1,288.48</b>	<b>89,377.54</b>	<b>34,103.42</b>	<b>4,695.58</b>	<b>953.17</b>	<b>37,845.83</b>	<b>51,531.72</b>

Note :- Includes allotment of 876 Equity shares amounting to Rs. 145.16 Lakhs of M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. to establish permanent ownership in respect of Building situated at Mumbai.

Property, Plant and Equipments are pledged as security against the Secured Borrowings (Refer Note No 49)

\*Addition in Property, Plant and Equipments includes amount transferred from Capital Work in Progress amounting to Rs.8,688.97 (Previous Year 14,245.23)

**NOTE NO. '3' NON CURRENT ASSETS: RIGHT OF USE ASSET (ROU)**

As at 31 March 2026

Rs. In Lakhs

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK
	As at	Additions	Disposals/ Adjustments	As at	As at	For the Year	Deductions/ Adjustments	As at	As at
	01.04.2025			31.03.2026	01.04.2025			31.03.2026	31.03.2026
(Refer Note no 43)									
Land	352.00	-	-	352.00	54.76	6.66	-	61.41	290.59
Buildings	380.55	31.15	-	411.70	201.89	90.84	-	292.73	118.97
Plant & Machinery	31.87	-	-	31.87	15.15	3.19	-	18.32	13.54
<b>TOTAL</b>	<b>764.42</b>	<b>31.15</b>	<b>-</b>	<b>795.57</b>	<b>271.80</b>	<b>100.69</b>	<b>-</b>	<b>372.46</b>	<b>423.10</b>

As at 31 March 2025

Rs. In Lakhs

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK
	As at	Additions	Disposals/ Adjustments	As at	As at	For the Year	Deductions/ Adjustments	As at	As at
	01.04.2024			31.03.2025	01.04.2024			31.03.2025	31.03.2025
(Refer Note no 43)									
Land	352.00	-	-	352.00	48.10	6.66	-	54.76	297.24
Building	274.56	118.67	12.68	380.55	144.32	66.02	8.45	201.89	178.66
Plant & Machinery	31.87	-	-	31.87	11.96	3.19	-	15.15	16.73
<b>TOTAL</b>	<b>658.43</b>	<b>118.67</b>	<b>12.68</b>	<b>764.42</b>	<b>204.38</b>	<b>75.87</b>	<b>8.45</b>	<b>271.80</b>	<b>492.63</b>

**NOTE NO. '4' NON CURRENT ASSETS: CAPITAL WORK-IN-PROGRESS**
**As at 31 March 2026**
**Rs. In Lakhs**

DESCRIPTION OF ASSETS	As at	Additions	Capitalized	As at
	01.04.2025			31.03.2026
<b>Capital Work In Progress for</b>				
- Buildings	1,070.07	2,382.86	2,936.48	516.45
- Plant & Equipments	856.70	6,295.32	4,859.53	2,292.49
- Electric & Water Supply Installation	4.32	111.17	78.29	37.21
-Furniture and Fixtures	-	107.54	63.36	44.18
-Office Equipements	-	197.38	150.96	46.42
-Capital Spares	21.79	657.88	600.35	79.32
<b>TOTAL</b>	<b>1,952.88</b>	<b>9,752.15</b>	<b>8,688.97</b>	<b>3,016.07</b>

**During the year the Company has capitalized Interest as per IND AS- 23 "Borrowing Cost"**

DESCRIPTION OF ASSETS	Year Ended 31 March 2026	Year Ended 31 March 2025
- Buildings	-	7.14
<b>Total</b>	<b>-</b>	<b>7.14</b>

**Capital Work In Progress aging schedule as at 31 March 2026**
**Rs. In Lakhs**

DESCRIPTION OF ASSETS	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	2,311.81	632.52	71.74	-	3,016.07
	<b>2,311.81</b>	<b>632.52</b>	<b>71.74</b>	<b>-</b>	<b>3,016.07</b>

**Completion schedule of Capital Work in Progress for projects were completion is overdue or Cost has exceeded its Original Plan as of 31 March 2026**

Name of the Project	To be completed			
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Years
132 KVA Line	702.57	575.06	71.50	-

**As at 31 March 2025**
**Rs. In Lakhs**

DESCRIPTION OF ASSETS	As at	Additions	Capitalized	As at
	01.04.2024			31.03.2025
<b>Capital Work In Progress for</b>				
- Buildings	1,083.90	1,694.87	1,708.70	1,070.07
- Plant & Equipments	784.52	11,914.25	11,842.07	856.70
- Electric & Water Supply Installation	52.55	56.58	104.80	4.32
-Capital Spares	37.86	573.59	589.66	21.79
<b>TOTAL</b>	<b>1,958.83</b>	<b>14,239.29</b>	<b>14,245.23</b>	<b>1,952.88</b>

**Capital Work In Progress aging schedule as at 31 March 2025**
**Rs. In Lakhs**

DESCRIPTION OF ASSETS	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	1,781.79	171.09	-	-	1,952.88
	<b>1,781.79</b>	<b>171.09</b>	<b>-</b>	<b>-</b>	<b>1,952.88</b>

**Completion schedule of Capital Work in Progress for projects were completion is overdue or Cost has exceeded its Original Plan as of 31 March 2025**

Name of the Project	To be completed			
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Years
132 KVA Line	615.33	-	-	-

**NOTE NO. '5' NON CURRENT ASSETS: OTHER INTANGIBLE ASSETS****As at 31 March 2026****Rs. In Lakhs**

DESCRIPTION OF ASSETS	GROSS BLOCK				AMORTIZATION			NET BLOCK	
	As at	Additions	Disposals/ Adjustment	As at	As at	For the Year	Deductions/ Adjustments	As at	As at
	01.04.2025			31.03.2026	01.04.2025			31.03.2026	31.03.2026
Computer Software	559.57	18.09	-	577.66	505.43	36.94	-	542.37	35.29
Brands	29.07	-	-	29.07	9.20	5.81	-	15.02	14.06
	<b>588.64</b>	<b>18.09</b>	<b>-</b>	<b>606.73</b>	<b>514.63</b>	<b>42.75</b>	<b>-</b>	<b>557.39</b>	<b>49.35</b>

**As at 31 March 2025****Rs. In Lakhs**

DESCRIPTION OF ASSETS	GROSS BLOCK				AMORTIZATION			NET BLOCK	
	As at	Additions	Disposals/ Adjustment	As at	As at	For the Year	Deductions/ Adjustments	As at	As at
	01.04.2024			31.03.2025	01.04.2024			31.03.2025	31.03.2025
Computer Software	559.57	-	-	559.57	494.02	11.40	-	505.43	54.14
Brands	29.07	-	-	29.07	3.39	5.81	-	9.20	19.87
	<b>588.64</b>	<b>-</b>	<b>-</b>	<b>588.64</b>	<b>497.41</b>	<b>17.21</b>	<b>-</b>	<b>514.63</b>	<b>74.01</b>

**NOTE NO. '6' NON CURRENT FINANCIALS ASSETS : INVESTMENTS****Rs. In Lakhs**

Particulars	No. of shares/ C.Y./(P.Y.)	Face value per share/ C.Y./(P.Y.)	As at 31 March 2026	As at 31 March 2025
<b>Unquoted</b>				
<b>Investment in Equity Instrument fully paid up (valued at cost)</b>				
<b>In Joint Venture</b>				
Tesca Textiles & Seat Components (India) Private Limited	3413802 (3413802)	10 (10)	554.90	554.90
<b>In Wholly Owned Subsidiary</b>				
Banswara Brands Private Limited	9500000 (6000000)	10 (10)	950.00	600.00
Less : Provision for Impairment of Investment in Wholly Owned Subsidiary			(286.00)	(157.00)
<b>Total</b>			<b>1,218.90</b>	<b>997.90</b>
<b>Aggregate amount of Unquoted investment</b>			<b>1,218.90</b>	<b>997.90</b>
<b>Aggregate amount of impairment in value of investment</b>			<b>286.00</b>	<b>157.00</b>
<b>C.Y. = Current Year ; P.Y. = Previous Year</b>				

**NOTE NO. '7' OTHER NON CURRENT FINANCIAL ASSETS****Rs. In Lakhs**

Particulars	As at 31 March 2026	As at 31 March 2025
<b>Unsecured, Considered Good</b>		
Security Deposits	344.63	368.92
Term deposits held as margin money*(To avail Non fund based facilities from banks )	117.08	73.11
Term deposits held against Deposit Repayment Reserve* (refer Note no 20)	152.40	51.99
Other Term Deposits*	85.00	-
Interest Accrued on Term deposits	10.34	4.01
<b>TOTAL</b>	<b>709.45</b>	<b>498.03</b>

\* with maturity more than 12 months

**NOTE NO. '8' INCOME TAX ASSETS (NET)****Rs. In Lakhs**

Particulars	As at 31 March 2026	As at 31 March 2025
Advance payment of Income tax (net)	2,614.31	2,614.31
	<b>2,614.31</b>	<b>2,614.31</b>

**NOTE NO. '9' OTHER NON CURRENT ASSETS**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Unsecured, Considered Good</b>		
Capital Advances	1,534.60	1,752.84
<b>Other</b>		
Lease Equalization Asset	2.49	2.45
Balance with Electricity Board (Paid under Protest)	11.00	11.00
Prepaid Expenses	18.28	30.18
<b>TOTAL</b>	<b>1,566.37</b>	<b>1,796.47</b>

**NOTE NO. '10' INVENTORIES**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
Raw Materials	10,324.09	9,880.44
Works-in-Progress	5,805.95	5,636.73
Finished goods	12,538.11	14,143.07
Stores & Spares	1,462.88	1,456.95
Waste	123.95	147.42
<b>TOTAL</b>	<b>30,254.98</b>	<b>31,264.61</b>

**The above inventories includes goods in transit as under**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
Stores & Spares	493.50	172.50
Raw Materials	420.19	261.06
<b>TOTAL</b>	<b>913.69</b>	<b>433.56</b>

10.1 Inventories include stocks lying with third parties Rs. 489.38 Lakhs (Previous Year Rs. 215.75 Lakhs)

10.2 Inventories are hypothecated to the banks for availing the fund based and non- fund based working capital facilities.(Refer Note 49)

10.3 For basis of valuation of Inventories refer note no 6 Part C of Overview & Material Accounting Policies.

**NOTE NO. '11' CURRENT FINANCIAL ASSETS: INVESTMENTS**

Particulars	No.of shares/ C.Y./(P.Y.)	Face value per share/units C.Y./ (P.Y.)	Rs. In Lakhs	
			As at 31 March 2026	As at 31 March 2025
<b>Measured at fair value through Statement of profit and loss</b>				
<b>Quoted</b>				
<b>In Equity Shares</b>				
Union Bank of India	10114 (10114)	10 (10)	16.60	12.76
<b>Unquoted</b>				
<b>In Equity Shares</b>				
Ambojini Property Developers Private Limited	360 (360)	10 (10)	0.07	0.07
<b>Measured at fair value through Amortized Cost</b>				
<b>Unquoted</b>				
<b>In Debentures</b>				
10% Ambojini Property Developers Private Limited	3542 (3542)	100 (100)	6.97	6.97
Less : Impairment of Investments			(7.04)	(7.04)
<b>TOTAL</b>			<b>16.60</b>	<b>12.76</b>

C.Y. = Current Year ; P.Y. = Previous Year ;

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
Aggregate amount of quoted Investment	16.60	12.76
Aggregate amount of market value of quoted Investment	16.60	12.76
Aggregate amount of unquoted Investment (Carrying Value)	-	-
Aggregate amount of impairment in value of the Investment	7.04	7.04

**NOTE NO. '12 CURRENT FINANCIAL ASSETS: TRADE RECEIVABLES**

Rs. In Lakhs

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Trade receivables, Unsecured</b>		
- Trade Receivables considered good	24,971.49	20,156.79
- Trade Receivables which have significant increase in credit risk	-	311.02
- Trade Receivables-credit impaired	457.94	830.28
	25,429.43	21,298.09
Less: Allowance for doubtful trade receivables	1,054.55	1,141.30
<b>TOTAL</b>	<b>24,374.88</b>	<b>20,156.79</b>

**For Trade Receivables outstanding ageing schedule as at 31 March 2026**

Rs. In Lakhs

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good	4,934.36	-	-	-	-	4,934.36
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	244.76	271.94	52.84	27.07	-	596.61
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	457.94	457.94
<b>Total (A)</b>	<b>5,179.12</b>	<b>271.94</b>	<b>52.84</b>	<b>27.07</b>	<b>457.94</b>	<b>5,988.91</b>
Add: Not Due : Undisputed, Considered good (B)						<b>19,440.52</b>
Less : Allowance for Trade Receivables which have significant increase in credit risk/credit impaired (C)						<b>1,054.55</b>
Net Due (A+B-C)						<b>24,374.88</b>

**For Trade Receivables outstanding ageing schedule as at 31 March 2025**
**Rs. In Lakhs**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	3,829.07	-	-	-	-	3,829.07
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	311.02	-	-	-	-	311.02
(iii) Undisputed Trade Receivables – credit impaired		185.31	122.06	21.79	27.77	356.93
(iv) Disputed Trade Receivables– considered good						-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired					473.35	473.35
	<b>4,140.09</b>	<b>185.31</b>	<b>122.06</b>	<b>21.79</b>	<b>501.12</b>	<b>4,970.37</b>
Not Due : Undisputed (B)						<b>16,327.72</b>
Less : Allowance for Trade Receivables which have significant increase in credit risk/credit impaired (C)						<b>1,141.30</b>
Net Due (A+B-C)						<b>20,156.79</b>

a) Trade receivables are hypothecated to the banks for availing the fund based and non- fund based working capital facilities.

**b) Amount Receivables from Related Parties (Refer Note 47)**
**Rs. In Lakhs**

Particulars	As at	As at
	31 March 2026	31 March 2025
Tesca Textiles & Seat Components (India) Private Limited (A Joint Venture Company)	840.82	539.81
Banswara Brands Private Limited (Wholly Owned Subsidiary)	43.98	20.68
Aanswr Fashion Private Limited (Enterprise where Close Member of KMP has Control)	90.89	418.21

**MOVEMENT IN IMPAIRMENT ALLOWANCE FOR DOUBTFUL TRADE RECEIVABLES**
**Rs. In Lakhs**

Particulars	As at	As at
	31 March 2026	31 March 2025
Balance at the beginning of the year	1,141.30	982.52
Add: Impairment allowance for Doubtful Debts recognised	14.55	234.60
Less: Impairment allowance for Doubtful Debts Utilised	101.30	75.82
Less: Impairment allowance for Doubtful Debts Written Back	-	-
Balance at the end of the year	1,054.55	1,141.30

**NOTE NO. '13' CASH AND CASH EQUIVALENTS**
**Rs. In Lakhs**

Particulars	As at	As at
	31 March 2026	31 March 2025
<b>A. Balances with Scheduled Banks</b>		
-Current Account	9.46	314.17
<b>B. Cash On Hand (Including Imprest)</b>	12.40	21.72
<b>TOTAL</b>	<b>21.86</b>	<b>335.89</b>

**NOTE NO '14' BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENT**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
Unpaid Dividend Account	28.19	28.55
Term Deposits held as margin money* (To avail Non fund based facilities from banks)	181.81	552.43
Term deposits held against Deposit Repayment Reserve*(refer Note no 20)	230.95	313.93
Other Term Bank Deposits*	302.88	59.32
Interest Accrued on Term deposits	28.11	27.99
<b>TOTAL</b>	<b>771.94</b>	<b>982.22</b>

\* with original maturity more then 3 months but less than 12 months

**NOTE NO. '15' CURRENT FINANCIAL ASSETS: LOANS**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Unsecured, Considered good</b>		
Loans & Advances to Employees	218.11	261.11
<b>TOTAL</b>	<b>218.11</b>	<b>261.11</b>

**NOTE NO. '16' OTHER CURRENT FINANCIAL ASSETS**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Unsecured, considered good</b>		
Claim Receivables	343.42	282.05
Other Receivables (Refer Note No 59)	42.66	42.66
Export Incentive Receivables	656.79	480.44
	1,042.87	805.15
Impairment allowance/Provision for doubtful recoverable	43.73	17.66
<b>TOTAL</b>	<b>999.14</b>	<b>787.49</b>

**NOTE NO. '17' OTHER CURRENT ASSETS**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Unsecured, considered good, unless otherwise stated</b>		
Advance to Suppliers : Considered Good	2,099.85	3,113.38
Advance to Suppliers : Considered Doubtful	29.34	29.34
Recoverable from Revenue Authorities : Considered Good	3,230.00	2,497.39
Recoverable from Revenue Authorities : Considered Doubtful	53.84	53.84
Prepaid Expenses	171.54	176.97
	5,584.57	5,870.92
Impairment allowance for doubtful recoverable from revenue authorities and Suppliers	83.18	83.18
<b>TOTAL</b>	<b>5,501.39</b>	<b>5,787.74</b>

**NOTE NO. '18' EQUITY SHARE CAPITAL**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Authorized</b>		
12,17,00,000 Equity Shares of Rs.5/- each (12,17,00,000 Equity Shares of Rs. 5/- each as at 31 March 2025)	6,085.00	6,085.00
5,00,000 3% Redeemable Preference Shares of Rs.100/- each (5,00,000, 3% Redeemable Preference Share of Rs. 100/- each as at 31 March 2025)	500.00	500.00
3,00,000 3% Redeemable Cumulative Preference Shares of Rs.100/- each (3,00,000 3% Redeemable Cumulative Preference Share of Rs. 100/- each As at 31 March 2025)	300.00	300.00
	<b>6,885.00</b>	<b>6,885.00</b>

<b>Issued</b> 3,42,86,114 Equity Shares of Rs.5/- each (3,42,86,114 Equity Shares of Rs. 5/- each as at 31 March 2025)	1,714.31	1,714.31
	<b>1,714.31</b>	<b>1,714.31</b>
<b>Subscribed and fully paid</b> 3,42,32,084 Equity Shares of Rs.5/- each (3,42,32,084 Equity Shares of Rs. 5/- each as at 31 March 2025)	1,711.60	1,711.60
	<b>1,711.60</b>	<b>1,711.60</b>

**18.1 Reconciliation of Number of Equity Shares Outstanding**
**Shares (In Nos.)**

Particulars	Shares (In Nos.)	
	As at 31 March 2026	As at 31 March 2025
<b>At the beginning of the year</b>	3,42,32,084	3,42,32,084
Change During the Year	-	-
<b>At the end of the year</b>	3,42,32,084	3,42,32,084

**18.2 Rights, preferences and restrictions to the shareholders : Equity Shares**

All equity shareholders are having right to get dividend in proportion to paid up value of each equity share as and when declared. The Company has equity shares having at face value of Rs. 5 each. Each shareholder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**18.3a Shares held by promoters at the end of the year**

Promoter name	No. of Shares as of 31 March 2026	% of total shares of 31 March 2026	% Change during the year
1 Smt. Kavita Soni	19,34,465	5.65	-
2 Shri Shaleen Toshniwal	42,81,490	12.51	-
3 Smt.Sonal Toshniwal	16,66,110	4.87	-
4 Smt.Navnita Mehra	16,06,947	4.69	-
5 Shri Ravindra Kumar Toshniwal	38,97,334	11.39	-
6 Smt.Prem Toshniwal	-	0.00	-
7 Smt.Radhika Toshniwal	23,64,964	6.91	-
8 Shri Udit Ravindra Toshniwal	59,516	0.17	-
9 Shri Rakesh Mehra	12,122	0.04	-
10 Niral Trading Pvt. Ltd.	11,23,330	3.28	-
11 Lawson Trading Company Pvt. Ltd.	8,10,036	2.37	-
12 Moonfine Trading Company Pvt. Ltd.	3,89,000	1.14	-
13 Speedshore Trading Company Pvt. Ltd.	4,05,472	1.18	-

**18.3b Shares held by promoters at the end of the year**

Promoter name	No. of Shares as of 31 March 2025	% of total shares of 31 March 2025	% Change during the year
1 Smt. Kavita Soni	19,34,465	5.65	86.35
2 Shri Shaleen Toshniwal	42,81,490	12.51	-
3 Smt.Sonal Toshniwal	16,66,110	4.87	-
4 Smt.Navnita Mehra	16,06,947	4.69	113.06
5 Shri Ravindra Kumar Toshniwal	38,97,334	11.39	-
6 Smt.Prem Toshniwal	-	0.00	(100.00)
7 Smt.Radhika Toshniwal	23,64,964	6.91	-
8 Shri Udit Ravindra Toshniwal	59,516	0.17	(50.71)
9 Shri Rakesh Mehra	12,122	0.04	-
10 Niral Trading Pvt. Ltd.	11,23,330	3.28	-
11 Lawson Trading Company Pvt. Ltd.	8,10,036	2.37	-
12 Moonfine Trading Company Pvt. Ltd.	3,89,000	1.14	-
13 Speedshore Trading Company Pvt. Ltd.	4,05,472	1.18	-

**18.4 - Shareholder's holding more than 5% of each class of shares issued by the Company :-**

Name of shareholder	As at 31 March 2026		As at 31 March 2025	
	No. of Shares	% of Shares	No. of Shares	% of Shares
<b>Equity Shares</b>				
Shri Ravindra Kumar Toshniwal	38,97,334	11.39	38,97,334	11.39
Shri Shaleen Toshniwal	42,81,490	12.51	42,81,490	12.51
Smt. Radhika Toshniwal	23,64,964	6.91	23,64,964	6.91
Smt. Kavita Soni	19,34,465	5.65	19,34,465	5.65

**18.5 - Share Split Detail**

During the financial year 2022-23, the Company has sub divided its 171.16 lakhs equity shares of face value of Rs. 10/- each fully paid up into 342.32 Lakhs equity shares of face value of Rs. 5/- each fully paid up w.e.f. 08 September 2022 as recommended by the Board of Directors and approved by the share holders of the Company in the Annual General Meeting held on 30 July 2022.

**NOTE NO. '19' OTHER EQUITY**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>(A) Capital Reserve</b>		
Opening Balance	20.43	20.43
Closing Balance	20.43	20.43
<b>(B) Capital Redemption Reserve</b>		
Opening Balance	173.00	173.00
Closing Balance	173.00	173.00
<b>(C) Securities Premium</b>		
Opening balance	2,959.00	2,959.00
Closing Balance	2,959.00	2,959.00
<b>(D) General Reserve</b>		
Opening Balance	19,137.10	19,137.10
Add: Transfer from Retained Earnings	-	-
Closing Balance	19,137.10	19,137.10
<b>(E) Retained Earnings</b>		
Opening Balance	31,834.79	29,470.56
Add : Profit for the year	2,840.20	2,139.11
Add: Remeasurment Gain of defined benefit plan	(226.82)	567.44
Less : Transfer to General Reserve	-	-
Less : Final Dividend on Equity Shares	(342.32)	(342.32)
	34,105.85	31,834.79
<b>Total</b>	<b>56,395.38</b>	<b>54,124.32</b>

**Nature & Purpose of the Reserve:**

**(A) Capital reserve:** Capital reserve created on account of merger/amalgamation. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

**(B) Capital redemption reserve:** Capital redemption reserve is being created by transfer from Retained earnings at the time of buy back of equity shares in accordance with the Act. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

**(C) Securities premium:** Securities premium is credited when shares are issued at premium. This will be utilised in accordance with the provisions of the Companies Act, 2013.

**(D) General reserve:** The General reserve is created by way of transfer of profits from retained earnings for appropriation purposes. This reserve is utilised in accordance with the provisions of the Companies Act, 2013.

**(E) Retained earnings:** The balance consists of surplus retained from earned profits after payment of dividend and tax thereon. Actuarial gains and losses for defined benefit plans are recognized through OCI in the period in which they occur. Re-measurement are not re-classified to the statement of profit and loss in subsequent period.

**NOTE NO. 20' NON CURRENT FINANCIAL LIABILITIES: BORROWINGS**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Term Loan (Secured)</b>		
From Banks	25,195.74	25,180.38
Less: Current Maturity of Long term Debt (refer note no 25)	6,530.19	5,907.94
<b>Total (I)</b>	<b>18,665.55</b>	<b>19,272.44</b>
<b>Fixed Deposits (Unsecured)</b>		
From Directors	623.00	467.92
From Others	1,251.63	1,349.56
{Includes Rs. 125.89 Lakhs (Previous years Rs.67.63 Lakhs) from related parties}	1,874.63	1,817.48
Less: Current Maturity of Long term Debt (refer note no 25)	1,169.63	837.48
<b>Total (II)</b>	<b>705.00</b>	<b>980.00</b>
<b>Total (III)=(I)+(II)</b>	<b>19,370.55</b>	<b>20,252.44</b>

**Repayment Schedule of Term Loan Payments**
**Rs. in Lakhs**

Term loan from Banks			Outstanding as on 31 March 2026			
Date of maturity	Rate of Interest	Term of Repayment	Total Outstanding	Long term Maturity	Current Maturity	Installment due aft. 31 Mar 2026
31 March 2027	7.80%	Monthly	220.05	-	220.05	12
31 March 2031	8.90%	Quartely	3,337.53	2,477.61	859.92	20
31 March, 2031	8.60%	Quartely	7,799.10	6,230.58	1,568.52	20
31 December 2032	8.60%	Quartely	3,759.44	2,741.16	1,018.28	23*
30 September 2026	8.60%	Quartely	127.90	-	127.90	2
31 December 2027	8.60%	Quartely	413.59	171.49	242.10	7
31 December 2027	8.60%	Quartely	177.39	67.35	110.04	7
31 March 2028	8.60%	Quartely	274.58	124.52	150.06	8
31 December 2029	8.60%	Quartely	631.33	462.42	168.91	15
30 September 2029	7.05%	Quartely	3,869.44	2,747.41	1,122.03	14
30 June 2031	8.26%	Quartely	4,585.40	3,643.03	942.37	21
<b>Total</b>			<b>25,195.74</b>	<b>18,665.55</b>	<b>6,530.19</b>	

\* Repayment of Borrowings will start from Financial Year 2027-28

**Rs. in Lakhs**

Term loan from Banks			Outstanding as on 31 March 2025			
Date of maturity	Rate of Interest	Term of Repayment	Total Outstanding	Long term Maturity	Current Maturity	Installment due aft. 31 Mar 2025
31 March 2026	10.00%	Quartely	236.00	-	236.00	4
30 September 2025	10.00%	Quartely	40.16	-	40.16	2
31 March 2027	8.15%	Monthly	440.10	220.00	220.10	24
31 March 2032	9.05%	Quartely	2,578.54	1,718.93	859.61	24
31 March, 2031	8.90%	Quartely	9,366.21	7,797.25	1,568.96	24
31 December 2032	8.90%	Quartely	188.88	188.83	0.05	23*
31 March 2025	9.50%	Quartely	0.01	-	0.01	-
30 September 2026	9.00%	Quartely	477.99	127.85	350.14	6
31 March 2026	9.50%	Quartely	147.75	-	147.75	4
31 December 2027	8.95%	Quartely	587.53	413.49	174.04	11
31 December 2027	8.95%	Quartely	256.66	177.35	79.31	11
31 March 2028	8.95%	Quartely	424.62	274.52	150.10	12
31 December 2029	8.95%	Quartely	800.12	631.16	168.96	19
30 September 2029	8.32%	Quartely	4,980.33	3,846.38	1,133.95	18
30 June 2031	9.20%	Quartely	4,655.48	3,876.68	778.80	25
<b>Total</b>			<b>25,180.38</b>	<b>19,272.44</b>	<b>5,907.94</b>	

\* Repayment of Borrowings will start from Financial Year 2027-28

**Repayment Schedule for Fixed Deposits (Unsecured)**

Particulars	Outstanding	0 to 1 Years	1 to 2 Years	2-3 Years
As of 31 March 2026	1,874.63	1,169.63	505.00	200.00
As of 31 March 2025	1,817.48	837.48	622.00	358.00

**A. Securities for Term Loan from Banks:**

- (i) Terms Loans from Banks are secured by a joint equitable mortgage and /or hypothecation charges ranking pari-passu on immovable/movable properties situated at Banswara, Daman and Surat, both present and future of the Company and are also secured by second charge on current assets of the Company ranking pari-passu.
- (ii) Term Loans from Banks amounting to Rs. 1,624.81 Lakhs (Previous Year Rs. 2,694.68 Lakhs) are guaranteed by Shri Ravindra Kumar Toshniwal (Vice-Chairman) and Shri Shaleen Toshniwal (Managing Director) in their personal capacities as per sanctions of the respective Financial Institutions and Banks.

**B. For Fixed deposits**

- (i) Fixed Deposits accepted by the Company are in accordance with the provisions of section 73(2)(a) and section 76 of the Companies Act, 2013 and rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014 are unsecured. Fixed Deposits are repayable within 1 to 3 years depending upon the terms of deposits.
- (ii) Fixed Deposits Interest rate ranging from 8.50% to 9.00% (Previous Year 8.50 % to 9.00%).
- (iii) In accordance with provision of section 73(2) of the Companies Act, 2013 the Company has deposited adequate amount in Deposit Repayment reserve Account with Schedule Bank.

**NOTE NO. '21' NON CURRENT FINANCIAL LIABILITIES: LEASE LIABILITIES**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Unsecured</b>		
<b>Lease Liability</b>	133.46	199.66
Less : Current Maturities	78.09	95.97
Long term maturities	<b>55.37</b>	<b>103.69</b>
<b>Total</b>	<b>55.37</b>	<b>103.69</b>

**NOTE NO. '22' NON CURRENT LIABILITIES: PROVISIONS**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Provisions for Employee benefits</b>		
-Gratuity	1,961.64	410.84
Less : Short Term	404.87	56.11
	1,556.77	354.73
-Leave Encashment	855.64	469.72
Less : Short Term	123.86	163.86
	731.78	305.86
<b>Total</b>	<b>2,288.55</b>	<b>660.59</b>

**As at 31 March 2026**

Movement of Provision	Gratuity	Leave Encashment
Opening Balance	410.84	469.72
Add : Expenses Charged to Statement of Profit and Loss	1,346.72	423.05
Less : Contribution paid	99.02	37.13
Less: Other Comprehensive Income(OCI) Gain/(Loss)	(303.10)	-
<b>Closing Balance</b>	<b>1,961.64</b>	<b>855.64</b>

**As at 31 March 2025**

<b>Movement of Provision</b>	<b>Gratuity</b>	<b>Leave Encashment</b>
Opening Balance	544.08	458.90
Add : Expenses Charged to Statement of Profit and Loss	705.96	98.42
Less : Contribution paid	80.92	87.60
Less: Other Comprehensive Income(OCI) Gain	758.28	-
<b>Closing Balance</b>	<b>410.84</b>	<b>469.72</b>

**NOTE NO. '23' NON CURRENT LIABILITIES: DEFERRED TAX LIABILITIES (Net)**

Considering accounting procedure prescribed by the IND AS 12 "Income Taxes", the following amounts have been worked out and provided in books:

**Major components of deferred tax balances**
**Rs. In Lakhs**

<b>Particulars</b>	<b>As at 31 March 2026</b>	<b>As at 31 March 2025</b>
<b>Deferred Tax Liabilities</b>		
i) Difference related to Property, Plant and Equipments	3,313.65	3,053.69
<b>Sub total (a)</b>	<b>3,313.65</b>	<b>3,053.69</b>
<b>Deferred Tax Assets</b>		
i) Provision for doubtful Trade Receivables /Advances	265.41	287.24
ii) Disallowances under section 43B of Income Tax, 1961	341.25	272.51
iii) Employee Benefits	709.05	221.62
iv) Investment carried out through FVTPL	0.52	1.40
v) Deferred Tax on Account of Deferred Government Grant	23.66	30.54
vi) Lease Equilization	0.63	0.62
<b>Sub total (b)</b>	<b>1,340.52</b>	<b>813.93</b>
<b>Deferred Tax Liabilities (Net) (a)-(b)</b>	<b>1,973.13</b>	<b>2,239.76</b>

**NOTE NO. '24' GOVERNMENT GRANT**
**Rs. In Lakhs**

<b>Particulars</b>	<b>As at 31 March 2026</b>	<b>As at 31 March 2025</b>
<b>Non Current</b>		
Deferred Income	212.50	283.34
<b>Current</b>		
Deferred Income	87.92	84.47
<b>Total</b>	<b>300.42</b>	<b>367.81</b>

Note: Above Government Grants (Capital grant) have been received for the purchase of certain items of property, plant and equipments.

**Government Grant : Movement during the year :-**
**Rs. In Lakhs**

<b>Particulars</b>	<b>As at 31 March 2026</b>	<b>As at 31 March 2025</b>
<b>At the beginning of the year</b>	<b>367.81</b>	<b>452.28</b>
Add: Received during the Year	22.07	-
Less: Transferred to statement of profit and loss	89.46	84.47
<b>As the end of the year</b>	<b>300.42</b>	<b>367.81</b>

**NOTE NO. '25' CURRENT FINANCIAL LIABILITIES: BORROWINGS**
**Rs. In Lakhs**

<b>Particulars</b>	<b>As at 31 March 2026</b>	<b>As at 31 March 2025</b>
<b>From Banks (Secured)</b>		
<b>Loan Repayable on Demand</b>		
Cash Credit and Export Packing Credit Facilities	20,295.11	18,215.93
<b>Current Maturities of Long Term Borrowings and Fixed Deposit (refer note 20)</b>		
Term Loans (Secured)	6,530.18	5,907.94
Fixed Deposit (Unsecured)	1,169.63	837.48
<b>Total</b>	<b>27,994.92</b>	<b>24,961.35</b>

**Terms and Condition****Secured Loan****25.1 Securities and Guarantees**

- (i) Cash Credit Facility and Export Packing Credit Facility from banks are secured by way of hypothecation (Floating charges) of Raw material, Dyes-Chemicals, Packing Materials, Stores & Spares, Stock-in-process, Finished goods, Book debts, Export Incentives and second charge on all the Property, Plant and Equipments (situated at Banswara, Daman & Surat) of the Company and also guaranteed by Shri Ravindra Kumar Toshniwal (Vice-Chairman) and Shri Shaleen Toshniwal (Managing Director) in their personal capacities.
- (ii) Cash Credit Facility and Export Packing Credit Facility Interest rate ranging from 5.95% to 9.00% (Previous Year from 7.50% to 9.15%).

**NOTE NO. '26' CURRENT FINANCIAL LIABILITIES: LEASE LIABILITIES**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Unsecured</b>		
Lease Liability	78.09	95.97
<b>Total</b>	<b>78.09</b>	<b>95.97</b>

**NOTE NO. '27' CURRENT FINANCIAL LIABILITIES: TRADE PAYABLES**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
Total outstanding dues of micro enterprises and small enterprises @	1,277.90	533.47
Total outstanding dues of creditors other than micro enterprises and small enterprises	6,738.95	7,896.18
<b>Total</b>	<b>8,016.85</b>	<b>8,429.65</b>

@ The figures have been disclosed on the basis of information received from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 and/or based on the information available with the Company.

**27.1 Details of Dues to Micro Enterprises and Small Enterprises**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
Principal amount due to suppliers registered under the Micro Enterprises and Small Enterprise Development Act, 2006, and remaining unpaid as at year end	1,277.90	533.47
Amount of Interest due to suppliers registered under the Micro Small and Medium Enterprise Development Act, 2006, Act and remaining unpaid as at year end	5.68	23.95
Principal amounts paid to suppliers registered under the Micro Small and Medium Enterprise Development Act, 2006, beyond the appointed day during the year	7.48	66.85
Amount of Interest paid, under the Micro Small and Medium Enterprise Development Act, 2006, to suppliers registered under the Micro Small and Medium Enterprise Development Act, 2006, beyond the appointed day during the year	Nil	Nil
Interest due and payable towards suppliers registered under the Micro Small and Medium Enterprise Development Act, 2006, for payment already made	16.12	14.87

**Trade Payables aging schedule as at 31 March 2026**

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	920.37	332.33	-	0.34	24.86	1,277.90
(ii) Others	1181.96	5,003.56	94.47	24.74	156.99	6,461.72
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	277.23	277.23
	<b>2,102.33</b>	<b>5,335.89</b>	<b>94.47</b>	<b>25.07</b>	<b>459.08</b>	<b>8,016.85</b>

**Trade Payables aging schedule as at 31 March 2025**
**Rs. In Lakhs**

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	490.96	35.79	1.94	3.88	0.91	533.47
(ii) Others	1428.98	5,794.03	91.09	146.46	158.39	7,618.95
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	277.23	277.23
	<b>1,919.93</b>	<b>5,829.82</b>	<b>93.03</b>	<b>150.34</b>	<b>436.52</b>	<b>8,429.65</b>

**NOTE NO. '28' OTHER CURRENT FINANCIAL LIABILITIES**
**Rs. In Lakhs**

Particulars	As at 31 March 2026	As at 31 March 2025
Liability for Capital Goods	181.33	87.30
Unclaimed Dividend	28.19	28.56
Investor Education and Protection Fund Payable*	4.30	4.30
Security Deposits	466.42	393.58
Accrued Liabilities for Expenses	2,059.73	1,583.51
Other Liabilities (Includes Others Employees/Workers Payable)	2,693.03	2,674.68
Forward Contract Liability	711.10	62.42
<b>Total</b>	<b>6,144.10</b>	<b>4,834.35</b>

\*The company has deposited Rs. 4.30 Lakhs representing unpaid dividend for the Financial Year 2011-12 to the Investor Education and Protection Fund ("IEPF") vide Challan No.U56885791 dated 4th December, 2019. The company also filed a Statement in Form IEPF on 22 October 2019. The said amount was erroneously returned by IEPF authority with out any reason and credited to our Bank account. The company have lodged a complaint to IEPF authority in this regard and awaiting clearance from their side. Except the amount stated as above, there are no amounts due and outstanding to be credited to the Investor Education and Protection Fund at the year end.

**NOTE NO. '29' OTHER CURRENT LIABILITIES**
**Rs. In Lakhs**

Particulars	As at 31 March 2026	As at 31 March 2025
Contract Liabilities	782.19	843.78
Statutory Liabilities	605.85	560.32
<b>Total</b>	<b>1,388.04</b>	<b>1,404.10</b>

**NOTE NO. '30' CURRENT LIABILITIES: PROVISIONS**
**Rs. In Lakhs**

Particulars	As at 31 March 2026	As at 31 March 2025
<b>Provisions for Employee benefits</b>		
- For Gratuity	404.87	56.11
- For Leave Encashment	123.86	163.86
<b>Total</b>	<b>528.73</b>	<b>219.97</b>

**NOTE NO. '31' CURRENT TAX LIABILITIES (NET)**
**Rs. In Lakhs**

Particulars	As at 31 March 2026	As at 31 March 2025
Provision for Income Tax (net)	567.53	140.96
<b>Total</b>	<b>567.53</b>	<b>140.96</b>

**NOTE NO. '32' REVENUE FROM OPERATIONS**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
(a) Income from Sale of goods	1,32,135.27	1,26,146.27
(b) Income from Job Work	499.89	504.28
<b>Sale of Products &amp; Services</b>	<b>1,32,635.16</b>	<b>1,26,650.55</b>
(c) Other Operating Revenue Export Incentives	2,943.28	2,519.07
<b>Total</b>	<b>1,35,578.44</b>	<b>1,29,169.62</b>

**NOTE NO. '33' OTHER INCOME**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
<b>Interest Income</b>		
Interest Income from Bank Fixed Deposits	73.75	102.38
Interest Income from Others	183.16	174.27
<b>Other Non Operating Income</b>		
Net Gain on sales/discard of property, plant and Equipments	14.26	35.06
Foreign Currency transaction and translation (net)	640.68	643.33
Dividend Income from Investment at FVTPL	0.48	0.36
Excess Provisions written back (net)	1.95	65.76
Amortization of Government Grants (Capital)	89.46	84.47
Miscellaneous Income	381.41	471.39
Gain on Fair Value Measurement of Investment through FVTPL	3.84	-
<b>Total</b>	<b>1,388.98</b>	<b>1,577.01</b>

**NOTE NO. '34' COST OF MATERIALS CONSUMED**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Raw Material Consumed	51,784.14	53,775.21
Dyes & Chemicals Consumed	3,981.58	3,857.75
<b>Total</b>	<b>55,765.72</b>	<b>57,632.96</b>

**NOTE NO. '35' CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
<b>A. Finished Goods</b>		
<b>Opening Stock</b>		
Yarn	5,766.60	5,356.87
Cloth	6,001.06	4,675.42
Garment	2,375.41	1,515.56
	<b>14,143.07</b>	<b>11,547.85</b>
<b>Closing Stock</b>		
Yarn	5,336.56	5,766.60
Cloth	5,180.65	6,001.06
Garment	2,020.90	2,375.41
	<b>12,538.11</b>	<b>14,143.07</b>
<b>B. Work-in Progress</b>		
<b>Opening Stock</b>		
Yarn	1,714.79	1,817.49
Cloth	3,104.34	2,864.87
Garment	817.60	429.82
	<b>5,636.73</b>	<b>5,112.18</b>

<b>Closing Stock</b>		
Yarn	1,955.21	1,714.79
Cloth	3,104.61	3,104.34
Garment	746.13	817.60
	<b>5,805.95</b>	<b>5,636.73</b>
<b>C. Waste</b>		
<b>Opening Stock</b>	<b>147.42</b>	<b>90.18</b>
<b>Closing Stock</b>	<b>123.95</b>	<b>147.42</b>
<b>Total</b>	<b>1,459.21</b>	<b>(3,177.02)</b>

**NOTE NO. '36' EMPLOYEE BENEFITS EXPENSES**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Salaries, Wages and Bonus	28,907.14	26,682.65
Contribution to Provident and Other Funds	2,548.59	2,410.96
Workmen & Staff Welfare Expenses	568.12	368.57
<b>Total</b>	<b>32,023.85</b>	<b>29,462.18</b>

**Disclosure as per Ind AS 19 ' Employee Benefit'**
**A) Defined contribution plan**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Employer's contribution to Regional provident fund	2,031.25	1,914.74
Employer's contribution to Employee State Insurance Corporation	323.29	314.17
<b>Total</b>	<b>2,354.54</b>	<b>2,228.91</b>

The Company has recognised an expenses of Rs. 2,354.54 Lakhs (Previous Year Rs. 2,228.91 Lakhs) towards the defined contribution plan.

In accordance with the Employees Provident Fund & Miscellaneous Provisions Act, 1952, employees are entitled to receive benefits under the Provident Fund. Both the employees and the employer make monthly contributions to the plan at a predetermined rate of an employee's basic salary. These contributions are made to the regional fund administered and managed by the Employees Provident Fund Organisation (EPFO). The Company has no further obligations under the fund managed by the EPFO beyond its monthly contributions which are charged to the statement of profit and loss in the period they are incurred.

**B) Defined benefits plan**

The Company has following post employment benefits which are in the nature of defined benefit plans:

**Gratuity**

The Company provides for gratuity payable to employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary divided by 26 days multiplied for the number of years of service. The gratuity plan is a funded plan administered by a Trust and the Company makes contributions to Life Insurance Corporation of India (LIC).

Particulars	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Change in defined benefit obligations:</b>		
Defined benefit obligation at the beginning of the year	2,277.80	2,546.40
Current service cost	673.19	670.26
Interest cost	147.39	167.78
Past service cost	648.56	-
Benefits paid	(289.58)	(360.02)
Actuarial (gains)/losses	316.74	(746.61)
<b>Defined benefit obligation, end of the year</b>	<b>3,774.11</b>	<b>2,277.80</b>

Particulars	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
Fair value of plan assets at the beginning of the year	1,866.97	2,002.32
Return on plan assets, (excluding amount included in net Interest expense)	13.64	11.68
Interest income	122.42	132.07
Employer's contributions	99.02	80.92
Benefits paid	(289.58)	(360.02)
<b>Fair value of plan assets, end of the year</b>	<b>1,812.47</b>	<b>1,866.97</b>

**Amount recognized in the balance sheet consists of:**

Particulars	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
Present value of defined benefit obligation	3,774.11	2,277.80
Fair value of plan assets	1,812.47	1,866.97
<b>Net liability</b>	<b>1,961.64</b>	<b>410.84</b>
<b>Amounts in the balance sheet:</b>		
Current Liability	404.87	56.11
Non-current liabilities	1,556.77	354.73
<b>Net liability</b>	<b>1,961.64</b>	<b>410.84</b>

**Total amount recognized in Profit or Loss consists of:**

Particulars	Rs. in Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Current service cost	673.19	670.26
Past Service Cost	648.56	-
Net Interest	24.97	35.71
<b>Total Expense recognised in statement of profit or loss</b>	<b>1,346.73</b>	<b>705.96</b>

**Net Interest Consists:**

Particulars	Rs. in Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Interest Expenses	147.39	167.78
Interest Income	122.42	132.07
<b>Net Interest</b>	<b>24.97</b>	<b>35.71</b>

**Amount recognized in other comprehensive income consists of:**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Actuarial (Gain)/Loss on Obligation	316.74	(746.61)
Return on Plan Assets excluding net Interest	(13.64)	(11.68)
<b>Total Actuarial (Gain)/Loss recognised in (OCI)</b>	<b>303.10</b>	<b>(758.28)</b>

**Actuarial (Gain)/Loss on obligation Consists:**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	(63.79)	56.91
Actuarial (gains)/losses arising from changes in experience adjustments on plan liabilities	380.53	(803.52)
<b>Total Actuarial (Gain)/Loss</b>	<b>316.74</b>	<b>(746.61)</b>

**Return on Plan Assets (Gain)/Loss excluding net Interest Consists**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Actual Return on plan assets	136.07	143.75
Interest Income included in Net Interest	122.42	132.07
<b>Return on Plan Assets Gain/(Loss) excluding net Interest</b>	<b>13.64</b>	<b>11.68</b>

**Information for funded plans with a defined benefit obligation less than plan assets:**
**Rs. In Lakhs**

Particulars	As at 31 March 2026	As at 31 March 2025
Defined benefit obligation	3,774.11	2,277.80
Fair value of plan assets	1,812.47	1,866.97
<b>Net Liability</b>	<b>1,961.64</b>	<b>410.84</b>

**The assumptions used in accounting for the Gratuity are set out below:**

Particulars	As at 31 March 2026	As at 31 March 2025
Discount rate	7.07%	6.91%
Mortality	IALM (2012-14) Ult.	IALM (2012-14) Ult.
Rate of increase in compensation level of covered employees	5.00%	5.00%
Expected Return on Plan Assets	7.07%	6.91%
Expected average remaining services	18.80	20.00
Retirement age	58 Years	60 Years
Employee Attrition rate	Upto Age 45:2% 46 and 60 Yr:1%	Upto Age 45:2% 46 and 60 Yr:1%

**Sensitivity Analysis :**

The table below outlines the effect on the service cost, the interest cost and the defined benefit obligation in the event of a decrease/increase of 1% in the assumed rate of discount rate.

Assumptions	Change in assumption	Change in PV of obligation Gratuity	
		As at 31 March 2026	As at 31 March 2025
Discount rate	Increase by 1%	3,414.36	1,986.72
	Decrease by 1%	4,205.62	2,636.72
Salary escalation rate	Increase by 1%	4,196.73	2,628.10
	Decrease by 1%	3,412.44	1,987.71

**Expected Payout**
**Rs. in Lakhs**

Particulars	First Year	Second year	Third to fifth year	More than 5 Years
PVO payout Gratuity as of 31 March 2026	404.87	206.19	665.13	1,283.90
PVO payout Gratuity as of 31 March 2025	56.11	70.96	302.56	703.31

**Plan Assets**

Plan assets comprise the following

**Rs. in Lakhs**

Particulars	As at 31 March 2026	As at 31 March 2025
<b>Deposit with</b>		
Gratuity Trust	9.99	7.09
Group Insurance Scheme Insurance Company (LIC)	1,802.48	1,859.88
<b>Total</b>	<b>1,812.47</b>	<b>1,866.97</b>

**Description of Risk Exposure**

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

**a) Asset volatility**

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments are in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk with derivatives to minimize risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments which have low correlation with equity securities. The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit. The Company has a risk management strategy where the aggregate amount of risk exposure on a portfolio level is maintained at a fixed range. Any deviations from the range are corrected by rebalancing the portfolio. The Company intends to maintain the above investment mix in the continuing years.

**b) Discount rate**

A decrease in discount rate will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

**c) Inflation risks**

In the pension plans, the pensions in payment are not linked to inflation, so this is a less material risk.

**d) Life expectancy**

The pension plan obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

**(e) Investment Risk**

If Plan is funded then assets liabilities mismatch and actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

**(f) Salary Increases**

Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

**(g) Mortality & disability** – Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

**(h) Withdrawals** – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

The Company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans. Within this framework, the Company's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency.

the Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. the Company has not changed the processes used to manage its risks from previous periods. the Company uses derivatives to manage some of its risk. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.

**C) Other Long Term Employee Benefit Leave Policy**

Other long term employee benefit includes earned leave to the employees of the Company which accrue annually for 24 days. Earned leave can be accumulated up to 90 days while in service. These accumulated earned leave are encashable at the time of retirement or leaving the services of the Company. The scheme is unfunded and liability for the same is recognised on the basis of actuarial valuation. A provision of Rs. 180.24 Lakhs (Previous Year: Rs. 98.42 Lakhs) have been made on the basis of actuarial valuation and debited to the Statement of Profit and Loss.

Amount of Rs. 278.74 Lakhs (Previous Year; Rs. 188.64 Lakhs) is recognised as expenses and included in Note No 36 "Employee benefit expenses"

**NOTE NO. '37' FINANCE COST**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Interest Expenses		
On Term Loans	2,179.29	1,956.98
On Working Capital	1,724.10	1,551.72
Interest expenses on Lease Liability	13.38	12.50
Other Borrowing Cost	338.59	438.09
<b>Total</b>	<b>4,255.36</b>	<b>3,959.29</b>

**NOTE NO. '38' DEPRECIATION AND AMORTISATION EXPENSES**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Depreciation on Right of Use Assets (Refer Note 3)	100.69	75.87
Depreciation on Property, Plant and Equipments (Refer Note 2)	5,172.73	4,695.58
Amorization on Intangible Assets (Refer Note 5)	42.75	17.21
<b>Total</b>	<b>5,316.17</b>	<b>4,788.66</b>

**NOTE NO. '39' OTHER EXPENSES**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
<b>Manufacturing Expenses</b>		
Consumption of Stores, Spares & Consumbale	4,695.78	5,279.15
Packing Material Consumed	2,318.31	2,296.91
Power	4,593.92	4,801.87
Fuels (Coal Conusmed)	8,893.47	8,861.05
Processing and Job Charges	2,563.65	3,021.73
Repairs and Maintenance		
Plant & Machinery	671.78	561.39
Building	510.39	748.09
Others	77.07	88.63
<b>Administrative Selling and Distribution Expenses</b>		
Rent	50.80	33.00
Rates and Taxes	274.41	395.35
Insurance	564.39	544.30
Auditor's Remunration (Refer Note No 39.1 )	34.74	34.40
Directors' Fees (Refer Note No.47)	29.25	30.01
Travelling & Conveyance Expenses	593.37	563.05
Communication Expenses	336.72	383.58
Legal, Professional & Consultancy expenses	672.59	497.35
Charity & Donation	7.85	12.79
Corporate Social Responsibility Expenses (CSR) (Refer Note No. 46)	167.58	195.13
Business Promotion Expenses	248.41	319.88
IT Outsourced Support Services	169.20	172.35
Water & Electricity Charges	169.08	178.15
Selling Expenses	1,751.93	1,582.35
Freight, Octroi and Forwarding Charges	2,671.62	3,025.77
Loss on Fair Value Measurement of Investment through FVTPL	-	2.76
Advertisements Expenses	162.48	73.09
Provision for Doubtful Trade Receivables	14.55	234.60
Bad Debts Written Off	101.30	75.82
Less:- Adjusted against Provision for Doubtful Debts	(101.30)	(75.82)
Provision for Doubtful Advances/Receivables	26.07	17.66
Advance/ Receivables Written Off	-	22.99
Provision for Impairment of Investment routed through FVTPL	129.00	157.00
Miscellaneous Expenses	959.28	973.48
<b>Total</b>	<b>33,357.69</b>	<b>35,107.86</b>

**NOTE NO. '39.1' AUDITOR'S REMUNRATION**

Auditor's Remuneration (excluding GST)	Year ended 31 March 2026	Year ended 31 March 2025
<b>Payment to Statutory Auditors</b>		
Audit Fee	10.00	10.00
Limited Review Fees	18.00	18.00
Fee for Other Services	-	0.30
Reimbursement of Expenses	3.90	3.08
<b>Payment to Cost Auditors</b>		
Audit Fee	2.60	2.60
Fee for Other Services		0.41
Reimbursement of Expenses	0.24	-
<b>Total</b>	<b>34.74</b>	<b>34.40</b>

## NOTE NO. '40A' EARNINGS PER SHARE

Particulars		Year ended 31 March 2026	Year ended 31 March 2025
a) Profit for the year	Rs. In Lakhs	2,840.20	2,139.11
b) Weighted average number of equity shares outstanding	Nos.	3,42,32,084	3,42,32,084
c) Face value per share	Rs.	5.00	5.00
d) Earnings Per Share:			
- Basic	Rs.	8.30	6.25
- Diluted	Rs.	8.30	6.25

## Weighted average number of equity shares outstanding (used as denominator) (Nos.)

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
Opening balance of issued equity shares	3,42,32,084	3,42,32,084
Increase in the Number of Share on account of Shares Split	-	-
Weighted average number of equity shares for computing Basic Diluted EPS	3,42,32,084	3,42,32,084

## NOTE NO. '40B' Dividend Distribution made (Ind AS 1)

Rs. In Lakhs

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
<b>Cash dividend declared and paid on equity shares</b>		
Final Dividend for the year ended on 31 March 2026: Rs. 1 per share (previous year Rs. 1 per share)	342.32	342.32

## Note no 41. Disclosure as per Ind AS 12 'Income Tax'

## a) Income Tax Expense

## i) Income Tax recognised in the statement of profit and loss

Rs. in Lakhs

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
<b>Current Tax Expenses</b>		
Current Income Tax	1,246.00	756.60
Tax Adjustment of Earlier Years	-	-
<b>Total current Tax expenses</b>	<b>1,246.00</b>	<b>756.60</b>
<b>Deferred tax</b>		
Deferred Tax Expenses	(190.35)	76.99
<b>Total deferred tax expenses</b>	<b>(190.35)</b>	<b>76.99</b>
<b>Total Income tax expenses</b>	<b>1,055.65</b>	<b>833.59</b>

## ii) Income tax recognised in other comprehensive income (OCI)

Rs. in Lakhs

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
<b>Current Tax Expenses</b>		
Net actuarial (loss)/gain on defined benefit plan	(76.28)	190.84
<b>Total current Tax expenses</b>	<b>(76.28)</b>	<b>190.84</b>

## iii) Reconciliation of tax expense and accounting profit multiplied by India's domestic rate

Rs. in Lakhs

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
<b>Profit before tax</b>	<b>3,592.75</b>	<b>3,730.98</b>
Tax using the company tax rate @ 25.168% (Previous Year @ 25.168%)	904.22	939.01
Tax effect of :		
Non deductible tax expenses (CSR)	42.18	49.11
Non deductible tax expenses (Donation)	1.98	3.22
Non deductible tax expenses (MSME Interest and Interest on Income Tax)	0.37	0.22
Others	30.63	32.87
<b>Total tax expenses in the statement of profit and loss</b>	<b>979.37</b>	<b>1,024.43</b>

**Movement in deferred tax balances  
As at 31 March 2026**
**Rs. In Lakhs**

Particulars	Net Balance 1 April 2025	Recog. in profit and loss	Recognised in OCI	Others	Net Balance 31 March 2026
<b>Deferred Tax Liabilities</b>					
i) Difference between accounting and tax depreciation	3,053.69	259.96	-	-	3,313.65
<b>Deferred Tax Assets</b>					
i) Provision for doubtful Trade Receivables	287.24	(21.83)	-	-	265.41
ii) Disallowances under section 43B of Income Tax Act, 1961	272.51	68.74	-	-	341.25
iii) Employee Benefits	221.62	411.15	76.28	-	709.05
iv) Investment carried out through FVTPL	1.40	(0.88)	-	-	0.52
v) Deferred Tax on Account of Deferred Government Grant	30.54	(6.88)	-	-	23.66
(vi) Lease Equilization	0.62	0.01	-	-	0.63
<b>Net tax assets/(liabilities)</b>	<b>2,239.76</b>	<b>(190.35)</b>	<b>(76.28)</b>	-	<b>1,973.13</b>

**As at 31 March 2025**
**Rs. In Lakhs**

Particulars	Net Balance 1 April 2024	Recognised in profit and loss	Recognised in OCI	Others	Net Balance 31 March 2025
<b>Deferred Tax Liabilities</b>					
i) Difference between accounting and tax depreciation	2,797.51	256.18	-	-	3,053.69
<b>Deferred Tax Assets</b>					
i) Provision for doubtful Trade Receivables	247.28	39.96	-	-	287.24
ii) Disallowances under section 43B of Income Tax Act, 1961	287.16	(14.65)	-	-	272.51
iii) Employee Benefits	252.43	160.03	(190.84)	-	221.62
iii) Investment carried out through FVTPL	0.77	0.63	-	-	1.40
iv) Deferred Tax on Account of Deferred Government Grant	37.33	(6.79)	-	-	30.54
(v) Lease Equilization	0.61	0.01	-	-	0.62
<b>Net tax assets/(liabilities)</b>	<b>1,971.93</b>	<b>76.99</b>	<b>190.84</b>	-	<b>2,239.76</b>

**Note no. 42. Disclosure as per Ind AS 2 'Inventories'**
**Amount of inventories recognised as expense during the year is as under:**
**Rs. in Lakhs**

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
Cost of Material	55,765.72	57,632.96
Changes in Inventories Of Finished Goods and Work-In-Progress	1,459.21	(3,177.02)
Fuel (Coal)	8,893.47	8,861.05
Packing Material	2,318.31	2,296.91
Stores, Spare Parts & Consumables	4,695.78	5,279.15
<b>Total</b>	<b>73,132.49</b>	<b>70,893.05</b>

**Note No. 43. Disclosure as per Ind AS-116 “Leases”**

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

**As Lessee****(A) Addition to right of use assets**

Particulars	Rs. in Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Right-of-use assets, except for investment property	31.15	118.67
<b>Total</b>	<b>31.15</b>	<b>118.67</b>

**(B) Carrying value of right of use (“ROU”) assets at the end of the reporting period by class**

Particulars	Rs. in Lakhs		
	Land	Building	Plant & Machinery
Balance at 1 April 2025	352.00	380.55	31.87
Add : Right of Use Building Recognized during the year	-	31.15	-
Less : Disposal of ROU during the year	-	-	-
Gross Block Value of Right of Use	352.00	411.70	31.87
Opening Accumulated Depreciation	54.76	201.89	15.15
Add : Depreciation charge for the year	6.66	90.84	3.19
Less : Depreciation on Disposal of ROU	-	-	-
Closing Accumulated Depreciation	61.42	292.73	18.34
<b>Balance at 31 March 2026</b>	<b>290.59</b>	<b>118.97</b>	<b>13.54</b>

**(C) Maturity analysis of lease liabilities**

Maturity analysis-contractual undiscounted cash flows	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
Less than One year	85.29	108.53
One to five years	60.50	109.65
More than five years	-	-
<b>Total undiscounted lease liabilities</b>	<b>145.79</b>	<b>218.18</b>
<b>Lease liabilities included in the statement of financial position</b>	<b>133.46</b>	<b>199.66</b>

**(D) Amounts recognised in the Statement of profit and loss**

Particulars	Rs. in Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Interest on lease liabilities	13.38	12.50
Amortization recognized	100.69	75.87
Expenses related to short term leases	50.80	33.00

**(E) Amounts recognised in the statement of cash flows**

Particulars	Rs. in Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Total cash outflow for leases	97.35	67.53

**As Lessor  
(A) Operating Lease**

The Company has entered into operating leases on its office buildings. These leases have terms of 10 to 15 years. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions. The total rents recognised as income during the year is Rs. 14.58 Lakhs (Previous Year: Rs. 14.58 Lakhs). Future minimum rentals receivable under non-cancellable operating leases as follows:

**Maturity analysis-contractual undiscounted cash flows**
**Rs. In Lakhs**

Particulars	As at 31 March 2026	As at 31 March 2025
Within one year	14.58	14.58
After one year but not more than five years	59.81	59.25
More than five years	21.82	36.96

Particulars	As at 31 March 2026	As at 31 March 2025
Balance at the beginning	2.45	2.40
Recognized during the year	0.04	0.05
Balance at the Year end	2.49	2.45

**Note No. 44. Disclosure as per Ind AS-27, Separate Financial Statement**

Name of Entity	Relationship	Place of Business/ Country Of Incorporation	Proportion Of Ownership Interest	
			As at 31 March 2026	As at 31 March 2025
Tesca Textiles & Seat Components (India) Private Ltd.	Joint Venture	India	40.64%	40.64%
Banswara Brands Private Limited	Wholly Owned Subsidiary	India	100.00%	100.00%

Nature of the business of Joint Venture and Wholly Owned Subsidiary are Textile and allied Operations.

Investment in Joint Venture and Wholly Owned Subsidiary are accounted for at cost.

The Company's share of assets, liabilities, income and expenses of Joint Venture is as follows:

**Rs. In Lakhs**

Name of the Joint Venture	Financial Year	Assets	Liabilities	Income	Expenses	Profit
Tesca Textiles & Seat Components (India) Private Limited	2025-26	2,485.68	1,106.71	4,437.47	3,884.87	410.61
	2024-25	1,668.99	700.63	3,239.66	3,002.39	178.94

**Note No. 45. Disclosure as per Ind AS 21 'The Effects of Changes in Foreign Exchange Rates**

The amount of exchange differences (net) credited to the Statement of Profit & Loss is Rs. 640.68 Lakhs (Previous Year : Rs. 643.33 Lakhs).

**Note No. 46. Disclosure of Corporate social responsibility (CSR)**

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, environment sustainability, disaster relief, and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013:

A. Gross amount required to be spent by the Company during the Current Year Rs. 161.05 Lakhs (Previous Year Rs. 187.50 Lakhs)

B. Amount spent during the year on:

**Rs. in Lakhs**

Particulars	Financial Year 2025-26			Financial Year 2024-25		
	In Cash	Yet to be paid in cash	Total	In Cash	Yet to be paid in cash	Total
(i) Construction Ongoing Project	-	-	-	-	-	-
(ii) Purposes other than (i) & (ii) above	167.58	-	167.58	195.13	-	195.13
<b>Total</b>	<b>167.58</b>	<b>-</b>	<b>167.58</b>	<b>195.13</b>	<b>-</b>	<b>195.13</b>

	Rs. in Lakhs	
	Year Ended 31 March 2026	Year Ended 31 March 2025
(i) amount required to be spent by the company during the year	161.50	187.50
(ii) amount of expenditure incurred,	167.58	195.13
(iii) shortfall at the end of the year,	-	-
(iv) total of previous years shortfall	-	-

(v) reason for shortfall : Since the project is long term hence unspent amount if any will be utilized with in the period a specified in the Companies Act, 2013.

(vi) nature of CSR activities:- The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, environment sustainability, disaster relief, and rural development projects.

Nature of CSR activities	Rs. in Lakhs	
	Year Ended 31 March 2026	Year Ended 31 March 2025
Eradicating hunger, poverty and malnutrition preventive healthcare and safe drinking water	31.74	25.93
Promotion of education including special education and employment enhancing vocation skills	42.28	32.03
Environment sustainability and ecological balance	36.18	68.12
National heritage, art and culture	-	5.50
Training to promote rural sports	57.38	63.55
<b>Total</b>	<b>167.58</b>	<b>195.13</b>

(vii) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard : None

#### Note no. 47. Disclosure as per Ind AS 24 'Related Party Disclosures'

The Company has identified all the related parties as per details given below:

##### 1. List of Related Parties:

###### a) Wholly owned Subsidiary:

Banswara Brands Private Limited

###### b) Joint Venture:

Tesca Textiles & Seat Components (India) Private Limited

###### c) Key Management Personnel :

Shri Rakesh Mehra (Chairman)

Shri Ravindra Kumar Toshniwal (Vice Chairman w.e.f. 07 August 2025)

Shri Ravindra Kumar Toshniwal (Managing Director till. 06 August 2025)

Shri Shaleen Toshniwal (Managing Director w.e.f. 07 August 2025)

Shri Shaleen Toshniwal (Joint Managing Director till 06 August 2025 )

Smt. Kavita Soni (Director) (w.e.f. 05 November 2024)

Smt. Kavita Gandhi (Chief Financial Officer)

Shri H.P. Kharwal (Company Secretary) (up to 31 August 2024)

Shri Ketan Kumar Dave (Company Secretary) (w.e.f. 05 November 2024)

Dr. Vijayanti Pandit (Non-Executive Independent Director) (up to 11 November 2024)

Shri Jagdeesh Mal Mehta (Non-Executive Independent Director)

Shri Narendra Kumar Ambwani (Non-Executive Independent Director)

Shri Ajay Sharma (w.e.f. 05 Novemeber 2024)

Shri Rahul Narendra Mehta ( w.e.f. 29 January 2025)

Shri David Vlerick (Non-Executive Independent Director) (up to 13 February 2025)

###### d) Enterprises where Key Management Personnel/Close Member of Key Management Personnel has Control/ significant influence and where transactions have taken place during the year:

Aanswr Fashion Private Limited

Lawson Trading Company Private Limited

Moonfine Trading Company Private Limited

Speedshore Trading Company Private Limited

Confederation of Indian Textiles Industry

The Synthetic and Rayon Textiles Export Promotion Council

Rastogi Estates and Construction Company Private Limited

**e) Name of Close Member of Key Management Personnel where transactions have taken place during the year :**

Smt. Radhika Toshniwal  
Smt. Sonal Toshniwal  
Smt. Kavita Soni (till date 04 November 2024)  
Ms. Diya Toshniwal  
Ms. Esha Toshniwal  
Ms. Purna Sikka  
Smt Navneeta Mehra  
Shri Dhruv Toshniwal  
Shri Udit Toshniwal

Note: Related party relationship is identified by the Company.

All Related Party Transactions entered during the year were in ordinary course of the business and on arm's length basis.

**2. Transactions carried out with related parties referred in 1 above, in ordinary course of business:**

Nature of transaction	Influence	Rs. In Lakhs	
		2025-26	2024-25
<b>Tesca Textiles &amp; Seat Components (India) Private Limited</b>			
Sales of Goods and Materials*	Joint Venture	3,267.97	1,688.34
Purchase of Goods and Materials*		91.49	71.33
Rendering of Services*		503.26	450.34
Business Support Services*		2.60	22.98
Claim on Fabrics given*		-	0.17
<b>Aanswr Fashion Private Limited</b>			
Sales of Goods and Materials*	Close Member of Key Management Personnel has Control	844.21	1,246.48
Purchase of Goods and Materials*		2.11	-
Rendering of Services*		50.12	46.58
Business Support Services*		14.88	14.54
<b>Banswara Brands Private Limited</b>			
Sales of Goods and Materials*	Wholly Owned Subsidiary	90.92	48.60
Rendering of Services*		6.00	6.00
Purchase of Goods and Materials*		2.40	35.32
Investment made during the year		350.00	200.00
<b>The Synthetic and Rayon Textiles Export Promotion Council</b>			
Purchase of Services*	Enterprises where Close Member of Key Management Personnel has Control	-	0.12
<b>Remuneration</b>			
Shri Rakesh Mehra	Key Management Personnel	399.46	350.80
Shri Ravindra Kumar Toshniwal		253.46	219.40
Shri Shaleen Toshniwal		234.00	199.93
Smt Kavita Soni		71.45	26.74
Smt. Kavita Gandhi		102.59	97.25
Shri Ketan Kumar Dave		5.85	1.97
Shri H P Kharwal		-	10.87
Smt Kavita Soni	Close Member of Key Management Personnel has Control	-	37.66
<b>Interest Expenses</b>			
Shri Ravindra Kumar Toshniwal	Key Management Personnel	-	1.00
Smt Kavita Soni		45.76	16.18
Smt Sonal Toshniwal	Close Member of Key Management Personnel	0.63	0.63
Smt Kavita Soni		-	23.73
Moonfine Trading Company Pvt Ltd	Enterprises where Close Member of Key Management Personnel has Control	3.39	2.25
Speedshore Trading Company Pvt Ltd		2.94	1.53
Lawson Trading Company Pvt Ltd		2.71	1.44

<b>Sitting Fees - Key Management Personnel</b>			
Shri Jagdeesh Mal Mehta	Key Management Personnel	10.50	12.00
Shri Rahul Mehta		5.25	-
Dr. Vaijayanti Pandit		-	6.75
Shri Ajay Sharma		8.25	2.25
Shri Narendra Kumar Ambwani		5.25	8.25
Shri David Vlerick		-	0.75
<b>Nature of transaction</b>			
<b>Fixed Deposit Accepted</b>		<b>2025-26</b>	<b>2024-25</b>
Smt Kavita Soni	Key Management Personnel	150.00	-
Shri Shaleen Toshniwal		-	-
Moonfine Trading Company Pvt Ltd	Enterprises where Close Member of Key Management Personnel has Control	16.00	-
Speedshore Trading Company Pvt Ltd		20.00	-
Lawson Trading Company Pvt Ltd		20.00	-
	Close Member of Key Management Personnel	-	-
Smt Kavita Soni		-	20.00
<b>Fixed Deposit Repayment</b>			
Shri Shaleen Toshniwal	Key Management Personnel	-	50.00
Shri Ravindra Kumar Toshniwal		-	100.00
	Close Member of Key Management Personnel	-	-
Smt Kavita Soni		-	37.00
Ms. Diya Toshniwal		-	20.00
Ms. Esha Toshniwal		-	20.00
Ms. Prerna Sikka		-	20.00
Smt Navneeta Mehra		-	107.00
Shri Dhruv Toshniwal#		-	20.00
Shri Udit Toshniwal#		-	20.00
<b>Outstanding Balances</b>			
<b>Fixed Deposits Payable</b>			
Shri Ravindra Kumar Toshniwal	Key Management Personnel	-	-
Smt Kavita Soni		623.00	467.92
Shri Shaleen Toshniwal		-	-
Moonfine Trading Company Pvt Ltd	Enterprises where Close Member of Key Management Personnel has Control	42.66	26.01
Speedshore Trading Company Pvt Ltd		38.49	17.69
Lawson Trading Company Pvt Ltd		37.45	16.65
	Close Member of Key Management Personnel	-	-
Smt Sonal Toshniwal		7.28	7.28
<b>Investment in</b>			
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	554.90	554.90
Banswara Brands Private Limited	Wholly Owned Subsidiary	950.00	600.00
<b>Amount Payable</b>			
Shri Ravindra Kumar Toshniwal (Received against Vehicle Scheme)	Key Management Personnel	8.53	5.77
Shri Rakesh Mehra		-	-
Shri Shaleen Toshniwal		0.15	-
Smt Kavita Soni		0.24	0.34
<b>Amount Receivable (net)</b>			
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	840.82	539.81
Banswara Brands Private Limited	Wholly Owned Subsidiary	43.98	20.68

Aanswr Fashion Private Limited	Enterprises where Close Member of Key Management Personnel has Control	90.89	418.21
<b>Security Deposit Payable</b>			
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	0.88	0.88

\*Above mentioned amount includes Goods and Services Tax (GST)

In respect of the outstanding balance recoverable from related parties as at 31 March 2026, no provision for doubtful debts is required to be made. During the year, there were no amounts written off or written back from such parties.

### Compensation to key managerial personnel of the Company

Nature of benefits#	Year ended 31 March 2026	Year ended 31 March 2025
Short term employee benefits	1,019.47	872.50
Post-employment benefits	76.59	64.47
<b>Total</b>	<b>1,096.06</b>	<b>936.97</b>

# This aforesaid amount does not includes amount in respect of gratuity and leave encashment as the same is not determinable.

### Note no. 48. Disclosure as per Ind AS 37 'Provisions, contingent liabilities and contingent assets'

#### 1. Contingent liabilities (to the extent not provided for): -

Particulars	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
Bills discounted/Purchased with banks remaining outstanding		
a) With Banks		
(i) Against foreign Letter of Credit (LC)	973.59	738.35
b) With Others	-	-
Claims against the company not acknowledged as debt: -		
(a) Under Tax Laws [payment made Rs. 970.83 Lakhs (Previous Year Rs. 970.83 Lakhs)]	8,111.28	6,685.66
(b) On account of electrical inspection fee {paid Rs. 11 Lakhs (Previous Year Rs. 11 Lakhs)}	23.78	23.78
(c) Others	-	25.47

#### 2. Capital Commitments (to the extent not provided for):

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

Particulars	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
Estimated amount of contracts remaining to be executed on Capital account and not provided for (net of advance)	2,895.65	1,287.91
Future Export obligation against EPCG licenses	16,548.00	18,105.00

### Note No. 49.

The carrying amounts of assets Hypothecated and Mortgage as security for current and non-current borrowings are:-

Particulars	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Current Assets</b>		
<b>Financial Assets</b>		
Trade Receivables	24,374.88	20,156.79
Term Deposits held as margin money	298.89	625.54
<b>Non-Financial Assets</b>		
Inventories	30,254.98	31,264.61
<b>Total Current assets Hypothecated as security</b>	<b>54,928.75</b>	<b>52,046.94</b>
<b>Non-Current Assets</b>		
Land	874.61	874.61
Building	17,235.66	14,965.93
Plant & Equipment	33,605.23	32,573.90
Furnitures	406.54	395.30

Others	2,934.77	2,721.98
Capital Work in Progress	3,016.07	1,952.88
Intangible Assets	49.35	74.01
<b>Total Non-Current assets Mortgage as security</b>	<b>58,122.23</b>	<b>53,558.61</b>
<b>Total Assets Hypothecated and Mortgage as security</b>	<b>1,13,050.98</b>	<b>1,05,605.55</b>

#### Note No. 50. Disclosure as Per Ind AS 115 Revenue from Contracts with Customers

##### A. Applicability of Ind AS 115

The Company has followed the IND AS 115 during the year. All service contracts have an original duration of one year or less and therefore the company uses practical expedient to not disclose unsatisfied performance obligations

##### B. Disaggregation of revenue

Set out below is the disaggregation of the Company's revenue from contracts with customers:

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
<b>Type of goods or service</b>		
Sale of goods	1,35,078.55	1,28,665.34
Job Work Income	499.89	504.28
<b>Total Revenue from contracts with customers</b>	<b>1,35,578.44</b>	<b>1,29,169.62</b>
<b>Geographical markets</b>		
India	72,427.73	72,221.69
Outside India	63,150.72	56,947.92
<b>Total Revenue from contracts with customers</b>	<b>1,35,578.44</b>	<b>1,29,169.62</b>
<b>Timing of revenue recognition</b>		
Goods transferred at a point in time	1,35,078.55	1,28,665.34
Services transferred over time	499.89	504.28
<b>Total Revenue from contracts with customers</b>	<b>1,35,578.44</b>	<b>1,29,169.62</b>

##### Contract Balances

Particulars	As at 31 March 2026	As at 31 March 2025
Trade receivables	24,374.88	20,156.79
Contract Liabilities	782.19	843.78

##### Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
Revenue as per contracted price	1,35,739.05	1,29,260.23
<b>Adjustments</b>		
Rebate/Cash Discount	160.61	90.61
<b>Revenue from contracts with customers</b>	<b>1,35,578.44</b>	<b>1,29,169.62</b>

##### Performance obligation

Information about the Company's performance obligations are summarised below:

##### a) Income from Sale of Goods

Revenue from sale of products are recognized at a point in time on transfer of promised product to customer upon transfer of control in an amount that reflects the consideration that the company expects to receive in exchange for those product. The performance obligation is satisfied upon delivery of goods and payment is generally due within 30 to 180 days from delivery. The contract generally provide customers with a right to early payment rebate which give rise to variable consideration subject to constraint.

##### b) Income from Rendering of Services

Income from sale of services is recognised when the company satisfies performance obligation by transferring promised services to the customer i.e. at a point in time.

**Note No. 51. Disclosure as per Ind AS 108 ' Operating segment'**

- (a) The Company is engaged in production of textile products having integrated working and captive power generation. For management purpose, Company is organized into major operating activity of the textile products. The Company has no activity outside India except export of textile products manufactured in India. Thereby, no geographical segment and no segment wise information is reported.
- (b) The Company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below.

Particulars	Rs. in Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Revenue from external customers	63,150.72	56,947.92
India	72,427.73	72,221.69
<b>Total</b>	<b>1,35,578.44</b>	<b>1,29,169.62</b>

**Detail of Country wise Revenue from Major Countries**

Particulars	Rs. in Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Turkey	7,008.98	6,996.00
Hong Kong	7,649.21	4,644.90
United State of America	2,438.63	2,284.00
Belgium	2,439.57	3,067.96
UAE	4,408.61	4,053.85
South Africa	1,885.12	2,110.94
Sri Lanka	1,791.45	2,569.19
Czech Republic	1,473.81	1,280.71
Jordan	717.80	591.08
Mexico	3,464.62	2,123.94
Others	29,872.92	27,225.36
<b>Total</b>	<b>63,150.72</b>	<b>56,947.92</b>

**Note No. 52. Disclosure as per Ind AS 107 'Financial instrument disclosure'**
**A) Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio and includes within net debt, interest bearing loans and borrowings less cash and short-term deposits (including other bank balance).

Particulars	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
Gross Debt	47,498.93	45,413.45
Less : Cash and cash equivalents	21.86	335.89
Net Debt (A)	47,477.08	45,077.57
Total Equity (B)	58,106.98	55,835.92
Gearing Ratio (A/B)	0.82	0.81

**B) Financial risk management**  
**Financial Risk Management**

The Company's principal financial liabilities comprise Borrowings, trade payables, Lease Liabilities and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade & other receivables, cash & cash Equivalent, Investment, deposits & other assets.

**Company is exposed to following risk from the use of its financial instrument:**

- (a) Credit Risk
- (b) Liquidity Risk

## (c) Market Risk

- (i) Foreign Currency Risk
- (ii) Interest Rate Risk

The Company's Financial Risk Management is an integral part of how to plan and execute its business strategies. The Company's financial risk management is set by the Managing Board.

**(a) Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Company. Credit risk arises principally from trade receivables, loans & advances, cash & cash equivalents and deposits with banks and financial institutions.

**Trade Receivable**

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 30 days to 180 days credit term (Payment Terms). Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit. The Company has no concentration of credit risk at the customer base is widely distributed both economically and geographically. An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors such as financial condition, ageing of outstanding and the Company's historical experience of customers. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 12. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. The requirement of impairment is analysed at each reporting date.

**Other Financial Instruments and Cash & Cash Equivalent**

The Company maintain its cash & cash equivalent in current account to meet the day to day requirements, in fixed deposits for bank margin & to meet regulatory requirements for repayment of deposits and other term deposits. The credit risk of these instruments are limited as the counter part of these financial instruments are banks with high credit rating assigned by international credit rating agencies. Other financial instruments are loan given to employee. The Company's maximum exposure to credit risk for the component of the Balance Sheet as of 31 March 2026 & 31 March 2025 is the carrying amount as disclosed in Note 11,12,15 & 16.

**Provision for Expected Credit or Loss****(i) Financial assets for which loss allowance is measured using 12 month expected credit losses.**

The Company has assets where the counter-parties have sufficient capacity to meet the obligations and where the risk of default is very low. Accordingly, no loss allowance for impairment has been recognised.

**(ii) Financial assets for which loss allowance is measured using life time expected credit losses**

The Company provides loss allowance on trade receivables using life time expected credit loss and as per simplified approach.

**Ageing of trade receivables**

The Ageing of trade receivables is as below:

	Rs. in Lakhs				
Ageing	0-180 days	181-365 days	1-2 years	2-5 years	Total
Gross Carrying amount as on 31.03.2026	24,619.65	271.94	52.84	485.01	25,429.43
Impairment loss recognised on above	244.76	271.94	52.84	485.01	1,054.55
Gross Carrying amount as on 31.03.2025	20,467.81	185.31	122.06	522.91	21,298.09
Impairment loss recognised on above	311.02	185.31	122.06	522.91	1,141.30

**(b) Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Rs. in Lakhs

Particulars	On Demand	0 -1 years	1-5 years	More than 5 years	Total
<b>As at 31 March 2026</b>					
Borrowings : Term Loans*	-	6,530.19	17,148.03	1,517.52	<b>25,195.74</b>
Borrowings: Fixed Deposit Payable	-	1,169.63	705.00	-	<b>1,874.63</b>
Borrowings: CC and EPC	20,295.11	-	-	-	<b>20,295.11</b>
Lease Liabilities	-	78.09	55.37	-	<b>133.46</b>
Trade Payables	-	8,016.85	-	-	<b>8,016.85</b>
Other Financial Liabilities	32.49	6,111.61	-	-	<b>6,144.10</b>
<b>Total</b>	<b>20,327.60</b>	<b>21,906.36</b>	<b>17,908.41</b>	<b>1,517.52</b>	<b>61,659.90</b>
<b>As at 31 March 2025</b>					
Borrowings : Term Loans*	-	5,907.94	12,062.66	7,209.78	<b>25,180.38</b>
Borrowings: Fixed Deposit Payable	-	837.48	980.00	-	<b>1,817.48</b>
Borrowings: CC and EPC	18,215.93	-	-	-	<b>18,215.93</b>
Lease Liabilities	-	95.97	103.69	-	<b>199.66</b>
Trade Payables	-	8,429.65	-	-	<b>8,429.65</b>
Other Financial Liabilities	32.86	4,801.49	-	-	<b>4,834.35</b>
<b>Total</b>	<b>18,248.79</b>	<b>20,072.53</b>	<b>13,146.35</b>	<b>7,209.78</b>	<b>58,677.45</b>

\*Includes contractual interest payment based on interest rate prevailing at the end of reporting period over tenure of the borrowings. Overdraft or other on demand loan facility, if any available with the Company to be disclosed, to the extent undrawn.

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

Rs. In Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
<b>Floating rate borrowings</b>		
Term Loan	5,158.11	11,064.35
Cash Credit and Export Credit Packing Facility	9,704.89	6,384.07
<b>Total</b>	<b>14,863.00</b>	<b>17,448.42</b>

### (c) Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Board of Directors is responsible for setting up of policies and procedures to manage market risks of the Company. All such transactions are carried out within the guidelines set by the Managing Board.

### (i) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign currency risk on certain transactions that are denominated in a currency other than entity's functional currency, hence exposure to exchange rate fluctuations arises. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates. The company uses forward contracts to mitigate its risk from foreign currency fluctuations.

Derivative instruments and unhedged foreign currency exposure

(a) Derivative outstanding as at the reporting date

(Foreign Currency in Lakhs)

Particulars	Currency	As at 31 March 2026	As at 31 March 2025
Forward Contract to sell {Number of Contracts (Current Year 28 ; Previous Year 22)}	USD	113.50	102.50
Forward Contract to sell {Number of Contracts (Current Year Nil ; Previous Year 2)}	EURO	-	5.00

(b) Particulars of unhedged foreign currency exposure as at the reporting date

The currency profile of financial assets and financial liabilities as at 31 March 2026 and 31 March 2025 are as below:

31 March 2026	(Foreign Currency in Lakhs)				
Particulars	USD	EURO	GBP	Others	Total
<b>Financial Assets</b>					
Trade & other receivables	123.83	4.13	0.23	-	128.20
<b>Financial Liabilities</b>					
Trade payable & other financial liabilities	16.89	0.78	0.05	-	17.71

31 March 2025	(Foreign Currency in Lakhs)				
Particulars	USD	EURO	GBP	Others	Total
<b>Financial Assets</b>					
Trade & other receivables	98.33	11.34	0.69	-	110.36
<b>Financial Liabilities</b>					
Trade payable & other financial liabilities	18.55	27.09	0.04	72.35	118.04

### Foreign Currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD, EURO, and GBP Others rates to the functional currency of respective entity, with all other variables held constant. The Company's exposure to foreign currency changes for all other currencies is not material. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

Rs. in Lakhs

Particulars	As at 31 March 2026			
	USD	EUR	GBP	Others
<b>1% Appreciation in INR</b>				
Impact on Equity	-	-	-	-
Impact on Statement of Profit and Loss	99.57	3.58	0.23	-
<b>1% Depreciation in INR</b>				
Impact on Equity	-	-	-	-
Impact on Statement of Profit and Loss	(99.57)	(3.58)	(0.23)	-

Rs. in Lakhs

Particulars	As at 31 March 2025			
	USD	EUR	GBP	Others
<b>1% Appreciation in INR</b>				
Impact on Equity	-	-	-	-
Impact on Statement of Profit and Loss	68.05	(14.78)	0.71	41.48
<b>1% Depreciation in INR</b>				
Impact on Equity	-	-	-	-
Impact on Statement of Profit and Loss	(68.05)	14.78	(0.71)	(41.48)

The Company's investment consists of investments in publicly traded companies held for purposes other than trading. Such investments held in connection with non-consolidated investments represent a low exposure risk for the Company and are not hedged.

As at 31 March 2026 the Company does not have material exposure to listed or unlisted equity price risk.

**(ii) Interest Rate Risk**

Interest rate risk arises from the sensitivity of financial assets and liabilities to changes in market rates of interest.

The Company is exposed to interest rate risk arising mainly from long term borrowings with floating interest rates. The Company is exposed to interest rate risk because the cash flows associated with floating rate borrowings will fluctuate with changes in interest rates. The Company manages the interest rate risks by entering into different kinds of loan arrangements with varied terms.

**At the reporting date the interest rate profile of the Company's interest-bearing financial instruments is as follows:**

Particulars	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Financial Assets</b>		
<b>Fixed Rate Instruments</b>		
Loans	218.11	261.11
Bank Deposit	387.88	59.32
	605.99	320.43
<b>Variable Rate Instruments</b>		
Security Deposit	344.63	368.92
<b>Total</b>	<b>950.62</b>	<b>689.35</b>
<b>Financial Liabilities</b>		
<b>Fixed Rate Instruments</b>		
Security Deposit from Vendor	466.42	393.58
Deposits from Shareholders	1,874.63	1,817.48
	2,341.05	2,211.06
<b>Variable Rate Instruments</b>		
Term Loans	25,195.74	25,180.38
Loan repayable on demand	20,295.11	18,215.93
	45,490.85	43,396.31
<b>Total</b>	<b>47,831.90</b>	<b>45,607.37</b>

As at 31 March 2026, approximately 4.89 % of the Company's Borrowings are at fixed rate of interest (Previous Year : 4.85%)

**Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Rs. in Lakhs	
	50 BP increase	50 BP decrease
<b>31 March 2026</b>		
Term Loans	125.98	(125.98)
Loan repayable on demand	101.47	(101.47)
	227.45	(227.45)
<b>31 March 2025</b>		
Term Loans	125.90	(125.90)
Loan repayable on demand	91.08	(91.08)
	216.98	(216.98)

**Note No. 53. Disclosure as per Ind AS 113 'Fair Value Measurement'****Fair Value Hierarchy**

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are:-

- (a) recognised and measured at fair value and ;
- (b) measured at amortised cost and for which fair values are disclosed in financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard.

Fair value are categorised into different level in a fair value hierarchy which are as follows:

- Level 1** : Level 1 hierarchy includes financial instruments measured using quoted prices.
- Level 2** : The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates.
- Level 3** : If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3 is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable market transactions and dealer quotes of similar instruments.

**Valuation Techniques used to determine fair values:**

**A)** Specific valuation technique is used to determine the fair value of the financial instruments which include:

- i) For financial instruments other than (ii) and (iii)- the use of quoted market prices.
- ii) For financial liabilities (domestic currency loans) :- appropriate market borrowing rate of the entity as of each balance sheet date used.
- iii) For financial assets (employee loans) : appropriate market rate of the entity as of each balance sheet date used.

**B) Financial Instruments By Category**

Set out below categorised table of financial instruments measured at FVTPL and Amortised Cost, no such instrument is measured at Fair value through Other Comprehensive Income (FVTOCI) :-

Rs. in Lakhs

Particulars	As at 31 March 2026			As at 31 March 2025		
	At Cost	FVTPL	Amortized cost	At Cost	FVTPL	Amortized cost
<b>Financial Assets:</b>						
Investments in						
Equity instrument	664.00	16.60	-	443.00	12.76	-
Joint Venture	554.90	-	-	554.90	-	-
Debenture	-	-	-	-	-	-
Trade Receivables	-	-	24,374.88	-	-	20,156.79
Cash and Cash Equivalents	-	-	21.86	-	-	335.89
Bank balances other than cash and cash equivalent	-	-	1,136.76	-	-	1,111.33
Security deposit	-	-	344.63	-	-	368.92
Forward Contract Receivables	-	-	-	-	-	-
Other Financial Assets	-	-	1,217.25	-	-	1,048.60
<b>Total Financial Assets</b>	<b>1,218.90</b>	<b>16.60</b>	<b>27,095.37</b>	<b>997.90</b>	<b>12.76</b>	<b>23,021.52</b>
<b>Financial Liability:</b>						
Borrowings	-	-	47,365.47	-	-	45,213.79
Lease Liabilities	-	-	133.46	-	-	199.66
Trade Payables	-	-	8,016.85	-	-	8,429.65
Other Financial Liabilities	-	-	5,433.00	-	-	4,771.93
Forward Contract Liability	-	711.10	-	-	62.42	-
<b>Total Financial Liability</b>	<b>-</b>	<b>711.10</b>	<b>60,948.78</b>	<b>-</b>	<b>62.42</b>	<b>58,615.03</b>

**C) Fair Value Hierarchy**
**Rs. in Lakhs**

Financial Instrument measured at Fair Value - recurring fair value measurement	Level	As at 31 March 2026	As at 31 March 2025
Investments in Equity Instruments (quoted)	Level 1	16.60	12.76
Forward Contract Receivables	Level 1	-	-
<b>Total</b>		<b>16.60</b>	<b>12.76</b>
Investments in Equity Instruments (Unquoted)	Level 3	1,218.90	997.90
Forward Contract Payable	Level 1	711.10	62.42
<b>Total</b>		<b>1,930.00</b>	<b>1,060.32</b>

**D) Fair value disclosures of financial assets and liabilities**

Set out below is a comparison, by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair value :

**Rs. in Lakhs**

Particulars	As at 31 March 2026		As at 31 March 2025	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets</b>				
<b>Measured at Fair value through Statement of Profit and Loss</b>				
Investments in Equity Instruments	16.60	16.60	12.76	12.76
Forward Contract Receivables	-	-	-	-
<b>Measured through cost/amortized cost</b>				
Investment in Joint Venture	554.90	554.90	554.90	554.90
Investments in Equity Instruments (Wholly Owned Subsidiary)	664.00	664.00	443.00	443.00
Trade Receivables	24,374.88	24,374.88	20,156.79	20,156.79
Cash and Cash Equivalents	21.86	21.86	335.89	335.89
Bank balances other than cash and cash equivalent	1,136.76	1,136.76	1,111.33	1,111.33
Loan to Employees	218.11	218.11	261.11	261.11
Loan to Wholly Owned Subsidiary	-	-	-	-
Security deposit	344.63	344.63	368.92	368.92
Other Financial Assets	999.14	999.14	787.49	787.49
<b>Financial Liabilities</b>				
<b>Measured through amortized cost</b>				
Borrowings	47,365.47	47,365.47	45,213.79	45,213.79
Trade Payables	8,016.85	8,016.85	8,429.65	8,429.65
Other Financial Liabilities	6,277.56	6,277.56	5,034.01	5,034.01

## Note No 54 Disclosure of Financial Ratios

Particulars	Numerator (Rs. In Lakhs)	Denominator (Rs. In Lakhs)	31 March 2026	31 March 2025	% of Variance
<b>Current Ratio</b> Current Asset/Current Liabilities	62,158.90	44,806.18	1.39	1.48	(6.26)
<b>Debt-Equity Ratio</b> Total Debt/Share Holder's Equity	47,365.47	58,106.98	0.82	0.81	0.63
<b>Debt Service Coverage Ratio</b> Earnings available for debt service/Debt Service	13,303.11	11,955.18	1.11	1.02	9.09
<b>Return on Equity Ratio</b> Net Profit After Tax/Average Share Holder's Equity	2,840.20	56,971.45	0.05	0.04	24.63
<b>Inventory turnover ratio</b> Sales/Average Inventory	1,35,578.44	30,759.80	4.41	4.42	(0.28)
<b>Trade Receivables turnover ratio</b> Net Credit Sales/Average Accounts Receivables	1,35,578.44	22,265.84	6.09	6.32	(3.65)
<b>Trade payables turnover ratio</b> Net Credit Purchase/Average Trade Payables	52,193.44	8,223.25	6.35	6.65	(4.56)
<b>Net capital turnover ratio</b> Net Sales/Average Working Capital	1,35,578.44	18,385.26	7.37	6.34	16.31
<b>Net profit ratio</b> Net Profit /Net Sales	2,840.20	1,35,578.44	0.02	0.02	4.74
<b>Return on Capital employed</b> Earning Before Interest and Tax /Capital Employed	8,151.21	1,07,445.58	0.08	0.07	13.04
<b>Return on investment</b> Profit on sales on Investment/Investment	NA	NA	NA	NA	NA

**Note No. 55.** Some of the balances shown under Trade Receivables, Advances and Trade Payables are subject to confirmation and reconciliation. The Company has been sending letter for confirmation to parties and does not expect any material dispute w.r.t. the recoverability/payment of the same.

**Note No. 56.**
**Additional Regulatory Information in Schedule III:**

a) All the Title deeds of Immovable properties (other than properties where the Company is the lessee and the lease agreement are duly executed in favour of the lessee) are in the name of the Company, except for below details

Relevant Item in the Balance Sheet	Description of item of Property	Gross Carrying value (Rs. in Lakhs)	Title deeds held in the name of	Whether title deed holder s promoter, director or relative# of promoter*/ director or employee of promoter/ director	Property held since which date	Reason for not being in the name of the Company
Lease Hold Land (Right of Use)	Carreman Fabrics India Limited Navagaon Road, Industrial Area, Banswara -327001	51.06	Carreman Fabrics India Ltd.	No	2007-08	The land was transferred to Banswara Syntex Limited pursuant to the Scheme of Merger. The transfer/mutation of the land in the name of Banswara Syntex Limited is currently under process.

- b) The Company does not have any investment property, hence the question of disclosure and valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 does not arise.
- c) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- d) During the year the Company has not given Loan.
- e) Benami property : There are no proceedings being 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.
- f) The Company had Borrowed secured Loan from Banks against current assets
- i) Quarterly returns or statements of current assets filed by the company with banks or financial institutions are in agreement with the books of accounts.
- ii) As returns/ statements of current assets are in agreement with the books of account, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed does not arise.
- (g) Wilful Defaulter : the Company has not been declared as wilful defaulter by any bank or financial institution or other lender.
- (h) There are not transactions or relationship with Struck off Companies except detail as given below during the year.

Name of the Company	Nature of transactions with struck off company	Balance outstanding	Relationship with the struck off company, if any, to be disclosed
TIKKU MARKETING SERVICES PVT LTD	Payment of Expenses	Nil	NA

- (i) Registration of charges or satisfaction with Registrar of Companies:- There are currently no outstanding charges or satisfactions pending registration with the Registrar of Companies beyond the stipulated statutory period, except for two instances where charge pending to satisfied:
1. The Industrial Credit & Investment Corporation of India Ltd. (Rs. 10 Lakhs), and
  2. Rajasthan State Industrial Development & Investment Corporation Ltd. (Rs. 45 Lakhs).
- These charges were created on 26-02-1982 and 30-10-1981, respectively, with the Registrar of Companies in Jaipur. The Company is in process for satisfaction for these charges.
- (j) The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- (k) Detailed Ratio analysis given in note number 54.
- (l) There are no Scheme of Arrangements as on March 31, 2026

- (m) Utilisation of borrowings availed from banks :-The borrowings obtained by the company from banks have been applied for the purposes for which such loans were taken and funds raised on short term basis have not been utilised for long term purposes.
- (n) Additional information to be disclosed by way of Notes to Statement of Profit and Loss
- i) The Company does not have any undisclosed income as on March 31, 2026.
  - ii) The Company does not have any details of Crypto Currency or Virtual Currency as on March 31, 2026.

**(o) Utilisation of borrowed funds and share premium**

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company(Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - ii. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

**Note No. 57. Events occurring after the Balance Sheet Date : - Proposed Dividend**

The Board of Directors of the Company have recommended payment of final dividend of Re 1/- per equity share of face value of Rs 5/- each for the financial year ended 31st March 2026, subject to the approval of shareholders at the ensuing Annual General Meeting and if approved, would result in a cash outflow of Rs. 342.32 lakhs.

**Note No. 58. Disclosure as per section 186 of the Companies Act, 2013**

The details of loans, guarantees and investment under section 186 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 are as follows:

- (i) Details of Investment made are given in Notes 6 of the financial statement.
- (ii) There are no guarantees issued by the Company as at 31 March 2026 and 31 March 2025
- (iii) Loan given to wholly owned subsidiary Current year Rs. Nil (Previous Year Rs. Nil Lakhs)

**Note No 59 Other Receivables**

During the year Financial Year 2024-25, cash embezzlement was done by an employee of the Company for Rs 42.66 Lakhs. An FIR has been lodged with the police, and appropriate legal proceedings are currently underway. Management views this as an isolated case of misconduct, and no significant changes to internal controls are deemed necessary.

**Note No 60 Impairment of Investment in Branswara Brands Private Limited**

The Company has recognized an impairment loss of Rs. 129 lakhs during the year in respect of its investment in its subsidiary, Branswara Brands Private Limited, based on an independent valuation assessment. The recoverable amount of the investment was determined at Rs. 664 lakhs based on value in use calculations using a discount rate of 17.55%.

**Note No 61 Exceptional Item**

The Government of India has notified the implementation of the four Labour Codes namely, the Code on Wages, 2019, Industrial Relations Code, 2020, Code on Social Security, 2020 and Occupational Safety, Health and Working Conditions Code, 2020 with effect from 21 November 2025, subsuming and rationalising 29 existing labour laws. Based on the information presently available, the Company has reassessed its employee benefit obligations arising on account of the implementation of the aforesaid Labour Codes. Accordingly, based on management's best estimate of the impact pertaining to past periods, an amount of Rs. 891.38 Lakhs has been recognised as an expense and disclosed as an Exceptional Item in the Statement of Profit and Loss for the quarter and year ended 31 March 2026. The Company continues to monitor the finalisation of the State Rules and further clarifications from the Government, and any additional impact, if any, will be accounted for in the future period, if required.

**Note No. 62 Disclosure as required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

A. Loans and advances in the nature of loans  
 To Joint Venture : Nil  
 To Wholly Owned Subsidiary : Rs. Nil (Previous Year Rs. Nil Lakhs)

B. Investment by the loanee : Nil

**Note No. 63** Certain Prior year amounts have been reclassified for consistency with the current period presentation. These reclassification have no effect on the reported results of operations.

**Material Accounting Policies** 1  
 The accompanying notes are an integral part of the financial statements.

In terms of our Audit Report of even date:

For and on behalf of the Board of Directors

**For K G SOMANI & CO LLP**

Chartered Accountants  
 FRN - 06591N/N500377

**Sd/-**  
**Amber Jaiswal**  
 Partner  
 M.No. 550715

**Sd/-**  
**Rakesh Mehra**  
 DIN : 00467321  
 Chairman

**Sd/-**  
**Ajay Sharma**  
 DIN : 06417150  
 Independent Director

**Sd/-**  
**Kavita Soni**  
 DIN : 03063791  
 Whole time Director

**Sd/-**  
**Ravindra Kumar Toshniwal**  
 DIN : 00106789  
 Vice Chairman

**Sd/-**  
**Rahul Mehta**  
 DIN : 00165521  
 Independent Director

**Sd/-**  
**Ketan Kumar Dave**  
 Company Secretary  
 M No ACS52309

**Sd/-**  
**Shaleen Toshniwal**  
 DIN : 00246432  
 Managing Director

**Sd/-**  
**J M Mehta**  
 DIN : 00847311  
 Independent Director

**Sd/-**  
**Kavita Gandhi**  
 Chief Financial Officer  
 Place : Mumbai  
 Dated : 19 May 2026

Place : Mumbai  
 Dated : 19 May 2026



## **Consolidated Financial Statements**

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF BANSWARA SYNTEX LIMITED

#### Report on the Audit of the Consolidated Ind AS Financial Statements

##### Opinion

We have audited the accompanying Consolidated Ind AS financial statements of **BANSWARA SYNTEX LIMITED** ("The holding Company") and its Joint venture and Subsidiary Company (the holding company and its Subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at **March 31, 2026**, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flows Statement for the year ended, and notes to the Consolidated Ind AS financial statements, including a summary of material accounting policies (hereinafter referred to as "the Consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the Consolidated state of affairs of the Group as at March 31, 2026, the Consolidated profit, Consolidated total comprehensive income, Consolidated changes in equity and its Consolidated cash flows for the year ended on that date.

##### Basis for Opinion

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

##### Key Audit Matters

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

Key Audit Matter	How our audit addressed the matter
<p><b><u>Existence, Valuation of inventory and significant judgments, estimates relating to provision for obsolescence of slow and non-moving inventory.</u></b></p> <p>Inventories aggregate to Rs. <b>30,319.30</b> Lakhs (the group) As at March 31, 2026.</p> <p>Inventory comprises of raw material including packing material, work in progress, finished goods and stores and spares.</p> <p>We have identified the inventories as key audit matter because inventory valuation and provision for obsolescence of slow and non-moving inventory requires significant judgement and estimate, Further, inventory is material to the financial statements.</p> <p>Refer note 1(C)(6) and Note 10 to the consolidated Ind AS financial statements.</p>	<ul style="list-style-type: none"> <li>We read and understood the company's accounting policy for inventory valuation. Obtained understanding of the management's process of inventory valuation and inventory physical verification performed at year end.</li> <li>Observed the physical stock count process on a sample basis for selected locations by attending the physical stock-taking exercise conducted by management; further, we physically verified items on test check basis.</li> <li>We have also been provided the physical verification report covering major inventory which is certified by the Internal Audit Department. For the inventory lying with the third party, management has provided the confirmation obtained from the third parties.</li> <li>We obtained an understanding of the inventory valuation process, and the assumptions used by the management in the process of calculation of inventory provision. We have tested management review controls and operating effectiveness of controls related to purchase, sales and Inventory verification.</li> <li>The company has a policy for write-down of inventories to net realisable value on account of obsolescence and slow -moving inventory which is recognised on a case-to-case basis based on the management's assessment. Write-down of inventories to net realisable value is subjective owing to the nature of inventories and is dependent on significant judgments around probability of decrease in the realisable value.</li> </ul>

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|  | <ul style="list-style-type: none"> <li>• We tested the basis of computation of net realisable value including arithmetical accuracy, validity of the data used and provision for slow or non-moving inventory and obsolescence at the reporting date is appropriate, by assessing the methodology and assumptions adopted by management supported by analysis of historical data.</li> <li>• We performed cut off testing for purchase and sales transactions made near the reporting date to assess whether transactions are recorded in the correct period by testing appropriate records,</li> <li>• Ensure that the closing Inventory valuation is in line with the Stock and Debtors statement furnished to the lenders for security purpose is reconciled with books of account on quarterly basis.</li> </ul> |
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### Information Other than the Consolidated Ind AS Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the holding Company's annual report but does not include the Consolidated Ind AS financial statements and our auditor's report thereon.

The above referred information is expected to be made available to us after the date of this audit report.

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

In connection with our audit of the Consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Ind AS 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, and report of the other auditors as furnished to us (refer paragraphs 1 and 2 of other matter para below), we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the remaining other information, which we will obtain after the date of auditors' report and if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance.

### Responsibilities of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Ind AS financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the Consolidated financial position, Consolidated financial performance including other comprehensive income, Consolidated change in equity and Consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with companies (Indian Accounting Standard) Rules, 2015, as amended from time to time.

The respective Board of Directors of the companies included in the Group and of its Joint Venture are responsible for maintenance of adequate accounting records in accordance

with the provisions of the Act for safeguarding the assets of the Group 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Ind AS financial statements by the Directors of the Company, as aforesaid.

In preparing the Consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group and of its Joint Venture are responsible for assessing the ability of the respective entities 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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its Joint Venture are responsible for overseeing the financial reporting process of the Group.

### Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS 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 Consolidated Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its Joint venture and subsidiary which are Companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and of its joint venture to continue as a going concern.

If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its Joint Venture to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its Joint Venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Ind AS financial statement that, individually or

in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Holding Company 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 Consolidated Ind AS 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.

#### Other Matters

1. The consolidated audited financial results include the holding company's share of net profit of Rs. 398.87 Lakhs for year ended March 31, 2026, as considered in the consolidated audited financial statements, in respect of one Joint venture whose financial statements have not been audited by us.

These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of one Joint venture is based solely on the reports of the other auditors and the procedures performed by us as stated in para "Auditor's Responsibilities" above.

2. We did not audit the financial statements of below subsidiary company, whose financial statements reflect total assets, total revenues, Company's share of net profit and net cash flows for the year ended on 31 March 2026 as given below, considered in the consolidated financial statements.

(Amount Rs. in lakhs)

Sr. No.	Name of Subsidiary	As At 31 March 2026	For the Year Ended 31 March 2026		
		Total Assets	Total Revenues	Net Cash Flows	Share of Net Profit
1	Banswara Brands Private Limited	320.33	140.07	68.99	(246.02)

These financial statements have been audited by other auditor whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amount and disclosures included in respect of aforesaid subsidiary company, and our report in terms of sub section (3) and (11) of section 143 of the act, in so far as it relates to the aforesaid subsidiary company, is based solely on the report of the other auditor.

Our opinion on the Consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the procedures performed by us as stated in para "Auditor's Responsibilities" above.

#### Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of other auditors on separate financial statements and on the other financial information of subsidiaries and joint venture, as noted in "Other Matters" paragraph above, we report, to the extent applicable, 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 of the aforesaid Consolidated Ind AS financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Ind AS financial statements.
- (d) In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with relevant rules issued there under.
- (e) On the basis of the reports of the statutory auditors of subsidiary and joint venture incorporated in India, none of the directors of joint ventures and subsidiary incorporated in India is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate report in **Annexure A** which is based on the auditors' reports of the Holding Company and its joint venture, and its Subsidiary Company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those Companies.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, the managerial remuneration for the year ended March 31, 2026 has been paid/provided by the Holding company to its Directors in accordance with the provisions of section 197 read with schedule V to the Act. Further, provision of section 197(16) of the Act, as amended not applicable to subsidiary company and joint venture company included in consolidated Ind AS financial statements.
- (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 Auditor's) Rules, 2014, in our opinion and to the best of our information and based on the consideration of the report of the other auditors on the financial statements of the subsidiary company, joint venture and according to the explanations given to us:
  - i) The Consolidated Ind AS financial statements disclose the impact of pending litigations on the Consolidated financial position of the Group, and its Joint venture refer Note No. 47 to the Consolidated Ind AS financial statements.
  - ii) Provision has been made in the Consolidated Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii) Unpaid dividend for financial year 2011-12 amounting to Rs. 4.30 lakhs were deposited by the Holding Company in Investor education protection fund However the Investor education protection fund authority erroneously returned the same amount. (Read with Note 28 to the Standalone Ind AS financial statement)
  - iv) (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are

material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances; nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- v. (i) The final dividend proposed in the previous year, declared and paid by the Holding Company during the year is in accordance with Section 123 of the Act, as applicable.
- (ii) As stated in Note no. 56 to the Consolidated Financial Statements, the Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend

proposed is in accordance with Section 123 of the Act, as applicable.

- vi. Based on our examination, which included test checks, and that performed by the respective auditors of the subsidiary, and joint venture which are companies incorporated in India whose financial statements have been audited under the Act, the Holding Company, subsidiary and joint venture have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and respective auditors of the above referred subsidiaries and joint ventures did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the holding company subsidiary and joint venture as per the statutory requirements for record retention
- vii. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and by the respective auditors of its joint venture and subsidiary included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report:

S. No	Name	CIN	Holding/Subsidiary/ Associate/Joint Venture	Clause no. of the CARO report
1.	<b>Banswara Syntex Limited</b>	L24302RJ1976PLC001684	Holding Company	<b>Clause ix (d)</b>
2.	<b>Banswara Brand Private Limited</b>	U17299MH2022PTC389094	Subsidiary	<b>Clause xvii</b>

**For K G Somani & Co LLP**  
**Chartered Accountants**  
**Firm Registration No: 06591N/N500377**

**Sd/-**  
**(Amber Jaiswal)**  
**Partner**  
**Membership No: 550715**  
**UDIN: 26550715VSNQV3020**

**Place: Mumbai**  
**Date: 19 May 2026**

## **“Annexure A” to the Independent Auditor’s Report of even date on the Consolidated Ind AS Financial Statements of BANSWARA SYNTEX LIMITED**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

In conjunction with our audit of the Consolidated Ind AS financial statements of the Holding Company as of and for the year ended March 31, 2026, we did not audit the internal financial controls over financial reporting of joint venture Company i.e. Tesca Textiles & Seat Components (India) Private Limited and subsidiary i.e. Banswara Brands Private Limited Incorporated in India as of that date.

#### **Management’s Responsibility for Internal Financial Controls**

The respective Board of Directors of the holding Company’s and its Joint Venture and subsidiary company which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on, “the internal control over financial reporting criteria established by the respective Companies which are incorporated in India considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to group’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated financial statements of the Holding Company and its joint venture and Subsidiary Company which are companies incorporated in India, 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 Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 Consolidated Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, and audit evidence obtained by other auditors in term of their reports is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company, its subsidiary and its joint venture, which are companies incorporated in India.

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

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

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

Because of the inherent limitations of internal financial controls with reference to Consolidated financial statements, 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 with reference to Consolidated financial statements, to future periods are subject to the risk that the internal financial control with reference to Consolidated financial statements, 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, to the best of our information and according to the explanations given to us, the Holding Company and its Joint Venture and subsidiary which are companies incorporated in India, in all material respects, an adequate internal financial controls system with reference to Consolidated financial statements, and such internal financial controls with reference to Consolidated financial statements were operating effectively as at 31st March 2026, based on the criteria for internal financial controls with reference to Consolidated financial statements established by the respective companies 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.

## Other Matters

Our aforesaid report under Section 143(3) of the Act on the adequacy and operating effectiveness of the internal financial control with reference to the financial statements in so far as relates to its Joint Venture company and subsidiary which are companies incorporated in India, is based on the corresponding standalone reports of the auditors, as applicable, of such companies incorporated in India.

Our opinion is not modified in respect of the above matter.

**For K G Somani & Co LLP**  
**Chartered Accountants**  
**Firm Registration No: 06591N/N500377**

**Sd/-**  
**(Amber Jaiswal)**  
**Partner**  
**Membership No: 550715**  
**UDIN:26550715VSNNQV3020**

**Place: Mumbai**  
**Date: 19 May 2026**

## CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2026

Rs. In Lakhs

PARTICULARS	Note No.	As at	
		31 March 2026	31 March 2025
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	2	55,058.02	51,534.39
Right of Use Asset	3	423.10	492.63
Capital Work-in-Progress	4	3,016.07	1,952.88
Other Intangible Assets	5	53.00	79.71
Investment accounted for using Equity Method	6	1,355.29	954.62
Financial Assets			
(i) Others	7	709.45	498.03
Income Tax Assets (Net)	8	2,614.31	2,614.31
Other Non-Current Assets	9	1,566.37	1,796.47
		64,795.61	59,923.04
<b>Current Assets</b>			
Inventories	10	30,319.30	31,312.09
Financial Assets			
(i) Investments	11	16.60	12.76
(ii) Trade Receivables	12	24,353.45	20,149.31
(iii) Cash and Cash Equivalents	13	159.68	404.73
(iv) Bank balances other than (iii) above	14	771.94	982.22
(v) Loans	15	218.11	261.11
(vi) Others	16	999.15	787.49
Other current assets	17	5,585.95	5,831.41
		62,424.18	59,741.12
<b>Total Assets</b>		<b>1,27,219.79</b>	<b>1,19,664.16</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	18	1,711.60	1,711.60
Other Equity	19	56,778.56	54,225.85
		58,490.16	55,937.45
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
Financial Liabilities			
(i) Borrowings	20	19,370.55	20,252.44
(ii) Lease Liabilities	21	55.37	103.69
Provisions	22	2,288.55	660.59
Deferred Tax Liabilities (Net)	23	1,973.13	2,239.76
Government Grant	24	212.50	283.34
		23,900.10	23,539.82
<b>Current Liabilities</b>			
Financial Liabilities			
(i) Borrowings	25	27,994.92	24,961.35
(ii) Lease Liabilities	26	78.09	95.97
(iii) Trade Payables	27		
Total outstanding dues of micro enterprises and small enterprises;		1,280.81	533.36
Total outstanding dues of creditors other than micro enterprises and small enterprises		6,742.97	7,898.35
(iv) Other Financial Liabilities	28	6,159.18	4,846.60
Other Current Liabilities	29	1,389.38	1,405.86
Government Grant	24	87.92	84.47
Provisions	30	528.73	219.97
Income Tax Liabilities (Net)	31	567.53	140.96
		44,829.53	40,186.89
<b>Total Equity and Liabilities</b>		<b>1,27,219.79</b>	<b>1,19,664.16</b>
<b>Material Accounting Policies</b>	1		

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

In terms of our Audit Report of even date:

For and on behalf of the Board of Directors

**For K G SOMANI & CO LLP**

Chartered Accountants  
FRN - 06591N/N500377

**Sd/-**  
**Amber Jaiswal**  
Partner  
M.No. 550715

**Sd/-**  
**Rakesh Mehra**  
DIN : 00467321  
Chairman

**Sd/-**  
**Ajay Sharma**  
DIN : 06417150  
Independent Director

**Sd/-**  
**Kavita Soni**  
DIN : 03063791  
Whole time Director

**Sd/-**  
**Ravindra Kumar Toshniwal**  
DIN : 00106789  
Vice Chairman

**Sd/-**  
**Rahul Mehta**  
DIN : 00165521  
Independent Director

**Sd/-**  
**Ketan Kumar Dave**  
Company Secretary  
M No ACS52309

**Sd/-**  
**Shaleen Toshniwal**  
DIN : 00246432  
Managing Director

**Sd/-**  
**J M Mehta**  
DIN : 00847311  
Independent Director

**Sd/-**  
**Kavita Gandhi**  
Chief Financial Officer  
Place : Mumbai  
Dated : 19 May 2026

Place : Mumbai  
Dated : 19 May 2026

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2026**

Rs. In Lakhs

PARTICULARS	Note No.	Year ended	Year ended
		31 March 2026	31 March 2025
<b>Income:</b>			
Revenue From Operations	32	1,35,628.07	1,29,252.67
Other Income	33	1,386.22	1,573.84
<b>Total Income (I)</b>		<b>1,37,014.29</b>	<b>1,30,826.51</b>
<b>Expenses :</b>			
Cost of Materials Consumed	34	55,765.72	57,632.96
Purchase of Traded Goods		5.20	41.51
Changes in Inventories Of Finished Goods, Stock-In-Trade and Work-In-Progress	35	1,442.37	(3,167.96)
Employee Benefits Expenses	36	32,065.92	29,493.31
Finance Costs	37	4,255.38	3,959.31
Depreciation And Amortization Expenses	38	5,319.67	4,792.59
Other Expenses	39	33,491.82	35,140.47
<b>Total Expenses(II)</b>		<b>1,32,346.08</b>	<b>1,27,892.19</b>
<b>Profit before exceptional items and tax (III) = (I-II)</b>		<b>4,668.21</b>	<b>2,934.32</b>
Exceptional Item (IV)		(891.38)	-
<b>Profit before share of Net Profit of Investment accounted using Equity Method and tax (V) = (III-IV)</b>		<b>3,776.83</b>	<b>2,934.32</b>
Share of Profit of Joint Venture (VI)		398.87	179.26
<b>Profit before tax (VII) = (V+VI)</b>		<b>4,175.70</b>	<b>3,113.58</b>
<b>Tax Expense :</b>			
<b>(1) Current tax</b>			
Current Year		1,246.00	756.60
Tax Adjustment of Earlier Years		-	-
<b>(2) Deferred Tax</b>			
		(190.35)	141.39
<b>Total Tax Expenses (VIII)</b>		<b>1,055.65</b>	<b>897.99</b>
<b>Profit After Tax (IX) = (VII)-(VIII)</b>		<b>3,120.05</b>	<b>2,215.59</b>
<b>Other Comprehensive Income</b>			
<b>A. Item that will not be reclassified to profit or loss</b>			
(i) Remeasurment of defined benefit plan		(303.10)	758.28
(ii) Tax relating to Remeasurment of defined benefit plan		76.28	(190.84)
(iii) Share of other comprehensive income of Joint Venture accounted Equity Method (net of tax)		1.80	(3.92)
<b>B. Item that will be reclassified to profit or loss</b>			
<b>Total Other Comprehensive Income (X)</b>		<b>(225.02)</b>	<b>563.52</b>
<b>Total Comprehensive Income for the Period (XI) = (IX+X)</b>		<b>2,895.03</b>	<b>2,779.11</b>
<b>Earnings per equity share (in Rs.)</b>			
(1) Basic (Face Value of Rs. 5 each)	40A	9.11	6.47
(2) Diluted (Face Value of Rs. 5 each)		9.11	6.47
<b>Material Accounting Policies</b>	<b>1</b>		

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

In terms of our Audit Report of even date:

For and on behalf of the Board of Directors

<b>For K G SOMANI &amp; CO LLP</b>	<b>Sd/-</b> <b>Rakesh Mehra</b> DIN : 00467321 Chartered Accountants FRN - 06591N/N500377 Chairman	<b>Sd/-</b> <b>Ravindra Kumar Toshniwal</b> DIN : 00106789 Vice Chairman	<b>Sd/-</b> <b>Shaleen Toshniwal</b> DIN : 00246432 Managing Director
<b>Sd/-</b> <b>Amber Jaiswal</b> Partner M.No. 550715	<b>Sd/-</b> <b>Ajay Sharma</b> DIN : 06417150 Independent Director	<b>Sd/-</b> <b>Rahul Mehta</b> DIN : 00165521 Independent Director	<b>Sd/-</b> <b>J M Mehta</b> DIN : 00847311 Independent Director
	<b>Sd/-</b> <b>Kavita Soni</b> DIN : 03063791 Whole time Director	<b>Sd/-</b> <b>Ketan Kumar Dave</b> Company Secretary M No ACS52309	<b>Sd/-</b> <b>Kavita Gandhi</b> Chief Financial Officer Place : Mumbai Dated : 19 May 2026

 Place : Mumbai  
Dated : 19 May 2026

## CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MARCH 2026

(Rs. in Lakhs)

Particulars	Audited		Audited	
	Year Ended 31 March 2026		Year Ended 31 March 2025	
<b>A) Cash Flow From Operating Activities :-</b>				
Net Profit Before Tax as per Statement of Profit and Loss		4,175.70		3,113.58
<b>Adjusted for :</b>				
Depreciation and Amortization Expenses	5,319.67		4,792.59	
Unrealised Exchange Loss/(Gain)	359.36		191.68	
Share of (Profit)/Loss of Joint Venture	(398.87)		(179.26)	
Impairment Allowance for Doubtful Advances/Receivables	40.62		17.66	
Deferred Government Grant transferred to Statement of Profit and Loss	(89.45)		(84.47)	
Net Loss/(Gain) on sales of property, plant and Equipments	(14.27)		(35.06)	
Dividend Received	(0.48)		(0.36)	
Interest Income	(259.23)		(278.56)	
Finance Cost	4,255.38		3,959.31	
Fair value (gain)/loss transferred to Statement of Profit and Loss	(3.84)	9,208.89	2.76	8,386.29
Operating profit before working capital changes		13,384.59		11,499.87
<b>Adjusted for :</b>				
(Increase)/Decrease in trade & other receivables	(4,491.16)		(346.55)	
(Increase)/Decrease in inventories	992.79		(4,109.46)	
(Increase)/Decrease in Bank balance and Term Deposits other than Cash and Cash Equivalents	210.27		984.44	
Increase/(Decrease) in trade and others payables	2,521.78	(766.32)	798.80	(2,672.77)
Cash generated from operations		12,618.27		8,827.10
Direct Tax paid (net of tax refund)		819.43		1,104.73
<b>Net cash from operating activities (A)</b>		<b>11,798.84</b>		<b>7,722.37</b>
<b>B) Cash Flow From Investing Activities :-</b>				
Acquisition of Property, Plant and Equipment		(9,712.41)		(14,437.10)
Proceeds from sale of Property, Plant and Equipment		165.83		370.37
Government Grant Received		22.07		-
Dividend Received		0.48		0.36
Term Deposit with Banks		(235.71)		91.18
Interest Income		259.23		278.56
<b>Net cash used in investing activities (B)</b>		<b>(9,500.51)</b>		<b>(13,696.63)</b>
<b>C) Cash Flow From Financing Activities :-</b>				
Proceeds from Term Loan borrowings		5,906.28		10,206.95
Repayment of Term Loan borrowings		(5,875.00)		(3,090.18)
Interest paid		(4,256.79)		(3,956.01)
Increase /(Decrease) in working capital facilities		2,079.18		3,313.99
Proceeds from unsecured loans		327.00		174.00
Repayment of unsecured loans		(271.00)		(703.00)
Repayment of Principal towards Lease Liability		(97.35)		(67.53)
Interest Paid on Lease Liability		(13.38)		(12.50)
Dividend Paid		(342.32)		(342.32)
<b>Net cash from financing activities (C)</b>		<b>(2,543.38)</b>		<b>5,523.40</b>
<b>Net Increase/ (Decrease) in cash and cash equivalents (A+B+C)</b>		<b>(245.05)</b>		<b>(450.86)</b>
Opening balance of cash and cash equivalents		404.73		855.59
<b>Closing balance of cash and cash equivalents</b>		<b>159.68</b>		<b>404.73</b>

**Cash and Cash Equivalent includes:-**

Particulars	As at 31 March 2026	As at 31 March 2025
Cash on hand	12.40	21.72
Balance in current account	147.28	383.01
<b>Total</b>	<b>159.68</b>	<b>404.73</b>

**In terms of our Audit Report of even date:**
**For K G SOMANI & CO LLP**

Chartered Accountants  
FRN - 06591N/N500377

**Sd/-**  
**Amber Jaiswal**  
Partner  
M.No. 550715

**Sd/-**  
**Rakesh Mehra**  
DIN : 00467321  
Chairman

**Sd/-**  
**Ajay Sharma**  
DIN : 06417150  
Independent Director

**Sd/-**  
**Kavita Soni**  
DIN : 03063791  
Whole time Director

**Sd/-**  
**Ravindra Kumar Toshniwal**  
DIN : 00106789  
Vice Chairman

**Sd/-**  
**Rahul Mehta**  
DIN : 00165521  
Independent Director

**Sd/-**  
**Ketan Kumar Dave**  
Company Secretary  
M No ACS52309

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

**Sd/-**  
**Shaleen Toshniwal**  
DIN : 00246432  
Managing Director

**Sd/-**  
**J M Mehta**  
DIN : 00847311  
Independent Director

**Sd/-**  
**Kavita Gandhi**  
Chief Financial Officer  
Place : Mumbai  
Dated : 19 May 2026

Place : Mumbai  
Dated : 19 May 2026

## Consolidated Statement of changes in Equity for the year ended 31 March 2026

### A. Equity Share Capital

(Rs. In Lakhs)

Particulars	As at 31 March 2026		As at 31 March 2025	
	No of Shares	Amount	No of Shares	Amount
Balance at the beginning of the year	3,42,32,084	1,711.60	3,42,32,084	1,711.60
Change During the Year	-	-	-	-
Balance at the end of the year	3,42,32,084	1,711.60	3,42,32,084	1,711.60

### B. Other Equity

(Rs. In Lakhs)

Particulars	Reserves & Surplus						Total
	Capital Reserve	Securities Premium	Capital Redemption Reserve	Share of Equity Component Directly credit to Equity	General Reserve	Retained Earnings	
<b>As at 1 April 2025</b>	<b>20.43</b>	<b>2,959.00</b>	<b>173.00</b>	<b>4.82</b>	<b>19,137.10</b>	<b>31,931.50</b>	<b>54,225.85</b>
Profit for the year	-	-	-	-	-	3,120.05	3,120.05
Other comprehensive income*	-	-	-	-	-	(225.02)	(225.02)
Total comprehensive income	-	-	-	-	-	2,895.03	2,895.03
Dividends on Equity Shares for the year	-	-	-	-	-	(342.32)	(342.32)
<b>As at 31 March 2026</b>	<b>20.43</b>	<b>2,959.00</b>	<b>173.00</b>	<b>4.82</b>	<b>19,137.10</b>	<b>34,484.21</b>	<b>56,778.56</b>

(Rs. In Lakhs)

Particulars	Reserves & Surplus						Total
	Capital Reserve	Securities Premium	Capital Redemption Reserve	Share of Equity Component Directly credit to Equity	General Reserve	Retained Earnings	
<b>As at 1 April 2024</b>	<b>20.43</b>	<b>2,959.00</b>	<b>173.00</b>	<b>4.82</b>	<b>19,137.10</b>	<b>29,494.70</b>	<b>51,789.05</b>
Profit for the year	-	-	-	-	-	2,215.59	2,215.59
Other comprehensive income*	-	-	-	-	-	563.52	563.52
Total comprehensive income	-	-	-	-	-	2,779.12	2,779.12
Dividends on Equity Shares for the year	-	-	-	-	-	(342.32)	(342.32)
<b>As at 31 March 2025</b>	<b>20.43</b>	<b>2,959.00</b>	<b>173.00</b>	<b>4.82</b>	<b>19,137.10</b>	<b>31,931.50</b>	<b>54,225.85</b>

\*Represent measurement of defined benefits plans

### Material Accounting Policies

1

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

In terms of our Audit Report of even date:

#### For K G SOMANI & CO LLP

Chartered Accountants  
FRN - 06591N/N500377Sd/-  
**Amber Jaiswal**  
Partner  
M.No. 550715Sd/-  
**Rakesh Mehra**  
DIN : 00467321  
ChairmanSd/-  
**Ajay Sharma**  
DIN : 06417150  
Independent DirectorSd/-  
**Kavita Soni**  
DIN : 03063791  
Whole time DirectorSd/-  
**Ravindra Kumar Toshniwal**  
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Vice ChairmanSd/-  
**Rahul Mehta**  
DIN : 00165521  
Independent DirectorSd/-  
**Ketan Kumar Dave**  
Company Secretary  
M No ACS52309

For and on behalf of the Board of Directors

Sd/-  
**Shaleen Toshniwal**  
DIN : 00246432  
Managing DirectorSd/-  
**J M Mehta**  
DIN : 00847311  
Independent DirectorSd/-  
**Kavita Gandhi**  
Chief Financial Officer  
Place : Mumbai  
Dated : 19 May 2026Place : Mumbai  
Dated : 19 May 2026

## Consolidated Financial Statement for the year ended 31 March 2026

### 1. Overview & Material Accounting Policies

#### A. Corporate Information

The Financial Statement comprises Financial Statement of “Banswara Syntex Limited” (“the Holding Company” or “Parent Company”) and its subsidiary (collectively, the Group) and its interest in Joint Venture for the year ended 31 March 2025. The shares of the Parent is publicly traded on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The address of the Holding Company registered office is Industrial Area, Dahod Road, Banswara Rajasthan.

The Group is engaged in to manufacturing man-made synthetic blended Yarn, wool and wool mixed yarn, all type of Fabrics, Jacquard Furnishing Fabrics, besides production of Readymade Garments and Made-up's along with trading, buying, selling in India and outside india of all kinds of apparels under Direct-to-consumer brand and retail business verticals and E-commerce activity related to business activity of the group

These Consolidated Financial Statements of the Group have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

These Consolidated Financial Statements were authorized for issue by Board of Directors on 19 May 2026.

#### B. Basis of Preparation of Consolidated Financial Statement

##### 1. Compliance with Ind AS

These Consolidated Financial Statements are prepared on going concern basis following accrual basis of accounting and comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto, the Companies Act, 2013.

##### 2. Basis of measurement/Use of Estimates

(i) The Consolidated Financial Statements are prepared on going concern and accrual basis under the historical cost convention except certain financial assets, financial liabilities and defined benefits plans- plan assets that are measured at fair value. The methods used to measure fair values are discussed in notes no. 52 to Consolidated Financial Statements.

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.

(ii) The preparation of Consolidated Financial Statements requires judgments, estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the Consolidated Financial Statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized. Major Estimates are discussed in Part D.

##### 3. Recent Pronouncement

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time

In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Group has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

- a. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 – The amendment relates to classification of liabilities as current or noncurrent and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Group has no impact of these amendments in its classification criteria of current and non-current liabilities.
- b. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures, applicable w.e.f. April 1, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Group has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements

#### 4. Functional and presentation currency

These Consolidated Financial Statements are presented in Indian Rupees (INR), which is the Group's functional currency. All financial information presented in INR has been rounded to the nearest Lakhs (up to two decimals), except as stated otherwise.

#### C. Material accounting policies

A summary of the material accounting policies applied in the preparation of the Consolidated Financial Statements are as given below. These accounting policies have been applied consistently to all periods presented in the Consolidated Financial Statements.

##### Basis and Principle of Consolidation

The financial statements of Joint venture and Subsidiary are drawn up to the same reporting date as of the Holding Company for the purpose of consolidation.

##### Joint arrangements

Under Ind AS 111 'Joint Arrangements', investment in joint arrangements are classified as either joint operations or joint venture. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The group has only joint venture.

##### Joint Venture

**The list of Joint Venture included in the Consolidated Financial Statements are as under:**

S No	Name of the Subsidiary	Country of Incorporation/ Principle Place of Business	Proportion of ownership interest and voting power
1	Tesca Textiles and Seat Components Private Limited	India	40.64%

Interests in joint venture are accounted for using the **equity method**, after initially being recognized at cost in the consolidated balance sheet.

##### Equity Method

Under the equity method of accounting, the investment in a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture since the acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the Group's share of the results of operations of the joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.

Upon loss of internal control over joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the joint venture upon loss of or joint control and the fair value of the retained investment and proceeds from disposal is recognised in statement of profit or loss.

**The list of subsidiaries included in the Consolidated Financial Statements are as under:**

S No	Name of the Subsidiary	Country of Incorporation/ Principle Place of Business	Proportion of ownership interest and voting power
1	Banswara Brands Private Limited	India	100%

The subsidiary Company was incorporated on 23<sup>rd</sup> August, 2022 and became the wholly owned subsidiary of the parent Company from the date of incorporation.

- The consolidated financial statements incorporate the financial statements of the Parent Company and its wholly owned subsidiary. For this purpose, an entity which is, directly or indirectly, controlled by the Parent Company is treated as a subsidiary. The Parent Company together with its subsidiary constitutes the Group. Control exists when the Parent Company, directly or indirectly, has power over the investee, is exposed to variable returns from its involvement with the investee and has the ability to use its power to affect its returns
- The Consolidation of a subsidiary begins when the Parent Company, directly or indirectly, obtains control over the subsidiary and ceases when the Parent Company, directly or indirectly, loses control of the subsidiary. Income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated Statement of Profit and Loss from the date the Parent Company, directly or indirectly, gains control until the date when the Parent

Company, directly or indirectly, ceases to control the subsidiary

- c. The consolidated financial statements (IND AS 110 “Consolidated Financial Statements”) of the Group combines financial statements of the Parent Company and its subsidiary line-by-line by adding together the like items of assets, liabilities, income and expenses. All intra-group assets, liabilities, income, expenses and unrealised profits/losses on intra-group transactions are eliminated on consolidation. The accounting policies of subsidiary have been harmonised to ensure the consistency with the policies adopted by the Parent Company. The consolidated financial statements have been presented to the extent possible, in the same manner as Parent Company’s standalone financial statements. Profit or loss and each component of other comprehensive income are attributed to the owners of the Parent Company.
- d. The gains/losses in respect of part divestment/ dilution of stake in subsidiary companies not resulting in ceding of control are recognized directly in other equity attributable to the owners of the Parent Company.

## **1. Property, plant & equipment**

### **1.1. Initial recognition and measurement**

Property, plant and equipments (“PPE”) are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management.

Freehold land is carried at cost.

When parts of an item of property, plant and equipments have different useful lives, they are recognized separately.

Spare parts are capitalized when they meet the definition of PPE, i.e. when the Group intends to use these for a period exceeding 12 months.

On transition to IND AS, the Holding Company has elected to continue with the carrying value of all of its PPE recognized as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the PPE.

### **1.2. Depreciation**

Depreciation is recognized in statement of profit and loss on Straight Line Method (SLM) over the estimated useful life of property, plant and equipment as mentioned in Schedule II of the Companies Act, 2013, except in case of Plant & Machinery where the useful life has been taken as ascertained by technical experts of the Group. Considering materiality of assets costing less than Rs. 5,000 are fully depreciated in the year of purchase/acquisition. The Group provide pro-rata depreciation from/to the date on which asset is ready to use/ disposed off as appropriate.

#### **Estimated useful life of the assets is given below :**

Buildings	3 to 60 Years
Plant & Equipments	3 to 30 Years
Electric & Water Supply Installation	10 Years
Furniture & Fixtures	10 Years
Office Equipments	3 to 6 Years
Vehicles	8 to 10 Years
Capital Spares	2 to 15 Years

Leasehold lands are amortized over the lease term unless it is reasonably certain that the Group will obtain ownership by the end of the lease term.

Depreciation on additions to/deductions from property, plant and equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

In circumstance, where a PPE is abandoned, the cumulative capitalized costs relating to the property are written off in the same period.

## **2. Capital work-in-progress**

- a. The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.
- b. Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.
- c. Capital Stores are valued at weighted average cost. Specific provision is made for likely diminution in value, where required.

### 3. Intangible assets and intangible assets under development

#### 3.1. Initial recognition and measurement :

Intangible assets are measured on initial recognized at cost. Subsequent measurement is done at cost less accumulated amortization and accumulated impairment losses. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

Expenditure incurred which are eligible for capitalizations under intangible assets are carried as intangible assets under development till they are ready for their intended use.

#### 3.2. Amortization

Intangible assets having definite life are amortized on straight line method in their useful lives. For amortization, Useful life of computer software/website is estimated at six years and useful life of Brands/trade marks is estimated at five years.

### 4. Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction/exploration/ development or erection of qualifying assets are capitalized as part of cost of such asset until such time the assets are substantially ready for their intended use. Qualifying assets are assets which take a substantial period of time to get ready for their intended use or sale. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete.

All other borrowing costs are charged to revenue as and when incurred.

### 5. Investment in Equity Shares of Joint Venture

Investment in equity shares of joint venture are accounted for using equity method in the Consolidated Financial Statement and the same are tested for impairment in case of any indication of impairment.

### 6. Inventories

Inventories are valued at the lower of cost or net realizable value.

Cost of raw material, stores spares, packing material, traded goods etc. includes cost of purchase and other cost incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts. Cost is determined on weighted average cost basis. Further, cost of traded goods is determined on FIFO method.

Finished goods and work- in –progress : cost includes cost of direct material and labour and a proportion of manufacturing based on the normal operating capacity, but excluding borrowing cost. Cost is determined on weighted average cost basis

Net realizable 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.

Spare parts those does not meet definition of Property, Plant and Equipment are carried as inventory.

The diminution in the value of obsolete, unserviceable, slow moving/non-moving inventory is ascertained on review based on technical assessment, provided for, and shown as net of provision.

Transit stocks are valued at cost.

### 7. Cash and Cash Equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and cash on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

### 8. Government Grants

Government Grants related to income are recognized in the statement of profit and loss in the same period as the related cost which they are intended to compensate are accounted for. Government Grant/subsidy related to subvention of a particular expense is deducted from that expense in the year of recognition of that Government grant/subsidy.

Government grants relating to the purchase of property, plant and equipment are included in liabilities as deferred income and are credited to Statement of Profit and Loss on straight –line basis over the expected lives of related assets and presented within other income.

## 9. Provisions and Contingent liabilities

### Provisions:-

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

### Contingent liabilities:-

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Group. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

## 10. Foreign currency transactions and translation

Transactions in foreign currencies are initially recorded at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in Statement of profit or loss in the year in which it arises.

Non-monetary items are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

## 11. Revenue

Revenue is to be recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services.

### a) Income from Sale of Goods

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, rebates, refunds, price concessions, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government.

The Group recognizes sales return only when the goods are actually returned by the customer. Therefore, a refund liability which is included in current financial liabilities or is reduced from current financial assets, is recognized for the goods actually returned.

Revenue from sale of products are recognized at a point in time on transfer of promised product to customer upon transfer of control in an amount that reflects the consideration that the Group expects to receive in exchange for those product.

### b) Income from Job Work

Income from job work charges is recognised at a point in time when the control is transferred usually when the material is fully processed and dispatched to the customer.

### c) Other Export Benefit/Incentives

Export benefits arising from Duty Drawback scheme, RoDTEP and other eligible export incentives are recognised on post export basis at the rate at which the entitlements accrue and is included in the 'Other Operating Income'.

## Interest Income

For all financial instruments classified and measured at amortized cost, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the Statement of Profit or loss.

## Dividend

Dividend Income is recognized when the Group's right to receive is established.

## Employee Benefits

### 12.1 Short Term Employee Benefit

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under performance related pay if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### 1.2 Post-Employment benefits

Employee benefit that are payable after the completion of employment are Post-Employment Benefit (other than termination benefit):-

#### 12.2.1 Defined contribution plans

Defined contribution plans are those plans in which an entity pays fixed contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which the Group pays a fixed contribution based on the applicable law.

#### 1.1.2 Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

Group pays Gratuity as per provisions of the Gratuity Act, 1972. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Group's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a liability to the Group, the present value of liability is recognized as provision for employee benefit. Any actuarial gains or losses are recognized in Other Comprehensive Income ("OCI") in the period in which they arise.

### 12.3 Other long-term employee benefits

Benefits under the Group's leave encashment, long-service award and economic rehabilitation scheme constitute other long term employee benefits. The Holding Company's net obligation in respect of leave encashment is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Group's obligations. The calculation is performed using the projected unit credit method by a qualified actuary. Actuarial gains or losses are recognized in statement of profit or loss in the period in which they arise. Leave encashment relating to subsidiary company, not being material, is accounted on the basis of "pay as you go method".

## 12 Taxes

Provision for current tax is made as per the provision of the Income tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax return with respect to applicable tax regulations which are subject to interpretation and establishes provisions where appropriate.

Deferred tax is provided using the Balance Sheet method on temporary difference between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets and liabilities are measured based on tax rates (and tax law) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

### **13 Leases**

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

#### **As a lessee (Assets taken on lease)**

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognize lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### **Lease Liabilities**

At the commencement date of the lease, the Group recognize lease liabilities measured at the present value of lease payments to be made over the contractual non cancellable lease term, for which enforceable rights is available. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date, if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion on interest and reduced for the lease payment made.

#### **Right-of-use**

The Group recognize right-of-use assets at the commencement date of the lease (i.e., the date the underlying assets is available for use). Right-of-use are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Perpetual Right of Use assets related to land are not depreciated but tested for impairment loss, if any.

#### **Short-term lease and lease of low-value-assets**

The Group applies the short –term lease recognition exemption to its short-term leases of Property, Plant and Equipment (i.e those leases that have lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemptions to lease that are considered of low value and is not intended for sublease. Lease payments on short-term leases and leases of low-value assets are recognized as expenses on a straight-line basis over the lease term or another systematic basis if that basis is more representative of the pattern of the lessee's benefits.

#### **As a lessor**

Rental income from operating lease is recognized on straight-line basis over the term of the relevant lease except where another systematic basis is more representative of the time pattern of the benefits derived from the assets given on lease.

### **14 Impairment of Non-financial Assets**

The carrying amounts of the Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU").

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in statement of profit or loss. Impairment losses recognized in respect of CGUs are reduced from the carrying amounts of goodwill of that CGU, if any and then the assets of the CGU.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. 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 the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

## 15 Dividends to Share Holders

Interim dividends and Final dividends payable to a Group's shareholders are recognized in the period in which they are approved by the shareholders' meeting and the Board of Directors respectively.

## 16 Statement of Cash Flows

Statement of cash flows is prepared in accordance with the indirect method prescribed in Ind AS-7 'Statement of cash flows.

## 17 Financial instruments

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

### Financial assets

#### Initial recognition and measurement

All Financial Assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction cost that are attributable to the acquisition of the Financial Asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. Transaction costs directly attributable to the acquisition of financial assets measured at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

#### Subsequent measurement

For the purpose of subsequent measurement, Financial Assets are classified in four categories:

- Financial Assets at amortised cost
- Debt Instruments at fair value through Other Comprehensive Income (FVTOCI)
- Equity Instruments at fair value through Other Comprehensive Income (FVTOCI)
- Financial Assets and derivatives at fair value through profit or loss (FVTPL)

#### Financial Assets at amortized cost

A Financial Asset is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Financial Assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or cost that are an integral part of the EIR.

The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. Apart from the same, any income or expense arising from remeasurement of financial assets measured at amortised cost, in accordance with Ind AS 109, is recognized in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

#### Debt Instruments at fair value through Other Comprehensive Income (FVTOCI)

A 'Debt Instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent solely payments of principal and interest (SPPI).

Debt Instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair Value movements are recognized in the Other Comprehensive Income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the Equity to the Statement of Profit and Loss.

Interest earned whilst holding FVTOCI Debt Instrument is reported as interest income using the EIR method.

#### Equity Instruments at fair value through Other Comprehensive Income (FVTOCI)

All equity investments in entities are measured (except equity investment in joint venture) at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at FVTOCI or FVTPL. The Group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instruments, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However the Group may transfer cumulative gain or loss within the equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

### **Financial Assets and derivatives at fair value through profit or loss (FVTPL)**

FVTPL is a residual category for financial assets. Any financial assets, which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as at FVTPL.

This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Debt Instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss. Interest income on such instruments has been presented under interest income.

### **Impairment of financial assets**

The Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the

- a) Financial Assets that are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

#### **Simplified Approach**

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade Receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. On that basis, the Group estimates provision on trade receivables at the reporting date.

#### **General Approach**

For recognition of impairment loss on other financial assets, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-months ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-months ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

### **Financial liabilities**

#### **Initial recognition and measurement**

All Financial Liabilities are recognized initially at fair value and, in the case of liabilities subsequently measured at amortised cost, they are measured net of directly attributable transaction cost. In case of Financial Liabilities measured at fair value through profit or loss, transaction costs directly attributable to the acquisition of financial liabilities are recognized immediately in the Statement of Profit and Loss.

The Group's Financial Liabilities include trade and other payables, loans and borrowings including derivative financial instruments.

#### **Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

##### **A. Financial Liabilities at fair value through profit or loss**

Financial Liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through the Statement of Profit and Loss. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

**B. Financial Liabilities at amortised cost**

Financial Liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Gains and losses are recognized in the Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or cost that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

**Derivative financial instruments**

The Group uses forwards to mitigate the risk of changes in exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

**19. Current and non-current classification**

All assets and Liabilities have been classified as current or non-current. the Group has determined its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

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

**D. Major Estimates and Judgments made in preparing Consolidated Financial Statements**

The preparation of the Group's Consolidated Financial Statements requires management to make judgements and estimates that affect the reported amounts of revenues, expenses, assets and liabilities, and the acGrouping disclosures, and the disclosure of contingent liabilities. These include recognition and measurement of financial instruments, estimates of useful lives and residual value of Property, Plant and Equipment and Intangible Assets, valuation of inventories, measurement of recoverable amounts of cash-generating units, measurement of employee benefits, actuarial assumptions, provisions etc.

Uncertainty about these judgments and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The Group continually evaluates these estimates and assumptions based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods affected.

**A. JUDGEMENTS**

In the process of applying the Group's accounting policies, management has made the following judgements, which have the significant effect on the amounts recognised in the Consolidated Financial Statements:

**Materiality**

Ind AS requires assessment of materiality by the Group for accounting and disclosure of various transactions in the Consolidated Financial Statements. Accordingly, the Group assesses materiality limits for various items for accounting and disclosures and follows on a consistent basis. Overall materiality is also assessed based on various financial parameters such as Gross Block of assets, Net Block of Assets, Total Assets, Revenue and Profit Before Tax. The materiality limits are reviewed and approved by the Board.

**Provisions and contingencies**

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. Should circumstances change following unforeseeable developments, this likelihood could alter. In the similar line, management also on the basis of best judgment and estimate determines the net realizable value of the Inventories to make necessary provision.

**B. MAJOR ESTIMATES**

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

Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

### **1. Useful life of property, plant and equipment and intangible assets**

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Useful life of the assets other than Plant and machinery are in accordance with Schedule II of the Companies Act, 2013.

The Group reviews at the end of each reporting date the useful life of property, plant and equipment, and are adjusted prospectively, if appropriate.

Intangible assets is being amortized on straight line basis over the period of six years.

### **2. Post-employment benefit plans**

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Group considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

### **3. Income Taxes**

The Group uses estimates and judgements based on the relevant facts, circumstances, present and past experience, rulings, and new pronouncements while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

### **4. Estimation of net realisable value of inventories**

Inventories are stated at the lower of cost and net realisable value. In estimating the net realisable value of inventories the Company makes an estimate of future selling prices and costs necessary to make the sale.

### **5. Impairment of Financial Assets**

The impairment provisions for trade receivables are made considering simplified approach based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation based on the Group's past history and other factors at the end of each reporting period. In case of other financial assets, the Group applies general approach for recognition of impairment losses wherein the Group uses judgement in considering the probability of default upon initial recognition and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

**NOTE NO. '2' NON CURRENT ASSETS: PROPERTY, PLANT AND EQUIPMENT**

As at 31 March 2026

Rs. In Lakhs

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK
	As at 01.04.2025	Additions*	Disposals/ Adjustments	As at 31.03.2026	As at 01.04.2025	For the Year	Deductions/ Adjustments	As at 31.03.2026	As at 31.03.2026
Free Hold Land	874.61	-	-	874.61	-	-	-	-	874.61
Building (Refer Note Below)	19,341.40	2,936.48	-	22,277.88	4,375.47	666.75	-	5,042.22	17,235.66
Plant & Equipment	62,755.80	4,859.53	283.37	67,331.96	30,181.90	3,762.48	217.65	33,726.73	33,605.23
Electric & Water Supply Installation	1,695.88	78.29	-	1,774.17	1,133.72	92.46	-	1,226.18	547.98
Furniture & Fixtures	741.47	63.36	-	804.83	345.89	52.15	-	398.04	406.79
Office Equipments	631.58	150.96	0.09	782.45	425.28	104.02	0.08	529.21	253.24
Vehicles	1,114.37	160.41	131.33	1,143.44	337.57	127.48	46.78	418.28	725.17
Capital Spares	2,229.19	600.35	1.36	2,828.18	1,050.08	368.84	0.08	1,418.85	1,409.34
<b>TOTAL</b>	<b>89,384.30</b>	<b>8,849.38</b>	<b>416.15</b>	<b>97,817.52</b>	<b>37,849.91</b>	<b>5,174.18</b>	<b>264.59</b>	<b>42,759.51</b>	<b>55,058.02</b>

As at 31 March 2025

Rs. In Lakhs

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK
	As at 01.04.2024	Additions*	Disposals/ Adjustments	As at 31.03.2025	As at 01.04.2024	For the Year	Deductions/ Adjustments	As at 31.03.2025	As at 31.03.2025
Free Hold Land	874.61	-	-	874.61	-	-	-	-	874.61
Building (Refer Note Below)	17,632.70	1,708.70	-	19,341.40	3,782.03	593.45	-	4,375.47	14,965.93
Plant & Equipment	51,543.30	11,842.07	629.56	62,755.80	27,177.99	3,471.41	467.50	30,181.90	32,573.90
Electric & Water Supply Installations	1,591.08	104.80	-	1,695.88	1,033.68	100.04	-	1,133.72	562.16
Furniture & Fixtures	755.18	219.73	233.44	741.47	476.48	56.15	186.73	345.89	395.59
Office Equipments	842.42	111.63	322.47	631.58	597.12	91.44	263.29	425.28	206.30
Vehicles	1,099.50	117.87	103.01	1,114.37	242.07	131.15	35.65	337.57	776.80
Capital Spares	1,639.53	589.66	-	2,229.19	796.25	253.83	-	1,050.08	1,179.10
<b>TOTAL</b>	<b>75,978.32</b>	<b>14,694.46</b>	<b>1,288.48</b>	<b>89,384.30</b>	<b>34,105.61</b>	<b>4,697.47</b>	<b>953.17</b>	<b>37,849.91</b>	<b>51,534.39</b>

Note :- Includes allotment of 876 Equity shares amounting to Rs. 145.16 Lakhs of M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. to establish permanent ownership in respect of Building situated at Mumbai.

Property, Plant and Equipments were pledged as security against the Secured Borrowings (Refer Note No 48)

\*Addition in Property, Plant and Equipments includes amount transferred from Capital Work in Progress amounting to Rs.8,688.97 (Previous Year 14,245.23)

**NOTE NO. '3' NON CURRENT ASSETS: RIGHT OF USE ASSET (ROU)**

As at 31 March 2026

Rs. In Lakhs

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK
	As at 01.04.2025	Additions	Disposals/ Adjustments	As at 31.03.2026	As at 01.04.2025	For the Year	Deductions/ Adjustments	As at 31.03.2026	As at 31.03.2026
(Refer Note no 43)									
Land	352.00	-	-	352.00	54.76	6.66	-	61.41	290.59
Buildings	380.55	31.15	-	411.70	201.89	90.84	-	292.73	118.97
Plant & Machinery	31.87	-	-	31.87	15.14	3.19	-	18.32	13.54
<b>TOTAL</b>	<b>764.42</b>	<b>31.15</b>	<b>-</b>	<b>795.57</b>	<b>271.78</b>	<b>100.69</b>	<b>-</b>	<b>372.46</b>	<b>423.10</b>

As at 31 March 2025

Rs. In Lakhs

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK
	As at 01.04.2024	Additions	Disposals/ Adjustments	As at 31.03.2025	As at 01.04.2024	For the Year	Disposals/ Adjustments	As at 31.03.2025	As at 31.03.2025
(Refer Note no 43)									
Land	352.00	-	-	352.00	48.10	6.66	-	54.76	297.25
Building	274.56	118.67	12.68	380.55	144.32	66.02	8.45	201.89	178.66
Plant & Machinery	31.87	-	-	31.87	11.96	3.19	-	15.14	16.73
<b>TOTAL</b>	<b>658.43</b>	<b>118.67</b>	<b>12.68</b>	<b>764.42</b>	<b>204.38</b>	<b>75.87</b>	<b>8.45</b>	<b>271.79</b>	<b>492.63</b>

**NOTE NO. '4' NON CURRENT ASSETS: CAPITAL WORK-IN-PROGRESS**
**As at 31 March 2026**
**Rs. In Lakhs**

DESCRIPTION OF ASSETS	As at	Additions	Capitalized	As at
	01.04.2025			31.03.2026
<b>Capital Work In Progress for</b>				
- Buildings	1,070.07	2,382.86	2,936.48	516.45
- Plant & Equipments	856.70	6,295.32	4,859.53	2,292.49
- Electric & Water Supply Installation	4.33	111.17	78.29	37.21
-Furniture and Fixtures	-	107.54	63.36	44.18
-Office Equipements	-	197.38	150.96	46.43
-Capital Spares	21.79	657.88	600.35	79.32
<b>TOTAL</b>	<b>1,952.88</b>	<b>9,752.15</b>	<b>8,688.97</b>	<b>3,016.07</b>

During the year the Company has capitalized Interest as per IND AS- 23 "Borrowing Cost"

DESCRIPTION OF ASSETS	Year Ended 31 March 2026	Year Ended 31 March 2025
- Buildings	-	7.14
<b>Total</b>	<b>-</b>	<b>7.14</b>

**Capital Work In Progress aging schedule as at 31 March 2026**
**Rs. In Lakhs**

DESCRIPTION OF ASSETS	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	2,311.81	632.52	71.74	-	3,016.07
	<b>2,311.81</b>	<b>632.52</b>	<b>71.74</b>	<b>-</b>	<b>3,016.07</b>

**Completion schedule of Capital Work in Progress for projects were completion is overdue or Cost has exceeded its Original Plan as of 31 March 2026**

Name of the Project	To be completed			
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Years
132 KVA Line	702.57	575.06	71.50	-

**As at 31 March 2025**
**Rs. In Lakhs**

DESCRIPTION OF ASSETS	As at	Additions	Capitalized	As at
	01.04.2024			31.03.2025
<b>Capital Work In Progress for</b>				
- Buildings	1,083.90	1,694.87	1,708.70	1,070.07
- Plant & Equipments	784.52	11,914.25	11,842.07	856.70
- Electric & Water Supply Installation	52.55	56.58	104.80	4.33
-Capital Spares	37.86	573.59	589.66	21.79
<b>TOTAL</b>	<b>1,958.83</b>	<b>14,239.29</b>	<b>14,245.23</b>	<b>1,952.88</b>

**Capital Work In Progress aging schedule as at 31 March 2025**
**Rs. In Lakhs**

DESCRIPTION OF ASSETS	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	1,781.79	171.09	-	-	1,952.88
	<b>1,781.79</b>	<b>171.09</b>	<b>-</b>	<b>-</b>	<b>1,952.88</b>

**Completion schedule of Capital Work in Progress for projects were completion is overdue or Cost has exceeded its Original Plan as of 31 March 2025**

Name of the Project	To be completed			
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Years
132 KVA Line	615.33	-	-	-

**NOTE NO. '5' NON CURRENT ASSETS: OTHER INTANGIBLE ASSETS**

As at 31 March 2026

Rs. In Lakhs

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK
	As at	Additions	Disposals/	As at	As at	For the	Deductions/	As at	As at
	01.04.2025		Adjustment	31.03.2026	01.04.2025	Year	Adjustments	31.03.2026	31.03.2026
Computer Software	569.79	18.09	-	587.88	509.95	38.99	-	548.94	38.94
Brands	29.07	-	-	29.07	9.20	5.81	-	15.01	14.06
	<b>598.86</b>	<b>18.09</b>	<b>-</b>	<b>616.95</b>	<b>519.15</b>	<b>44.80</b>	<b>-</b>	<b>563.95</b>	<b>53.00</b>

As at 31 March 2025

Rs. In Lakhs

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK
	As at	Additions	Disposals/	As at	As at	For the	Deductions/	As at	As at
	01.04.2024		Adjustment	31.03.2025	01.04.2024	Year	Adjustments	31.03.2025	31.03.2025
Computer Software	569.79	-	-	569.79	496.50	13.45	-	509.95	59.84
Brands	29.07	-	-	29.07	3.39	5.81	-	9.20	19.87
	<b>598.86</b>	<b>-</b>	<b>-</b>	<b>598.86</b>	<b>499.89</b>	<b>19.26</b>	<b>-</b>	<b>519.15</b>	<b>79.71</b>

**NOTE NO. '6' NON CURRENT ASSETS : INVESTMENT ACCOUNTED USING EQUITY METHOD**

Rs. In Lakhs

Particulars	No. of shares/ C.Y./(P.Y.)	Face value per share/ C.Y./(P.Y.)	As at 31 March 2026	As at 31 March 2025
<b>Unquoted</b>				
<b>Investment in Equity Instrument fully paid up (valued at cost)</b>				
<b>In Joint Venture</b>				
Tesca Textiles & Seat Components (India) Private Limited (Refer Note 46)	3413802 (3413802)	10 (10)	1,355.29	954.62
<b>Total</b>			<b>1,355.29</b>	<b>954.62</b>
<b>Aggregate amount of Unquoted investment</b>			<b>1,355.29</b>	<b>954.62</b>
<b>Aggregate amount of impairment in value of investment</b>			-	-
<b>C.Y. = Current Year ; P.Y. = Previous Year</b>				

**NOTE NO. '7' OTHER NON CURRENT FINANCIAL ASSETS**

Rs. In Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
<b>Unsecured, Considered Good</b>		
Security Deposits	344.63	368.92
Term deposits held as margin money*(To avail Non fund based facilities from banks )	117.08	73.11
Term deposits held against Deposit Repayment Reserve* (refer Note no 20)	152.40	51.99
Other Term Deposits*	85.00	-
Interest Accrued on Term deposits	10.34	4.01
<b>TOTAL</b>	<b>709.45</b>	<b>498.03</b>

\* with maturity more than 12 months

**NOTE NO. '8' INCOME TAX ASSETS (NET)**

Rs. In Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Advance payment of Income tax (net)	2,614.31	2,614.31
	<b>2,614.31</b>	<b>2,614.31</b>

**NOTE NO. '9' OTHER NON CURRENT ASSETS**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Unsecured, Considerd Good</b>		
Capital Advances	1,534.60	1,752.84
<b>Other</b>		
Lease Equalization Asset	2.49	2.45
Balance with Electricity Board (Paid under Protest)	11.00	11.00
Prepaid Expenses	18.28	30.18
<b>TOTAL</b>	<b>1,566.37</b>	<b>1,796.47</b>

**NOTE NO. '10' INVENTORIES**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
Raw Materials	10,324.09	9,880.44
Works-in-Progress	5,805.95	5,636.73
Finished goods	12,538.11	14,143.07
Stock in Trade	64.32	47.48
Stores & Spares	1,462.88	1,456.95
Waste	123.95	147.42
<b>TOTAL</b>	<b>30,319.30</b>	<b>31,312.09</b>

**The above inventories includes goods in transit as under**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
Stores & Spares	493.50	172.50
Raw Materials	420.19	261.06
<b>TOTAL</b>	<b>913.69</b>	<b>433.56</b>

10.1 Inventories include stocks lying with third parties Rs. 489.38 Lakhs (Previous Year Rs. 215.75 Lakhs)

10.2 Inventories are hypothecated to the banks for availing the fund based and non- fund based working capital facilities. (Refer Note 48)

10.3 For basis of valuation of Inventories refer note no 6 Part C of Overview & Material Accounting Policies.

**NOTE NO. '11' CURRENT FINANCIAL ASSETS: INVESTMENTS**

Particulars	No. of shares/ C.Y./ (P.Y.)	Face value per share/ units C.Y./ (P.Y.)	Rs. In Lakhs	
			As at 31 March 2026	As at 31 March 2025
<b>Measured at fair value through Statement of profit and loss</b>				
<b>Quoted</b>				
<b>In Equity Shares</b>				
Union Bank of India	10114 (10114)	10 (10)	16.60	12.76
<b>Unquoted</b>				
<b>In Equity Shares</b>				
Ambojini Property Developers Private Limited	360 (360)	10 (10)	0.07	0.07
<b>Unquoted</b>				
<b>In Debentures</b>				
10% Ambojini Property Developers Private Limited	3542 (3542)	100 (100)	6.97	6.97
Less : Impairment of Investments			(7.04)	(7.04)
<b>TOTAL</b>			<b>16.60</b>	<b>12.76</b>

C.Y. = Current Year ; P.Y. = Previous Year ;

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
Aggregate amount of quoted Investment	16.60	12.76
Aggregate amount of market value of quoted Investment	16.60	12.76
Aggregate amount of unquoted Investment (Carrying Value)	-	-
Aggregate amount of impairment in value of the Investment	7.04	7.04

**NOTE NO. '12 CURRENT FINANCIAL ASSETS: TRADE RECEIVABLES**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Trade receivables, Unsecured</b>		
- Trade Receivables considered good	24,950.06	20,149.31
- Trade Receivables which have significant increase in credit risk	-	311.02
- Trade Receivables-credit impaired	457.94	830.28
	25,408.00	21,290.61
Less: Allowance for doubtful trade receivables	1,054.55	1,141.30
<b>TOTAL</b>	<b>24,353.45</b>	<b>20,149.31</b>

**For Trade Receivables outstanding ageing schedule as at 31 March 2026**

Rs. In Lakhs

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	4,912.43	0.40	0.10	-	-	4,912.93
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	244.76	271.94	52.84	27.07	-	596.61
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	457.94	457.94
<b>Total</b>	<b>5,157.19</b>	<b>272.34</b>	<b>52.94</b>	<b>27.07</b>	<b>457.94</b>	<b>5,967.48</b>
Add:- Not Due : Undisputed, Considered good (B)						<b>19,440.52</b>
Less : Allowance for Trade Receivables which have significant increase in credit risk/credit impaired (C)						<b>1,054.55</b>
Net Due (A+B-C)						<b>24,353.45</b>

**For Trade Receivables outstanding ageing schedule as at 31 March 2025**

Rs. In Lakhs

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	3,821.60	-	-	-	-	3,821.60
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	311.02	-	-	-	-	311.02
(iii) Undisputed Trade Receivables – credit impaired	-	185.31	122.06	21.79	27.77	356.93
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	473.35	473.35
<b>Total</b>	<b>4,132.62</b>	<b>185.31</b>	<b>122.06</b>	<b>21.79</b>	<b>501.12</b>	<b>4,962.90</b>
Not Due : Undisputed (B)						<b>16,327.71</b>
Less : Allowance for Trade Receivables which have significant increase in credit risk/credit impaired (C)						<b>1,141.30</b>
Net Due (A+B-C)						<b>20,149.31</b>

a) Trade receivables are hypothecated to the banks for availing the fund based and non- fund based working capital facilities.

**b) Amount Receivables from Related Parties (Refer Note 46)**

Rs. In Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Tesca Textiles & Seat Components (India) Private Limited (A Joint Venture Company)	840.82	539.81
Aanswr Fashion Private Limited	90.89	418.21

**MOVEMENT IN IMPAIRMENT ALLOWANCE FOR DOUBTFUL TRADE RECEIVABLES**

Rs. In Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Balance at the beginning of the year	1,141.30	982.52
Add: Impairment allowance for Doubtful Debts recognised	14.55	234.60
Less: Impairment allowance for Doubtful Debts Utilised	101.30	75.82
Less: Provision for Doubtful Debts Written Back	-	-
Balance at the end of the year	1,054.55	1,141.30

**NOTE NO. '13' CASH AND CASH EQUIVALENTS**

Rs. In Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
<b>A. Balances with Scheduled Banks</b>		
-Current Account	9.73	314.45
-Other Bank Balances	137.55	68.56
<b>B. Cash On Hand (Including Imprest)</b>	12.40	21.72
<b>TOTAL</b>	<b>159.68</b>	<b>404.73</b>

**NOTE NO '14' BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENT**

Rs. In Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Unpaid Dividend Account	28.19	28.55
Term Deposits held as margin money* (To avail Non fund based facilities from banks)	181.81	552.43
Term deposits held against Deposit Repayment Reserve*(refer Note no 20)	230.95	313.93
Other Term Bank Deposits*	302.88	59.32
* with maturity more than 12 months	28.11	27.99
<b>TOTAL</b>	<b>771.94</b>	<b>982.22</b>

\* with original maturity more then 3 months but less than 12 months

**NOTE NO. '15' CURRENT FINANCIAL ASSETS: LOANS**

Rs. In Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
<b>Unsecured, Considered good</b>		
Loans & Advances to Employees	218.11	261.11
<b>TOTAL</b>	<b>218.11</b>	<b>261.11</b>

**NOTE NO. '16' OTHER CURRENT FINANCIAL ASSETS**

Rs. In Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
<b>Unsecured, considered good</b>		
Claim Receivables	343.43	282.05
Other Receivables (Refer Note No 57)	42.66	42.66
Export Incentive Receivables	656.79	480.44
	1,042.88	805.15
Impairment allowance/Provision for doubtful recoverable	43.73	17.66
<b>TOTAL</b>	<b>999.15</b>	<b>787.49</b>

**NOTE NO. '17' OTHER CURRENT ASSETS**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Unsecured, considered good, unless otherwise stated</b>		
Advance to Suppliers : Considered Good	2,099.85	3,113.38
Advance to Suppliers : Considered Doubtful	29.34	29.34
Other Current Assets	4.46	0.18
Recoverable from Revenue Authorities : Considered Good	3,309.67	2,540.87
Recoverable from Revenue Authorities : Considered Doubtful	53.84	53.84
Prepaid Expenses	171.97	176.98
Impairment allowance for doubtful recoverable from revenue authorities and Suppliers	5,669.13	5,914.59
	83.18	83.18
<b>TOTAL</b>	<b>5,585.95</b>	<b>5,831.41</b>

**NOTE NO. '18' EQUITY SHARE CAPITAL**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Authorized</b>		
12,17,00,000 Equity Shares of Rs.5/- each (Refer Note no 18.5) (6,08,50,000 Equity Shares of Rs. 10/- each as at 31 March 2025)	6,085.00	6,085.00
5,00,000 3% Redeemable Preference Shares of Rs.100/- each (5,00,000, 3% Redeemable Preference Share of Rs. 100/- each as at 31 March 2025)	500.00	500.00
3,00,000 3% Redeemable Cumulative Preference Shares of Rs.100/- each (3,00,000 3% Redeemable Cumulative Preference Share of Rs. 100/- each As at 31 March 2025)	300.00	300.00
	<b>6,885.00</b>	<b>6,885.00</b>
<b>Issued</b>		
3,42,86,114 Equity Shares of Rs.5/- each (Refer Note no 18.5) (1,71,43,057 Equity Shares of Rs. 10/- each as at 31 March 2025)	1,714.31	1,714.31
	<b>1,714.31</b>	<b>1,714.31</b>
<b>Subscribed and fully paid</b>		
3,42,32,084 Equity Shares of Rs.5/- each (1,71,16,042 Equity Shares of Rs. 10/- each as at 31 March 2025)	1,711.60	1,711.60
	<b>1,711.60</b>	<b>1,711.60</b>

**18.1 Reconciliation of Number of Equity Shares Outstanding**

Particulars	Shares (In Nos.)	
	As at 31 March 2026	As at 31 March 2025
<b>At the beginning of the year</b>	3,42,32,084	3,42,32,084
Change During the Year	-	-
<b>At the end of the year</b>	<b>3,42,32,084</b>	<b>3,42,32,084</b>

**18.2 Rights, preferences and restrictions to the shareholders : Equity Shares**

All equity shareholders are having right to get dividend in proportion to paid up value of each equity share as and when declared.

The Parent ("Banswara Syntex Limited") has equity shares having at face value of Rs. 5 each. Each shareholder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**18.3a Shares held by promoters at the end of the year**

Promoter name	No. of Shares as of 31 March 2026	% of total shares of 31 March 2026	% Change during the year
1 Smt. Kavita Soni	19,34,465	5.65	-
2 Shri Shaleen Toshniwal	42,81,490	12.51	-
3 Smt.Sonal Toshniwal	16,66,110	4.87	-
4 Smt.Navnita Mehra	16,06,947	4.69	-
5 Shri Ravindra Kumar Toshniwal	38,97,334	11.39	-
6 Smt.Prem Toshniwal	-	-	-

7 Smt.Radhika Toshniwal	23,64,964	6.91	-
8 Shri Udit Ravindra Toshniwal	59,516	0.17	-
9 Shri Rakesh Mehra	12,122	0.04	-
10 Niral Trading Pvt. Ltd.	11,23,330	3.28	-
11 Lawson Trading Company Pvt. Ltd.	8,10,036	2.37	-
12 Moonfine Trading Company Pvt. Ltd.	3,89,000	1.14	-
13 Speedshore Trading Company Pvt. Ltd.	4,05,472	1.18	-

**18.3b Shares held by promoters at the end of the year**

Promoter name	No. of Shares as of 31 March 2025	%of total shares of 31 March 2025	% Change during the year
1 Smt. Kavita Soni	19,34,465	5.65	86.35
2 Shri Shaleen Toshniwal	42,81,490	12.51	-
3 Smt.Sonal Toshniwal	16,66,110	4.87	-
4 Smt.Navnita Mehra	16,06,947	4.69	113.06
5 Shri Ravindra Kumar Toshniwal	38,97,334	11.39	-
6 Smt.Prem Toshniwal	-	0.00	(100.00)
7 Smt.Radhika Toshniwal	23,64,964	6.91	-
8 Shri Udit Ravindra Toshniwal	59,516	0.17	(50.71)
9 Shri Rakesh Mehra	12,122	0.04	-
10 Niral Trading Pvt. Ltd.	11,23,330	3.28	-
11 Lawson Trading Company Pvt. Ltd.	8,10,036	2.37	-
12 Moonfine Trading Company Pvt. Ltd.	3,89,000	1.14	-
13 Speedshore Trading Company Pvt. Ltd.	4,05,472	1.18	-

**18.4 - Shareholder's holding more than 5% of each class of shares issued by the Parent ("Banswara Syntex Limited"):-**

Name of shareholder	As at 31 March 2026		As at 31 March 2025	
	No. of Shares	% of Shares	No. of Shares	% of Shares
<b>Equity Shares</b>				
Shri Ravindra Kumar Toshniwal	38,97,334	11.39	38,97,334	11.39
Shri Shaleen Toshniwal	42,81,490	12.51	42,81,490	12.51
Smt. Radhika Toshniwal	23,64,964	6.91	23,64,964	6.91
Smt. Kavita Soni	19,34,465	5.65	19,34,465	5.65

**18.5 - Share Split Detail**

During the financial year 2022-23, the Parent has sub divided its 171.16 lakhs equity shares of face value of Rs. 10/- each fully paid up into 342.32 Lakhs equity shares of face value of Rs. 5/- each fully paid up w.e.f. 08 September 2022 as recommended by the Board of Directors and approved by the share holders of the Parent in the Annual General Meeting held on 30 July 2022.

**NOTE NO. '19' OTHER EQUITY**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>(A) Capital Reserve</b>		
Opening Balance	20.43	20.43
Closing Balance	20.43	20.43
<b>(B) Capital Redemption Reserve</b>		
Opening Balance	173.00	173.00
Closing Balance	173.00	173.00
<b>(C) Securities Premium</b>		
Opening balance	2,959.00	2,959.00
Closing Balance	2,959.00	2,959.00

<b>(D) Share of Equity Component</b>		
Opening balance	4.82	4.82
Closing Balance	4.82	4.82
<b>(E) General Reserve</b>		
Opening Balance	19,137.10	19,137.10
Add: Transfer from Retained Earnings	-	-
Closing Balance	19,137.10	19,137.10
<b>(F) Retained Earnings</b>		
Opening Balance	31,931.50	29,494.70
Add : Profit for the year	3,120.05	2,215.59
Add: Remeasurment Gain/(Loss) of defined benefit plan	(225.02)	563.52
Less : Transfer to General Reserve	-	-
Less : Final Dividend on Equity Shares	(342.32)	(342.32)
	34,484.21	31,931.50
<b>Total</b>	<b>56,778.56</b>	<b>54,225.85</b>

#### Nature & Purpose of the Reserve:

- (A) Capital reserve:** Capital reserve created on account of merger/amalgamation. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.
- (B) Capital redemption reserve:** Capital redemption reserve is being created by transfer from Retained earnings at the time of buy back of equity shares in accordance with the Act. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.
- (C) Share of Equity Component:** Equity Component for External Commercial Borrowings of Joint Venture.
- (D) Securities premium:** Securities premium is credited when shares are issued at premium. This will be utilised in accordance with the provisions of the Companies Act, 2013.
- (E) General reserve:** The General reserve is created by way of transfer of profits from retained earnings for appropriation purposes. This reserve is utilised in accordance with the provisions of the Companies Act, 2013.
- (F) Retained earnings:** The balance consists of surplus retained from earned profits after payment of dividend and tax thereon. Actuarial gains and losses for defined benefit plans are recognized through OCI in the period in which they occur. Re-measurement are not re-classified to the statement of profit and loss in subsequent period.

#### NOTE NO. 20' NON CURRENT FINANCIAL LIABILITIES: BORROWINGS

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Term Loan (Secured)</b>		
From Banks	25,195.74	25,180.38
Less: Current Maturity of Long term Debt (refer note no 25)	6,530.19	5,907.94
<b>Total (I)</b>	<b>18,665.55</b>	<b>19,272.44</b>
<b>Fixed Deposits (Unsecured)</b>		
From Directors (Including Independent Directors)	623.00	467.92
From Others {Includes Rs. 125.89 Lakhs (Previous years Rs. 67.63 Lakhs) from related parties}	1,251.63	1,349.56
	1,874.63	1,817.48
Less: Current Maturity of Long term Debt (refer note no 25)	1,169.63	837.48
<b>Total (II)</b>	<b>705.00</b>	<b>980.00</b>
<b>Total (III)=(I)+(II)</b>	<b>19,370.55</b>	<b>20,252.44</b>

**Repayment Schedule of Term Loan Payments**
**Rs. in Lakhs**

Term loan from Banks			Outstanding as on 31 March 2026			
Date of maturity	Rate of Interest	Term of Repayment	Total Outstanding	Long term Maturity	Current Maturity	Installment due aft. 31 Mar 2026
31 March 2027	7.80%	Monthly	220.05	-	220.05	12
31 March 2031	8.90%	Quarterly	3,337.53	2,477.61	859.92	20
31 March, 2031	8.60%	Quarterly	7,799.10	6,230.58	1,568.52	20
31 December 2032	8.60%	Quarterly	3,759.44	2,741.16	1,018.28	23*
30 September 2026	8.60%	Quarterly	127.90	-	127.90	2
31 December 2027	8.60%	Quarterly	413.59	171.49	242.10	7
31 December 2027	8.60%	Quarterly	177.39	67.35	110.04	7
31 March 2028	8.60%	Quarterly	274.58	124.52	150.06	8
31 December 2029	8.60%	Quarterly	631.33	462.42	168.91	15
30 September 2029	7.05%	Quarterly	3,869.44	2,747.41	1,122.03	14
30 June 2031	8.26%	Quarterly	4,585.40	3,643.03	942.37	21
<b>Total</b>			<b>25,195.74</b>	<b>18,665.55</b>	<b>6,530.19</b>	

\* Repayment of Borrowings will start from Financial Year 2027-28

**Rs. in Lakhs**

Term loan from Banks			Outstanding as on 31 March 2025			
Date of maturity	Rate of Interest	Term of Repayment	Total Outstanding	Long term Maturity	Current Maturity	Installment due aft. 31 Mar 2025
31 March 2026	10.00%	Quarterly	236.00	-	236.00	4
30 September 2025	10.00%	Quarterly	40.16	-	40.16	2
31 March 2027	8.15%	Monthly	440.10	220.00	220.10	24
31 March 2032	9.05%	Quarterly	2,578.54	1,718.93	859.61	24
31 March, 2031	8.90%	Quarterly	9,366.21	7,797.25	1,568.96	24
31 December 2032	8.90%	Quarterly	188.88	188.83	0.05	23*
31 March 2025	9.50%	Quarterly	0.01	-	0.01	-
30 September 2026	9.00%	Quarterly	477.99	127.85	350.14	6
31 March 2026	9.50%	Quarterly	147.75	-	147.75	4
31 December 2027	8.95%	Quarterly	587.53	413.49	174.04	11
31 December 2027	8.95%	Quarterly	256.66	177.35	79.31	11
31 March 2028	8.95%	Quarterly	424.62	274.52	150.10	12
31 December 2029	8.95%	Quarterly	800.12	631.16	168.96	19
30 September 2029	8.32%	Quarterly	4,980.33	3,846.38	1,133.95	18
30 June 2031	9.20%	Quarterly	4,655.48	3,876.68	778.80	25
<b>Total</b>			<b>25,180.38</b>	<b>19,272.44</b>	<b>5,907.94</b>	

\* Repayment of Borrowings will start from Financial Year 2027-28

**Repayment Schedule for Fixed Deposits (Unsecured)**

Particulars	Outstanding	0 to 1 Years	1 to 2 Years	2-3 Years
As of 31 March 2026	1,874.63	1,169.63	505.00	200.00
As of 31 March 2025	1,817.48	837.48	622.00	358.00

**A. Securities for Term Loan from Banks:**

- Terms Loans from Banks are secured by a joint equitable mortgage and /or hypothecation charges ranking pari-passu on immovable/movable properties situated at Banswara, Daman and Surat, both present and future of the Company and are also secured by second charge on current assets of the Parent ("Banswara Syntex Limited") ranking pari-passu.
- Term Loans from Banks amounting to Rs. 1,624.81 Lakhs (Previous Year Rs. 2,694.68 Lakhs) are guaranteed by Shri Ravindra Kumar Toshniwal (Vice Chairman) and Shri Shaleen Toshniwal (Managing Director) in their personal capacities as per sanctions of the respective Financial Institutions and Banks.

**B. For Fixed deposits**

- Fixed Deposits accepted by Parent ("Banswara Syntex Limited") are in accordance with the provisions of section 73(2)(a) and section 76 of the Companies Act, 2013 and rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014 are unsecured. Fixed Deposits are repayable within 1 to 3 years depending upon the terms of deposits.
- Fixed Deposits Interest rate ranging from 8.50% to 9.00% (Previous Year 8.50 % to 9.00%).
- In accordance with provision of section 73(2) of the Companies Act, 2013 the Parent has deposited adequate amount in Deposit Repayment reserve Account with Schedule Bank.

**NOTE NO. '21' NON CURRENT FINANCIAL LIABILITIES: LEASE LIABILITIES**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Unsecured</b>		
<b>Lease Liability</b>	133.46	199.66
Less : Current Maturities	78.09	95.97
Long term maturities	<b>55.37</b>	<b>103.69</b>
<b>Total</b>	<b>55.37</b>	<b>103.69</b>

**NOTE NO. '22' NON CURRENT LIABILITIES: PROVISIONS**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Provisions for Employee benefits</b>		
-Gratuity	1,961.64	410.84
Less : Short Term	404.87	56.11
	1,556.77	354.73
-Leave Encashment	855.64	469.72
Less : Short Term	123.86	163.86
	731.78	305.86
<b>Total</b>	<b>2,288.55</b>	<b>660.59</b>

**As at 31 March 2026**

Movement of Provision	Gratuity	Leave Encashment
Opening Balance	410.84	469.72
Add : Expenses Charged to Statement of Profit and Loss	1,346.72	423.05
Less : Contribution paid	99.02	37.13
Less: Other Comprehensive Income(OCI) Gain	(303.10)	-
<b>Closing Balance</b>	<b>1,961.64</b>	<b>855.64</b>

**As at 31 March 2025**

Movement of Provision	Gratuity	Leave Encashment
Opening Balance	544.08	458.90
Add : Expenses Charged to Statement of Profit and Loss	705.96	98.42
Less : Contribution paid	80.92	87.60
Less : Other Comprehensive Income(OCI) Gain	758.28	-
<b>Closing Balance</b>	<b>410.84</b>	<b>469.72</b>

**NOTE NO. '23' NON CURRENT LIABILITIES: DEFERRED TAX LIABILITIES (Net)**

Considering accounting procedure prescribed by the IND AS 12 " Income Taxes", the following amounts have been worked out and provided in books:

**Major components of deferred tax balances**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Deferred Tax Liabilities</b>		
i) Difference related to Property, Plant and Equipments	3,313.65	3,053.69
<b>Sub total (a)</b>	3,313.65	3,053.69
<b>Deferred Tax Assets</b>		
i) Provision for doubtful Trade Receivables /Advances	265.41	287.24
ii) Disallowances under section 43B of Income Tax, 1961	341.25	272.51
iii) Employee Benefits	709.05	221.62
iv) Investment carried out through FVTPL	0.52	1.40
v) Deferred Tax on Account of Deferred Government Grant	23.66	30.54
vi) Lease Equilization	0.63	0.62
<b>Sub total (b)</b>	1,340.52	813.93
<b>Deferred Tax Liabilities (Net) (a)-(b)</b>	<b>1,973.13</b>	<b>2,239.76</b>

**NOTE NO. '24' GOVERNMENT GRANT**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Non Current</b>		
Deferred Income	212.50	283.34
<b>Current</b>		
Deferred Income	87.92	84.47
<b>Total</b>	<b>300.42</b>	<b>367.81</b>

Note: Above Government Grants (Capital grant) have been received for the purchase of certain items of property, plant and equipments.

**Government Grant : Movement during the year :-**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>At the beginning of the year</b>	367.81	452.28
Add: Received during the Year	22.07	-
Less: Transferred to statement of profit and loss	89.46	84.47
<b>As the end of the year</b>	<b>300.42</b>	<b>367.81</b>

**NOTE NO. '25' CURRENT FINANCIAL LIABILITIES: BORROWINGS**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>From Banks (Secured)</b>		
<b>Loan Repayable on Demand</b>		
Cash Credit and Export Packing Credit Facilities	20,295.11	18,215.93
<b>Current Maturities of Long Term Borrowings and Fixed Deposit (refer note 20)</b>		
Term Loans (Secured)	6,530.18	5,907.94
Fixed Deposit (Unsecured)	1,169.63	837.48
<b>Total</b>	<b>27,994.92</b>	<b>24,961.35</b>

**Terms and Condition**
**Secured Loan**
**25.1 Securities and Guarantees**

- Cash Credit Facility and Export Packing Credit Facility from banks are secured by way of hypothecation (Floating charges) of Raw material, Dyes-Chemicals, Packing Materials, Stores & Spares, Stock-in-process, Finished goods, Book debts, Export Incentives and second charge on all the Property, Plant and Equipments (situated at Banswara, Daman & Surat) of the Parent ("Banswara Syntex Limited") and also guaranteed by Shri Ravindra Kumar Toshniwal (Vice Chairman) and Shri Shaleen Toshniwal (Managing Director) in their personal capacities.
- Cash Credit Facility and Export Packing Credit Facility Interest rate ranging from 5.95% to 9.00% (Previous Year from 7.50% to 9.15%).

**NOTE NO. '26' CURRENT FINANCIAL LIABILITIES: LEASE LIABILITIES**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Unsecured</b>		
Lease Liability	78.09	95.97
<b>Total</b>	<b>78.09</b>	<b>95.97</b>

**NOTE NO. '27' CURRENT FINANCIAL LIABILITIES: TRADE PAYABLES**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
Total outstanding dues of micro enterprises and small enterprises @	1,280.81	533.36
Total outstanding dues of creditors other than micro enterprises and small enterprises	6,742.97	7,898.35
<b>Total</b>	<b>8,023.78</b>	<b>8,431.71</b>

@ The figures have been disclosed on the basis of information received from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 and/or based on the information available with the Group.

## Trade Payables aging schedule as at 31 March 2026

Rs. In Lakhs

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	923.29	332.33	-	0.34	24.86	1,280.81
(ii) Others	1185.97	5,003.56	94.47	24.74	156.99	6,465.74
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	277.23	277.23
	<b>2,105.97</b>	<b>5,335.89</b>	<b>94.47</b>	<b>25.07</b>	<b>459.08</b>	<b>8,023.78</b>

## Trade Payables aging schedule as at 31 March 2025

Rs. In Lakhs

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	490.96	35.79	1.94	3.88	0.91	533.47
(ii) Others	1,428.98	5,796.08	91.09	146.46	158.39	7,621.01
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	277.23	277.23
	<b>1,919.94</b>	<b>5,831.87</b>	<b>93.03</b>	<b>150.34</b>	<b>436.52</b>	<b>8,431.71</b>

## NOTE NO. '28' OTHER CURRENT FINANCIAL LIABILITIES

Rs. In Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
<b>Other Liabilities</b>		
Liability for Capital Goods	181.33	87.30
Unclaimed Dividend	28.19	28.56
Investor Education and Protection Fund Payable*	4.30	4.30
Securities Deposits	466.42	393.58
Accrued Liabilities for Expenses	2,074.81	1,595.76
Other Liabilities (Includes Employees/Workers Payable)	2,693.03	2,674.69
Forward Contract Liability	711.10	62.42
<b>Total</b>	<b>6,159.18</b>	<b>4,846.60</b>

\*The Parent ("Banswara Syntex Limited") has deposited Rs. 4.30 Lakhs representing unpaid dividend for the Financial Year 2011-12 to the Investor Education and Protection Fund ("IEPF") vide Challan No.U56885791 dated 4th December, 2019. The company also filed a Statement in Form IEPF on 22 October 2019. The said amount was erroneously returned by IEPF authority with out any reason and credited to our Bank account.

The company have lodged a complaint to IEPF authority in this regard and awaiting clearance from their side. Except the amount stated as above, there are no amounts due and outstanding to be credited to the Investor Education and Protection Fund at the year end.

## NOTE NO. '29' OTHER CURRENT LIABILITIES

Rs. In Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Contract Liabilities	782.19	843.78
Statutory Liabilities	607.19	562.08
<b>Total</b>	<b>1,389.38</b>	<b>1,405.86</b>

## NOTE NO. '30' CURRENT LIABILITIES: PROVISIONS

Rs. In Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
<b>Provisions for Employee benefits</b>		
-For Gratuity	404.87	56.11
-For Leave Encashment	123.86	163.86
<b>Total</b>	<b>528.73</b>	<b>219.97</b>

**NOTE NO. '31' CURRENT TAX LIABILITIES (NET)**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
Provision for Income Tax (Net)	567.53	140.96
<b>Total</b>	<b>567.53</b>	<b>140.96</b>

**NOTE NO. '32' REVENUE FROM OPERATIONS**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
(a) Income from Sale of goods	1,32,184.22	1,26,229.09
(b) Income from Job Work	500.57	504.51
<b>Sale of Products &amp; Services</b>	<b>1,32,684.79</b>	<b>1,26,733.60</b>
(c) Other Operating Revenue		
Export Incentives	2,943.28	2,519.07
<b>Total</b>	<b>1,35,628.07</b>	<b>1,29,252.67</b>

**NOTE NO. '33' OTHER INCOME**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
<b>Interest Income</b>		
Interest Income from Bank Fixed Deposits	76.06	104.29
Interest Income from Others	183.17	174.27
<b>Other Non Operating Income</b>		
Net Gain on sales of property, plant and Equipments	14.27	35.06
Foreign Currency transaction and translation (net)	640.68	643.33
Dividend Income from Investment at FVTPL	0.48	0.36
Excess Provisions written back (net)	1.95	65.76
Amortization of Government Grants (Capital)	89.45	84.47
Miscellaneous Income	376.33	466.30
Gain on Fair Value Measurement of Investment through FVTPL	3.84	-
<b>Total</b>	<b>1,386.22</b>	<b>1,573.84</b>

**NOTE NO. '34' COST OF MATERIALS CONSUMED**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Raw Material Consumed	51,784.13	53,775.21
Dyes & Chemicals Consumed	3,981.59	3,857.75
<b>Total</b>	<b>55,765.72</b>	<b>57,632.96</b>

**NOTE NO. '35' CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
<b>A. Finished Goods</b>		
<b>Opening Stock</b>		
Yarn	5,766.60	5,356.87
Cloth	6,001.06	4,675.42
Garment	2,375.41	1,515.56
	<b>14,143.07</b>	<b>11,547.85</b>
<b>Closing Stock</b>		
Yarn	5,336.56	5,766.60
Cloth	5,180.65	6,001.06
Garment	2,020.90	2,375.41
	<b>12,538.11</b>	<b>14,143.07</b>

<b>B. Work-in Progress</b>		
<b>Opening Stock</b>		
Yarn	1,714.79	1,817.49
Cloth	3,104.34	2,864.87
Garment	817.60	429.82
	<b>5,636.73</b>	<b>5,112.18</b>
<b>Closing Stock</b>		
Yarn	1,955.21	1,714.79
Cloth	3,104.61	3,104.34
Garment	746.13	817.60
	<b>5,805.95</b>	<b>5,636.73</b>
<b>C. Stock-in trade</b>		
<b>Opening Stock</b>	<b>47.48</b>	<b>56.53</b>
<b>Closing Stock</b>	<b>64.32</b>	<b>47.48</b>
<b>C. Waste</b>		
<b>Opening Stock</b>	<b>147.42</b>	<b>90.18</b>
<b>Closing Stock</b>	<b>123.95</b>	<b>147.42</b>
<b>Total</b>	<b>1,442.37</b>	<b>(3,167.96)</b>

**NOTE NO. '36' EMPLOYEE BENEFITS EXPENSES**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Salaries, Wages and Bonus	28,949.15	26,713.65
Contribution to Provident and Other Funds	2,548.59	2,410.96
Workmen & Staff Welfare Expenses	568.18	368.70
<b>Total</b>	<b>32,065.92</b>	<b>29,493.31</b>

**Disclosure as per Ind AS 19 ' Employee Benefit'****A) Defined contribution plan**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Employer's contribution to Regional provident fund	2,031.25	1,914.74
Employer's contribution to Employee State Insurance Corporation	323.29	314.17
<b>Total</b>	<b>2,354.54</b>	<b>2,228.91</b>

The Group has recognised an expenses of Rs. 2,354.54 Lakhs (Previous Year Rs.2,228.91 Lakhs) towards the defined contribution plan.

In accordance with the Employees Provident Fund & Miscellaneous Provisions Act, 1952, employees are entitled to receive benefits under the Provident Fund. Both the employees and the employer make monthly contributions to the plan at a predetermined rate of an employee's basic salary. These contributions are made to the regional fund administered and managed by the Employees Provident Fund Organisation (EPFO). The Group has no further obligations under the fund managed by the EPFO beyond its monthly contributions which are charged to the statement of profit and loss in the period they are incurred.

**B) Defined benefits plan**

The Group has following post employment benefits which are in the nature of defined benefit plans:

**Gratuity**

The Group provides for gratuity payable to employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary divided by 26 days multiplied for the number of years of service. The gratuity plan is a funded plan administered by a Trust and the Company makes contributions to Life Insurance Corporation of India (LIC).

Particulars	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Change in defined benefit obligations:</b>		
Defined benefit obligation at the beginning of the year	2,277.80	2,546.40
Current service cost	673.19	670.26
Interest cost	147.39	167.78
Past service cost	648.56	-
Benefits paid	(289.58)	(360.02)
Actuarial (gains)/losses	316.74	(746.61)
<b>Defined benefit obligation, end of the year</b>	<b>3,774.11</b>	<b>2,277.80</b>

Particulars	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
Fair value of plan assets at the beginning of the year	1,866.97	2,002.32
Return on plan assets, (excluding amount included in net Interest expense)	13.64	11.68
Interest income	122.42	132.07
Employer's contributions	99.02	80.92
Benefits paid	(289.58)	(360.02)
<b>Fair value of plan assets, end of the year</b>	<b>1,812.47</b>	<b>1,866.97</b>

**Amount recognized in the balance sheet consists of:**

Particulars	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
Present value of defined benefit obligation	3,774.11	2,277.80
Fair value of plan assets	1,812.47	1,866.97
<b>Net liability</b>	<b>1,961.64</b>	<b>410.84</b>
<b>Amounts in the balance sheet:</b>		
Current Liability	404.87	56.11
Non-current liabilities	1,556.77	354.73
<b>Net liability</b>	<b>1,961.64</b>	<b>410.84</b>

**Total amount recognized in Profit or Loss consists of:**

Particulars	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
Current service cost	673.19	670.26
Past Service Cost	648.56	-
Net Interest	24.97	35.71
<b>Total Expense recognised in statement of profit or loss</b>	<b>1,346.73</b>	<b>705.97</b>

**Net Interest Consists:**

Particulars	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
Interest Expenses	147.39	167.78
Interest Income	122.42	132.07
<b>Net Interest</b>	<b>24.97</b>	<b>35.71</b>

**Amount recognized in other comprehensive income consists of:**

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
Actuarial (Gain)/Loss on Obligation	316.74	(746.61)
Return on Plan Assets excluding net Interest	(13.64)	(11.68)
<b>Total Actuarial (Gain)/Loss recognised in (OCI)</b>	<b>303.10</b>	<b>(758.29)</b>

**Actuarial (Gain)/Loss on obligation Consists:****Rs. In Lakhs**

Particulars	As at 31 March 2026	As at 31 March 2025
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	(63.79)	56.91
Actuarial (gains)/losses arising from changes in experience adjustments on plan liabilities	380.53	(803.52)
<b>Total Actuarial (Gain)/Loss</b>	<b>316.74</b>	<b>(746.61)</b>

**Return on Plan Assets Gain/(Loss)excluding net Interest Consists****Rs. In Lakhs**

Particulars	As at 31 March 2026	As at 31 March 2025
Actual Return on plan assets	136.07	143.75
Interest Income included in Net Interest	122.42	132.07
<b>Return on Plan Assets excluding net Interest</b>	<b>13.64</b>	<b>11.68</b>

**Information for funded plans with a defined benefit obligation less than plan assets:****Rs. In Lakhs**

Particulars	As at 31 March 2026	As at 31 March 2025
Defined benefit obligation	3,774.11	2,277.80
Fair value of plan assets	1,812.47	1,866.97
<b>Net Liability</b>	<b>1,961.64</b>	<b>410.84</b>

**The assumptions used in accounting for the Gratuity are set out below:**

Particulars	As at 31 March 2026	As at 31 March 2025
Discount rate	7.07%	6.91%
Mortality	IALM (2012-14) Ult.	IALM (2012-14) Ult.
Rate of increase in compensation level of covered employees	5.00%	5.00%
Expected Return on Plan Assets	7.07%	6.91%
Expected average remaining services	18.80	20.00
Retirement age	58 Years	60 Years
Employee Attrition rate	Upto Age 45:2% 46 and 60 Yr:1%	Upto Age 45:2% 46 and 60 Yr:1%

**Sensitivity Analysis :**

The table below outlines the effect on the service cost, the interest cost and the defined benefit obligation in the event of a decrease/increase of 1% in the assumed rate of discount rate.

Assumptions	Change in assumption	Change in PV of obligation Gratuity	
		As at 31 March 2026	As at 31 March 2025
Discount rate	Increase by 1%	3,414.36	1,986.72
	Decrease by 1%	4,205.62	2,636.72
Salary escalation rate	Increase by 1%	4,196.73	2,628.10
	Decrease by 1%	3,412.44	1,987.71

**Expected Payout****Rs. in Lakhs**

Particulars	First Year	Second year	Third to fifth year	More than 5 Years
PVO payout Gratuity as of 31 March 2026	404.87	206.19	665.13	1,283.90
PVO payout Gratuity as of 31 March 2025	56.11	70.96	302.56	703.31

**Plan Assets**

Plan assets comprise the following

Particulars	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Deposit with</b>		
Gratuity Trust	9.99	7.09
Group Insurance Scheme Insurance Company (LIC)	1,802.48	1,859.88
<b>Total</b>	<b>1,812.47</b>	<b>1,866.97</b>

**Risk Exposure**

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

**a) Asset volatility**

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments are in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk with derivatives to minimize risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments which have low correlation with equity securities.

The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit. The Group has a risk management strategy where the aggregate amount of risk exposure on a portfolio level is maintained at a fixed range. Any deviations from the range are corrected by rebalancing the portfolio. The Group intends to maintain the above investment mix in the continuing years.

**b) Changes in discount rate**

A decrease in discount rate will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

**c) Inflation risks**

In the pension plans, the pensions in payment are not linked to inflation, so this is a less material risk.

**d) Life expectancy**

The pension plan obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

The Group ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans. Within this framework, the Group's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency.

The Group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Group has not changed the processes used to manage its risks from previous periods. The Group uses derivatives to manage some of its risk. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.

**C) Other Long Term Employee Benefit**
**Leave Policy**

Other long term employee benefit includes earned leave to the employees of the Group which accrue annually for 24 days. Earned leave can be accumulated up to 90 days while in service. These accumulated earned leave are encashable at the time of retirement or leaving the services of the Group. The scheme is unfunded and liability for the same is recognised on the basis of actuarial valuation. A provision of Rs. 180.24 Lakhs (Previous Year: Rs. 98.42 Lakhs) have been made on the basis of actuarial valuation and debited to the Statement of Profit and Loss.

Amount of Rs. 278.74 Lakhs (Previous Year; Rs. 188.64 Lakhs) is recognised as expenses and included in Note No 36 "Employee benefit expenses"

**NOTE NO. '37' FINANCE COST**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Interest Expenses		
On Term Loans	2,179.29	1,956.98
On Working Capital	1,724.12	1,551.72
Finance Lease Charges	13.38	12.50
Other Borrowing Cost	338.59	438.11
<b>Total</b>	<b>4,255.38</b>	<b>3,959.31</b>

**NOTE NO. '38' DEPRECIATION AND AMORTISATION EXPENSES**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Depreciation on Right of Use Assets (Refer Note 3)	100.69	75.87
Depreciation on Property, Plant and Equipments (Refer Note 2)	5,174.18	4,697.46
Amorization on Intangible Assets (Refer Note 5)	44.80	19.26
<b>Total</b>	<b>5,319.67</b>	<b>4,792.59</b>

**NOTE NO. '39' OTHER EXPENSES**

Particulars	Rs. In Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
<b><u>Manufacturing Expenses</u></b>		
Consumption of Stores, Spares & Consumbale	4,695.78	5,279.15
Packing Material Consumed	2,318.31	2,296.91
Power	4,593.92	4,801.87
Fuels (Coal Conusmed)	8,893.47	8,861.05
Processing and Job Charges	2,563.65	3,021.72
Repairs and Maintenance		
Plant & Machinery	671.78	561.39
Building	510.39	748.09
Others	77.07	88.63
<b><u>Admininstrative, Selling &amp; Distrubition Expenses</u></b>		
Rent	50.80	33.00
Rates and Taxes	274.41	395.35
Insurance	564.39	544.30
Payment to Statutory Auditor		
Auditor's Remunration	35.74	34.90
Directors' Fees (Refer Note No.46)	31.25	30.01
Travelling & Conveyance Expenses	594.46	563.62
Communication Expenses	336.75	383.65
Legal, Professional & Consultancy expenses	671.53	498.73
Charity & Donation	7.85	12.79
Corporate Social Responsibility Expenses (CSR)	167.58	195.13
Business Promotion Expenses	248.41	319.88
IT Outsourced Support Services	177.89	178.85
Water & Electricity Charges	169.08	178.15
Selling Expenses	1,751.93	1,582.35
Freight, Octroi and Forwarding Charges	2,671.62	3,025.77
Loss on Fair Value Measurement of Investment through FVTPL	-	2.76
Advertisements Expenses	393.10	244.41
Provision for Doubtful Trade Receivables	14.55	234.60
Bad Debts/Advances Written Off	101.30	75.82
Less:- Adjusted against Provision for Doubtful Debts	(101.30)	(75.82)
Provision for Doubtful Advances/Receivables	26.07	17.66
Advance/ Receivables Written Off	-	22.99
Miscellaneous Expenses	980.04	982.76
<b>Total</b>	<b>33,491.82</b>	<b>35,140.47</b>

**NOTE NO. '40' EARNINGS PER SHARE**

Particulars		Year ended	
		31 March 2026	31 March 2025
a) Profit for the year	Rs. In Lakhs	3,120.05	2,215.59
b) Weighted average number of equity shares outstanding	Nos.	3,42,32,084	3,42,32,084
c) Face value per share	Rs.	5.00	5.00
d) Earnings Per Share:#			
- Basic	Rs.	9.11	6.47
- Diluted	Rs.	9.11	6.47

**Weighted average number of equity shares outstanding (used as denominator) (Nos.)**

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
Opening balance of issued equity shares	3,42,32,084	3,42,32,084
Increase in the Number of Share on account of Shares Split	-	-
Weighted average number of equity shares for computing Basic Diluted EPS	3,42,32,084	3,42,32,084

**NOTE NO. '40B' Dividend Distribution made (Ind AS 1)**
**Rs. In Lakhs**

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
<b>Cash dividend declared and paid on equity shares</b>		
Final Dividend for the year ended on 31 March 2026: Rs. 1 per share (previous year Rs. 1 per share)	342.32	342.32

**Disclosures**
**Note no 41. Disclosure as per Ind AS 12 'Income Tax'**
**a) Income Tax Expense**
**i) Income Tax recognised in the statement of profit and loss**
**Rs. in Lakhs**

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
<b>Current Tax Expenses</b>		
Current Income Tax	1,246.00	756.60
Tax Adjustment of Earlier Years	-	-
<b>Total current Tax expenses</b>	<b>1,246.00</b>	<b>756.60</b>
<b>Deferred tax</b>		
Deferred Tax Expenses	(190.35)	141.39
<b>Total deferred tax expenses</b>	<b>(190.35)</b>	<b>141.39</b>
<b>Total Income tax expenses</b>	<b>1,055.65</b>	<b>897.99</b>

**ii) Income tax recognised in other comprehensive income (OCI)**
**Rs. in Lakhs**

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
<b>Current Tax Expenses</b>		
Net actuarial (loss)/gain on defined benefit plan	(76.28)	190.84
<b>Total current Tax expenses</b>	<b>(76.28)</b>	<b>190.84</b>

**iii) Reconciliation of tax expense and accounting profit multiplied by India's domestic rate**
**Rs. in Lakhs**

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
<b>Profit before tax</b>	<b>3,872.60</b>	<b>3,871.86</b>
Tax using the Grouptax rate @ 25.168% (Previous Year @ 25.168%)	974.66	974.47
Tax effect of :		
Non deductible tax expenses (CSR)	42.18	49.11
Non deductible tax expenses (Donation)	1.98	3.22
Non deductible tax expenses (MSME Interest and Interest on Income Tax)	0.37	0.22
Others	(45.92)	61.81
<b>Total tax expenses in the statement of profit and loss</b>	<b>973.26</b>	<b>1,088.83</b>

**Movement in deferred tax balances**  
As at 31 March 2026

Rs. In Lakhs

Particulars	Net Balance 1 April 2025	Recog. in profit and loss	Recognised in OCI	Others	Net Balance 31 March 2026
<b>Deferred Tax Liabilities</b>					
i) Difference between accounting and tax depreciation	3,053.69	259.96	-	-	3,313.65
<b>Deferred Tax Assets</b>					
i) Provision for doubtful Trade Receivables	287.24	(21.83)	-	-	265.41
ii) Disallowances under section 43B of Income Tax Act, 1961	272.51	68.74	-	-	341.25
iii) Employee Benefits	221.62	411.15	76.28	-	709.05
iv) Investment carried out through FVTPL	1.40	(0.88)	-	-	0.52
iv) Deferred Tax on Account of Deferred Government Grant	30.54	(6.88)	-	-	23.66
(vi) Lease Equilization	0.62	0.01	-	-	0.63
(vi) On account of Tax Loss	-	-	-	-	-
<b>Net tax assets/(liabilities)</b>	<b>2,239.76</b>	<b>(190.35)</b>	<b>(76.28)</b>	-	<b>1,973.13</b>

## As at 31 March 2025

Rs. In Lakhs

Particulars	Net Balance 1 April 2024	Recognised in profit and loss	Recognised in OCI	Others	Net Balance 31 March 2025
<b>Deferred Tax Liabilities</b>					
i) Difference between accounting and tax depreciation	2,797.51	256.18	-	-	3,053.69
<b>Deferred Tax Assets</b>					
i) Provision for doubtful Trade Receivables	247.28	39.96	-	-	287.24
ii) Disallowances under section 43B of Income Tax Act, 1961	287.16	(14.65)	-	-	272.51
iii) Employee Benefits	252.43	160.03	(190.84)	-	221.62
iv) Investment carried out through FVTPL	0.77	0.63	-	-	1.40
iv) Deferred Tax on Account of Deferred Government Grant	37.33	(6.79)	-	-	30.54
(v) Lease Equilization	0.61	0.01	-	-	0.62
(vi) On Account of Tax Loss	64.40	(64.40)	-	-	-
<b>Net tax assets/(liabilities)</b>	<b>1,907.53</b>	<b>141.39</b>	<b>190.84</b>	-	<b>2,239.76</b>

**Note no. 42. Disclosure as per Ind AS 2 'Inventories'**

Amount of inventories recognised as expense during the year is as under:

Rs. in Lakhs

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
Cost of Material	55,765.72	57,632.96
Changes in Inventories Of Finished Goods, Stock-In-Trade and Work-In-Progress	1,442.37	(3,167.96)
Fuel (Coal)	8,893.47	8,861.05
Packing Material	2,318.31	2,296.91
Stores & Spare Parts	4,695.78	5,279.15
<b>Total</b>	<b>73,115.65</b>	<b>70,902.11</b>

**Note No. 43. Disclosure as per Ind AS-116 "Leases"**

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

**As Lessee**

**(A) Addition to right of use assets**

Particulars	Rs. in Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Right-of-use assets, except for investment property	31.15	118.67
<b>Total</b>	<b>31.15</b>	<b>118.67</b>

**(B) Carrying value of right of use (“ROU”) assets at the end of the reporting period by class**

Particulars	Rs. in Lakhs		
	Land	Building	Plant & Machinery
Balance at 1 April 2025	352.00	380.55	31.87
Add : Right of Use Building Recognized during the year	-	31.15	-
Less : Disposal of ROU during the year	-	-	-
Gross Block Value of Right of Use	352.00	411.70	31.87
Opening Accumulated Depreciation	54.76	201.89	15.14
Add : Depreciation charge for the year	6.66	90.84	3.19
Less : Depreciation on Disposal of ROU	-	-	-
Closing Accumulated Depreciation	61.41	292.73	18.33
<b>Balance at 31 March 2026</b>	<b>290.59</b>	<b>118.97</b>	<b>13.54</b>

**(C) Maturity analysis of lease liabilities**

Maturity analysis-contractual undiscounted cash flows	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
Less than One year	85.29	108.53
One to five years	60.50	109.65
More than five years	-	-
<b>Total undiscounted lease liabilities</b>	<b>145.79</b>	<b>218.18</b>
<b>Lease liabilities included in the statement of financial position</b>	<b>133.46</b>	<b>199.66</b>

**(D) Amounts recognised in the Statement of profit and loss**

Particulars	Rs. in Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Interest on lease liabilities	13.38	12.50
Amortization recognized	100.69	75.87
Expenses related to short term leases	50.80	33.00

**(E) Amounts recognised in the statement of cash flows**

Particulars	Rs. in Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Total cash outflow for leases	97.35	67.53

**As Lessor**
**(A) Operating Lease**

The Group has entered into operating leases on its office buildings. These leases have terms of 10 to 15 years. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions. The total rents recognised as income during the year is Rs. 14.58 Lakhs (Previous Year: Rs. 14.58 Lakhs). Future minimum rentals receivable under non-cancellable operating leases as follows:

Particulars	Rs. In Lakhs	
	As at 31 March 2026	As at 31 March 2025
Within one year	14.58	14.58
After one year but not more than five years	59.81	59.25
More than five years	21.82	36.96

**The Group has also recognized lease equalization assets**

Particulars	31 March 2026	31 March 2025
Recognised During the Year	2.45	2.40
Balance at the year end	0.04	0.05
	2.49	2.45

**Note No. 44. Detail of Composition of the Group (Information about the subsidiary and Joint Venture)**

Name of Entity	Principle Activity	Principle Place of Business	Relationship	Proportion Of Ownership Interest	
				As at 31 March 2026	As at 31 March 2025
Tesca Textiles & Seat Components (India) Private Ltd.	Auto mative Textile	India	Joint Venture	40.64%	40.64%
Banswara Brands Private Limited	Apperals	India	Wholly Owned Subsidiary	100.00%	100.00%

**Summarised financial information of the Joint Venture**

Particulars	As at 31 March 2026	As at 31 March 2025
Current Assets	4,577.06	2,868.64
Non-Current Assets	1,539.27	1,238.14
Current Liabilities	2,115.57	1,394.05
Non-Current Liabilities	607.63	329.95
Revenue	10,918.96	7,971.61
Profit or loss from continuing operation	1,005.93	449.94
Post-tax profit or loss from discontinued operation	-	-
Other Comprehensive Income	4.42	(9.63)
Total Comprehensive Income	1,010.35	440.30

**Reconciliation of Investment cost in Joint Venture with carrying value as per CFS**

Particulars	As at 31 March 2026	As at 31 March 2025
<b>Cost of Investment in Joint Venture</b>	554.90	554.90
Add: Investment made during the year	-	-
Add: Profit using Equity Method earlier years	399.72	224.38
Add: Current Year Profit using Equity Method	400.67	175.34
<b>Carrying as per Consolidated Financial Statement</b>	<b>1,355.29</b>	<b>954.62</b>

**Note No. 45. Disclosure as per Ind AS 21 'The Effects of Changes in Foreign Exchange Rates'**

The amount of exchange differences (net) credited to the Statement of Profit & Loss is Rs. 640.68 Lakhs (Previous Year : Rs. 643.33 Lakhs).

**Note no. 46. Disclosure as per Ind AS 24 'Related Party Disclosures'**

The Group has identified all the related parties as per details given below:

**1. List of Related Parties:****a) Joint Venture:**

Tesca Textiles & Seat Components (India) Private Limited

**b) Key Management Personnel :**

Shri Rakesh Mehra (Chairman)

Shri Ravindra Kumar Toshniwal (Vice Chairman w.e.f. 07 August 2025)

Shri Ravindra Kumar Toshniwal (Managing Director till. 06 August 2025)

Shri Shaleen Toshniwal (Managing Director w.e.f. 07 August 2025)

Shri Shaleen Toshniwal (Joint Managing Director till 06 August 2025 )

Smt. Kavita Soni (Director) (w.e.f. 05 November 2024)

Smt. Kavita Gandhi (Chief Financial Officer)

Shri H.P. Kharwal (Company Secretary) (up to 31 August 2024)  
 Shri Ketan Kumar Dave (Company Secretary) (w.e.f. 05 November 2024)  
 Dr. Vijayanti Pandit (Non-Executive Independent Director) (up to 11 November 2024)  
 Shri Jagdeesh Mal Mehta (Non-Executive Independent Director)  
 Shri Narendra Kumar Ambwani (Non-Executive Independent Director)  
 Shri Ajay Sharma (w.e.f. 05 November 2024)  
 Shri Rahul Narendra Mehta (w.e.f. 29 January 2025)  
 Shri David Vlerick (Non-Executive Independent Director) (up to 13 February 2025)

**c) Enterprises where Key Management Personnel/Close Member of Key Management Personnel has Control/ significant influence and where transactions have taken place during the year:**

Aanswr Fashion Private Limited  
 Lawson Trading Company Private Limited  
 Moonfine Trading Company Private Limited  
 Speedshore Trading Company Private Limited  
 Confederation of Indian Textiles Industry  
 The Synthetic and Rayon Textiles Export Promotion Council  
 Rastogi Estates and Construction Company Private Limited

**d) Name of Close Member of Key Management Personnel where transactions have taken place during the year :**

Smt. Radhika Toshniwal  
 Smt. Sonal Toshniwal  
 Smt. Kavita Soni (till date 04 November 2024)  
 Ms. Diya Toshniwal  
 Ms. Esha Toshniwal  
 Ms. Purna Sikka  
 Smt Navneeta Mehra  
 Shri Dhruv Toshniwal  
 Shri Udit Toshniwal

Note: The parent Company has identified the related party and transaction with related party of the group. All Related Party Transactions entered during the year were in ordinary course of the business and on arm's length basis.

**2. Transactions carried out with related parties referred in 1 above, in ordinary course of business:**

Nature of transaction	Influence	Rs. in Lakhs	
		2025-26	2024-25
<b>Tesca Textiles &amp; Seat Components (India) Private Limited</b>	Joint Venture		
Sales of Goods and Materials*		3,267.97	1,688.34
Purchase of Goods and Materials*		91.49	71.33
Rendering of Services*		503.26	450.34
Business Support Services*		2.60	22.98
Claim on Fabrics given*		-	0.17
<b>Aanswr Fashion Private Limited</b>	Close Member of Key Management Personnel has Control		
Sales of Goods and Materials*		844.21	1,246.48
Purchase of Goods and Materials*		2.11	-
Rendering of Services*		50.12	46.58
Business Support Services*	14.88	14.54	
<b>The Synthetic and Rayon Textiles Export Promotion Council</b>			
Purchase of Services*	Enterprises where Close Member of Key Management Personnel has Control	-	0.12
<b>Remuneration</b>			
Shri Rakesh Mehra	Key Management Personnel	399.46	350.80
Shri Ravindra Kumar Toshniwal		253.46	219.40
Shri Shaleen Toshniwal		234.00	199.93
Smt Kavita Soni		71.45	26.74
Smt. Kavita Gandhi		102.59	97.25
Shri Ketan Kumar Dave		5.85	1.97
Shri H P Kharwal		-	10.87
Smt Kavita Soni	Close Member of Key Management Personnel has Control	-	37.66

<b>Interest Expenses</b>			
Shri Ravindra Kumar Toshniwal	Key Management Personnel	-	1.00
Shri Shaleen Toshniwal		-	-
Smt Kavita Soni		45.76	16.18
Smt Prem Toshniwal	Close Member of Key Management Personnel		
Smt Sonal Toshniwal		0.63	0.63
Smt Kavita Soni		-	23.73
Moonfine Trading Company Pvt Ltd	Enterprises where Close Member of Key Management Personnel has Control	3.39	2.25
Speedshore Trading Company Pvt Ltd		2.94	1.53
Lawson Trading Company Pvt Ltd		2.71	1.44
<b>Sitting Fees - Key Management Personnel</b>			
Shri Jagdeesh Mal Mehta	Key Management Personnel	10.50	12.00
Shri Rahul Mehta		5.25	-
Dr. Vaijayanti Pandit		-	6.75
Shri Ajay Sharma		8.25	2.25
Shri Narendra Kumar Ambwani		5.25	8.25
Shri David Vlerick		-	0.75
<b>Nature of transaction</b>			
<b>Fixed Deposit Accepted</b>		<b>2025-26</b>	<b>2024-25</b>
Smt Kavita Soni	Key Management Personnel	150.00	-
Shri Shaleen Toshniwal		-	-
Moonfine Trading Company Pvt Ltd		16.00	-
Speedshore Trading Company Pvt Ltd	Enterprises where Close Member of Key Management Personnel has Control	20.00	-
Lawson Trading Company Pvt Ltd		20.00	-
Smt Prem Toshniwal	Close Member of Key Management Personnel	-	-
Smt Kavita Soni		-	20.00
<b>Fixed Deposit Repayment</b>			
Shri Shaleen Toshniwal	Key Management Personnel	-	50.00
Shri Ravindra Kumar Toshniwal		-	100.00
Smt Prem Toshniwal	Close Member of Key Management Personnel	-	-
Smt Kavita Soni		-	37.00
Smt Suman Jain		-	-
Smt Radhika Toshniwal		-	-
Ms. Diya Toshniwal		-	20.00
Ms. Esha Toshniwal		-	20.00
Ms. Prerna Sikka		-	20.00
Smt Navneeta Mehra		-	107.00
Shri Dhruv Toshniwal#		-	20.00
Shri Udit Toshniwal#		-	20.00
<b>Outstanding Balances</b>			
<b>Fixed Deposits Payable</b>			
Shri Ravindra Kumar Toshniwal#	Key Management Personnel		-
Shri Shaleen Toshniwal#			-
Smt Kavita Soni		623.00	467.92
Moonfine Trading Company Pvt Ltd	Enterprises where Close Member of Key Management Personnel has Control	42.66	26.01
Speedshore Trading Company Pvt Ltd		38.49	17.69
Lawson Trading Company Pvt Ltd		37.45	16.65
Smt Prem Toshniwal#	Close Member of Key Management Personnel	-	-
Smt Radhika Toshniwal		-	-
Smt Sonal Toshniwal		7.28	7.28
<b>Investment in</b>			
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	1,355.29	954.62

<b>Amount Payable</b>			
Shri Ravindra Kumar Toshniwal (Received against Vehicle Scheme)	Key Management Personnel	8.53	5.77
Shri Rakesh Mehra		-	-
Shri Shaleen Toshniwal		0.15	-
Smt Kavita Soni		0.24	0.34
<b>Amount Receivable (net)</b>			
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	840.82	539.81
Aanswr Fashion Private Limited	Enterprises where Close Member of Key Management Personnel has Control	90.89	418.21
<b>Amount Receivable Towards Loan given and Interest thereon</b>			
<b>Security Deposit Payable</b>			
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	0.88	0.88
<i>*Above mentioned amount includes Goods and Services Tax (GST)</i>			
<i># Balance has been transferred to nominees post decease.</i>			

In respect of the outstanding balance recoverable from related parties as at 31 March 2026, no provision for doubtful debts is required to be made. During the year, there were no amounts written off or written back from such parties.

### Compensation to key managerial personnel of the Company

Nature of benefits#	Year ended 31 March 2026	Year ended 31 March 2025
Short term employee benefits	1,019.47	872.50
Post-employment benefits	76.59	64.47
<b>Total</b>	<b>1,096.06</b>	<b>936.97</b>

# This aforesaid amount does not includes amount in respect of gratuity and leave encashment as the same is not determinable.

### Note no. 47. Disclosure as per Ind AS 37 'Provisions, contingent liabilities and contingent assets'

#### 1. Contingent liabilities : -

Particulars	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
Bills discounted/Purchased with banks remaining outstanding		
a) With Banks		
(i) Against foreign Letter of Credit (LC)	973.59	738.35
(ii) Against Inland Letter of Credit (LC)	-	-
b) With Others	-	-
Claims against the Group not acknowledged as debt: -		
(a) Under Tax Laws [payment made Rs. 970.83 Lakhs (Previous Year Rs. 970.83 Lakhs)]	8,111.28	6,685.66
(b) On account of electrical inspection fee {paid Rs. 11 Lakhs (Previous Year Rs. 11 Lakhs)}	23.78	23.78
(b) Others	-	25.47

There is no reimbursement possible on account of contingent liabilities.

#### 2. Capital Commitments :

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

Particulars	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
Estimated amount of contracts remaining to be executed on Capital account and not provided for (net of advance)	2,895.65	1,287.91
Future Export obligation against EPCG licenses	16,548.00	18,105.00

**Note No. 48.**

The carrying amounts of assets Hypothecated and Mortgage as security for current and non-current borrowings are:-  
Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
<b>Current Assets</b>		
<b>Financial Assets</b>		
Trade Receivables	24,353.45	20,149.31
Term Deposits held as margin money	298.89	625.54
<b>Non-Financial Assets</b>		
Inventories	30,319.30	31,312.09
<b>Total Current assets Hypothecated as security</b>	<b>54,971.64</b>	<b>52,086.94</b>
<b>Non-Current Assets</b>		
Land	874.61	874.61
Building	17,235.66	14,965.93
Plant & Equipment	33,605.23	32,573.90
Furnitures	406.79	395.59
Others	2,935.73	2,724.36
Capital Work in Progress	3,016.07	1,952.88
Intangible Assets	53.00	79.71
<b>Total Non-Current assets Mortgage as security</b>	<b>58,127.09</b>	<b>53,566.98</b>
<b>Total Assets Hypothecated and Mortgage as security</b>	<b>1,13,098.72</b>	<b>1,05,653.92</b>

**Note No. 49. Disclosure as Per Ind AS 115 Revenue from Contracts with Customers****A. Applicability of Ind AS 115**

The Group has followed the IND AS 115 during the year. All service contracts have an original duration of one year or less and therefore the Group uses practical expedient to not disclose unsatisfied performance obligations

**B. Disaggregation of revenue**

Set out below is the disaggregation of the Group's revenue from contracts with customers:

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
<b>Type of goods or service</b>		
Sale of goods	1,35,127.50	1,28,748.16
Job Work Income	500.57	504.51
<b>Total Revenue from contracts with customers</b>	<b>1,35,628.07</b>	<b>1,29,252.67</b>
<b>Geographical markets</b>		
India	72,474.33	72,304.74
Outside India	63,153.75	56,947.92
<b>Total Revenue from contracts with customers</b>	<b>1,35,628.07</b>	<b>1,29,252.67</b>
<b>Timing of revenue recognition</b>		
Goods transferred at a point in time	1,35,127.50	1,28,748.16
Services transferred over time	500.57	504.51
<b>Total Revenue from contracts with customers</b>	<b>1,35,628.07</b>	<b>1,29,252.67</b>

**Contract Balances**

Particulars	As at 31 March 2026	As at 31 March 2025
Trade receivables	24,353.45	20,149.31
Contract Liabilities	782.19	843.78

**Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price**

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
Revenue as per contracted price	1,35,788.68	1,29,343.28
Adjustments		
Rebate/Cash Discount	160.61	90.61
<b>Revenue from contracts with customers</b>	<b>1,35,628.07</b>	<b>1,29,252.67</b>

**Performance obligation**

Information about the Group's performance obligations are summarised below:

**a) Income from Sale of Goods**

Revenue from sale of products are recognized at a point in time on transfer of promised product to customer upon transfer of control in an amount that reflects the consideration that the Group expects to receive in exchange for those product. The performance obligation is satisfied upon delivery of goods and payment is generally due within 30 to 180 days from delivery. The contract generally provide customers with a right to early payment rebate which give rise to variable consideration subject to constraint.

**b) Income from Rendering of Services**

Income from sale of services is recognised when (or as) the Group satisfies performance obligation by transferring promised services to the customer i.e. at a point in time.

**Note No. 50. Disclosure as per Ind AS 108 ' Operating segment'**

- (a) The Group is engaged in production of textile products having integrated working and captive power generation. For management purpose, Group is organized into major operating activity of the textile products. The Group has no activity outside India except export of textile products manufactured in India. Thereby, no geographical segment and no segment wise information is reported.
- (b) The Group is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below.

Particulars	Rs. in Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Revenue from external customers	63,153.75	56,947.92
India	72,474.33	72,304.74
<b>Total</b>	<b>1,35,628.07</b>	<b>1,29,252.67</b>

**Detail of Country wise Revenue from Major Countries**

Particulars	Rs. in Lakhs	
	Year ended 31 March 2026	Year ended 31 March 2025
Turkey	7,008.98	6,996.00
Hong Kong	7,649.21	4,644.90
United State of America	2,438.63	2,284.00
Belgium	2,439.57	3,067.96
UAE	4,408.61	4,053.85
South Africa	1,885.12	2,110.94
Sri Lanka	1,791.45	2,569.19
Czech Republic	1,473.81	1,280.71
Jordan	717.80	591.08
Maxico	3,464.62	2,123.94
Others	29,875.95	27,225.36
<b>Total</b>	<b>63,153.75</b>	<b>56,947.92</b>

**Note No. 51. Disclosure as per Ind AS 107 'Financial instrument disclosure'**
**A) Capital management**

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio and includes within net debt, interest bearing loans and borrowings less cash and short-term deposits (including other bank balance).

Particulars	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
Gross Debt	47,498.93	45,413.45
Less : Cash and cash equivalents	159.68	404.73
Net Debt (A)	47,339.25	45,008.72
Total Equity (B)	58,490.16	55,937.45
Gearing Ratio (A/B)	0.81	0.80

## B) Financial risk management

### Financial Risk Management

The Group's principal financial liabilities comprise Borrowings, trade payables, Lease Liabilities and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade & other receivables, cash & cash Equivalent, Investment, deposits & other assets.

#### Group is exposed to following risk from the use of its financial instrument:

- (a) Credit Risk
- (b) Liquidity Risk
- (c) Market Risk
  - (i) Foreign Currency Risk
  - (ii) Interest Rate Risk

The Group's Financial Risk Management is an integral part of how to plan and execute its business strategies. The Group's financial risk management is set by the Managing Board.

#### (a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Company. Credit risk arises principally from trade receivables, loans & advances, cash & cash equivalents and deposits with banks and financial institutions.

#### Trade Receivable

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 30 days to 180 days credit term (Payment Terms). Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit.

The Group has no concentration of credit risk at the customer base is widely distributed both economically and geographically.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on actual incurred historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 12. The Group does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. The requirement of impairment is analysed as each reporting date.

#### Other Financial Instruments and Cash & Cash Equivalent

The Group maintains its cash & cash equivalent in current account to meet the day to day requirements, in fixed deposits for bank margin & to meet regulatory requirements for repayment of deposits. Other financial instruments are loan given to employee, Investment and Deposit. The Company's maximum exposure to credit risk for the component of the Balance Sheet as of 31 March 2026 & 31 March 2025 is the carrying amount as disclosed in Note 11, 12, 15 & 16.

#### Provision for Expected Credit or Loss

##### (a) Financial assets for which loss allowance is measured using 12 month expected credit losses.

The Group has assets where the counter-parties have sufficient capacity to meet the obligations and where the risk of default is very low. Accordingly, no loss allowance for impairment has been recognised.

##### (b) Financial assets for which loss allowance is measured using life time expected credit losses

The Group provides loss allowance on trade receivables using life time expected credit loss and as per simplified approach.

**Ageing of trade receivables**

The Ageing of trade receivables is as below:

Rs. in Lakhs					
Ageing	0-180 days past due	181-365 days past due	1-2 years past due	2-5 years past due	Total
Gross Carrying amount as on 31.03.2026	24,597.72	272.34	52.94	485.01	25,408.00
Impairment loss recognised on above	244.26	272.34	52.94	485.01	1,054.55
Gross Carrying amount as on 31.03.2025	20,460.33	185.31	122.06	522.91	21,290.61
Impairment loss recognised on above	311.02	185.31	122.06	522.91	1,141.30

**(i) Liquidity Risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Rs. in Lakhs					
Particulars	On Demand	0 -1 years	1-5 years	More than 5 years	Total
<b>As at 31 March 2026</b>					
Borrowings : Term Loans*	-	6,530.18	17,148.04	1,517.52	<b>25,195.74</b>
Borrowings: Fixed Deposit Payable	-	1,169.63	705.00	-	<b>1,874.63</b>
Borrowings: CC and EPC	20,295.11	-	-	-	<b>20,295.11</b>
Lease Liability	-	78.09	55.37	-	<b>133.46</b>
Trade Payables	-	8,023.78	-	-	<b>8,023.78</b>
Other Financial Liabilities	32.49	6,126.69	-	-	<b>6,159.18</b>
<b>Total</b>	<b>20,327.60</b>	<b>21,928.37</b>	<b>17,908.41</b>	<b>1,517.52</b>	<b>61,681.91</b>
<b>As at 31 March 2025</b>					
Borrowings : Term Loans*	-	5,907.94	12,062.66	7,209.78	<b>25,180.38</b>
Borrowings: Fixed Deposit Payable	-	837.48	980.00	-	<b>1,817.48</b>
Borrowings: CC and EPC	18,215.93	-	-	-	<b>18,215.93</b>
Lease Liability	-	95.97	103.69	-	<b>199.66</b>
Trade Payables	-	8,431.71	-	-	<b>8,431.71</b>
Other Financial Liabilities	32.86	4,813.74	-	-	<b>4,846.60</b>
<b>Total</b>	<b>18,248.79</b>	<b>20,086.84</b>	<b>13,146.35</b>	<b>7,209.78</b>	<b>58,691.76</b>

\*Includes contractual interest payment based on interest rate prevailing at the end of reporting period over tenure of the borrowings. Overdraft or other on demand loan facility, if any available with the Group to be disclosed, to the extent undrawn.

The Group had access to the following undrawn borrowing facilities at the end of the reporting period:

Rs. In Lakhs		
Particulars	As at 31 March 2026	As at 31 March 2025
<b>Floating rate borrowings</b>		
Term Loan	5,158.11	11,064.35
Cash Credit and Export Credit Packing Facility	9,704.89	6,384.07
<b>Total</b>	<b>14,863.00</b>	<b>17,448.42</b>

**(ii) Market Risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Group's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Board of Directors is responsible for setting up of policies and procedures to manage market risks of the Group. All such transactions are carried out within the guidelines set by the Managing Board.

**(iii) Foreign Currency Risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group is exposed to foreign currency risk on certain transactions that are denominated in a currency other than entity's functional currency, hence exposure to exchange rate fluctuations arises. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates. The Group uses forward contracts to mitigate its risk from foreign currency fluctuations.

Derivative instruments and unhedged foreign currency exposure

(Foreign Currency in Lakhs)

(a) Derivative outstanding as at the reporting date

Particulars	Currency	As at 31 March 2026	As at 31 March 2025
Forward Contract to sell {Number of Contracts (Current Year 28 ; Previous Year 22)}	USD	113.50	102.50
Forward Contract to sell {Number of Contracts (Current Year Nil ; Previous Year 2)}	EURO	-	5.00

(b) Particulars of unhedged foreign currency exposure as at the reporting date

The currency profile of financial assets and financial liabilities as at 31 March 2026 and 31 March 2025 are as below:

31 March 2026

(Foreign Currency in Lakhs)

Particulars	USD	EURO	GBP	Others	Total
<b>Financial Assets</b>					
Trade & other receivables	123.83	4.13	0.23	-	128.20
<b>Financial Liabilities</b>					
Trade payable & other financial liabilities	16.89	0.78	0.05	-	17.71

31 March 2025

(Foreign Currency in Lakhs)

Particulars	USD	EURO	GBP	Others	Total
<b>Financial Assets</b>					
Trade & other receivables	98.33	11.34	0.69	-	110.36
<b>Financial Liabilities</b>					
Trade payable & other financial liabilities	18.55	27.09	0.04	72.35	118.04

#### Foreign Currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD ,EURO, GBP and AUD rates to the functional currency of respective entity, with all other variables held constant. The Group's exposure to foreign currency changes for all other currencies is not material. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities.

Rs. in Lakhs

Particulars	As at 31 March 2026			
	USD	EUR	GBP	Others
<b>1% Appreciation in INR</b>				
Impact on Equity	-	-	-	-
Impact on Statement of Profit and Loss	99.57	3.58	0.23	-
<b>1% Depreciation in INR</b>				
Impact on Equity	-	-	-	-
Impact on Statement of Profit and Loss	(99.57)	(3.58)	(0.23)	-

Rs. in Lakhs

Particulars	As at 31 March 2025			
	USD	EUR	GBP	Others
<b>1% Appreciation in INR</b>				
Impact on Equity	-	-	-	-
Impact on Statement of Profit and Loss	68.05	(14.78)	0.71	41.48
<b>1% Depreciation in INR</b>				
Impact on Equity	-	-	-	-
Impact on Statement of Profit and Loss	(68.05)	14.78	(0.71)	(41.48)

The Group's investment consists of investments in publicly traded companies held for purposes other than trading. Such investments held in connection with non-consolidated investments represent a low exposure risk for the Group and are not hedged.

As at 31 March 2026 the Group does not have material exposure to listed or unlisted equity price risk.

#### (iv) Interest Rate Risk

Interest rate risk arises from the sensitivity of financial assets and liabilities to changes in market rates of interest.

The Group is exposed to interest rate risk arising mainly from long term borrowings with floating interest rates. The Group is exposed to interest rate risk because the cash flows associated with floating rate borrowings will fluctuate with changes in interest rates. The Group manages the interest rate risks by entering into different kinds of loan arrangements with varied terms.

**At the reporting date the interest rate profile of the Company's interest-bearing financial instruments is as follows:**

Particulars	Rs. in Lakhs	
	As at 31 March 2026	As at 31 March 2025
<b>Financial Assets</b>		
<b>Fixed Rate Instruments</b>		
Loans	218.11	261.11
Bank Deposit	387.68	59.32
	605.99	320.43
<b>Variable Rate Instruments</b>		
Security Deposit	344.63	368.92
<b>Total</b>	<b>950.62</b>	<b>689.35</b>
<b>Financial Liabilities</b>		
<b>Fixed Rate Instruments</b>		
Security Deposit from Vendor	466.42	393.58
Deposits from Shareholders	1,874.63	1,817.48
	2,341.05	2,211.06
<b>Variable Rate Instruments</b>		
Term Loans	25,195.74	25,180.38
Loan repayable on demand	20,295.11	18,215.93
	45,490.85	43,396.31
<b>Total</b>	<b>47,831.90</b>	<b>45,607.37</b>

As at 31 March 2026, approximately 4.89 % of the Group's Borrowings are at fixed rate of interest (Previous Year : 4.85%)

#### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Rs. in Lakhs	
	50 BP increase	50 BP decrease
<b>31 March 2026</b>		
Term Loans	125.98	(125.98)
Loan repayable on demand	101.48	(101.48)
	227.45	(227.45)
<b>31 March 2025</b>		
Term Loans	125.90	(125.90)
Loan repayable on demand	91.08	(91.08)
	216.98	(216.98)

#### Note No. 52. Disclosure as per Ind AS 113 'Fair Value Measurement'

##### Fair Value Hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are:-

- recognised and measured at fair value and ;
- measured at amortised cost and for which fair values are disclosed in financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into three levels prescribed under the accounting standard.

Fair value are categorised into different level in a fair value hierarchy which are as follows:

**Level 1** : Level 1 hierarchy includes financial instruments measured using quoted prices.

- Level 2** : The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates.
- Level 3** : If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3 is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable market transactions and dealer quotes of similar instruments.

#### Valuation Techniques used to determine fair values:

- A)** Specific valuation technique is used to determine the fair value of the financial instruments which include:
- For financial instruments other than (ii) and (iii)- the use of quoted market prices.
  - For financial liabilities (domestic currency loans) :- appropriate market borrowing rate of the entity as of each balance sheet date used.
  - For financial assets (employee loans) : appropriate market rate of the entity as of each balance sheet date used.

#### B) Financial Instruments By Category

Set out below categorised table of financial instruments measured at FVTPL and Amortised Cost, no such instrument is measured at Fair value through Other Comprehensive Income (FVTOCI) :-

Rs. in Lakhs

Particulars	As at 31 March 2026			As at 31 March 2025		
	At Cost	FVTPL	Amortized cost	At Cost	FVTPL	Amortized cost
<b>Financial Assets:</b>						
Investments in						
Equity instrument	-	16.60	-	-	12.76	-
Joint Venture	1,355.29	-	-	954.62	-	-
Debenture	-	-	-	-	-	-
Trade Receivables	-	-	24,353.45	-	-	20,149.31
Cash and Cash Equivalents	-	-	159.68	-	-	404.73
Bank balances other than cash and cash equivalent	-	-	1,136.76	-	-	1,111.33
Security deposit	-	-	344.63	-	-	368.92
Forward Contract Assets	-	-	-	-	-	-
Other Financial Assets	-	-	1,217.25	-	-	1,048.60
<b>Total Financial Assets</b>	<b>1,355.29</b>	<b>16.60</b>	<b>27,211.77</b>	<b>954.62</b>	<b>12.76</b>	<b>23,082.89</b>
<b>Financial Liability:</b>						
Borrowings	-	-	47,365.47	-	-	45,213.79
Lease Liabilities	-	-	133.46	-	-	199.66
Trade Payables	-	-	8,023.78	-	-	8,431.71
Other Financial Liabilities	-	-	6,159.18	-	-	4,846.60
Forward Contract Liability	-	711.10	-	-	62.42	-
<b>Total Financial Liability</b>	<b>-</b>	<b>711.10</b>	<b>61,681.89</b>	<b>-</b>	<b>62.42</b>	<b>58,691.76</b>

#### C) Fair Value Hierarchy

Rs. in Lakhs

Financial Instrument measured at Fair Value - recurring fair value measurement	Level	As at 31 March 2026	As at 31 March 2025
Investments in Equity Instruments (quoted)	Level 1	16.60	12.76
Forward Contract Receivables	Level 1	-	-
<b>Total</b>		<b>16.60</b>	<b>12.76</b>
Investments in Equity Instruments (Unquoted)	Level 3	1,355.29	954.62
Forward Contract Payable	Level 1	711.10	62.42
<b>Total</b>		<b>2,066.39</b>	<b>1,017.04</b>

**D) Fair value disclosures of financial assets and liabilities**

Set out below is a comparison, by class of the carrying amounts and fair value of the Group's financial instruments, other than those with carrying amounts that are reasonable approximations of fair value :

Particulars	As at 31 March 2026		As at 31 March 2025	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets</b>				
<b>Measured at Fair value through Statement of Profit and Loss</b>				
Investments in Equity Instruments	16.60	16.60	12.76	12.76
Forward Contract Receivables	-	-	-	-
<b>Measured through cost/amortized cost</b>				
Investment in Joint Venture	1,355.29	1,355.29	954.62	954.62
Trade Receivables	24,353.45	24,353.45	20,149.31	20,149.31
Cash and Cash Equivalents	159.68	159.68	404.73	404.73
Bank balances other than cash and cash equivalent	1,136.76	1,136.76	1,111.33	1,111.33
Loan to Employees	218.11	218.11	261.11	261.11
Loan to Wholly Owned Subsidiary	-	-	-	-
Security deposit	344.63	344.63	368.92	368.92
Other Financial Assets	999.15	999.15	787.49	787.49
<b>Financial Liabilities</b>				
<b>Measured at Fair value through Statement of Profit and Loss</b>				
Forward Contract Payables	711.10	711.10	62.42	-
<b>Measured through amortized cost</b>				
Borrowings	47,365.47	47,365.47	45,213.79	45,213.79
Trade Payables	8,023.78	8,023.78	8,431.71	8,431.71
Other Financial Liabilities	6,292.64	6,292.64	5,046.26	5,046.26

**Note No. 53. Disclosure as required by Schedule III of the Companies Act, 2013**

As at 31 March 2026

Rs. in Lakhs

Name of the Entites	Net Assets i.e. Total Assets- Total Liabilities		Share of profit/(Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of the Consolidation Net Assets	Amount	As a % of the Consolidation Net Assets	Amount	As a % of the Consolidation Net Assets	Amount	As a % of the Consolidation Net Assets	Amount
<b>Parent:</b>								
Banswara Syntex Limited	99.34%	58,106.98	91.03%	2,840.20	100.80%	(226.82)	90.27%	2,613.38
<b>Subsidiary</b>								
Banswara Brands Private Limited	0.43%	252.99	-7.89%	(246.02)	0.00%	-	-8.50%	(246.02)
<b>Indian Joint Venture</b>								
(Investment as per Equity method):								
Tesca Textile & Seat Componets Pvt Limited	5.80%	3,393.13	32.24%	1,005.93	-1.96%	4.42	34.90%	1,010.35
<b>Consolidation Adjustments</b>	-5.58%	(3,262.94)	-15.39%	(480.06)	1.17%	(2.62)	-16.67%	(482.68)
<b>Total</b>	<b>100.00%</b>	<b>58,490.16</b>	<b>100.00%</b>	<b>3,120.05</b>	<b>100.00%</b>	<b>(225.02)</b>	<b>100.00%</b>	<b>2,895.03</b>

As at 31 March 2025

Name of the Entites	Net Assets i.e. Total Assets- Total Liabilites		Share of profit/(Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of the Consolidation Net Assets	Amount	As a % of the Consolidation Net Assets	Amount	As a % of the Consolidation Net Assets	Amount	As a % of the Consolidation Net Assets	Amount
<b>Parent:</b>								
Banswara Syntex Limited	99.82%	55,835.92	96.55%	2,139.11	100.70%	567.44	97.39%	2,706.55
<b>Subsidiary</b>								
Banswara Brands Private Limited	0.27%	149.01	-11.73%	(259.91)	0.00%	-	-9.35%	(259.91)
<b>Indian Joint Venture</b>								
(Investment as per Equity method):								
Tesca Textile & Seat Componets Pvt Limited	4.26%	2,382.78	20.31%	449.94	1.71%	9.63	16.54%	459.57
<b>Consolidation Adjustments</b>	-4.34%	(2,430.26)	-5.12%	(113.54)	-2.40%	(13.55)	-4.57%	(127.09)
<b>Total</b>	<b>100.00%</b>	<b>55,937.45</b>	<b>100.00%</b>	<b>2,215.60</b>	<b>100.00%</b>	<b>563.52</b>	<b>100.00%</b>	<b>2,779.11</b>

**Note No. 54.** Some of the balances shown under Trade Receivables, Advances and Trade Payables are subject to confirmation. The Group has been sending letter for confirmation to parties and does not expect any material dispute w.r.t. the recoverability/ payment of the same.

**Note No. 55.**

**Additional Regulatory Information in Schedule III:**

- The Group does not have any investment property, hence the question of disclosure and valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 does not arise.
- The Group has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- Benami property : There are no proceedings being initiated or are pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- The Parent ("Banswara Syntex Limited") had Borrowed secured Loan from Banks against current assets
  - Quarterly returns or statements of current assets filed by the Group with banks or financial institutions are in agreement with the books of accounts.
  - As returns/ statements of current assets are in agreement with the books of account, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed does not arise.
- Wilful Defaulter : the Group has not been declared as wilful defaulter by any bank or financial institution or other lender.
- The Group does not have any transctions or relationship with Struckoff Companies during the year except for below details

Name of the Company	Nature of transactions with struck off company	Balance outstanding	Relationship with the struck off company, if any, to be disclosed
TIKKU MARKETING SERVICES PVT LTD	Payment of Expenses	Nil	NA

- The Group is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- There are no Scheme of Arrangements as on March 31, 2026
- Utilisation of borrowings availed from banks :-The borrowings obtained by the Group from banks have been applied for the purposes for which such loans were taken and funds raised on short term basis have not been utilised for long term purposes.
- Additional information to be disclosed by way of Notes to Statement of Profit and Loss
  - The Group does not have any undisclosed income as on March 31, 2026.
  - The Group does not have any details of Crypto Currency or Virtual Currency as on March 31, 2026.

**k) Utilisation of borrowed funds and share premium**

The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company(Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
  - i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - ii. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

**Note No. 56. Events occurring after the Balance Sheet Date : -**

The Board of Directors of the Parent Company ("Banswara Syntex Limited") have recommended payment of final dividend of Re 1/- per equity share of face value of Rs 5/- each for the financial year ended 31st March 2026, subject to the approval of shareholders at the ensuing Annual General Meeting and if approved, would result in a cash outflow of Rs. 342.32 lakhs.

**Note No 57 Other Receivables**

During the financial year 2024-25, cash embezzlement was done by an employee of the Parent Company for Rs 42.66 Lakhs. An FIR has been lodged with the police, and appropriate legal proceedings are currently underway. Management views this as an isolated case of misconduct, and no significant changes to internal controls are deemed necessary.

**Note No 58 Exceptional Item**

The Government of India has notified the implementation of the four Labour Codes namely, the Code on Wages, 2019, Industrial Relations Code, 2020, Code on Social Security, 2020 and Occupational Safety, Health and Working Conditions Code, 2020 with effect from 21 November 2025, subsuming and rationalising 29 existing labour laws. Based on the information presently available, the Group has reassessed its employee benefit obligations arising on account of the implementation of the aforesaid Labour Codes. Accordingly, based on management's best estimate of the impact pertaining to past periods, an amount of Rs. 891.38 Lakhs has been recognised as an expense and disclosed as an Exceptional Item in the Statement of Profit and Loss for the quarter and year ended 31 March 2026. The Group continues to monitor the finalisation of the State Rules and further clarifications from the Government, and any additional impact, if any, will be accounted for in the future period, if required.

**Note No. 59 Disclosure as required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

A. Loans and advances in the nature of loans  
To Joint Venture : Nil

B. Investment by the loanee : Nil

**Note No. 60** Certain Prior year amounts have been reclassified for consistency with the current period presentation. These reclassification have no effect on the reported results of operations.

**Material Accounting Policies 1**

**The accompanying notes are an integral part of the financial statements.**

In terms of our Audit Report of even date:

**For K G SOMANI & CO LLP**

Chartered Accountants  
FRN - 06591N/N500377

Sd/-  
**Amber Jaiswal**  
Partner  
M.No. 550715

Sd/-  
**Rakesh Mehra**  
DIN : 00467321  
Chairman

Sd/-  
**Ajay Sharma**  
DIN : 06417150  
Independent Director

Sd/-  
**Kavita Soni**  
DIN : 03063791  
Whole time Director

Sd/-  
**Ravindra Kumar Toshniwal**  
DIN : 00106789  
Vice Chairman

Sd/-  
**Rahul Mehta**  
DIN : 00165521  
Independent Director

Sd/-  
**Ketan Kumar Dave**  
Company Secretary  
M No ACS52309

For and on behalf of the Board of Directors

Sd/-  
**Shaleen Toshniwal**  
DIN : 00246432  
Managing Director

Sd/-  
**J M Mehta**  
DIN : 00847311  
Independent Director

Sd/-  
**Kavita Gandhi**  
Chief Financial Officer  
Place : Mumbai  
Dated : 19 May 2026

Place : Mumbai  
Dated : 19 May 2026





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*Simone Federico & Figli*

BIELLA  
(ITALIA)

**REGISTERED OFFICE**

**Banswara Syntex Limited, Industrial Area, Dahod Road, Banswara - 327 001. Rajasthan, India**

**CIN:L24302RJ1976PLC001684 | Website: [www.banswarasyntex.com](http://www.banswarasyntex.com)**

**Email: [secretarial@banswarasyntex.com](mailto:secretarial@banswarasyntex.com) | Phone:- 91- (02962)- 257680, 257694, 240692**