

MONTE CARLO FASHIONS LIMITED

Regd. Office : B-XXIX-106, G.T. Road, Sherpur, Ludhiana - 141003 (Pb.) India.

Tel.: 91-161-5048610, 5048620, 5048630, 5048640 Fax : 91-161-5048650

MCFL/SE/2025-26

September 2, 2025

National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400051.	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001.
Symbol: MONTECARLO	Scrip Code: 538836

SUB: Annual Report for the Financial Year 2024-2025

Pursuant to Regulation 34 read with Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the financial year 2024-2025 to be approved and adopted in the 17th (Seventeenth) Annual General Meeting (AGM) of the Company scheduled to be held on Monday, September 29, 2025 at 11:00 A.M. (IST) through Video Conferencing/ Other Audio Visual Means.

In compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice convening the AGM and the Annual Report of the Company for the financial year 2024-2025 is being sent through electronic mode to all the members of the Company whose email addresses are registered with the Company/ Company's RTA or Depository Participant(s).

Further, a letter has been sent to the members whose email addresses are not registered with the Company/ Company's RTA or Depository Participant(s), providing the Web-link, path and QR code for accessing the Notice convening the AGM and the Annual Report of the Company.

This Annual Report is also available on the website of the Company i.e. www.montecarlocorporate.com

Request you to kindly take the same on record.

Thanking You,

Yours Faithfully

For MONTE CARLO FASHIONS LIMITED

**ANKUR
GAUBA**

Digitally signed by
ANKUR GAUBA
Date: 2025.09.02
11:37:16 +05'30'

ANKUR GAUBA

COMPANY SECRETARY & COMPLIANCE OFFICER

ICSI Membership No: FCS 10577

Encl: as above



17th ANNUAL REPORT 2024-25



MONTE CARLO 

It's the way you make me feel



MONTE CARLO FASHIONS LIMITED

REGISTERED OFFICE: B-XXIX-106, G.T. ROAD, SHERPUR, LUDHIANA-141003
investor@montecarlocorporate.com | www.montecarlocorporate.com | CIN: L51494PB2008PLC032059

BOARD OF DIRECTORS																													
Sh. Jawahar Lal Oswal Sh. Sandeep Jain Smt. Ruchika Oswal Smt. Monica Oswal Sh. Rishabh Oswal Sh. Dinesh Gogna Sh. Manikant Prasad Singh Sh. Parvinder Singh Pruthi Dr. Roshan Lal Behl Dr. Anchal Kumar Jain Dr. Yash Paul Sachdeva Sh. Alok Kumar Misra Dr. Manisha Gupta Dr. Suresh Kumar Singla Sh. Bhuwanchandra Balkrishna Joshi	Chairman & Managing Director Executive Director Executive Director Executive Director Executive Director Non-Executive Director Independent Director Independent Director Independent Director Independent Director (Appointed w.e.f 27.06.2024) Independent Director (Appointed w.e.f 27.06.2024) Independent Director (till 08.08.2025) Independent Director (till 26.06.2024) Independent Director (till 26.06.2024) Independent Director (from 09.08.2024 till 12.11.2024)																												
CHIEF FINANCIAL OFFICER Sh. Raj Kapoor Sharma COMPANY SECRETARY Sh. Ankur Gauba STATUTORY AUDITORS Deloitte Haskins & Sells Chartered Accountants 7 th Floor, Building No.10, Tower B DLF Cyber City Complex DLF City Phase II, Gurgaon-122002 Haryana, India. SECRETARIAL AUDITORS P. S. Dua & Associates, Company Secretaries 5 SF, Sant Isher Nagar, Pakhawal Road, Ludhiana -141002, Punjab, India	REGISTRAR & SHARE TRANSFER AGENT MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) Registered Office: C-101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai – 400 083 BANKERS State Bank of India Federal Bank Limited ICICI Bank Limited HDFC Bank Limited WORKS B-XXIX-106, G.T.Road, Sherpur-Ludhiana 231, Industrial Area-A-Ludhiana Plot No-425 & 427, Near Textile Colony-Ludhiana B-XXX-1781/784, Old C-12, Phase V, Focal Point, Ludhiana																												
17th ANNUAL GENERAL MEETING DAY : Monday DATE : September 29, 2025 TIME : 11.00 A.M. THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM)	<table> <tr> <th>CONTENTS</th><th>Page</th></tr> <tr> <td>Notice</td><td>2</td></tr> <tr> <td>Statutory Reports</td><td></td></tr> <tr> <td>➤ Directors' Report</td><td>19</td></tr> <tr> <td>➤ Corporate Governance Report</td><td>42</td></tr> <tr> <td>➤ Management Discussion and Analysis Report</td><td>67</td></tr> <tr> <td>Financial Statements</td><td></td></tr> <tr> <td>➤ Independent Auditor's Report</td><td>76</td></tr> <tr> <td>➤ Balance Sheet</td><td>87</td></tr> <tr> <td>➤ Statement of Profit & Loss</td><td>89</td></tr> <tr> <td>➤ Cash Flow Statement</td><td>91</td></tr> <tr> <td>➤ Significant Accounting Policies and Notes</td><td>94</td></tr> <tr> <td>➤ Independent Auditor's Report on Consolidated Financial Statements</td><td>141</td></tr> <tr> <td>➤ Consolidated Financial Statements</td><td>149</td></tr> </table>	CONTENTS	Page	Notice	2	Statutory Reports		➤ Directors' Report	19	➤ Corporate Governance Report	42	➤ Management Discussion and Analysis Report	67	Financial Statements		➤ Independent Auditor's Report	76	➤ Balance Sheet	87	➤ Statement of Profit & Loss	89	➤ Cash Flow Statement	91	➤ Significant Accounting Policies and Notes	94	➤ Independent Auditor's Report on Consolidated Financial Statements	141	➤ Consolidated Financial Statements	149
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MONTE CARLO FASHIONS LIMITED

(CIN: L51494PB2008PLC032059)

Registered Office: B-XXIX-106, G.T. Road, Sherpur, Ludhiana-141003

Telephone Nos.: 91-161-5048610-40, Fax: 91-161-5048650

Email: investor@montecarlocorporate.com, Website: www.montecarlocorporate.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given pursuant to Sections 96 and 101 of the Companies Act, 2013 ("the Act") that the **17th (Seventeenth)** Annual General Meeting ("AGM") of the Members of Monte Carlo Fashions Limited will be held on Monday, September 29, 2025 at 11:00 A.M. through electronic mode [video conference ("VC") / other audio visual means ("OAVM")] to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company along with the Reports of the Directors and Auditors thereon for the financial year ended on March 31, 2025 along with Annexures as laid before this Annual General Meeting be and are hereby received, considered, approved and adopted."

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of the Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company along with the Reports of the Auditors thereon for the financial year ended on March 31, 2025 along with Annexures as laid before this Annual General Meeting be and are hereby received, considered, approved and adopted."

3. To declare dividend on Equity Shares of the Company for the Financial Year ended March 31, 2025 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT a Dividend at the rate of Rs. 20.00/- (Rupees Twenty only) per share on 2,07,32,064 Equity Shares of Rs. 10/- each as recommended by the Board of Directors be and is hereby declared for the financial year ended March 31, 2025 and the same be paid out of the profits of the Company."

4. To appoint a Director in place of Smt. Monica Oswal (DIN: 00566052), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers herself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Smt. Monica Oswal (DIN: 00566052), a Director of the Company who retires by rotation at this Meeting, being eligible for re-appointment as Director of the Company be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Director by rotation."

5. To appoint a Director in place of Smt. Ruchika Oswal (DIN: 00565979), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers herself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Smt. Ruchika Oswal (DIN: 00565979), a Director of the Company who retires by rotation at this Meeting, being eligible for re-appointment as Director of the Company be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Director by rotation."

SPECIAL BUSINESS:

6. Appointment of Secretarial Auditors of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 24A and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and based on the recommendation of the Audit Committee and Board of Directors, M/s. P.S. Dua & Associates, Practising Company Secretaries (Certificate of Practice No. 3934 and Peer Review No. 1296/2021) be and are hereby appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive years commencing from April 1, 2025 to March 31, 2030, to conduct the Secretarial audit and to avail any other services, certificates, or reports as may be permissible under applicable laws, on such remuneration and reimbursement of expenses to be decided from time to time, by the Board of Directors of the Company and mutually agreed with the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary or desirable in order to give effect to the above resolution for and on behalf of the Company."

7. To Increase the Overall and Individual Limits of Managerial Remuneration Payable to Executive Directors Including Chairman & Managing Director and Whole-time Directors and in this regard, to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Schedule V thereto and the rules made thereunder, and the applicable provisions 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 pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on August 6, 2025, the consent of the members of the Company be and is hereby accorded for the payment of managerial remuneration to all the Executive Directors of the Company, including the Chairman & Managing Director and/or Whole-time Director(s), exceeding the overall limit of 10% of the net profits of the Company and that the individual remuneration payable to any one of them may exceed 5% of the net profits of the Company as computed in the manner laid down under Section 198 of the Companies Act, 2013 to be treated as minimum remuneration in the event of absence or inadequacy of profits, for a maximum period of three financial years commencing from April 1, 2025, co-terminus with the residual tenure of the respective appointments, without any change in the remuneration as already approved by the Members.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as deemed necessary, proper or expedient to give effect to the above resolution without being require seek any further consent or approval of the members and the members shall be deem have given their approval thereto expressly by the authority of this resolution."

**By order of the Board
For Monte Carlo Fashions Limited**

**Place: Ludhiana
Date: 06.08.2025**

**Ankur Gauba
(Company Secretary)
ICSI MEMBERSHIP NO. FCS-10577**

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts in respect of businesses to be transacted at the Annual General Meeting ("AGM") as set out under item no. 6 & 7 above and the relevant details of Directors as mentioned under item no. 4 & 5 above as required by Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed as **Annexure -A**.
2. Pursuant to the General Circular Nos 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 20/2020 dated 5 May 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated 19 September 2024, issued by the Ministry of Corporate Affairs ('MCA') and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 issued by Securities and Exchange Board of India ('SEBI') (hereinafter collectively referred to as 'Circulars'), which permit the companies to hold AGM through VC/ OAVM, which does not require physical presence of members at a common venue and sending physical copies of Annual Report.

In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the 17th AGM of the Company shall be conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company i.e. B-XXIX-106, G.T. Road, Sherpur, Ludhiana-141003.

3. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM and Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/Depositories. Members may note that the Notice of the AGM and Annual Report will also be available on the Company's website at www.montecarlocorporate.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the same may also be accessed by the members from the website of CDSL i.e. www.evotingindia.com. A letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report to those shareholder(s) who have not registered their e-mail address with the Company / Depositories / RTA.

However, the Company shall send a hard copy of the Annual Report 2024-25 to those Members who will request for the same. Members who require a hard copy of the Annual Report may send their requests to the E-mail ID: investor@montecarlocorporate.com.

For any communication, the members may also send requests to the Company's dedicated investor email-id: investor@montecarlocorporate.com.

4. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, route map and Attendance Slip are not annexed to this Notice. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. 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. Members are permitted to join the AGM through VC/OAVM, Thirty (30) minutes before the scheduled time of commencement of AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis.
6. Institutional Investors / Corporate members (i.e. other than Individual / HUF / NRI etc) can appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC / OAVM or to vote through remote e-Voting. They are requested to send a certified copy of the Board Resolution of authorisation to the Scrutiniser by e-mail at cspdsdua@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
7. In case of joint holders, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

8. Only bona fide members of the Company whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/ OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
9. The Register of Directors and Key Managerial Personnels and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to seek inspect, may send their request through an email at investor@montecarlocorporate.com up to the date of AGM.
10. The name of the Registrar and Transfer Agent (RTA) of the Company has been changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from December 31, 2024.
11. **Book Closure, Record Date and Dividend:**
 - i) Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Share Transfer Books and Register of Members of the Company will remain closed from **Tuesday, September 23, 2025 to Monday, September 29, 2025 (both days inclusive)**.
 - ii) The Board of directors of the Company at its meeting held on May 26, 2025 has recommended a dividend @200% i.e. Rs. 20/- per Equity Share on the paid up equity share capital of the Company. The Company has fixed **Monday, September 22, 2025** as the "**Record Date**" for determining entitlement of Members for final dividend for the financial year ended March 31, 2025, if approved at the AGM.
 - iii) The dividend, if declared at the Annual General Meeting, will be paid subject to deduction of income-tax at source ('TDS'), wherever applicable within a period of 30 days from the date of declaration to the members as under:
 - a) To all the Beneficial Owners as on **Monday, September 22, 2025** as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - b) To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company/Registrar and Share Transfer Agent as on **Monday, September 22, 2025**.
 - iv) With effect from April 1, 2024, SEBI has mandated that the Members, who hold shares in Physical mode and whose folios are not updated with any of the KYC Details [viz. (i) PAN, (ii) contact details including mobile no (iii) bank account details and (iv) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, Payment of dividend subject to approval at the AGM, shall be paid to physical shareholders only after the above details are updated in their folios. Members are requested to complete their KYC by writing to Company's Registrar and Transfer Agent (RTA), MUFG Intime India Private Limited (Formerly Link Intime India Private Limited).
 - v) Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the members w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act') in general, to enable compliance with TDS requirements. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof.
 - vi) A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source, by email to investor@montecarlocorporate.com by Monday, September 22, 2025. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to investor@montecarlocorporate.com. The aforesaid declarations and documents need to be submitted by the members by Monday, September 22, 2025. For detailed instructions and formats of the Forms and documents to be submitted, please visit www.montecarlocorporate.com.

- vii) Further, in order to receive the dividend in a timely manner, Members holding shares in physical form and not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to mail the following documents to Company's Registrars and Transfer Agents viz. MUFG Intime India Private Limited ("RTA"), so that it reaches to them latest by Monday, September 22, 2025:
- signed request letter mentioning their name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - Name and Branch of Bank and Bank Account type;
 - Bank Account Number & Type allotted by the Bank after implementation of Core Banking Solutions;
 - 11 digit IFSC Code.
 - self-attested copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
 - self-attested copy of the PAN Card; and
 - self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
- viii) Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ addition/ deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective Depository Participants (DPs). Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.
- ix) Members are requested to note that, pursuant to the provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, dividends which remain unclaimed / unpaid for a period of 7 years are required to be transferred to Investor Education and Protection Fund. The Company requests the Members to claim the unclaimed dividends within the prescribed period and contact MUFG Intime India Private Limited, Registrar and Share Transfer Agent (RTA) for claiming the unclaimed dividends standing to the credit in their account. The details of the unclaimed dividends are also available on the Company's website at <https://www.montecarlocorporate.com/investor-relation/UNCLAIMED%20DIVIDEND%20AMOUNTS> and Ministry of Corporate Affairs at www.iepf.gov.in/. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on <https://www.iepf.gov.in/IEPF/refund.html>.
12. SEBI vide its notifications dated June 8, 2018, November 30, 2018 and January 24, 2022, mandated that securities of listed companies can be transferred only in dematerialized form. Accordingly, the Company has stopped accepting any fresh lodgement of transfer of shares in physical form including transmission and transposition requests. In view of the above and to avail various benefits of dematerialization, Members holding shares in physical form are requested to dematerialize the shares held by them in physical form.
13. 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; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said forms can be downloaded from the Company's website at www.montecarlocorporate.com.

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants (DPs) in case the shares are held in electronic form and to Company's Registrar and Transfer Agent (RTA) i.e. M/s MUFG Intime India Private Limited in case the shares are held in physical form.
15. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read together with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 (the "SEBI Circulars") has mandated for furnishing/ updating PAN, KYC details (Address, Mobile No., E-mail ID, Bank Details) and Nomination details by all the holders of physical securities in listed company in the prescribed forms i.e. ISR-1, ISR-2, SH-13/ISR-3/SH-14. In Compliance thereof, the Company has already sent the communication alongwith prescribed forms to all the Physical members at their registered address. Members are requested to forward the duly filled in Forms along with the related proofs to the Company at its Registered Office. The aforesaid forms can be downloaded from the website of the Company i.e. www.montecarlocorporate.com.

Further, Pursuant to SEBI Circular number: SEBI/HO/MIRSD/ MIRSD-PoD-1/P/ CIR/2023/37, dated March 16, 2023, Members holding shares in physical form in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile numbers. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR - 1 form along with the supporting documents.
16. As per the provisions of the Companies Act, 2013 and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH- 13 with Registrar and Share Transfer Agents or make changes to their nomination details through Form SH- 14 and Form ISR-3. In respect of shares held in dematerialized form, the nomination form may be filed with the respective DP. For relevant forms, please visit the Company's website at www.montecarlocorporate.com.
17. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, the Company has offered an one-time special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/ returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026.
18. 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_IAD1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), 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> and the same can also be accessed through the Company's Website: www.montecarlocorporate.com
19. To support the 'Green Initiative', the Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with M/s MUFG Intime India Private Limited ('RTA') in case the shares are held by them in physical form.
20. i) Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to investor@montecarlocorporate.com by mentioning their DP ID & Client ID/ Physical Folio Number.
ii) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Monday, September 22, 2025 through email on investor@montecarlocorporate.com. The same will be replied by the Company suitably.
21. **Remote e-Voting before/during the AGM:**
 - a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the

AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by CDSL.

- b) Members of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e. Monday, September 22, 2025 may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. Monday, September 22, 2025, may obtain the User ID and Password by sending a request at helpdesk.evoting@cdslindia.com.
- c) The remote e-Voting period commences on Friday, September 26, 2025 at 9.00 a.m. (IST) and ends on Sunday, September 28, 2025 at 5.00 p.m. (IST). The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, September 22, 2025.
- d) Members will be provided with the facility for voting through electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who could not cast their vote by remote e-Voting. They will be eligible to exercise their right to vote at the end of discussion on the resolutions on which voting is to be held, upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/ OAVM but shall not be entitled to cast their vote on such resolution(s) again. The e-Voting module on the day of the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting. The Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- e) Pursuant to SEBI Circular No. SEBI/HO/FD/ CMD/CIR/P/2020/242 dated December 9, 2020, under regulation 44 of the Listing Regulations; listed companies 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 members / retail members is at a negligible level. Currently there are multiple e-voting service providers ("ESPs") providing e-voting facility to listed companies in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members. 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.
- f) In view of the aforesaid SEBI Circular dated December 9, 2020, individual members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.
- g) **THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING VIRTUAL GENERAL MEETING ARE AS UNDER:**

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

In view of the aforesaid SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, individual members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Pursuant to the aforesaid SEBI Circular dated December 9, 2020, login method for e-voting and joining virtual meetings for individual members holding shares in demat mode is given below:

Type of shareholders	Login Method
Individual Members holding securities in Demat mode with CDSL	a) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and My Easi New (Token) tab. b) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. c) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members securities in demat mode with NSDL Depository	a) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. b) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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.

	d) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 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.

- i. **Login method for e-Voting and joining virtual meeting for Physical shareholders and shareholders other than individual holding in Demat form.**
 - a) The shareholders should log on to the e-voting website www.evotingindia.com.
 - b) Click on "Shareholders" module.
 - c) Now enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - d) Next enter the Image Verification as displayed and Click on Login.
 - e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - f) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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.

- ii. After entering these details appropriately, click on “SUBMIT” tab.
- iii. Members 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.
- iv. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- v. Click on the **EVSN: 250819002** for “**MONTE CARLO FASHIONS LIMITED**” on which you choose to vote.
- vi. 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.
- vii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- viii. 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.
- ix. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- x. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xi. If 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.
- xii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xiii. 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 and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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 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; cspsdua@gmail.com and investor@montecarlocorporate.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

xiv. Process For Those Members Whose Email Ids/Mobile No. Are Not Registered:

- For Members holding Shares in the physical form - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card by email to the Company: investor@montecarlocorporate.com
 - For Demat Shareholders- Please update your email id & Mobile No. with your respective Depository Participants (DP).
 - 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.
- xv. If you have any queries or issues regarding attending AGM & e-voting from the e-voting system, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free number 18002109911.
- xvi. All grievances connected with the facility for voting by electronic means may be addressed to Sh. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.
- xvii. Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting:

Sh. Ankur Gauba,
Company Secretary and Compliance Officer
 B-XXIX-106, G.T. Road, Sherpur, Ludhiana – 141003,
 Ph. 0161-5066628, E-mail Id: investor@montecarlocorporate.com.

- xviii. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Monday, September 22, 2025 may follow the same instructions as mentioned above for e-Voting.

h) INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC / OAVM AND E-VOTING DURING AGM ARE AS UNDER:

- i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii) 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 Remote e-voting.
- iii) Members 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.
- iv) Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- v) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi) 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.
- vii) Members who would like to express their views/ ask questions during the AGM may preregister themselves as a speaker by sending their request in advance at least 7 days prior to the AGM mentioning their name, demat account number / folio number, email id, mobile number at the Company's email Id: investor@montecarlocorporate.com. Those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- viii) The members who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to the AGM mentioning their name, demat account number/ folio number, email id, mobile number at the Company's email Id investor@montecarlocorporate.com. These queries will be replied to by the Company suitably by email.

- ix) Only those members, 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 AGM.
- x) If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

22. Other Instructions:

- i) Sh. P.S. Dua, Practicing Company Secretary, (Membership No. 4552, COP No. 3934), have been appointed as the Scrutinizer by the Board to scrutinize remote e-Voting process before the AGM as well as remote e-Voting during the AGM in a fair and transparent manner.
- ii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/ OAVM but have not cast their votes by availing the remote e-Voting facility.
- iii) The Scrutinizer will submit his report to the Chairman or to any other person authorised by the Chairman after completion of scrutiny of the votes cast through remote e-Voting before/during the AGM, within the time stipulated under the applicable laws. The results declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges on which the Company's shares are listed and will also be displayed on the Company's website at www.montecarlocorporate.com; CDSL website at www.evotingindia.com and Notice Board at the Registered Office of the Company.

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

ITEM NO.6

This Explanatory Statement is provided pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

Pursuant to the amended provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on May 26, 2025, considering the experience, expertise in legal and secretarial consultancy, diverse services in corporate laws & other related areas, has approved & recommended to Members the appointment of M/s. P.S. Dua & Associates, Peer Reviewed Company Secretaries in Practice (Certificate of Practice No. 3934 and Peer Review No. 1296/2021), as Secretarial Auditors of the Company to conduct secretarial audit for a term of 5 (five) consecutive years from April 1, 2025 to March 31, 2030 (Financial year 2025-2026 to Financial year 2029-2030).

M/s P.S. Dua & Associates is registered as a Practicing Company Secretaries with the Institute of Company Secretaries of India (ICSI). It is a leading firm of Practicing Company Secretaries with over 24 years of experience in providing comprehensive professional services in the areas of Corporate Laws, SEBI Regulations, and compliance management. The firm is headed by its founder, Mr. P.S. Dua, a seasoned professional with more than 35 years of experience in Corporate and Securities Law. The firm regularly conduct Secretarial Audits for various companies listed on Indian stock exchanges, upholding the highest standards of professional ethics and regulatory compliance.

M/s P.S. Dua & Associates were appointed as secretarial auditors of the Company to conduct secretarial audit for the financial year 2024-25 and the same is not considered as a term of appointment of secretarial auditor as per Regulation 24A of the SEBI (LODR) Regulations. M/s P.S. Dua & Associates have given their consent to act as secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India.

The proposed remuneration to be paid to M/s P.S. Dua & Associates for conducting the secretarial audit of the Company for the financial year ending March 31, 2026 (Financial year 2025-2026) is Rs. 60,000 (Rupees Sixty Thousand Only). The remuneration for the subsequent financial years during the term of their appointment shall be decided by the Board of Directors of the Company and mutually agreed with the M/s P.S. Dua & Associates, Secretarial Auditors. Besides the secretarial audit services, the Company may also avail other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms.

The Board recommends the resolution set out at Item No. 6 of the accompanying Notice to the members for passing as an Ordinary Resolution.

MEMORANDUM OF INTEREST

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No.6 of the notice. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

ITEM NO.7

The Board of Directors, at its meeting held on August 6, 2025, based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, has approved that the remuneration paid/payable to the Executive Directors, including the Chairman & Managing Director and Whole-time Directors, may exceed the overall limit of 10% of the net profits of the Company and the individual limit of 5% of the net profits payable to any one of them, as prescribed under Section 197 of the Companies Act, 2013 and computed in accordance with Section 198 of the said Act, to be treated as minimum remuneration in the event of absence or inadequacy of profits, for a maximum period of three financial years commencing from April 1, 2025, co-terminus with the residual tenure of the respective appointments, without any change in the remuneration as already approved by the Members.

The term of appointment and remuneration of all the Executive Directors including Chairman & Managing Director and Whole Time Director, has already been approved by the members in their respective Annual General Meetings, as detailed below, and the same remains unchanged.

Sr. No.	DIN	Name of Director	Designation	AGM Date	Term of Appointment	
					Effective from	Effective upto
1.	00463866	Sh. Jawahar Lal Oswal	Chairman and Managing Director	24.09.2021	10.08.2021	09.08.2026
2.	00565760	Sh. Sandeep Jain	Executive Director	28.09.2022	01.08.2022	31.07.2027
3.	03610853	Sh. Rishabh Oswal	Executive Director	31.08.2023	01.06.2023	31.05.2028
4.	00565979	Smt. Ruchika Oswal	Executive Director	24.09.2021	10.08.2021	09.08.2026
5.	00566052	Smt. Monica Oswal	Executive Director	24.09.2021	10.08.2021	09.08.2026

The details of remuneration, as approved by members at the respective AGMs and disclosed in the Annual Reports of the relevant years, are available on the Company's website: www.montecarlocorporate.com.

Further, in accordance with Schedule V, Part II, Section II(B) of the Companies Act, 2013, where in any financial year the Company has no profits or its profits are inadequate, managerial personnel may be paid minimum remuneration subject to certain conditions and disclosures. The requisite disclosures pursuant to Schedule V of the Companies Act, 2013 are annexed as **Annexure-B** to the Notice. The proposed approval is sought as a matter of abundant precaution and measure of good corporate governance to ensure compliance with the provisions of the Companies Act, 2013, in the event of remuneration exceeding the statutory limits, without any change in the remuneration as already earlier approved by the Members.

The Board recommends the resolution set out at Item No. 7 of the accompanying Notice to the members for passing as a Special Resolution.

MEMORANDUM OF INTEREST

None of the Directors and / or Key Managerial Personnel of the Company and their relatives, other than the Chairman & Managing Director and Whole-time Directors and their relatives, are in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No.7 of the notice. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

**By order of the Board
For Monte Carlo Fashions Limited**

**Place: Ludhiana
Date: 06.08.2025**

**Ankur Gauba
(Company Secretary)
ICSI MEMBERSHIP NO. FCS-10577**

Annexure-A

Details of the Directors pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, as applicable

Names	Smt. Monica Oswal		Smt. Ruchika Oswal
Designation	Executive Director		Executive Director
Date of birth/ age	25.02.1971/ 54 Years		25.02.1971/ 54 Years
Date of appointment	30.10.2010		30.10.2010
Qualification	Bachelor's degree in Commerce		Bachelor's degree in Commerce
Experience	More than 24 years of experience in the field of Retail, Branding and Advertisement.		More than 24 years of experience in the field of Garment Manufacturing, Designing and Administration
Terms of appointment	Liable to retire by rotation		Liable to retire by rotation
Remuneration for the Financial Year 2024 - 25	Rs 105 Lakhs		Rs 86 Lakhs
Disclosure of relationship	Smt. Monica Oswal is the daughter of Sh. Jawahar Lal Oswal, Chairman and Managing Director and sister of Smt. Monica Oswal, Executive Director of the company. She is not related to any other Director(s) and Key Managerial Personnel of the Company.		Smt. Ruchika Oswal is the wife of Sh. Sandeep Jain, daughter of Sh. Jawahar Lal Oswal, Chairman and Managing Director and sister of Smt. Monica Oswal, Executive Director of the company. She is not related to any other Director(s) and Key Managerial Personnel of the Company.
Shareholding	5,15,837 Equity Shares		5,15,838 Equity Shares
No. of Board Meetings attended during the year	3		4
Directorships in other Listed Companies as on March 31, 2025	Oswal Leasing Limited		Nil
Membership/ Chairmanship of Committees of other Listed Companies as on March 31, 2025	Name of Company	Name of Committee	Designation
	Oswal Leasing Limited	Audit Committee	Member
		Stakeholder Relationship Committee	Member
		Nomination Remuneration Committee	Member
		Risk Management Committee	Member
		Share Transfer Committee	Member

Annexure-B

Statement Pursuant to Section II of Part II of Schedule V of the Companies Act, 2013:

I. General Information:

1. Nature of Industry:

Ready-made garments, apparel, and accessories manufacturing.

2. Date or expected date of commencement of commercial production:

The Company is an existing operational entity.

3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

Financial performance based on given indicators:

(Rs. in Lakhs)

Particulars	For the Year ended 31.03.2025	For the Year ended 31.03.2024
Total Revenue	1,10,041	1,06,191
Profit before Tax	11,391	8,067
Profit after Tax	8,177	5,994

5. Foreign investments or collaborations, if any:

No foreign collaborations. Investments by foreign institutional investors may exist as permitted under applicable law.

II. Information about the Appointee:

1. Background details:

- Sh. Jawahar Lal Oswal:** Aged about 82 years, he is a highly respected industrialist with over five decades of experience in the textile and apparel industry. He has been instrumental in the growth and transformation of Monte Carlo Fashions Limited into a leading apparel brand.
- Sh. Sandeep Jain:** Aged about 54 Years, he is the Whole-time director of the Company and is involved with the company since its inception. He holds a Bachelor's Degree in Pharmacy, Diploma in Export Management and Certificate course in wool from AWTA Limited. He has more than 24 years of experience in the field of administration.
- Sh. Rishabh Oswal:** Aged about 33 Years, he is the Whole-time director of the Company. He was appointed as Director of the company w.e.f. 25.05.2018. He holds a B.A. (Hons). in Management Studies from the University of Nottingham, UK, and a PGP MFAB Executive MBA from the prestigious Indian School of Business, Hyderabad. He joined Monte Carlo Fashions Limited in 2015 and has more than 12 years of experience in the field of manufacturing, e-commerce and administration.
- Smt. Ruchika Oswal:** Aged about 54 Years, she is the Whole-time director of the Company with over 25 years of experience in the field Garment Manufacturing, Designing and Administration. She holds a Bachelor's Degree in Commerce. She has been instrumental in taking the company to its present position.
- Smt. Monica Oswal:** Aged about 54 Years, she is the Whole-time director of the Company with over 25 years of experience in the field of Retail, Branding and Advertisement. She holds a Bachelor's Degree in Commerce. Due to her dynamism and relentless efforts, the company has achieved new heights in the field of retail sales and cost savings.

Sr. No.	Name of Director	Remuneration drawn (2024–25) (In Rs. Lacs)
1.	Sh. Jawahar Lal Oswal	351.00
2.	Sh. Sandeep Jain	260.00
3.	Sh. Rishabh Oswal	213.00
4.	Smt. Ruchika Oswal	86.00
5.	Smt. Monica Oswal	105.00

3. Recognition or awards:

Sh. Jawahar Lal Oswal is widely recognized for his leadership and has held several prestigious positions in various industry associations and business chambers. Sh. Jawahar Lal Oswal has been awarded the 'Punjab Ratan' at the Punjab State Intellectual's Conference in 2003 by the All India Conference of Intellectuals, the 'Udyog Ratna Award' by the PHD Chamber of Commerce and Industry in 2005, the 'LMA-Sat Paul Mittal Life Time Achievement Award' by the Ludhiana Management Association in 2012 and the 'Achievers of the North' by the Economic Times in 2013.

4. Job profile and suitability:

- a. **Sh. Jawahar Lal Oswal:** As Chairman and Managing Director, Sh. Oswal is responsible for strategic decision-making, business development, brand positioning, and overall governance of the Company. His extensive experience makes him eminently suitable for this role. He has been associated with the Company since its inception. Because of his able guidance and the highest business acumen and experience, Monte Carlo Fashions Limited stands as a leading entity in the winter wear and organized retail apparel sector, with a diversified portfolio across various segments.
- b. **Sh. Sandeep Jain:** As an Executive Director, he is responsible for implementing and overseeing the company's Business Responsibility policies and handling administration of the Company. He is having more than 24 years of experience in Textile and Woollen Industry. He has been associated with the Company since its inception and is recognized for contributing to the company's commitment to fair business practices and ensuring clean, healthy, and safe working conditions for employees.
- c. **Sh. Rishabh Oswal:** As an Executive Director, he is responsible for handling manufacturing, e-commerce and administration. His visionary leadership has infused a breath of fresh air into Monte Carlo, fostering innovative thinking and problem-solving.
- d. **Smt. Ruchika Oswal:** As an Executive Director, she is responsible for handling and overseeing Garment Manufacturing, Designing and Administration under the supervision of the Board of Directors. She has previously worked with Oswal Woollen Mills Ltd and has been associated with the company since 2010. Her extensive experience makes her eminently suitable for this role. Her visionary leadership, financial oversight, and commitment to good governance have transformed Monte Carlo Fashions Limited into a leading apparel brand.
- e. **Smt. Monica Oswal:** As an Executive Director, she is responsible for handling and overseeing Retail, Branding and Advertisement under the supervision of the Board of Directors. She has previously worked with Oswal Woollen Mills Ltd as CEO- Retail and has been associated with the company since 2010. Her extensive experience makes her eminently suitable for this role. She has been instrumental in the growth and transformation of Monte Carlo Fashions Limited into a leading apparel brand.

5. Remuneration proposed:

The remuneration, as already approved by the members in their respective Annual General Meetings at the time of appointment. In the event of inadequacy of profits or in case of loss, the remuneration payable to Sh. Jawahar Lal Oswal, Sh. Sandeep Jain, Sh. Rishabh Oswal, Smt. Ruchika Oswal and Smt. Monica Oswal, shall be paid as the minimum remuneration in accordance with the applicable provisions of the Companies Act, 2013, including Schedule V of the Act.

6. Comparative remuneration profile:

The remuneration proposed is in line with prevailing industry standards for companies of similar size and operations and commensurate with the responsibilities and contribution of Sh. Jawahar Lal Oswal, Sh. Sandeep Jain, Sh. Rishabh Oswal, Smt. Ruchika Oswal and Smt. Monica Oswal respectively.

7. Pecuniary relationship:

- a. **Sh. Jawahar Lal Oswal:** He is one of the promoters of the Company and holds 1,05,059 equity shares in the Company. He is related to Smt. Ruchika Oswal, Smt. Monica Oswal, Sh. Sandeep Jain, and Sh. Rishabh Oswal, who are also Directors of the Company. Except for the remuneration drawn in his capacity as Chairman and Managing Director, Sh. Jawahar Lal Oswal does not have any other pecuniary relationship, either directly or indirectly, with the Company.
- b. **Sh. Sandeep Jain:** He is related to the promoter group of the company. He is related to Sh. Jawahar Lal Oswal, Smt. Ruchika Oswal, Smt. Monica Oswal, and Sh. Rishabh Oswal, who are also Directors and

promoters/ part of promoter group of the Company. Except for the remuneration drawn in his capacity as Executive Director, Sh. Sandeep Jain does not have any other pecuniary relationship, either directly or indirectly, with the Company.

- c. **Sh. Rishabh Oswal:** He is related to the promoter group of the company and holds 10,500 equity shares of the Company. He is also related to Sh. Jawahar Lal Oswal, Smt. Ruchika Oswal, Sh. Sandeep Jain and Smt. Monica Oswal, who are also Directors and promoters/ part of promoter group of the Company. He has no pecuniary relationship directly or indirectly with the Company other than the remuneration drawn in the capacity of Executive Director of the company.
- d. **Smt. Ruchika Oswal:** Sh. Jawahar Lal Oswal, Sh. Sandeep Jain, Sh. Rishabh Oswal, Smt. Ruchika Oswal and Smt. Monica Oswal She is one of the promoters of the Company and holds 5,15,838 equity shares in the Company. She is related to Sh. Jawahar Lal Oswal, Smt. Monica Oswal, Sh. Sandeep Jain and Sh. Rishabh Oswal who are also Directors of the Company. Except for the remuneration drawn in her capacity as Executive Director, Smt. Ruchika Oswal does not have any other pecuniary relationship, either directly or indirectly, with the Company.
- e. **Smt. Monica Oswal:** She is one of the promoters of the Company and holds 5,15,837 equity shares in the Company. She is related to Sh. Jawahar Lal Oswal, Smt. Ruchika Oswal, Sh. Sandeep Jain and Sh. Rishabh Oswal who are also Directors of the Company. Except for the remuneration drawn in her capacity as Executive Director, Smt. Monica Oswal does not have any other pecuniary relationship, either directly or indirectly, with the Company.

III. Other Information:

1. Reasons for loss or inadequacy of profits:

Profitability in certain years may be impacted by:

- Economic slowdowns and inflation
- Industry seasonality
- Supply chain disruptions
- Rising input and logistics costs

2. Steps taken/proposed for improvement:

- Expansion into new geographies and sales channels
- Enhancing product mix and operational efficiencies
- Strengthening digital footprint and e-commerce sales
- Continued focus on branding and premium positioning

3. Expected increase in productivity and profits:

With the above strategic initiatives, the Company expects steady revenue and margin growth in the coming years, subject to overall market conditions.

**By order of the Board
For Monte Carlo Fashions Limited**

**Place: Ludhiana
Date: 06.08.2025**

**Ankur Gauba
(Company Secretary)
ICSI MEMBERSHIP NO. FCS-10577**

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Seventeenth (17th) Annual Report of the business and operations of the Company along with the Audited Financial Statements for the financial year ended on March 31, 2025.

1. FINANCIAL RESULTS

The Company's financial performance for the year under ended March 31, 2025 is summarized below:

(Rs. in Lakhs)

PARTICULARS	For the Year ended 31st March 2025		For the Year ended 31st March 2024	
	Standalone	Consolidated	Standalone	Consolidated
Revenue from operations	1,10,041	1,10,041	1,06,191	1,06,191
Other Income	3,491	3,517	2,750	2,750
Total Revenue from operations & other income	1,13,532	1,13,558	1,08,941	1,08,941
Earnings before Interest, Depreciation & Tax (EBIDTA)	22,045	22,167	17,044	16,937
Depreciation & Amortization	6,017	6,017	5,122	5,122
Finance Cost	4,787	4,759	3,748	3,748
Profit before Tax (PBT)	11,241	11,391	8,174	8,067
Tax Expenses/ Adjustment				
1. Current Tax	3,307	3,320	2,510	2,510
2. Deferred Tax	(46)	(46)	(314)	(314)
3. Current tax adjustments related to earlier years	--	--	(123)	(123)
4. Deferred tax adjustments related to earlier years	--	--	--	--
Profit after Tax (PAT)	7,980	8,177	6,101	5,994
Other Comprehensive Income (net of tax)	(47)	(47)	(6)	(6)
Total Comprehensive Income	7,933	8,070	6,095	5,988
Earnings Per Share (Rs.) – Basic	38.49	39.15	29.43	28.91
Earnings Per Share (Rs.) – Diluted	38.49	39.15	29.43	28.91

Note:

- A. As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2025 has been prepared in accordance with the Indian Accounting Standards (IND AS) as per the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 notified under Section 133 of Companies Act, 2013 and other relevant provisions of the Act. The estimates and judgements relating to the Financial Statements are made on a prudent basis, to reflect in a true and fair manner, including profits and cash flows for the year ended March 31, 2025. The Notes to the Financial Statements adequately explain the Audited Statements.
- B. In accordance with the Companies Act, 2013 & Indian Accounting Standards (Ind AS) 110 on 'Consolidated Financial Statements' read with Ind AS 111 on 'Joint Arrangements' and Ind AS 112 on 'Disclosure of Interest in other entities', the Audited Consolidated Financial Statements are also provided in the Annual Report.

2. PERFORMANCE REVIEW

• BUSINESS OUTLOOK

Monte Carlo Fashions Limited has firmly established itself as a front runner in the winter wear segment and the organized retail apparel industry. With a broad and diverse portfolio, the company offers an extensive assortment of woollen, cotton, cotton-blended, knitted, and woven garments, along with

home furnishing products—all marketed under its flagship brand, "**Monte Carlo.**" Its sub-brands—**Luxuria, Denim, Alpha, Tweens, and Rock.it**—cater to various consumer preferences, strengthening its multi-brand approach. The company has also ventured into the premium segment of men's formal footwear. The product line spans a wide array of offerings, including T-shirts, shirts, jeans, trousers, suits, jackets, coats, mufflers, mink blankets, bedsheets, towels, and footwear.

Monte Carlo Fashions operates through a well-established distribution network of over 471+ Exclusive Brand Outlets (EBOs), 1,949+ Multi-Brand Outlets (MBOs), and 1,468+ NCS & SIS points. In addition, the brand enjoys a significant digital footprint through its own e-commerce platform and partnerships with leading online marketplaces such as Myntra, Flipkart, Amazon, Ajio, and Nykaa Fashion.

On the financial front, the company maintains a strong liquidity position and adequate banking limits, enabling it to meet all debt obligations in a timely manner. Going forward, Monte Carlo Fashions is optimistic about its growth prospects, with plans to broaden its reach in Southern and Western regions, strengthen presence in existing markets, and revive demand across domestic and international channels. The company intends to add 40- 50 new stores annually and elevate brand visibility through strategic advertising in high-footfall locations. With these initiatives, Monte Carlo remains focused on driving sustainable and long-term growth.

• **PRODUCTION AND SALES REVIEW**

During the year under review, your company has witnessed an increase in revenue of around 4%. The production of the company has been decreased to 37,31,846 pcs from 40,96,848 pcs during the year 2024-25, showing a decrease of 10.48%. The revenue from operations stood at Rs 1,10,041 Lakhs as compared to Rs 1,06,191 Lakhs achieved last year.

• **PROFITABILITY**

The Company's earnings before depreciation, interest and tax for the current year is Rs. 22,045 Lakhs as against Rs. 17,044 Lakhs achieved last year. After providing for depreciation of Rs. 6,017 Lakhs (previous year Rs 5,122 Lakhs), finance cost of Rs. 4,787 Lakhs (previous year Rs 3,748 Lakhs), provision for current tax of Rs. 3,307 Lakhs (previous year Rs. 2,387 Lakhs), provision for deferred tax of Rs. 46 Lakhs (previous year Rs. 314 Lakhs), the Net Profit from the operations is Rs 7,980 Lakhs as compared to Rs 6,101 Lakhs achieved last year. The other income of the Company for the said Financial Year stood at Rs 3,491 Lakhs and Last year stood at Rs 2,750 Lakhs.

• **RESOURCES UTILISATION**

A) Fixed assets

The Net Block as at March 31, 2025 was at Rs. 18,342 Lakhs as compared to Rs. 17,472 Lakhs in the previous year.

B) Current assets

The current assets as on March 31, 2025 were at Rs. 1,15,533 Lakhs as against Rs. 98,308 Lakhs in the previous year.

• **FINANCIAL CONDITION & LIQUIDITY**

The Company enjoys a rating of "(CRISIL) AA- (pronounced double A minus)" from CRISIL Limited (CRISIL) for long term borrowings and "(CRISIL) A1+ (pronounced CRISIL A one plus)" for short term borrowings. Management believes that the Company's liquidity and capital resources should be sufficient to meet its expected working capital needs and other anticipated cash requirements.

The position of liquidity and capital resources of the company is given below:-

PARTICULARS	(Rs. in Lakhs)	
	2024-25	2023-24
Cash and Cash Equivalents		
Beginning of the year	56	60
End of the year	90	56
Net Cash generated (used) by:-		
Operating activities	7,040	8,254
Investing activities	(3,194)	264
Financing activities	(3,812)	(8,522)

3. SHARE CAPITAL

The Authorized Share Capital of your Company as at March 31, 2025 stands at Rs. 25,00,00,000 divided into 2,50,00,000 Equity Shares of Rs. 10/- each. As at March 31, 2025, the Issued, Subscribed and Paid-up Equity Share Capital of the Company stood at Rs. 20,73,20,640 divided into 2,07,32,064 Equity Shares of Rs. 10/- each.

There was neither any issue of Equity shares with differential rights as to dividend, voting or otherwise nor grant of any stock options or sweat equity under any scheme during the year under review. As on March 31, 2025, none of the Directors of the Company was holding any instrument convertible into Equity Shares of the Company.

4. DIVIDEND

Based on the Company's performance, wherein, it has earned a Net Profit of Rs. 7980 Lakhs, your Board recommends a dividend of Rs. 20/- per Equity Share of Rs. 10/- each (i.e. 200%) for the approval of the members at the ensuing Annual General Meeting. The final dividend on Equity Shares, if declared by the members would involve a cash outflow of around Rs. 4146.41 Lakhs.

The dividend once approved by the members will be payable to those members whose name appear in the Register of members as on the record date. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 23, 2025 to Tuesday, September 29, 2025 (both days inclusive) and the record date will be Monday, September 22, 2025 for the purpose of payment of dividend for the financial year 2024-2025.

DIVIDEND DISTRIBUTION POLICY:

In terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Board has formulated and adopted the Dividend Distribution Policy. The Policy is available on the website of the Company at <https://www.montecarlocorporate.com/investor-relation/policies-code>.

5. TRANSFER TO RESERVES

The General Reserve of the Company stood at Rs. 38087.00 Lakhs as at March 31, 2025. There is no transfer to reserves during the year under review.

6. SUBSIDIARY, JOINT VENTURES OR ASSOCIATE COMPANIES

Your Company does not have any Joint Ventures or Associate Company. The company has one unlisted subsidiary named MCFL Ventures Limited ("Formerly named as Monte Carlo Home Textiles Limited").

7. MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THIS REPORT:-

There are no material changes or commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company i.e. March 31, 2025 and the date of this report.

8. REPORTING OF FRAUDS:

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

9. BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNELS

As on March 31, 2025, The Board of Directors presently consists of 12 (Twelve) Directors including a Chairman & Managing Director, 5(Five) Executive Directors, 1 (One) Non Executive Non Independent Director and 6 (Six) Independent Directors.

The Board consists of a balanced profile having specialization in different fields that enable them to address various business needs of the Company, while placing very strong emphasis on corporate governance.

Directors:

a) Women Directors:

In terms of the provision of Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), your Company has 3 (Three) Women Directors on the Board namely Smt. Ruchika Oswal (DIN:00565979), Smt. Monica Oswal (DIN:00566052) and Dr. Prem Lata Singla (DIN: 09674172).

b) Independent Directors:

Sr. No.	DIN	Name of Director	Appointment/ Cessation	Date of Appointment/ Cessation	Reason for cessation
1.	00403423	Dr. Suresh Kumar Singla	Cessation	26.06.2024	Completion of tenure
2.	06910242	Dr. Manisha Gupta	Cessation	26.06.2024	Completion of tenure
3.	00163959	Sh. Alok Kumar Misra	Cessation	08.08.2024	Completion of tenure
4.	06443747	Dr. Roshan Lal Behl	Re-appointment	05.08.2024	-
5.	02012337	Dr. Yash Paul Sachdeva	Appointment	27.06.2024	-
6.	09546925	Dr. Anchal Kumar Jain	Appointment	27.06.2024	-
7.	06713850	Sh. Bhuwanchandra Balkrishna Joshi	Appointment	09.08.2024	-
8.	09674172	Dr. Prem Lata Singla	Appointment	30.08.2024	-
9.	06713850	Sh. Bhuwanchandra Balkrishna Joshi	Cessation	12.11.2024	Pre-occupation

During the year under review, Dr. Yash Paul Sachdeva (DIN: 02012337) and Dr. Anchal Kumar Jain (DIN: 09546925) were appointed as the Independent Directors of the company w.e.f. June 27, 2024 and Dr. Prem Lata Singla (DIN: 09674172) was appointed as the Independent Director of the company w.e.f. August 30, 2024. However, Dr. Suresh Kumar Singla and Dr. Manisha Gupta tenure as Independent Director(s) was completed on June 26, 2024 and Sh. Alok Kumar Misra's tenure as Independent Director was completed on August 8, 2024. Sh. Bhuwanchandra Balkrishna Joshi had been appointed as Independent Director w.e.f. August 09, 2024, but has resigned w.e.f. November 12, 2024 due to pre-occupation and other personal circumstances, so, they longer hold the directorship of company.

Apart from this, there were no changes in the directors for the year under review.

Declaration of independence from Independent Directors

The Company has received the following declarations from all the Independent Directors confirming that:

- They meet the criteria of independence as prescribed under the provisions of the Act, read with the Schedules and Rules issued thereunder, as well as of Regulation 16 of the Listing Regulations.
- In terms of Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, they have registered themselves with the Independent Director's database maintained by the Indian Institute of Corporate Affairs, Manesar.
- In terms of Regulation 25(8) of the Listing Regulations, they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties. In terms of Regulation 25(9) of the Listing Regulations, the Board of Directors has ensured the veracity of the disclosures made under Regulation 25(8) of the Listing Regulations by the Independent Directors of the Company.

c) Retirement by Rotation

In accordance with the provisions of Section 152(6) of the Companies Act, 2013, Smt. Monica Oswal (DIN: 00566052), Executive Director and Smt. Ruchika Oswal (DIN: 00565979), Executive Director of the Company, being longest in the office since their last appointments/ re-appointments, shall retire at the forthcoming Annual General Meeting and being eligible offers themselves for re-appointment, on the same terms and conditions on which they were appointed/ re-appointed.

In compliance with Regulation 36 of Listing Regulations and Secretarial Standard-2 on General Meetings, brief resumes of all the Directors proposed to be appointed / re-appointed are attached along with the Notice calling the ensuing Annual General Meeting.

d) Details of Familiarization Programme:

The details of the programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business model and related matters are posted on the website of the Company at <https://www.montecarlocorporate.com/Pdfs/familiarization%20program%202024-251739613900.pdf>

e) Key Managerial Personnel (KMP's)

The following persons are the Key Managerial Personnel (KMP's) of the Company as on March 31, 2025 in terms of provisions of Section 203 of the Companies Act, 2013 and rules made thereunder:

Names of KMP's	Designation
Sh. Jawahar Lal Oswal	Chairman & Managing Director
Sh. Sandeep Jain	Executive Director
Smt. Ruchika Oswal	Executive Director
Smt. Monica Oswal	Executive Director
Sh. Rishabh Oswal	Executive Director
Sh. Raj Kapoor Sharma	Chief Financial Officer
Sh. Ankur Gauba	Company Secretary

10. NUMBER OF BOARD MEETINGS HELD

The Board meets at regular intervals to discuss and decide on policy and strategy apart from other business discussions. However, in case of a special and urgent business need, the Board's approval is taken by passing resolution(s) through circulation, as permitted by law, which is confirmed in the subsequent Board Meeting.

During the Financial Year 2024-2025, the Board met on 4 (Four) occasions viz. May 28, 2024; August 05, 2024; November 14, 2024 and February 11, 2025. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

11. COMMITTEES OF THE BOARD

The Company has constituted the following committees in compliance with the Companies Act, 2013 and the Listing Regulations.

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders Relationship Committee;
4. Corporate Social Responsibility Committee;
5. Share Transfer Committee and
6. Risk Management Committee.

All these Committees have been established as a part of the best corporate governance practices. There have been no instances where the Board has not accepted any recommendation of the aforesaid Committees. The details in respect to the Compositions, Powers, Roles, and Terms of Reference etc. are provided in the Corporate Governance Report forming part of this Report.

12. ANNUAL BOARD EVALUATION

In line with the provisions of the Companies Act, 2013 and SEBI Guidance Note on Board evaluation issued on January 5, 2017 read with relevant provisions of the SEBI Listing Regulations, 2015, the Board has carried out an annual evaluation of the Directors individually, of the Chairman and of the Board as a whole. The performance of the Directors was evaluated through a separate meeting of the Independent Directors. The Board evaluated the effectiveness of its functioning, that of the Committees and of individual Directors, after taking feedback from the Directors and committee members.

Separate meetings of Independent Directors were held on November 14, 2024 and February 11, 2025, to review the performance of Non-Independent Directors', performance of the Board and Committee as a whole and performance of the Chairman of the Company, taking into account the views of Executive Directors and the Non-Executive Directors. The performance of the Independent Directors was evaluated by the entire Board except the person who is being evaluated, in their meetings held on November 14, 2024 and February 11, 2025.

13. PUBLIC DEPOSIT

During the year under review, your Company has not accepted any deposits as envisaged under Section 73 of the Companies Act, 2013 and rules made thereunder.

14. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

Your Company has an adequate system of internal financial control commensurate with its size and scale of operations, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

Based on the framework of Internal Financial Controls and compliance systems established and maintained by the Company, work performed by the Internal Auditors, Statutory Auditors and Secretarial Auditors and External Consultants, including audit of internal financial controls over financial reporting by the Statutory Auditors, and the reviews performed by the management and the Audit Committee, the Board is of the opinion that Internal Financial Controls of the Company were adequate and effective during the year under review.

15. BUSINESS RISK MANAGEMENT

Pursuant to Section 134(3) (n) of the Companies Act, 2013, your management at regular intervals evaluates various risks faced by the Company which could affect its business operations or threaten its existence. Major risks identified by the businesses and functions from time to time are systematically addressed through mitigating actions on a continuing basis.

16. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Board has constituted a CSR Committee under Section 135 of the Companies Act, 2013. As per the adopted CSR policy, the Company is committed to certain CSR initiatives in the fields of Medical Relief and Research, Environmental Sustainability, Education and Social Upliftment etc., in collaboration with its Group Companies through the Implementing Agency i.e Oswal Foundation. The said policy is available at website of the company at link: <https://www.montecarlocorporate.com/investor-relation/policies-code>

The Company carries on its CSR activities through Oswal Foundation along with the other group companies. The Company discharges its CSR liability by either contributing the amount to the said foundation or making a provision by way of CSR reserve.

The Company was required to spend Rs. 267.00 Lakhs on account of its liability towards Corporate Social Responsibility (CSR) for the financial year 2024-25 and the Company has fulfilled its entire CSR obligation by donating Rs. 267.00 Lakhs to Oswal Foundation, thus complying with the provisions of section 135 of the Companies Act, 2013.

The Annual Report on CSR activities as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 including a brief outline of the Company's CSR Policy is annexed as **Annexure-A** hereto and forms part of this report.

17. NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Policy adopted by the Company lays down a framework in relation to selection, appointment/ reappointment of Directors, Key Managerial Personnel and Senior Management alongwith their remuneration. It also lays down criteria for determining qualifications, positive attributes, independence of director(s) and other matters provided under sub section (3) of section 178 of the Companies Act, 2013. The said Policy is available on the website of the Company at following link: <https://www.montecarlocorporate.com/investor-relation/policies-code>

As mandated by proviso to Section 178(4) of the Companies Act, 2013, salient features of Nomination and Remuneration Policy is annexed as **Annexure- B** hereto and forms part of this report.

18. RELATED PARTY TRANSACTIONS

All the transactions entered into by the Company with its related parties, during the year under review were in the “ordinary course of the business” and on “an arm's length basis”, none of which was “material” in accordance with the Company's Related Party Transactions Policy. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is annexed as **Annexure-C**. Further there are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

Prior approval of the Audit Committee was also obtained for all the transactions entered into during the year 2024-25 by the Company with its Group Companies. The details of all the related party transactions were placed before the Audit Committee and Board for its consideration and ratification on quarterly basis.

The details of the transactions entered with Related Parties during the year are provided in the Company's Financial Statements at Note No. 42 of the Notes to Accounts in accordance with the relevant Accounting Standard.

Your Company has framed a Policy on Related Party Transactions for purpose of identification and monitoring of such transactions in line with the requirements of the Companies Act, 2013 and Listing Regulations and the said policy is available at website of the company at link: <https://www.montecarlocorporate.com/investor-relation/policies-code>

19. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

The Company has not granted any loans, or provided any guarantee or security that are covered under the provisions of Section 185 of the Companies Act, 2013. In respect of loans given and investments made by the Company during the year, the Company has complied with the provisions of Section 186 of the Companies Act, 2013. The detail of investments made by the Company is given in the notes to the Financial Statements.

20. EXTRACTS OF ANNUAL RETURN

As per the requirements of Section 92(3) of the Act and Rules framed thereunder, the extract of the Annual Return for FY 2024-25 is available on the website of the Company and can be accessed under section “Annual Returns” at link: <https://www.montecarlocorporate.com/investor-relation/shareholding-information>

21. INSURANCE

Your Company has taken adequate comprehensive insurance policy for its assets against foreseeable perils like fire, flood, public liability, marine, etc. The Company has also taken Directors and Officers Liability insurance policy.

22. INTERNAL CONTROL SYSTEM & ITS ADEQUACY

Your Company has developed a well defined Internal Control System commensurate with the size, scale and complexity of its operations. The internal audit function is entrusted to M/s S. Tandon and Associates, Chartered Accountants, who were appointed as Internal Auditors by the Board in terms of Section 138 of the Companies Act, 2013 and rules made thereunder. The Internal Auditors monitors and evaluates adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Significant audit observations are addressed to the Audit Committee and the Committee thereafter reviews the adequacy and effectiveness of the internal control systems and suggests various measures to improve and strengthen the same.

23. CORPORATE GOVERNANCE

The Company is committed to follow the best Corporate Governance practices, including the requirements under the SEBI Listing Regulations and the Board is responsible to ensure the same from time to time. The Company has duly complied with the Corporate Governance requirements. Further a separate section on Corporate Governance in compliance with the provisions of Regulation 34 of the Listing Regulations read with Schedule V of the said regulations alongwith a Certificate from a Practicing Company Secretary confirming that the Company is and has been compliant with the conditions stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 forms part of the Annual Report.

24. AUDITORS

Statutory Auditors & Auditor's Report

The Members of the company in the 14th Annual General Meeting (AGM) held on September 28, 2022 has appointed M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 015125N) as Statutory Auditors for a period of 5 years, i.e. to hold office from the conclusion of the 14th AGM of the company till the conclusion of the 19th AGM of the company.

During the year under review, there were no frauds reported by Auditors under Section 143 (12) of Companies Act, 2013. The Auditor's Report on the Annual Accounts of the Company for the year under review is self-explanatory and requires no comments. Further, there are no qualifications in the report that calls for Board's explanation.

Cost Auditor

In terms of the Companies (Cost Records and Audit) Amendment Rules, 2014, the Company is not covered under the purview of Cost Audit.

Secretarial Auditor

In terms of Section 204 of the Companies Act, 2013 and and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, on the recommendation of the Audit Committee and subject to the approval of members in the ensuing Annual General Meeting, the Board has appointed M/s. P.S. Dua & Associates, Company Secretaries (CP No. 3934), as Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from Financial year 2025-26 to Financial Year 2029-30, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

There has been no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditor in his Report for the year under review reported except that the appointment of Dr. Prem Lata Singla as Woman Independent Director on August 30, 2024, was made after the completion of Dr. Manisha Gupta's term on June 26, 2024, for which the Stock Exchange levied a penalty that has been duly paid. Further, while the voting results of the 16th AGM in PDF format were submitted within the prescribed timelines, the filing in XBRL format with BSE Limited was made after two working days.

The Board comments that the delay in appointment of the Woman Independent Director arose during a transitional phase in the Board's composition and has since been regularised with the appointment of Dr. Prem Lata Singla, along with payment of the penalty. The XBRL filing of the 16th AGM voting results with BSE was made after two working days due to an inadvertent procedural lapse, despite timely submission in PDF format. The Company has since strengthened its processes to ensure timely compliance in future. The Secretarial Audit Report is annexed as **Annexure-D** to this Report.

25. LISTING OF EQUITY SHARES

The Equity Shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and the listing fees for the Financial Year 2024-2025 have been duly paid to both the Stock Exchanges.

26. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has formulated a Vigil Mechanism/ Whistle blower Policy to encourage employees to report matters about unethical behavior, actual or suspected fraud or violation of Company's code of conduct without the risk of subsequent victimisation and discrimination. The details of the same are explained in the Corporate Governance Report and the said policy is also available on the website of the Company at link: <https://www.montecarlocorporate.com/investor-relation/policies-code>

27. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has adopted a policy against sexual harassment and constituted an Internal Compliant Committee in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the Financial Year 2024-25, the Company has not received any complaints on the same and hence, no complaint was pending as at March 31, 2025.

Number of complaints of sexual harassment received in the year	NIL
Number of complaints disposed off during the year	NIL
Number of cases pending for more than ninety days	NIL

28. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

As per SEBI Listing Regulations, Management Discussion and Analysis, Corporate Governance Report and Practicing Company Secretary's Certificate regarding compliance of conditions of Corporate Governance forms part of this Annual Report.

Pursuant to Regulation 34 of the SEBI Listing Regulation, the Management Discussion and Analysis is presented in a separate section forming part of this Annual Report. As required under the provisions of the SEBI Listing, the Audit Committee of the Company has reviewed the Management Discussion and Analysis report of the Company for the year ended 31st March, 2025.

29. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

In accordance with the SEBI Listing Regulations, the Business Responsibility & Sustainability Report (BRSR) describes the performance of the Company on environmental, social and governance aspects and are available on the Company's website and can be accessed at <https://www.montecarlocorporate.com/investor-relation/BUSINESS%20RESPONSIBILITY%20AND%20SUSTAINABILITY%20REPORT>

30. CORPORATE GOVERNANCE:

Your Company is committed to adhere to the best practices & highest standards of Corporate Governance. It is always ensured that the practices being followed by the Company are in alignment with its philosophy towards corporate governance. In your Company, prime importance is given to reliable financial information, integrity, transparency, fairness, empowerment and compliance with law in letter & spirit. Your Company proactively revisits its governance principles and practices as to meet the business and regulatory needs.

The Company has complied with the Corporate Governance Code as stipulated under the Listing Regulations. The Report on Corporate Governance in accordance with Regulation 34(3) read with Para C of Schedule V of SEBI (LODR) Regulations, 2015 forms integral part of this Report. The requisite certificate from the Practicing Company Secretary confirming compliance with the conditions of corporate governance is attached to the Report on Corporate Governance.

31. NO DEFAULT

The Company has not defaulted in payment of interest and/ or repayment of loans to any of the financial institutions and/ or banks during the year under review.

32. DISCLOSURE OF REMUNERATION OF DIRECTORS AND EMPLOYEES OF THE COMPANY

Information as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in Rule 5(2) and 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure-E** hereto and forms part of this report.

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

The information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo pursuant to Section 134(3) (m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed as **Annexure-F** hereto and forms part of this report.

34. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

During the year under review, your Company has duly complied with the applicable provisions of the Secretarial Standards.

35. HUMAN RESOURCE & INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with the workers and employees at all levels of the organisation. A detailed section on Human Resources/Industrial Relations is provided in the Management Discussion and Analysis Report, which forms part of this Annual Report.

36. INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government after the completion of seven years from the date of transfer to the Unpaid Dividend Account of the Company. The shareholders whose dividends have been transferred to the IEPF Authority can claim their dividend from the authority.

The unclaimed or unpaid dividend relating to the financial year 2017-2018 is due for remittance in the month of November, 2025 to Investor Education and Protection Fund established by the Central Government. The Company has already sent email / notices in the month of July, 2025 to the members informing them to claim the Unclaimed Dividend / Shares before such transfer of dividend to the IEPF Authority. The details of these Unclaimed Dividend / Shares required to be transferred to the IEPF Authority are also provided on the website of the Company at www.montecarlocorporate.com.

During the year 2024-25, the unclaimed or unpaid dividend relating to the financial year 2016-2017 has been remitted to Investor Education and Protection Fund established by the Central Government. Further according to the Rules, the shares in respect of which dividend has not been paid or claimed by shareholders for seven consecutive years or more shall also be transferred to the IEPF Authority. The Company has sent notice to all shareholders whose shares are due to be transferred to the IEPF Authority and has also published requisite advertisement in the newspapers in this regard.

During the year under review the company has transferred to IEPF: -

Particulars	Details
Outstanding balance of Unclaimed Dividend 2015-16 refund account (in Rs)	3,38,740
Equity Shares	1,147

37. STATEMENT WITH RESPECT TO COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT 1961

The Company has duly complied with the provisions of the Maternity Benefit Act, 1961 during the year under review. All eligible female employees have been extended maternity benefits, including leave and wages, as per the statutory requirements. The Company remains committed to upholding employee welfare and ensuring a safe and inclusive workplace in accordance with applicable laws.

37. DIRECTOR'S RESPONSIBILITY STATEMENT

In compliance of Section 134(3)(c) of the Companies Act, 2013, it is hereby confirmed that:

- In the preparation of the annual accounts for the year ended March 31, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- 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 at the end of the financial year and of the profit of the Company for that period;
- The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The directors have prepared the annual accounts on a going concern basis;
- The directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

38. GENERAL DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:-

- Significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- Change in nature of Business of Company.

- (iii) No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year alongwith their status as at the end of the financial year is not applicable; and
- (iv) The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

39. ACKNOWLEDGEMENT & APPRECIATION

Your Board is grateful to express its deep sense of gratitude and appreciation to all the Shareholders, Customers, Vendors, Bankers, Financial Institutions and Business Associates of the Company for their continued support during the relevant financial year. Your Board acknowledges support and cooperation received from all the regulatory authorities of the Central Government and State Government respectively.

It also express its sincere appreciation of the employees at all levels for being encouraged to meet several challenges encountered and look forward to their valuable support and commitment in the times ahead.

For and on behalf of Board of Directors

Place: Ludhiana
Date: 06.08.2025

Jawahar Lal Oswal
Chairman & Managing Director
(DIN: 00463866)

ANNEXURE-A TO THE DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2024-25:

1. Brief Outline on CSR Policy of the Company:

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the CSR Committee formulated the Corporate Social Responsibility Policy (CSR Policy) and recommended the same to the Board of Directors of the Company for its approval. The Board of Directors in their meeting held on 06.08.2015 has adopted the CSR Policy as recommended by CSR Committee. Under the CSR Policy, Company through Oswal Foundation, a Registered Society along with other Group Companies, will broadly focus on medical relief and research, Environment Protection / Sustainability, Promoting Education, Social Upliftment and / or any other activity as envisaged in the Companies Act, 2013. The CSR policy is also available on the Company's website i.e www.montecarlocorporate.com.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Sh. Jawahar Lal Oswal	Chairman	4	4
2.	Sh. Dinesh Gogna	Member	4	4
3.	Dr. Roshan Lal Behl	Member	4	3
4.	Dr. Suresh Kumar Singla	Member	4	1

* Dr. Suresh Kumar Singla's term as an Independent Director completed on June 26, 2024, and consequently, he ceased to be a member of the Committee. Dr. Roshan Lal Behl has been appointed as a member of the Committee with effect from June 27, 2024.

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:

Composition of CSR committee	https://www.montecarlocorporate.com/Pdfs/composition%20of%20comittee1739621925.pdf
CSR Policy	https://www.montecarlocorporate.com/Pdfs/CORPORATE-SOCIAL-RESPONSIBILITY-POLICY1574676509.pdf
CSR projects approved by the board	https://www.montecarlocorporate.com/Pdfs/CSR%20PROJECT%202024-251755677590.pdf

4. Provide the details 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 (attach the report).

The Company has been conducting internal impact assessments to monitor and evaluate its strategic CSR programs.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set off for the financial year, if any (in Rs)
NIL			

6. Average net profit of the company as per section 135(5): Rs 13,350.00 Lakhs
7. (a) Two percent of average net profit of the company as per section 135(5): Rs 267.00 Lakhs
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
(c) Amount required to be set off for the financial year, if any: Nil
(d) Total CSR obligation for the financial year (7a+7b-7c): Rs 267.00 Lakhs
8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	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.	Date of transfer	Name of the Fund	Amount	Date of transfer
267.00 Lakhs	--	--	--	--	--

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project	Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency
				State	District					Name CSR Registration number
NOT APPLICABLE										

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No)	Location of the project		Amount spent for the project (in Rs Lakhs)	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State	District			Name	CSR Registration Number
1.	Donation to Oswal Foundation	Rural Development & others	Yes	Punjab	Ludhiana	267.00	No	Oswal Foundation	CSR00000145

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs 267.00 lakhs

(g) Excess amount for set off, if any

Sr. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	NIL
(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)]	

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (In Rs)	Date of Transfer	
1.	2023-2024	--	--	--	--	--	--
2.	2022-2023	--	--	--	--	--	--
3.	2021-2022	--	--	--	--	--	--

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sr. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs)	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
NOT APPLICABLE								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): NotApplicable
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): NotApplicable

For and on behalf of Board of Directors

Place: Ludhiana
Date: 06.08.2025

Jawahar Lal Oswal
Chairman & Managing Director
(DIN: 00463866)

ANNEXURE B TO THE DIRECTORS' REPORT

SALIENT FEATURES OF THE NOMINATION AND REMUNERATION POLICY

[As per proviso to Section 178(4) of the Companies Act, 2013]

APPLICABILITY

This Policy is applicable to:

- a. Directors (Executive, Non-Executive and Independent)
- b. Key Managerial Personnel (KMP)
- c. Senior Management Personnel
- d. Other employees as may be decided by the Committee ("NRC")

OBJECTIVE

The Policy provides criteria for:

1. Determining qualifications, positive attributes and independence of a Director;
2. Performance evaluation of Independent Directors, non-independent Directors, Chairman and the Board;
3. Remuneration of Directors, Key Managerial Personnel, Senior Management Personnel and other employees, as may be decided by the Committee.

PROVISIONS RELATING TO REMUNERATION OF MANAGING DIRECTOR, KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT PERSONNEL AND OTHER EMPLOYEES

The following are the guiding factors

- The scope of duties, the role and nature of responsibilities;
- The level of skill, knowledge, experience, local factors and expectations of individual;
- The Company's performance, long term strategy and availability of resources;
- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMPs, Senior Management Personnel and other employees of the quality required to run the Company successfully; and
- Relationship of remuneration to performance is clear and meets appropriate performance benchmark.

PROVISIONS RELATING TO REMUNERATION OF NON-EXECUTIVE / INDEPENDENT DIRECTOR(S)

The following are the guiding factors:

- The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force and as decided by the Board from time to time.
- The Non-Executive/ Independent Director(s) may also receive remuneration / compensation / commission etc as per criteria/limit thereof prescribed under Companies Act, 2013 and rules made thereunder.
- Any increase in the maximum aggregate remuneration payable beyond permissible limit under the Companies Act, 2013 shall be subject to the approval of the Shareholders', as may be applicable.

EVALUATION

The evaluation will be done on following parameters:

1. Role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board;
2. Attendance and contribution at Board and Committee meetings;
3. Subject expertise, skills, behavior, experience, leadership qualities, understanding of business and strategic direction to align company's values and standards;

4. Ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders;
5. Vision on Corporate Governance and Corporate Social Responsibility;
6. Ability to create a performance culture that drives value creation and a high quality of discussions;
7. Effective decision making ability to respond positively and constructively to implement the same to encourage more transparency;
8. Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity;
9. Contribution to enhance overall brand image of the Company.

ANNEXURE-C TO THE DIRECTORS' REPORT

FORM NO. AOC -2

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

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

During the Financial Year 2024-25, the Company had not entered into any contract/ arrangement/ transaction with its related parties which is not in ordinary course of business or at arm's length.

- (a) Name(s) of the related party and nature of relationship: **Not Applicable**
- (b) Nature of contracts/arrangements/transactions: **Not Applicable**
- (c) Duration of the contracts/arrangements/transactions: **Not Applicable**
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Not Applicable**
- (e) Justification for entering into such contracts or arrangements or transactions: **Not Applicable**
- (f) Date of approval by the Board: **Not Applicable**
- (g) Amount paid as advances, if any: **Not Applicable**
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: **Not Applicable**

2. Details of material contracts or arrangement or transactions at arm's length basis:

All the transactions entered into by the Company with its related parties, during the year under review were in the "ordinary course of the business" and on "an arm's length basis", none of which was "material" in accordance with the Company's Related Party Transactions Policy.

- (a) Name(s) of the related party and nature of relationship: **Not Applicable**
- (b) Nature of contracts/arrangements/transactions: **Not Applicable**
- (c) Duration of the contracts/arrangements/transactions: **Not Applicable**
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Not Applicable**
- (e) Date(s) of approval by the Board, if any: **Not Applicable**
- (f) Amount paid as advances, if any: **Not Applicable**

For and on behalf of Board of Directors

Place: Ludhiana
Date: 06.08.2025

Jawahar Lal Oswal
Chairman & Managing Director
(DIN: 00463866)

ANNEXURE-D TO THE DIRECTORS' REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2025

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

To

The Members

Monte Carlo Fashions Limited

B-XXIX-106, G.T.Road, Sherpur

Ludhiana-141003, Punjab.

(CIN: L51494PB2008PLC032059)

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

Based on our verification of the 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 31st March, 2025 (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 31st March, 2025 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - There was no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings as per the information provided to us.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- Not applicable to the Company during the period under review.
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- Not Applicable to the Company during the Review Period.
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not Applicable to the Company during the Review Period.
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - Not Applicable as the Company is not registered as Registrars to an Issue and Share Transfer Agents;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - Not applicable to the Company during the period under review.
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not Applicable to the Company during the period under review.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review, as per the explanations and clarifications given to us and the representations made by the management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except the following:

1. The Company appointed Dr. Prem Lata Singla as an Independent Woman Director on August 30, 2024, to fill the vacancy arising from the completion of Dr. Manisha Gupta's term on June 26, 2024. The penalty levied by the Stock Exchange for the delay in appointment has been duly paid.
2. The voting results for the 16th AGM in PDF format were submitted to stock exchanges within the prescribed timelines. However, the results in XBRL format were submitted to BSE Limited after two working days.

We further report that we have relied upon the representation made and other documents provided by the Company, its officers and on the examination of the same on test check basis, the Company has complied with the following applicable laws:

1. The Factories Act, 1948;
2. The Payment of Wages Act, 1936 and The Payment of Wages (Amendment) Act, 2017;
3. The Payment of Bonus Act, 1965 and The Payment of Bonus (Amendment) Act, 2015;
4. The Payment of Gratuity Act, 1972;
5. The Industrial Employment (Standing Orders) Act, 1946;
6. The Industrial Disputes Act, 1947;
7. The Employees' State Insurance Act, 1948;
8. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
9. The Environment (Protection) Act, 1986;
10. Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016;
11. The Water (Prevention And Control of Pollution) Act, 1974;
12. The Air (Prevention And Control of Pollution) Act, 1981;
13. The Boilers Act, 1923 and The Indian Boilers (Amendment) Act, 2007.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions of the Board of Directors were approved unanimously or by majority and were 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.

**For P.S. Dua & Associates
(Company Secretaries)**

**P.S. Dua
Proprietor**

Membership No: FCS 4552

Certificate of Practice No.: 3934

Peer Review Certificate No. 1296/2021

UDIN: F004552G000948352

Place: - Ludhiana

Date: - 06.08.2025

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

Annexure A to Secretarial Audit Report

To
The Members
Monte Carlo Fashions Limited
B-XXIX-106, G.T.Road, Sherpur
Ludhiana-141003, Punjab
(CIN: L51494PB2008PLC032059)

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our Report of even date is to be read along with this letter.

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

For P.S. Dua & Associates
(Company Secretaries)

Place: - Ludhiana
Date: - 06.08.2025

P.S. Dua
Proprietor
Membership No: FCS 4552
Certificate of Practice No.: 3934
Peer Review Certificate No. 1296/2021
UDIN: F004552G000948352

ANNEXURE-E TO THE DIRECTORS' REPORT

Disclosure in the Boards' Report under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment & Remuneration) Rules, 2014

- The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2024-25, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25 are as under:

S. No.	Name & Designation of Director/KMP	Remuneration for F.Y. 2024-25 (Rs. in Lacs)	% Age increase in the remuneration in the F.Y. 2024-25	Ratio of Remuneration to each director to median remuneration of employees
1.	Sh. Jawahar Lal Oswal Chairman & Managing Director	351	-47.80*	171.58
2.	Sh. Sandeep Jain Executive Director	260	7.24	127.13
3.	Smt. Ruchika Oswal Executive Director	86	0.63	42.24
4.	Smt. Monica Oswal Executive Director	105	22.05	51.18
5.	Sh. Rishabh Oswal Executive Director	213	15.13	104.21
6.	Sh. Dinesh Gogna Non-Executive Director	1.00	\$	0.48
7.	Dr. Suresh Kumar Singla Independent Director	0.25	\$	0.12
8.	Dr. Manisha Gupta Independent Director	0.25	\$	0.12
9.	Sh. Alok Kumar Misra Independent Director	0.50	\$	0.24
10.	Dr. Roshan Lal Behl Independent Director	1.00	\$	0.48
11.	Sh. Manikant Prasad Singh Independent Director	1.00	\$	0.48
12.	Sh. Parvinder Singh Pruthi Independent Director	1.00	\$	0.48
13.	Dr. Yash Paul Sachdeva Independent Director	0.75	\$	0.36
14.	Dr. Anchal Kumar Jain Independent Director	0.75	\$	0.36
16.	Dr. Prem Lata Singla Independent Director	0.50	\$	0.24
17.	Sh. Raj Kapoor Sharma Chief Financial Officer	33	9.30	16.31
18.	Sh. Ankur Gauba Company Secretary	13	8.98	6.52

*No commission has been paid to Sh. Jawahar Lal Oswal during the financial year 2024-25

\$ Details not given as the sitting fees has remained constant at Rs. 25,000/- per Board Meeting.

- The median remuneration of employees of the Company during the financial year was at Rs. 2.04 Lakhs.
- During the financial year, the median remuneration of employees increased by 4.97%.
- There were 2,214 permanent employees on the rolls of Company as on March 31, 2025.
- The average percentage increase in the salaries of employees other than the managerial personnel during the financial year 2024-25 was 5.65%, whereas managerial remuneration declined by 19.20%, primarily due to non-payment of commission to Sh. Jawahar Lal Oswal, keeping in view the prevailing business conditions and the need for prudence in resource management.
- It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

STATEMENT OF PARTICULARS OF EMPLOYEES UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31.03.2025.

A. DETAILS OF THE PERSONS EMPLOYED THROUGHOUT THE YEAR, WHO WERE IN RECEIPT OF REMUNERATION WHICH IN AGGREGATE WAS NOT LESS THAT RS 102 LAKHS PER ANNUM AND RS 8.50 LAKHS PER MONTH IS AS FOLLOWS:-

Name of Employees	Age in years	Designation	Qualification	Nature of Employment	Experience in Years	Date of Commencement of Employment	Remuneration (in Rs. Lakhs)	Last Employment Held
Sh. Jawahar Lal Oswal	82	Managing Director	Graduate	Full-time	61	01.07.2008	351	Oswal Woollen Mills Ltd.
Sh. Sandeep Jain	54	Executive Director	Graduate	Full-time	31	01.08.2012	260	Oswal Woollen Mills Ltd.
Sh. Rishabh Oswal	33	Executive Director	B.A. (Hons.), Executive MBA	Full-time	12	01.01.2015	213	Cotton County Retail Ltd.

B. STATEMENT SHOWING NAMES OF TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN DURING THE YEAR IS AS FOLLOWS:-

Name of Employees	Age in years	Designation	Qualification	Nature of Employment	Experience in Years	Date of Commencement of Employment	Remuneration (in Rs. Lakhs)	Last Employment Held
Sh. Jawahar Lal Oswal	82	Managing Director	Graduate	Full-time	61	01.07.2008	351	Oswal Woollen Mills Ltd.
Sh. Sandeep Jain	54	Executive Director	Graduate	Full-time	31	01.08.2012	260	Oswal Woollen Mills Ltd.
Sh. Rishabh Oswal	33	Executive Director	B.A. (Hons.), Executive MBA	Full-time	12	01.01.2015	213	Cotton County Retail Ltd.
Smt. Monica Oswal	54	Executive Director	Graduate	Full-time	24	10.08.2011	105	Oswal Woollen Mills Ltd.
Smt. Ruchika Oswal	54	Executive Director	Graduate	Full-time	24	10.08.2011	86	Oswal Woollen Mills Ltd.
Smt. Shruti Shukla	40	Head-Marketing/ (Ecommerce)	Post Graduate	Full-time	17	28.12.2019	38	Jasper Infotech Pvt Ltd. (Snapdeal.com)
Sh. Sumit Agrawal	47	Head-Production/ (Non-Woolen)	Graduate	Full-time	27	20.12.2015	37	Creative Line International Pvt. Ltd.
Sh. Ashish Ranjan Behuria	46	Head-Marketing/(LFS)	Post Graduate	Full-time	23	21.07.2022	35	Jain Amar Clothing Pvt. Ltd.
Sh. Manish Chopra	47	Head-Production/ (Non-Woolen)	Graduate	Full-time	27	01.04.2011	34	Oswal Woollen Mills Ltd.
Sh. Raj Kapoor Sharma	57	Chief Financial officer	B.com, C.A.	Full-time	31	01.07.2017	33	Vardhman Polytex Limited

NOTES:

1. Sh. Jawahar Lal is father of Smt. Ruchika Oswal and Smt. Monica Oswal and grandfather of Sh. Rishabh Oswal and father-in-law of Sh. Sandeep Jain and Smt. Ruchika Oswal is spouse of Sh. Sandeep Jain.
2. Except as stated in Note No. 1, none of the other above mentioned persons are related to any Director and Key Managerial Personnel of the Company.
3. The remuneration as shown above includes, inter-alia, House Rent Allowance, Company's contribution to Provident Fund, incentives and other perquisites as per the Company's policy.
4. None of the employee has drawn in excess of remuneration drawn by MD/ WTD and holds along with spouse and dependent children not less than 2% of the Equity Shares of the Company as on March 31, 2025.

For and on behalf of Board of Directors

Place: Ludhiana
Date: 06.08.2025

Jawahar Lal Oswal
Chairman & Managing Director
(DIN: 00463866)

ANNEXURE-F TO THE DIRECTORS' REPORT

Information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014.

A. CONSERVATION OF ENERGY

(i) The steps taken or impact on conservation of energy;

- Installation of energy efficient LED lights by replacing all conventional lights
- Regular Supervision and control are being maintained in areas where steps have already been taken for the conservation of energy.
- Replaced 100 KVA UPS resulting the energy efficiency increased to 96% from 80%.

(ii) The steps taken by the company for utilizing alternative source of energy;

In addition to the existing installed at the Registered Office, the Company has installed 188KW solar plant at Unit-1 and 240 KW solar plant at Unit-2 of the company.

(iii) The capital investment on energy conservation equipment: Nil

B. TECHNOLOGY ABSORPTION:

(i) The efforts made towards technology absorption;

The Company has been continuously improving on resource use efficiencies, especially that of common resources such as water, fuel and energy. The Company follows series of environmental performance indicators for monitoring natural resources consumption on per case basis and continual improvement is being achieved and sustained.

(ii) The benefits derived as result of the above efforts:

It has helped the Company tremendously in development of new products, and keeping its leading position in the market.

(iii) In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year)

The company has not imported technology in the sense required under sub column 3 of the form in as much as it has not sought nor received any import license or foreign exchange for the import of technology alone.

(iv) The expenditure incurred on Research & Development: Nil

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo in terms of actual outflows is as follows.

(Amount in Rs.)

	2024-2025	2023-2024
i) Total Foreign Exchange outgo	2,45,52,594.81	21,59,06,280.61
ii) Total Foreign Exchange earned	40,39,89,442.00	1,34,11,186.60

For and on behalf of Board of Directors

Place: Ludhiana
Date: 06.08.2025

Jawahar Lal Oswal
Chairman & Managing Director
(DIN: 00463866)

REPORT ON CORPORATE GOVERNANCE

[In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')]

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2025, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE REPORT

Corporate Governance is a reflection of the principles embedded in its values, policies and day-to-day business practices, leading to sustainable and value-driven growth for the Company. Monte Carlo Fashions Limited (MCFL/ Company) is committed to maintain the highest standards of corporate governance, disclosure practices, professionalism, transparency and accountability in all its dealings which leads to increased operational efficiencies and growth as well as enhancing investor confidence. Beyond mere compliance we are committed towards taking initiative to enhance investor's wealth in the long run. This is reflected in the well balanced and independent structure of Company's eminent and well represented Board of Directors ("Board"). The Company considers it absolutely essential to abide by the laws and regulations of the land in letter and spirit and is committed to the highest standards of corporate governance and be considered as a good corporate citizen of the Country. Our Corporate Governance framework ensures that we make timely disclosures and share accurate information regarding our financials, performance and operations of the Company.

CODE OF BUSINESS CONDUCT & ETHICS

The Company has adopted a Code of Conduct and Business Ethics for Directors and Senior Management of the Company, as required under Regulation 17(5) (a) of the Listing Regulations. The Company has received confirmations from the Directors and Senior Management regarding compliance with the Code for the year ended 31st March, 2025. A certificate from the Managing Director to this effect is attached to this Report. The Code has been displayed on the Company's website at <https://www.montecarlocorporate.com/investor-relation/policies-code>

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

As required by the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amended as per SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company has adopted a Code of Conduct for Prevention of Insider Trading. The Company Secretary acts as the Compliance Officer.

The Code of Conduct is applicable to Promoter(s), Director(s), Key Managerial Personnel ("KMP"), specified employees and other Connected Person of the Company who are expected to have access to Unpublished Price Sensitive Information (UPSI) relating to the Company. All of them have duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. These Codes are displayed on the website of the Company. The Directors and senior employees have given affirmation for the compliance under this code.

The Company is in compliance with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for Corporate governance.

1. BOARD OF DIRECTORS

The Company has a diversified Board, constituted in compliance with the Companies Act, 2013("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in accordance with the best practices of Corporate Governance. The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. The Company is managed by the Board of Directors in co-ordination with the Senior Management.

The Board of Directors meets at least once in every quarter and also as and when required.

During the year under review, the Board met on 4 (Four) occasions viz. May 28, 2024, August 05, 2024, November 14, 2024 and February 11, 2025. The maximum gap between any two Board meetings was less than one hundred and twenty days.

A. The following table describes the composition and category of each director on the Board, their status, their attendance at the Board Meetings and the last Annual General Meeting (“AGM”) together with the details of number of other directorships and Committee Membership(s)/ Chairmanship(s) of each Director as at March 31, 2025:

Name of the Director	Category of Director	No. of Board Meetings Attended	Attendance at AGM held on 23.09.2024	No. of Directorship ¹	No. of Committees ² in which Chairman/ Member	
					Chairman	Member ³
Sh. Jawahar Lal Oswal ⁴	Promoter, Chairman & Managing Director	4 of 4	Absent	9	-	-
Sh. Sandeep Jain ⁴	Executive Director	4 of 4	Present	4	-	1
Smt. Ruchika Oswal ⁴	Promoter, Executive Director	4 of 4	Present	3	-	-
Smt. Monica Oswal ⁴	Promoter, Executive Director	3 of 4	Present	5	-	2
Sh. Rishabh Oswal ⁴	Executive Director	4 of 4	Present	8	-	1
Sh. Dinesh Gogna	Non-Executive, Non Independent Director	4 of 4	Present	8	1	6
Dr. Suresh Kumar Singla ⁵	Non-Executive Independent Director	1 of 1	Not applicable	3	-	3
Dr. Manisha Gupta ⁵	Non-Executive Independent Director	1 of 1	Not applicable	7	2	7
Sh. Alok Kumar Misra ⁶	Non-Executive Independent Director	2 of 2	Not applicable	5	-	3
Dr. Roshan Lal Behl	Non-Executive Independent Director	4 of 4	Present	7	5	8
Sh. Manikant Prasad Singh	Non-Executive Independent Director	4 of 4	Present	-	-	-
Sh. Parvinder Singh Pruthi	Non-Executive Independent Director	4 of 4	Present	1	-	-
Dr. Yash Paul Sachdeva ⁷	Non-Executive Independent Director	3 of 3	Present	3	-	-
Dr. Anchal Kumar Jain ⁸	Non-Executive Independent Director	3 of 3	Present	3	-	1
Sh. Bhuwanchandra Balkrishna Joshi ⁹	Non-Executive Independent Director	0 of 0	Present	1	-	1
Dr. Prem Lata Singla ¹⁰	Non-Executive Independent Director	2 of 2	Present	1	-	1

- The number of directorships excludes directorship of Monte Carlo Fashions Limited, Private Companies, Foreign Companies and Companies incorporated under Section 8 of the Companies Act, 2013.
- Chairmanship/ Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Indian Public Limited Companies other than Monte Carlo Fashions Limited.
- Number of memberships in Committees are inclusive of Chairmanship.
- Smt. Ruchika Oswal and Smt. Monica Oswal are Daughters of Sh. Jawahar Lal Oswal, Sh. Sandeep Jain is related to Sh. Jawahar Lal Oswal being husband of Smt. Ruchika Oswal and Sh. Rishabh Oswal is grandson of Sh. Jawahar Lal Oswal.
- The term of Dr. Suresh Kumar Singla and Dr. Manisha Gupta as Non-Executive Independent Directors of Company had been completed w.e.f June 26, 2024.
- The term of Sh. Alok Kumar Misra as Non-Executive Independent Director of the Company had been completed w.e.f. August 08, 2024.
- The Board of Directors in its meeting held on May 28, 2024 appointed Dr. Yash Paul Sachdeva as Additional Director to be designated as Independent Director w.e.f. June 27, 2024. Further he was regularized as Non- Executive Independent Director of the Company in Annual General Meeting held on September 23, 2024.
- The Board of Directors in its meeting held on May 28, 2024 appointed Dr. Anchal Kumar Jain as Additional Director to be designated as Independent Director w.e.f. June 27, 2024. Further he was regularized as Non- Executive Independent Director of the Company in Annual General Meeting held on September 23, 2024.
- The Board of Directors in its meeting held on August 5, 2024 appointed Sh. Bhuwanchandra Balkrishna Joshi as Additional Director to be designated as Independent Director w.e.f. August 9, 2024. Further he was regularized as Non- Executive Independent Director of the Company in Annual General Meeting held on September 23, 2024. However, he resigned from directorship w.e.f. November 12, 2024 due to pre-occupation and other personal circumstances.
- The Board of Directors by way of Resolution passed by Circulation appointed Dr. Prem Lata Singla as Additional Director to be designated as Independent Director w.e.f. August 30, 2024. Further she was regularized as Non- Executive Independent Director of the Company in Annual General Meeting held on September 23, 2024.

A. The following table gives the names of the listed entities where the Directors of the Company are Directors and the Category of their respective directorship as on 31.03.2025:-

Name of the Director	Name of the listed companies in which the Director of the Company is a Director	Category of Directorship in the listed companies
Sh. Jawahar Lal Oswal	Nahar Industrial Enterprises Limited	Non-Executive Director
	Nahar Poly Films Limited	Non-Executive Director
	Nahar Spinning Mills Limited	Non-Executive Director
	Nahar Capital & Financial Services Limited	Non-Executive Director
Smt. Monica Oswal	Oswal Leasing Limited	Non-Executive Director
Sh. Dinesh Gogna	Nahar Industrial Enterprises Limited	Non-Executive Director
	Nahar Poly Films Limited	Non-Executive Director
	Nahar Spinning Mills Limited	Non-Executive Director
	Nahar Capital & Financial Services Limited	Non-Executive Director
	Oswal Leasing Limited	Non-Executive Director
Dr. Suresh Kumar Singla*	Nahar Industrial Enterprises Limited	Independent Director
	Kovalam Investment And Trading Company Limited	Independent Director
Dr. Manisha Gupta*	Nahar Poly Films Limited	Independent Director
	Nahar Industrial Enterprises Limited	Independent Director
	Nahar Spinning Mills Limited	Independent Director
	Oswal Leasing Limited	Independent Director
	Nahar Capital & Financial Services Limited	Independent Director
Sh. Alok Kumar Misra**	The Investment Trust of India Limited	Independent Director
	Mrs. Bectors Food Specialties Limited	Independent Director
Dr. Roshan Lal Behl	Nahar Industrial Enterprises Limited	Independent Director
	Nahar Spinning Mills Limited	Independent Director
	Nahar Capital & Financial Services Limited	Independent Director
	Nahar Poly Films Limited	Independent Director
	Oswal Leasing Limited	Independent Director
Sh. Parvinder Singh Pruthi	Nahar Industrial Enterprises Limited	Independent Director
Dr. Yash Paul Sachdeva	Nahar Capital And Financial Services Limited	Independent Director
	Nahar Spinning Mills Ltd	Independent Director
	Nahar Industrial Enterprises Limited	Independent Director
Dr. Anchal Kumar Jain	Nahar Poly Films Limited	Independent Director
	Nahar Spinning Mills Ltd	Independent Director
	Nahar Industrial Enterprises Limited	Independent Director
Mr. Bhuwanchandra Balkrishna Joshi***	IDBI Bank Limited	Independent Director
Dr. Prem Lata Singla	Nahar Poly Films Limited	Independent Director

* The term of Dr. Suresh Kumar Singla and Dr. Manisha Gupta as Independent Director of Company had been completed w.e.f June 26, 2024.

**The term of Sh. Alok Kumar Misra as Independent Director of Company had been completed w.e.f. August 08, 2024.

*** Sh. Bhuwanchandra Balkrishna Joshi resigned from the directorship of company w.e.f. November 12, 2024 due to pre-occupation and other personal circumstances

C. SHAREHOLDING DETAILS OF DIRECTORS AS ON MARCH 31, 2025:

The detail of the Directors shareholding in the Company is given as follows:

Name of Directors*	No. of Shares
Sh. Jawahar Lal Oswal	105059
Smt. Ruchika Oswal	515838
Smt. Monica Oswal	515837
Sh. Rishabh Oswal	10500
Sh. Dinesh Gogna	2000

*None of the other Directors holds any share of the Company.

D. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The Company on appointment of an Independent Director, issues a formal Letter of Appointment setting out the terms of appointment, duties and responsibilities. The Company in terms of Regulation 25(7) of Listing Regulations, has also put in place a system to familiarize the Independent Directors of their roles, rights, responsibilities, nature of industry in which the Company operates, business model of the Company and the ongoing events relating to the Company. It aims to provide the Independent Directors an insight into the Company's functioning and to help them to understand its business in depth, so as to enable them to contribute significantly during the deliberations at the Board and Committee meetings. The details of Familiarization Programme imparted to Independent Directors during the year can also be accessed from the company's website at link: <https://www.montecarlocorporate.com/Pdfs/familiarization%20program%202024-251739613900.pdf>

Directors and Officers Insurance ('D&O')

In line with the requirements of Regulation 25(10) of the Listing Regulations, the Company has taken adequate D&O insurance for directors, officers and employees of the Company.

E. CORE SKILLS/EXPERTISE/COMPETENCIES OF THE BOARD MEMBERS

The Board comprises of qualified members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees.

The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

- Business Dynamics, Research & Development and Innovation
- Strategy and planning
- Leadership / Operational experience
- Financial, Regulatory / Legal & Risk Management
- Corporate Governance

While all the Board members possess the skills identified, their area of core expertise is given below:

Name of Director	Area of Expertise
Sh. Jawahar Lal Oswal	Business Dynamics, Research & Development and Innovation Strategy and planning Leadership / Operational experience Financial, Regulatory / Legal & Risk Management Corporate Governance
Sh. Sandeep Jain	Business Dynamics, Research & Development and Innovation Strategy and planning Leadership / Operational experience Corporate Governance
Smt. Ruchika Oswal	Business Dynamics, Research & Development and Innovation Strategy and planning
Smt. Monica Oswal	Business Dynamics, Research & Development and Innovation Strategy and planning
Sh. Rishabh Oswal	Business Dynamics, Research & Development and Innovation Strategy and planning Leadership / Operational experience Financial, Regulatory / Legal & Risk Management
Sh. Dinesh Gogna	Strategy and planning Financial, Regulatory / Legal & Risk Management Corporate Governance
Dr. Roshan Lal Behl	Financial, Regulatory / Legal & Risk Management Corporate Governance
Sh. Manikant Prasad Singh	Financial, Regulatory / Legal & Risk Management Corporate Governance

Sh. Parvinder Singh Pruthi	Business Dynamics, Research & Development and Innovation Strategy and planning Financial, Regulatory / Legal & Risk Management
Dr. Yash Paul Sachdeva	Strategy and planning Financial, Regulatory / Legal & Risk Management
Dr. Anchal Kumar Jain	Corporate Governance Financial, Regulatory / Legal & Risk Management
Dr. Prem Lata Singla	Financial, Regulatory / Legal & Risk Management/ Financial, Regulatory / Legal & Risk Management

F. INDEPENDENT DIRECTORS CONFIRMATION BY THE BOARD

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

During the year under review, the term of Dr. Suresh Kumar Singla and Dr. Manisha Gupta as Independent Directors of the Company ended with effect from June 26, 2024, and the term of Sh. Alok Kumar Misra as Independent Director of the Company ended with effect from August 8, 2024. Further, Sh. Bhuwanchandra Balkrishna Joshi resigned from the Directorship of the Company with effect from November 12, 2024, due to pre-occupation and other personal circumstances, and confirmed that there was no material reasons for his resignation.

B. RESIGNATION OF INDEPENDENT DIRECTOR

During the year under review, Sh. Bhuwanchandra Balkrishna Joshi resigned from the directorship of company w.e.f. November 12, 2024 due to pre-occupation and other personal circumstances and confirmed that there was no material reasons for his resignation.

C. DIRECTORS' DIRECTORSHIPS/COMMITTEE MEMBERSHIPS

The number of Directorships and Committee positions held by the Directors are in conformity with the limits laid down in the Companies Act, 2013 and Listing Regulations, as on 31st March, 2025. As per Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the directors were a member in more than ten committees or a chairman in more than five committees across all companies.

Further, As per Regulation 17A of the Listing Regulations, Independent Directors (IDs) of the Company do not serve as ID in more than seven listed companies. Further, the Managing Director of the Company does not serve as an ID in any listed entity.

D. BOARD MEETING PROCEDURES

The Board is presented with detailed notes, along with the agenda papers, well in advance of the meeting. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practical to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary items on the agenda are permitted. The required information as enumerated in Part A of Schedule II of the Listing Regulations are regularly made available to the Board of Directors for discussion and consideration at Board Meetings.

E. INFORMATION SUPPLIED TO THE BOARD

Regular presentations are made to the Board of Directors covering Business Operations, Finance, Sales, and Accounts, Marketing, Compliances and other important business issues. The Annual Operating and Capital Budget(s) are approved by the Board of Directors. The Board spends considerable time in reviewing the actual performance of the Company vis-à-vis the approved budget.

2. COMMITTEES OF THE BOARD:

The Board of Directors has constituted various Committees of Board in accordance with the provisions of Companies Act, 2013 and the Listing Regulations to take informed decision in the best interest of the Company. These Committees monitor the activities falling within their terms of reference. These Committees play an important role in overall management of day to day affairs and governance of the Company. Details on the role and composition of these committees, including the no. of meetings held during the financial year and attendance at meetings are provided below:

(A) Audit Committee:

Audit Committee of the Board of Directors is entrusted with the responsibility to supervise the Company's financial reporting process and internal controls. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Act and the provisions of Regulation 18 read with Part C of Schedule II of the Listing Regulations. It functions in accordance with its charter that defines its authority, responsibility and reporting function.

During the year under review, the Audit Committee met on 4 (four) occasions viz. May 28, 2024, August 05, 2024, November 11, 2024 and February 11, 2025 to deliberate on various matters. Not more than 120 days lapsed between any two consecutive meetings of the Audit Committee during the year. The necessary quorum was present at all the Meetings.

The composition of the Audit Committee and the attendance details of the Members for the financial year ended March 31, 2025 are given below:

Sr. No.	Name of the Director	Position	Category	No. of Meetings attended
1.	Dr. Suresh Kumar Singla	Chairman	Non-Executive Independent	1
2.	Dr. Manisha Gupta	Member	Non-Executive Independent	1
3.	Sh. Alok Kumar Misra	Member	Non-Executive Independent	2
4.	Dr. Roshan Lal Behl	Member	Non-Executive Independent	4
5.	Sh. Dinesh Gogna	Member	Non-Executive	4
6.	Dr. Yash Paul Sachdeva	Chairman	Non-Executive Independent	3
7.	Dr. Anchal Kumar Jain	Member	Non-Executive Independent	3

Notes:-

- Dr. Suresh Kumar Singla ceased to be an Independent Director and Chairman & Member of the Committee w.e.f. June 26, 2024.
- Dr. Manisha Gupta ceased to be an Independent Director and Member of the Committee w.e.f. June 26, 2024.
- Sh. Alok Kumar Misra ceased to be an Independent Director and Member of the Committee w.e.f. August 08, 2024.
- Dr. Yash Paul Sachdeva and Dr. Anchal Kumar Jain was appointed as Chairman and Member of the Committee respectively w.e.f. June 27, 2024.
- Sh. Bhuvanchandra Balkrishna Joshi was appointed as Member of Committee w.e.f. August 09, 2024. He resigned from the directorship of company, consequently ceased to member of the committee w.e.f. November 12, 2024.

All the members of the Audit Committee have the requisite qualifications for appointment on the Committee and possess sound knowledge of accounting practices, taxation, financial and Internal controls.

The Head of Finance department, the representative(s) of Internal Auditors and the Statutory Auditors are permanent invitees in the meetings of the Committee and they have attended all the Audit committee meetings held during the year where the financial results are considered. The Company Secretary acts as the Secretary of the Committee.

The Chairman of the Audit committee was present through Video- Conferencing mode at the last Annual General Meeting of the Company held on September 23, 2024 for addressing shareholders queries.

Terms of Reference

The terms of reference of the Audit Committee are in line with Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013 and rules made thereunder. The brief description of the terms of reference of the Committee is described below:

Power of the Audit Committee:

- To investigate any activity within its terms of reference.
- To seek information from any employee.

3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. 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 systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. Reviewing the functioning of the Whistle Blower Policy / Vigil Mechanism;
19. Approval of appointment of Chief Financial Officer (CFO) i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(B) Nomination and Remuneration Committee

The Nomination and Remuneration Committee is to oversee the Company's nomination process including succession planning for the senior management and the Board and specifically to assist the Board in identifying, screening and reviewing individuals qualified to serve as Executive Directors, Non-Executive Directors and determine the role and capabilities required for Independent Directors consistent with the criteria as stated by the Board in its Policy on Appointment and Removal of Directors.

During the year under review, the Nomination and Remuneration Committee met on 2 (two) occasions viz. May 28, 2024 and August 05, 2024 to deliberate on various matters. The necessary quorum was present at all the Meetings. The Company Secretary acts as the Secretary of the Committee.

Dr. Yash Paul Sachdeva, Chairman of the Audit Committee and Nomination and Remuneration Committee was present through video conferencing mode at the last Annual General Meeting of the Company for addressing shareholders queries.

The composition of the Nomination and Remuneration Committee as at March 31, 2025 and particulars of meetings attended by the members during the financial year 2024-25 are given hereunder:

Sr. No.	Name of the Director	Position	Category	No. of Meetings attended
1.	Dr. Suresh Kumar Singla	Chairman	Non-Executive Independent	1
2.	Sh. Dinesh Gogna	Member	Non-Executive Independent	2
3.	Dr. Roshan Lal Behl	Member	Non-Executive Independent	2
4.	Dr. Yash Paul Sachdeva	Chairman	Non-Executive Independent	1

Notes:

Dr. Suresh Kumar Singla ceased to be an Independent Director and Chairman & Member of the Committee w.e.f. June 26, 2024 and Dr. Yash Paul Sachdeva was appointed as Chairman & Member of the Committee w.e.f. June 27, 2024.

Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee are in line with Regulation 19 of the Listing Regulations and Section 178 of the Companies Act, 2013 and rules made thereunder. The brief description of the terms of reference of the Committee is described below:-

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of independent directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

PERFORMANCE EVALUATION:

In compliance with the requirements of the provisions of Section 178 of the Companies Act, 2013 and the listing regulations, the Company has devised a policy for performance evaluation of Independent Directors, Board, Committees and other Directors which includes criteria for performance evaluation of the non-executive directors and executive directors. The evaluation of the Independent Directors was carried out by the Board excluding the director being evaluated and that of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The exercise was carried out through a structured evaluation process covering various aspects of the Board's functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. The performance was reviewed on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. The Directors express their satisfaction over the entire evaluation process.

REMUNERATION TO DIRECTORS:

The remuneration paid to Executive Directors is determined by the Nomination and Remuneration Committee subject to approval of Board that is subject to the limits laid down under Section 197 and Schedule V of the Companies Act, 2013 and in accordance with the terms of Appointment approved by the

members of the Company. The Non-Executive Directors have not been paid any remuneration except sitting fees for attending the Board Meetings. The details of remuneration paid to Directors during the Financial

(Amount in Rs. Lacs)

Name of the Director	Salaries, perquisites and Allowances	Commission	Sitting fees	Total
Sh. Jawahar Lal Oswal	351.00	-	-	351.00
Sh. Sandeep Jain	260.00	-	-	260.00
Smt. Ruchika Oswal	86.00	-	-	86.00
Smt. Monica Oswal	105.00	-	-	105.00
Sh. Rishabh Oswal	213.00	-	-	213.00
Sh. Dinesh Gogna	-	-	1.00	1.00
Sh. Manikant Prasad Singh	-	-	1.00	1.00
Dr. Suresh Kumar Singla	-	-	0.25	0.25
Dr. Manisha Gupta	-	-	0.25	0.25
Sh. Parvinder Singh Pruthi	-	-	1.00	1.00
Sh. Alok Kumar Misra	-	-	0.50	0.50
Dr. Roshan Lal Behl	-	-	1.00	1.00
Dr. Yash Paul Sachdeva	-	-	0.75	0.75
Dr. Anchal Kumar Jain	-	-	0.75	0.75
Dr. Bhuvanchandra Balkrishna Joshi	-	-	0.00	0.00
Dr. Prem Lata Singla	-	-	0.50	0.50

DIRECTORS WITH PECUNIARY RELATIONSHIP OR BUSINESS TRANSACTION WITH THE COMPANY:

The Executive Directors receives Salary, Perquisites, Allowances and other benefits in accordance with their terms of appointment, while all the Non-Executive Directors/ Independent Directors receives Sitting Fees for attending the Board Meetings. It is also to be noted that the transactions with other entities where Chairman & Managing Director/ Executive Directors are interested are being carried out by the Company in its ordinary course of business and on arm's length basis, in compliance with the laws applicable thereto.

CRITERIA FOR MAKING PAYMENTS TO DIRECTORS AND KEY MANAGERIAL PERSONNEL:

As per the Nomination & Remuneration Policy of the Company, the Board, on the recommendation of the Nomination and Remuneration Committee, reviews and approves the remuneration payable to the Executive Directors and Key Managerial Personnel. The Board and the Committee considers the provisions of the Companies Act, 2013, the limits approved by the shareholders and the individual and corporate performance in recommending and approving the remuneration of the Executive Directors and Key Managerial Personnel. Further, the Chairman & Managing Director of the Company is authorized to decide the remuneration of KMP (other than Managing / Executive Director) and Senior Management based on prevailing HR policies of the Company.

The remuneration / sitting fees, as the case may be paid to the Non-Executive / Independent Director, shall be in accordance with the provisions of the Act and the Rules made thereunder for the time being in force or as may be decided by the Committee / Board / Shareholders.

(C) Stakeholders Relationship Committee

The Stakeholders Relationship Committee met on 4 (Four) occasions viz. May 28, 2024, August 05, 2024, November 14, 2024 and February 11, 2025. The necessary quorum was present at all the meetings. The Company Secretary of the Company acts as the Secretary of the Committee.

Sr. No.	Name of the Director	Position	Category	No. of Meetings attended
1.	Sh. Dinesh Gogna	Chairman	Non-Executive	4
2.	Sh. Sandeep Jain	Member	Executive	4
3.	Dr. Roshan Lal Behl	Member	Non-Executive Independent	4

Terms of Reference

The Stakeholders Relationship Committee shall be responsible for, among other things, as may be required by the stock exchanges from time to time, the following:

- Consideration and redressal of grievances of the security holders of the Company, including complaints in respect of transfer of shares, non-receipt of declared dividends, balance sheets of the Company, etc.;
- Approval of transfer or transmission of equity shares, debentures or any other securities;
- Issue of duplicate certificates and new certificates on split/consolidation/renewal etc.; and
- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

Details of Shareholder's complaints Received, Solved and Pending:

There were zero (0) Complaints/ Queries pending as at March 31, 2025 and during the financial year 2024-25, 4 (four) Complaints/ Queries were received and all were disposed off to the satisfaction of the Shareholders. No complaints remained unattended/ pending for more than thirty days. The Company has no share transfers/transmission pending as on 31st March, 2025. Further, 1 (one) Complaints/ Queries were received and all were disposed off to the satisfaction of the Shareholders under 'SCORES' during the Financial Year 2024-25.

(D) Corporate Social Responsibility Committee:

The Board has constituted Corporate Social Responsibility (CSR) Committee in compliance with the provisions of Section 135 of the Companies Act 2013. The Committee met four times during the year viz., May 28, 2024, August 05, 2024, November 14, 2024 and February 11, 2025.

The composition of the Stakeholders Relationship Committee as at March 31, 2025 and particulars of meetings attended by the members during the financial year 2024-25 are given hereunder:

Sr. No.	Name of the Director	Position	Category	No. of Meetings attended
1.	Sh. Dinesh Gogna	Chairman	Non-Executive Independent	4
2.	Sh. Sandeep Jain	Member	Executive	4
3.	Dr. Suresh Kumar Singla	Member	Non-Executive Independent	1
4.	Dr. Roshan Lal Behl	Member	Non-Executive Independent	3

Notes:-

Dr. Suresh Kumar Singla ceased to be an Independent Director and Member of the Committee w.e.f. June 26, 2024 and Dr. Roshan Lal Behl was appointed as Member of the Committee w.e.f. June 27, 2024.

Terms of Reference:

The Board has clearly defined terms of reference for the Corporate Social Responsibility (CSR) Committee, which are as follows:

- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per Schedule VII of Companies Act, 2013 (as amended);
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- To monitor the CSR policy of the Company from time to time;
- Any other matter as the CSR Committee may deem subject to the approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

(E) Share Transfer Committee:

Share Transfer Committee has been constituted to expedite and streamline the process of transfer / transmission / dematerialization / re-materialization etc. of the Equity Shares of the Company. The Committee comprises of Sh. Jawahar Lal Oswal as Chairman, Sh. Sandeep Jain and Sh. Dinesh Gogna as members. During the year under review, committee met only once viz. August 05, 2024.

The table below highlights the composition and attendance of the Members of the Committee as on March 31, 2025

Sr. No.	Name of the Director	Position	Category	No. of Meetings attended
1.	Sh. Jawahar Lal Oswal	Chairman	Chairman & Managing Director	1
2.	Sh. Sandeep Jain	Member	Executive Director	1
3.	Sh. Dinesh Gogna	Member	Non-Executive Director	1

Terms of Reference

- To approve/register transfer or transmission of shares;
- Dematerialization / Rematerialization of shares;
- Issue of duplicate/split/consolidated share certificates;
- Review of cases for refusal of transfer/transmission of shares;
- To affix or authorize affixation of Common Seal of the Company to the share certificates of the Company;
- To issue share certificates in place of those which are damaged or in which the pages are completely exhausted provided the original certificates are surrendered to the company;

Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.

(F) Risk Management Committee:

As per the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereof, the Company falls under the top list of 1000 listed entities determined on the basis of market capitalization during the three previous years. Accordingly, in compliance of the said Listing Regulations, the company has constituted a Risk Management Committee to frame, implement and monitor the risk management plans for the Company.

The Risk Management Committee met four times viz. July 1, 2024, August 5, 2024, November 14, 2024 and February 11, 2025 during the year under review.

The table below highlights the composition and attendance of the Members of the Committee as on March 31, 2025

Sr. No.	Name of the Director	Position	Category	No. of Meetings attended
1.	Sh. Sandeep Jain	Chairman	Executive	4
2.	Sh. Dinesh Gogna	Member	Non-Executive	4
3.	Dr. Suresh Kumar Singla	Member	Non-Executive Independent	1
4.	Dr. Yash Paul Sachdeva	Member	Non-Executive Independent	3

Notes:-

Dr. Suresh Kumar Singla ceased to be an Independent Director and Member of the Committee w.e.f. June 26, 2024 and Dr. Yash Paul Sachdeva is appointed as Member of the Committee w.e.f. June 27, 2024

Terms of Reference

- To review and monitor the risks associated with Company's business.
- To suggest measures for mitigation of the same as per Company's Risk Management Policy.
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken.

(G) Independent Directors' Meeting

During the year under review, 2 (two) separate meeting of Independent Directors were held on November 14, 2024 and February 11, 2025 inter alia: -

- To review the performance of Non-Independent directors and the Board as a whole;
- To review the performance of the Chairperson of the Company and;

- To assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting.

(H) Senior management:

The Details of Senior Management are as follows:

Sr. No.	Name	Position
1.	Sh. Sumit Aggarwal	Head- Production (Non-Woolen)
2.	Sh. Manish Chopra	Head- Production(Non-Woolen)
3.	Sh. Vikas Jain	Head- Production (Woolen)
4.	Sh. Devinderjeet Singh	Head- Operations and Administration
5.	Sh. Gurinder Singh Boprai	Head- Marketing
6.	Sh. Amit Maini	Head- Marketing
7.	Sh. Pankaj Kumar	Head- Marketing
8.	Sh. Harminder Pal Singh	Head- Marketing
9.	Sh. Rahul Prabhakar	Head- Marketing
10.	Sh. Pankaj Kaura	Head- Marketing
11.	Sh. Sheel Kumar	Head- IT
12.	Smt. Shruti Shukla	Head- Marketing (E-Commerce)
13.	Sh. Raj Kapoor Sharma	Chief Financial officer
14.	Sh. Ankur Gauba	Company Secretary and Compliance officer

During the year under review, there was following change in the senior management since the close of the previous financial year.

Sr. No.	Name*	Position	Nature of change
1.	Sh. Sheel Kumar	Head- IT	Appointment
2.	Sh. Alok Jain	Head- Production (C&D)	Resignation

3. SUBSIDIARY COMPANIES

The Company has not any materially non-listed subsidiary. However, the company has one wholly owned subsidiary namely MCFL Ventures Limited.

The name of the Wholly-owned Subsidiary of the Company has been changed from Monte Carlo Home Textiles Limited to MCFL Ventures Limited as per Certificate of Incorporation issued by the Ministry of Corporate Affairs dated July 2, 2025, i.e. after the audit period.

4. GENERAL BODY MEETINGS:

A. THE DETAILS OF THE LAST THREE ANNUAL GENERAL MEETING(S) OF THE COMPANY ARE GIVEN AS FOLLOWS:

Year	Day and Date	Time	Venue	No. of Special Resolutions
2023-24	Monday, September 23, 2024	11:00 A.M.	Meeting was transacted through Electronic Mode. Deemed Venue: - Registered Office of the Company situated at B -XXIX-106, G. T. Road, Sherpur, Ludhiana-141003.	5
2022-2023	Thursday, August 31, 2023	11:00 A.M.	Meeting was transacted through Electronic Mode. Deemed Venue: - Registered Office of the Company situated at B -XXIX-106, G. T. Road, Sherpur, Ludhiana -141003.	3

2021-22	Wednesday, September 28, 2022	11.00 A.M.	Meeting was transacted through Electronic Mode. Deemed Venue: - Registered Office of the Company situated at B -XXIX-106, G. T. Road, Sherpur, Ludhiana -141003.	2
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B. DETAILS OF SPECIAL RESOLUTIONS PASSED IN THE PREVIOUS THREE ANNUAL GENERAL MEETINGS

- 2023-24:**
- To re-appoint Dr. Roshan Lal Behl (DIN: 06443747) as an Independent Director.
 - To appoint Dr. Yash Paul Sachdeva (DIN: 02012337) as an Independent Director.
 - To appoint Dr. Anchal Kumar Jain (DIN No. 09546925) as an Independent Director.
 - To appoint Sh. Bhuwanchandra Balkrishna Joshi (DIN: 06713850) as an Independent Director.
 - To appoint Dr. Prem Lata Singla (DIN: 09674172) as an Independent Director.
- 2022-2023:**
- Re-appointment of Sh. Rishabh Oswal (DIN: 03610853) as Executive Director.
 - For borrowing upto the revised limit of Rs. 1,000 Crores.
 - For creation of charge upto the revised limit of Rs. 1,000 Crores.
- 2021-2022:**
- Re-appointment of Sh. Sandeep Jain (DIN: 00565760) as Executive Director.
 - For making Contributions to Charitable Funds.

• **POSTAL BALLOT/ EXTRA-ORDINARY GENERAL MEETING**

No Postal Ballot/ Extra-ordinary General Meeting has been done by company during the Financial Year 2024-25.

5. MEANS OF COMMUNICATION:

- The Un-audited quarterly/ half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulations.
- The approved financial results are sent to the Stock Exchanges forthwith and published in 'Business Standard (English newspaper), Desh Sewak/ Punjabi Jagran (local language Punjabi newspaper), within forty-eight hours of approval thereof.
- The Company's financial results and official press releases are displayed on the Company's Website i.e. www.montecarlocorporate.com.
- Investor Presentations, Official Press Releases and other general information are sent to the Stock Exchange(s) and are also displayed on the Company's website www.montecarlocorporate.com.
- Management Discussion and Analysis report forms part of the Annual Report, which is sent to the shareholders of the Company.
- The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. Bombay Stock Exchange Limited ["BSE Limited"] and National Stock Exchange of India Limited ["NSE Limited"] ["Stock Exchanges"] are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre. Likewise, the said information is also filed electronically with NSE through NSE's NEAPS portal.
- A separate dedicated section under "Investors Relation" on the Company's website gives information on unclaimed dividends, shareholding pattern, quarterly / half yearly results and other relevant information of interest to the investors/public.
- SEBI processes investor complaints in a centralized web-based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge a complaint against the Company for redressal of his grievance. The Company uploads the action taken report on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.
- The Company has designated an exclusive email-id for investor services i.e. investor@montecarlocorporate.com and the same is prominently displayed on the Company's website i.e. www.montecarlocorporate.com.

6. GENERAL SHAREHOLDER INFORMATION

17 th Annual General Meeting	: Monday, September 29, 2025 at 11:00 A.M. through VC/OAVMVC/OAVM
Deemed Venue for meeting	: Registered Office : B-XXIX-106, G.T. Road, Sherpur, Ludhiana-141003
Financial Year	: April 1, 2024 to March 31, 2025
Date of Book Closure	: September 23, 2025 to September 29, 2025
Dividend Payment Date	: The Dividend if declared at AGM, will be paid within stipulated time
Listing on Stock Exchange	: The Equity Shares of the Company are listed on the following Stock Exchanges: BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra – Kurla Complex, Bandra (E), Mumbai - 400 051. ISIN : INE950M01013 Stock Code/Symbol: BSE- 538836, NSE- MONTECARLO

Listing Fee / Annual Custody Fee:

The Annual Listing Fee has been paid to BSE and NSE for the financial year 2024-2025. The Company has also made the payment of Annual Custody fee to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the financial year 2024-25.

Transfer of Unclaimed Dividend and Shares to Investor Education and Protection Fund (IEPF)

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') Unclaimed share application money/ dividends not encashed / claimed within seven years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund ("IEPF") In accordance with the said IEPF Rules, the Company had sent notices to all the Members whose shares were due to be transferred to the IEPF Authority and simultaneously published newspaper advertisement. Thereafter, the shares of these Members were transferred to the IEPF and necessary e-form(s) in this regard were filed with MCA.

The Company has during the year, transferred to IEPF the unclaimed dividends, outstanding for seven years up to the financial year 2016-17. The unclaimed or unpaid dividend relating to the Financial Year 2017-18 is due for remittance by the November, 2025 to IEPF.

The details of unclaimed dividend/ shares transferred to IEPF within statutory timelines during Financial Year 2024-25 are as follows:

Particulars	Details
Outstanding balance of Unclaimed Dividend 2016-17 refund account (in Rs.)	3,38,740
Equity Shares (In Nos)	1,147

The Members whose application money due for refund/dividend/shares are transferred to the IEPF Authority can claim their shares/dividend from the Authority by following the required procedure. Members are requested to get in touch with the Nodal Officer/ Compliance Officer for further details on the subject at investor@montecarlocorporate.com.

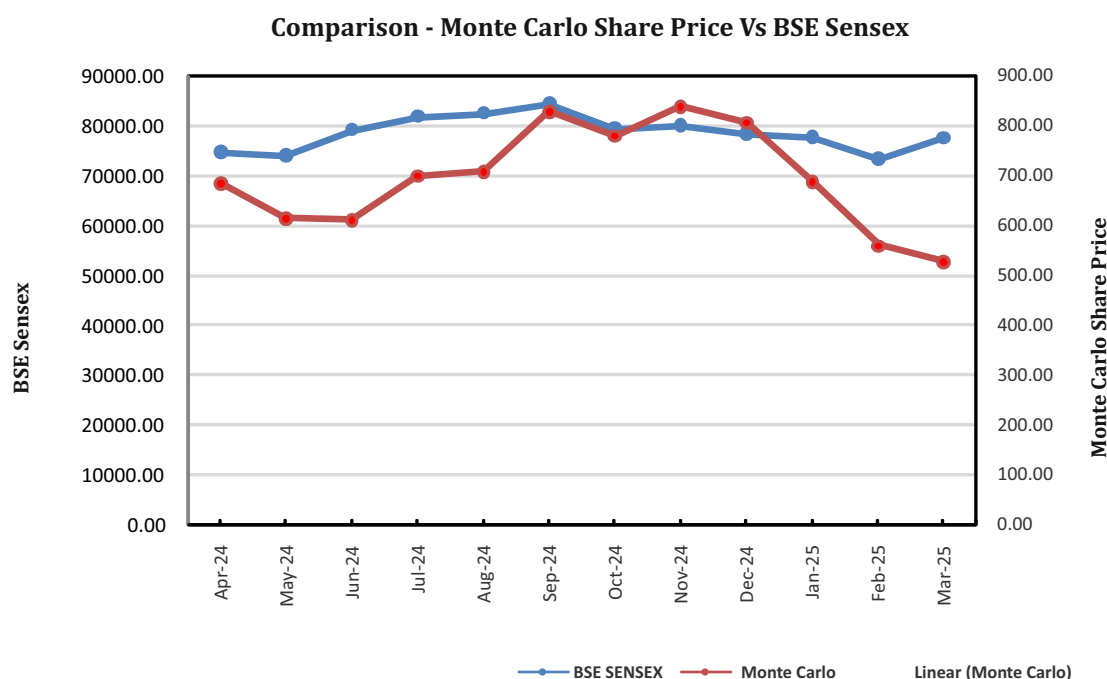
Market Price Data:

Market Price Data of Company's Equity Shares traded on BSE Limited, during the period April 01, 2024 to March 31, 2025

MONTH	Share Price BSE			Volume NO. OF SHARES	BSE SENSEX		
	HIGH	LOW	CLOSING		HIGH	LOW	CLOSING
Apr-24	688.30	617.30	683.20	33476.00	75124.28	71816.46	74482.78
May-24	708.40	602.00	613.65	63724.00	76009.68	71866.01	73961.31
Jun-24	636.95	560.55	610.45	70687.00	79671.58	70234.43	79032.73
Jul-24	721.00	595.00	698.10	131163.00	81908.43	78971.79	81741.34
Aug-24	751.00	631.30	705.75	123721.00	82637.03	78295.86	82365.77
Sep-24	863.00	707.60	826.95	139403.00	85978.25	80895.05	84299.78
Oct-24	928.00	745.50	778.65	81286.00	84648.40	79137.98	79389.06
Nov-24	845.00	731.85	837.30	28095.00	80569.73	76802.73	79802.79
Dec-24	984.00	797.30	804.85	177905.00	82317.74	77560.79	78139.01
Jan-25	834.90	626.80	687.85	33584.00	80072.99	75267.59	77500.57
Feb-25	768.85	551.45	558.65	25250.00	78735.41	73141.27	73198.10
Mar-25	620.80	507.40	526.50	56121.00	78741.69	72633.54	77414.92

(Market Price Data Source: www.bseindia.com)

Graphical Representation of the Company's share price in comparison to the broad-based Indices i.e. BSE- Sensex is given below:

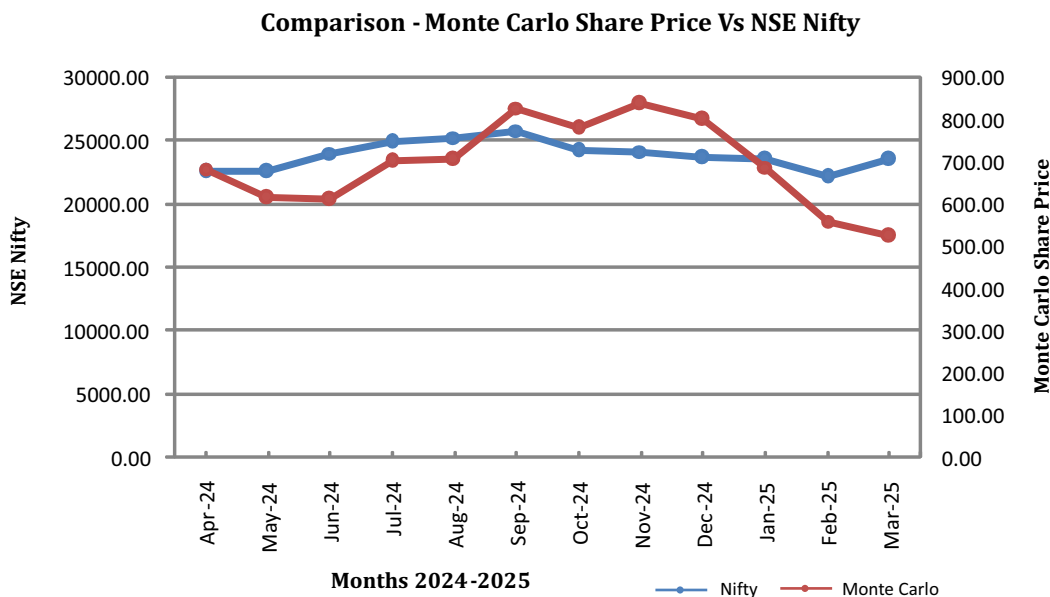


Market Price Data of Company's Equity Shares traded on National Stock Exchange of India Limited, during the period April 1, 2024 to March 31, 2025:

MONTH	Share Price NSE			Volume NO. OF SHARES	NSE NIFTY		
	HIGH	LOW	CLOSING		HIGH	LOW	CLOSING
Apr-24	689.00	612.55	682.60	573859.00	22783.35	22079.45	22604.85
May-24	710.00	601.00	615.80	719881.00	23110.80	21821.05	22530.70
Jun-24	633.70	633.70	610.10	1073842.00	24174.00	21281.45	24010.60
Jul-24	721.20	594.70	702.20	2149178.00	24999.75	23992.70	24951.15
Aug-24	752.00	631.25	705.60	1982934.00	25268.35	23893.70	25235.90
Sep-24	866.50	707.55	827.60	2127855.00	26277.35	24753.15	25810.85
Oct-24	929.00	744.85	779.35	1093931.00	25907.60	24073.90	24205.35
Nov-24	846.90	731.95	838.60	554009.00	24537.60	23263.15	24131.10
Dec-24	986.00	797.25	802.15	2545176.00	24751.05	23460.45	23644.80
Jan-25	815.45	626.10	687.80	599593.00	24226.70	22786.90	23508.40
Feb-25	730.95	553.00	559.75	456737.00	23807.30	22104.85	22124.70
Mar-25	620.00	520.00	525.25	865603.00	23869.60	21964.60	23519.35

(Market Price Data Source: www.nseindia.com)

Graphical Representation of the Company's share price in comparison to the broad-based Indices i.e. NSE- Nifty is given below:



During the financial year ended 31 March, 2025, securities of the Company have not been suspended from trading on any of the stock exchanges where they are listed.

Registrar & Share Transfer Agent:

MUFG INTIME INDIA PRIVATE LIMITED (DELHI OFFICE)

(FORMERLY LINK IN TIME INDIA PRIVATE LIMITED)

UNIT: MONTE CARLO FASHIONS LIMITED

Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi – 110058

PH: 011-41410592, Fax: 011-41410591, Email: delhi@in.mpms.mufg.com

Credit Ratings and any revisions thereto for debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad:

The Company has not issued any debt instruments and does not have any fixed deposit programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended 31st March, 2025. The ratings given by CRISIL Limited for short-term borrowings is (CRISIL) AA- (pronounced double A minus) respectively. There was no revision in the said ratings during the year under review.

Dematerialization of Equity Shares and Liquidity:

About 99.98% of the total equity share capital of the Company (20,729,312 Equity Shares) were held in dematerialised form. The Company has entered into agreements with National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization of shares through MUFG Intime India Private Limited, Registrar & Transfer Agent (RTA) of the Company. The Company's shares are liquid and actively traded on both the Stock Exchanges i.e. NSE and BSE.

Share Transfer System:

In terms of Regulation 40(1) of Listing Regulations, as amended from time to time, securities can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.

Share Transfer Committee has been constituted to approve all the transfers, transmission, Demat/ remat of shares etc. and all the share transfer/transmission/transposition/ dematerialization/ re-materialization are handled by our Registrar and Transfer Agents i.e. MUFG Intime India Private Limited. During the year under review, all the requests received for transfer/ transmission/ dematerialization/ re-materialization of shares etc. are processed and completed within the stipulated time.

The Company also obtains a Certificate of Compliance with the share transfer formalities from a Practicing Company Secretary as required under Regulation 40(9) of Listing Regulations (erstwhile Clause 47 (c) of the Listing Agreement) and have submitted a copy of the said certificate with the Stock Exchanges on half yearly basis.

Distribution of Shareholding as on March 31, 2025:

S. No.	Distribution of No. of Shares	No. of Shareholders	% age of No. of Shareholders	No. of Shares held	% age of shares held
1.	1-1000	28684	97.96	2068186	9.97
2.	1001-5000	450	1.54	929263	4.48
3.	5001-10000	73	0.25	521316	2.52
4.	10001 & Above	75	0.25	17213299	83.03
	Total	29282	100.00	20732064	100.00

Shareholding pattern as on March 31, 2025:

Category	No. of Shares	% age
Promoters & Promoters Group	15169619	73.17
Bodies Corporate, Mutual Fund, Public and Others	5562445	26.83

Reconciliation of Share Capital Audit:

As stipulated by SEBI under Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 a Company Secretary in whole time practice carries out Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the Company's Shares are listed. The audit confirms that the total Listed and Paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

Outstanding GDR/ADR/Warrants or any convertible instruments, conversion instruments, conversion date and impact on equity: NIL

Plant Locations:

The manufacturing plants of the company located at:

1. B-XXIX-106, G.T. Road, Sherpur-Ludhiana
2. 231, Industrial Area-A-Ludhiana
3. Plot No-425 & 427, Near Textile Colony-Ludhiana
4. B-XXX-1781/784, Old C-12, Phase V, Focal Point, Ludhiana

Address for Correspondence:

Company	MUFG INTIME INDIA PRIVATE LIMITED (RTA)
The Company Secretary Monte Carlo Fashions Limited B-XXIX-106, G. T. Road, Sherpur, Ludhiana-141003 Tel-0161-5066628 Fax-0161-2542509 Email- investor@montecarlocorporate.com Website: www.montecarlocorporate.com	DELHI OFFICE: UNIT: MONTE CARLO FASHIONS LIMITED Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi – 110058 PH: 011-41410592 Fax: 011-41410591 Email: delhi@in.mpms.mufg.com

The Company has maintained an exclusive email id: investor@montecarlocorporate.com which is designated for investor correspondence for the purpose of registering any complaints / queries and the same have been displayed on the Company's website: www.montecarlocorporate.com.

For any assistance regarding Share Transfer(s), Transmission(s), Change of Address, issue of Duplicates/ Lost share certificate(s)/ Dematerialisation/ Rematerialisation of Share(s) and other relevant matters please write to the Registrar and Transfer Agent (RTA) of the Company.

Further, Members are required to note that, in respect of shares held in dematerialized form, they will have to correspond with their respective Depository Participants (DPs) for any change related to Address, Bank details or any other related matter.

7. CODE OF BUSINESS CONDUCT & ETHICS

The Company has adopted a Code of Business Conduct & Ethics for all employees and for members of the Board and Senior Management Personnel. The Company through its Code of Conduct provides guiding principles of conduct to promote ethical conduct of business, confirms to equitable treatment of all stakeholders, and to avoid practices like bribery, corruption and anti – competitive practices.

All members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct for Board and Senior Management for the financial year 2024-25. The declaration to this effect signed by Mr. Jawahar Lal Oswal, Chairman and Managing Director of the Company is annexed to this report as **Annexure 'A'**. The Code of Conduct for employees and the Board and Senior Management has clear policy and guidelines for avoiding and disclosing actual or potential conflict of interest with the Company, if any.

OTHER DISCLOSURES

- **Disclosures on materially significant related party transactions that may have potential conflict with the interests of Company at large:**

All the transactions entered during the financial year with the related parties as defined under Companies Act, 2013 and Listing Regulations, are disclosed in detail in Note No. 42 in "Notes forming part of the Accounts" annexed to the Financial Statements for the year ended 31st March, 2025. All the related party transactions were in the ordinary course of business and on Arm's length basis and are not in conflict with the interest of the Company.

- **Details of non-compliance by the company, penalties, and strictures imposed on the company by Stock Exchange, SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

The Company has complied with all requirements specified under the Listing Regulations as well as other regulations and SEBI guidelines. Consequently, there were no strictures or penalties imposed either by SEBI or Stock Exchanges or any other statutory authority for non-compliance of any matter related to the capital markets during the last three financial years.

- **Vigil Mechanism / Whistle Blower Policy**

Pursuant to Section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy / Vigil Mechanism for Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. Further the Audit Committee reviews and ensures the adequacy of the system laid down by the Company for the said purpose and no concern was reported during the Financial Year ended March 31, 2025. The said policy is also available on the website of the company at link: <https://www.montecarlocorporate.com/investor-relation/policies-code>

- **Weblink where policy for determining 'material' subsidiaries is disclosed:**

As on March 31, 2025, your Company does not have any material Subsidiary.

- **Web link where policy on dealing with related party transactions:**

Your Company has also framed a Policy on Related Party Transactions for purpose of identification and monitoring of such transactions in line with the requirements of the Companies Act, 2013 and Listing Regulations which is available on the website of the company at link: <https://www.montecarlocorporate.com/investor-relation/policies-code>

- **Other policies:**

Your Company has also framed the Policies (i) the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and (ii) the Code of Conduct, as required under SEBI (Prohibition of Insider Trading) Regulations, 2015 and the same is available on the website of Company at <https://www.montecarlocorporate.com/investor-relation/policies-code>

- **Disclosure of Commodity price risk and commodity hedging activities:** Not Applicable

- **Details of preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of the Listing Regulations**

The Company has not raised funds through preferential allotment or qualified institutional placement.

- **Recommendations of Committees of the Board**

There were no instances during the financial year 2024-25, wherein the Board had not accepted recommendations made by any committee(s) of the Board.

- **Total fees paid to Statutory Auditors of the Company**

Total fees of Rs. 49,87,017 (Rupees Forty Nine Lakhs Eighty Seven Thousand and Seventeen Only) for financial year 2024-25 for all services was paid by the Company on a consolidated basis to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

- **Secretarial Compliance Report**

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct Annual Secretarial compliance audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder. The said Secretarial Compliance report is in addition to the Secretarial Audit Report by Practicing Company Secretaries under Form MR – 3 and is required to be submitted to Stock Exchanges within 60 days of the end of the financial year. The same has been submitted to the stock exchange within time.

- **CEO/CFO Certification**

As required under Regulation 17 of the Listing Regulations, the CEO/CFO certificate for the financial year 2024-25 signed by Mr. Jawahar Lal Oswal, Chairman and Managing Director and Mr. Raj Kapoor Sharma, Chief Financial officer was placed before the Board of Directors of the Company at their meeting held on August 06, 2025 and is annexed to this Report as **Annexure 'A'**. The said certificate forms part of this report.

- **Certificate From Practicing Company Secretary**

Certificate as required under Part C of Schedule V of Listing Regulations, received from Shri P.S. Dua of M/s P.S. Dua & Associates (C.P. 3934), Practicing Company Secretary, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority was placed before the Board of Directors at their meeting held on August 06, 2025 and is annexed to this Report as **Annexure 'B'**. The said certificate forms part of this report.

- **Compliance Certificate on Corporate Governance**

As required by Schedule V of the Listing Regulations, the Auditors Certificate on Corporate Governance is annexed to this Report as **Annexure 'C'**. The said certificate forms part of this report.

- **Disclosure of Loans and Advances**

The Company and its Subsidiary has not given any Loans and Advances (in the nature of Loan) provided by the Company to firms/companies in which its Directors are interested.

- **Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace. The details relating to the number of complaints received and disposed of during the financial year 2024-25 are as under:

- Number of complaints filed during the financial year: NIL
- Number of complaints disposed of during the financial year: NIL
- Number of complaints pending as on end of the financial year: NIL

- **Details 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**

The Company has only wholly owned subsidiary, MCFL Ventures Limited (formerly Monte Carlo Home Textiles Limited) and there is no material subsidiaries.

- **Appointment of Nodal Officer**

In accordance with IEPF Rules, the Board of Directors have appointed Mr. Ankur Gauba, Company Secretary of the Company, as the Nodal Officer for the purposes of verification of claims and coordination with IEPF Authority. The Details of the Nodal Officer are available at the website of the Company at <https://www.montecarlocorporate.com/investor-relation/shareholding-information>.

- **Details of Adoption of Non-Mandatory (Discretionary) Requirements**

The status of compliance with the non-mandatory requirements under Regulation 27 of the Listing Regulations are as under:

- **The Board**

The requirement relating to maintenance of office and reimbursement of expenses of Non-Executive Chairman is not applicable to the Company since the Chairman of the Company is an Executive Director.

- **Shareholders rights**

The Company has not adopted the practice of sending out half-yearly declaration of financial performance to shareholders. Quarterly results as approved by the Board are disseminated to Stock Exchanges and updated on the website of the Company.

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

There is no modified opinion in the audit report.

- **Reporting of Internal Auditor**

In accordance with the provisions of Section 138 of the Act, the Company has appointed an Internal Auditor who reports to the Audit Committee. Internal audit reports submitted on quarterly basis are reviewed by the Audit Committee and suggestion / directions, if any, are given for necessary action.

- **Disclosure of Compliance with Corporate Governance Requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of Regulation 46(2) of SEBI Listing Regulations, 2015:**

Pursuant to Schedule V of SEBI Listing Regulations, 2015, the Company hereby confirms that it has complied with the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) inter-alia covering the following subject matter/heads:

- Board of Directors
- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Risk Management Committee
- Vigil Mechanism
- Related Party Transactions
- Corporate governance requirements with respect to subsidiary of Company - Not Applicable
- Obligations with respect to Independent Directors
- Obligations with respect to Directors and senior management
- Other Corporate governance requirements as stipulated under the Regulations
- Dissemination of various information on the website of the Company w.r.t clauses (b) to (i) of Regulation 46(2).
- The Board of Directors have formulated the Risk Management Committee.

- **Non-compliance of any requirement of corporate governance report with reasons thereof**

The Company has complied with all the requirements of Corporate Governance Report from sub-paras (2) to (10) of Part C of Schedule V of SEBI LODR Regulations, 2015

- **Disclosure with respect to demat suspense account/unclaimed suspense account**

- Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: **Nil**
- Number of shareholders who approached listed entity for transfer of shares from suspense account during the year: **Nil**
- Number of shareholders to whom shares were transferred from suspense account during the year: **Nil**
- Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: **Nil**

- That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: **Not Applicable**
- All the shares of the Company has already been allotted to the eligible allottees, hence there is no demat suspense account/unclaimed suspense account.
- **Disclosure of certain types of agreements binding listed entities(1) Information disclosed under clause 5A of paragraph A of Part A of Schedule III of these regulations.**

During the year under review, the company has not entered into any such kind of agreements.

For and on behalf of Board of Directors

Place: Ludhiana
Date: 06.08.2025

Jawahar Lal Oswal
Chairman & Managing Director
(DIN: 00463866)

**Annexure A to Report on Corporate Governance for the financial year ended March 31, 2025
DECLARATION REGARDING COMPLIANCE WITH CODE OF BUSINESS CONDUCT & ETHICS**

As provided under Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Monte Carlo Fashions Limited Code of Business Conduct and Ethics for the year ended March 31, 2025.

For and on behalf of Board of Directors

**Place: Ludhiana
Date: 06.08.2025**

**Jawahar Lal Oswal
Chairman & Managing Director
(DIN: 00463866)**

CEO / CFO CERTIFICATION

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

For Monte Carlo Fashions Limited

For Monte Carlo Fashions Limited

**Place: Ludhiana
Date: 06.08.2025**

**Jawahar Lal Oswal
Chairman & Managing Director**

**Raj Kapoor Sharma
Chief Financial Officer**

Annexure B to Report on Corporate Governance for the financial year ended March 31, 2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
THE MEMBERS
MONTE CARLO FASHIONS LIMITED

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Monte Carlo Fashions Limited, having CIN: L51494PB2008PLC032059 (hereinafter referred to as 'the Company') and having registered office at B-XXIX-106 G.T. Road, Sherpur, Ludhiana-141003, Punjab, 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 clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of appointment in company*
1.	Sh. Jawahar Lal Oswal	00463866	01/07/2008
2.	Sh. Sandeep Jain	00565760	01/07/2008
3.	Smt. Ruchika Oswal	00565979	30/10/2010
4.	Smt. Monica Oswal	00566052	30/10/2010
5.	Sh. Rishabh Oswal	03610853	25/05/2018
6.	Sh. Dinesh Gogna	00498670	01/07/2008
7.	Sh. Roshan Lal Behl	06443747	05/08/2021
8.	Sh. Manikant Prasad Singh	01790672	01/02/2022
9.	Sh. Parvinder Singh Pruthi	07481899	01/02/2022
10.	Sh. Yash Paul Sachdeva	02012337	27/06/2024
11.	Sh. Anchal Kumar Jain	09546925	27/06/2024
12.	Smt. Prem Lata Singla	09674172	30/08/2024

**the date of appointment is as per the MCA Portal.*

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 the basis of 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 P.S. Dua & Associates
(Company Secretaries)

Place: - Ludhiana
Date: - 06.08.2025

P.S. Dua
Proprietor
Membership No: FCS 4552
Certificate of Practice No.: 3934
Peer Review Certificate No. 1296/2021
UDIN: F004552G000948418

**Annexure C to Report on Corporate Governance for the financial year ended
March 31, 2024**

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To
The Members
Monte Carlo Fashions Limited
(CIN: L51494PB2008PLC032059)

1. We have been approached by Monte Carlo Fashions Limited ("Company") to examine the compliance with the conditions of corporate Governance by the Company, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, for the financial year ended on 31st March, 2025.

2. Management's Responsibility

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. The management shall devise adequate systems, internal controls and processes to monitor and ensure the same.

3. Our Responsibility

Our responsibility is limited to conduct an examination of the systems, internal controls and processes adopted by the Company and implementation thereof to monitor and ensure with the conditions of Corporate Governance and report thereon.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31st March 2025.

5. Disclaimer

- 5.1 We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 5.2 The report 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 P.S. Dua & Associates
(Company Secretaries)**

**Place: - Ludhiana
Date: - 06.08.2025**

**P.S. Dua
Proprietor
Membership No: FCS 4552
Certificate of Practice No.: 3934
Peer Review Certificate No. 1296/2021
UDIN: F004552G000948396**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

GLOBAL ECONOMY OUTLOOK:

The global economy continues to demonstrate resilience amidst evolving challenges, supported by strong macroeconomic fundamentals in both advanced and emerging markets, and steady consumer and government spending. However, the landscape is marked by significant disparities and persistent headwinds.

Global inflation, though still above central bank targets, is showing a downward trend at varying speeds. The IMF projects a decrease in global headline inflation to 4.3% in 2025 and further to 3.6% in 2026, a decline attributed to easing supply-side constraints, cooling commodity prices, and persistent monetary tightening by central banks worldwide. Notably, inflation in Asia has risen more moderately than in Western economies and is now decelerating more rapidly, prompting regional central banks to adopt more measured adjustments in interest rates, which could lead to less aggressive monetary policy responses across many Asian economies.

During 2025, global trade tensions escalated significantly due to a growing tariff war, primarily between the U.S. and China, impacting various sectors by disrupting global supply chains and reducing cross-border investment, which in turn led to increased production costs and reduced efficiency, prompting companies to actively re-evaluate their supply chain strategies to mitigate these accumulating risks.

Despite prevailing disruptions, the IMF anticipates global economic growth at 2.8% in 2025 and a modest improvement to 3.0% in 2026, both below the pre-pandemic historical average of 3.7%. This subdued outlook reflects the cumulative impact of trade protectionism, elevated financing costs, and ongoing geopolitical tensions. Nevertheless, the underlying resilience of major economies supported by adaptive supply chain strategies and structural reforms continues to offer a measure of stability. Going forward, the persistence of high interest rates, demographic and productivity headwinds, and fragile geopolitical conditions will likely constrain near-term growth potential. To mitigate these risks and support a broad-based recovery, the IMF emphasizes the need for coordinated fiscal and monetary policies, enhanced multilateral cooperation, and targeted reforms aimed at boosting investment and productivity across regions.

INDIAN ECONOMY OUTLOOK:-

India's economy demonstrated significant resilience in FY2024-25, navigating global headwinds and domestic policy shifts with steady momentum, as evidenced by a steady GDP growth for the full fiscal year. While external challenges such as evolving global trade dynamics and geopolitical tensions have posed uncertainties, robust domestic demand and proactive fiscal and monetary policy interventions have continued to support economic growth.

India's real Gross Domestic Product (GDP) is projected to grow by 6.5% in FY2025–26, as reaffirmed by the Reserve Bank of India (RBI) in its June 2025 Monetary Policy Statement. Key growth drivers include strong household consumption, the expanding manufacturing sector benefiting from Production Linked Incentive (PLI) schemes, increased infrastructure investments, and a rapidly digitizing services sector. The government's sustained focus on capital expenditure, rural development, and support for MSMEs further bolsters this economic momentum.

Inflationary trends have shown clear signs of easing in recent months, with headline CPI inflation moderating to a nearly six-year low of 3.2% in April 2025. This moderation prompted the Reserve Bank of India (RBI) to adopt a more accommodating monetary stance, notably lowering the policy repo rate by 50 basis points to 5.50% on June 6, 2025, and shifting its monetary policy stance to "neutral." These actions, along with the RBI's downward revision of its CPI inflation forecast for FY2025-26 to 3.7%, indicate a supportive environment for economic growth.

The Union Budget for 2025 significantly strengthened the country's growth agenda through comprehensive structural reforms and targeted fiscal support. Key initiatives include a simplified income tax system, which now eliminates tax liability for individuals earning up to ₹12 lakh under the new regime. Additionally, the budget announced increased investments in infrastructure, logistics, and innovation, alongside a substantial ₹20,000 crore fund to promote private sector-led research, and improved credit support for agriculture, clean energy, and micro, small, and medium enterprises. These measures are expected to boost productivity, create jobs, and

Sources:

Reuters, IMF, Associate Press

enhance resilience in rural areas and various sectors, positioning India to maintain its robust growth trajectory, supported by favorable demographics, increasing investor confidence, and the ongoing formalization of the economy.

GLOBAL TEXTILE & APPAREL INDUSTRY

The global textile and apparel industry is poised for sustained growth, driven by evolving consumer preferences, increasing demand for sustainable and technical textiles, and the expansion of e-commerce. The global textile market, valued at USD 1.98 trillion in 2024, is projected to reach USD 4.02 trillion by 2034, at a CAGR of 7.35%. The global apparel market is expected to grow at 8% CAGR to USD 2.37 trillion by 2030, while global textile and apparel trade is anticipated to expand at 4% annually, reaching USD 1.2 trillion by 2030.

The Asia-Pacific region continues to lead the global market, with an estimated size of USD 1.07 trillion in 2024, projected to grow to USD 2.19 trillion by 2034 at a CAGR of 7.45%. Growth is underpinned by rising disposable incomes, urbanization, and an expanding middle class, fueling higher spending on fashion, apparel, and home furnishings.

The global textile market's growth is primarily driven by evolving consumer preferences for sustainable, functional, organic, and eco-friendly fabrics, alongside the transformative impact of e-commerce in expanding market reach. This is further supported by continuous innovation in materials like recycled polyester and organic cotton, as well as advancements in digital printing and 3D knitting, all of which enhance production efficiency and design flexibility, complemented by increased automation in manufacturing leading to improved efficiency and reduced costs. Despite these positive trends, the industry faces challenges from ongoing geopolitical tensions and volatile raw material prices, which can disrupt supply chains and impact profitability; nevertheless, the increasing demand for high-quality, sustainable, and technologically advanced textile products, combined with strategic investments in innovation and manufacturing, positions the global textile market for continued expansion.

THE INDIAN TEXTILE AND FASHION APPAREL INDUSTRY

The Indian textiles and apparel industry is poised for strong growth, likely to register a healthy CAGR and achieve a market value of USD 350 billion by 2030. The textile sector's contribution to India's GDP remained steady at approximately 2.3%. The sector continues to be a significant employment generator, providing direct employment to over 45 million people.

To support this growth trajectory, the Indian government has significantly increased its budgetary allocation for the textile sector, projecting an outlay of ₹1,14,800 crore for FY26, more than doubling the previous year's allocation. This investment underscores a robust policy-driven approach aimed at enhancing manufacturing capabilities, boosting exports, and generating employment.

Additionally, the implementation of the Mega Integrated Textile Region and Apparel (MITRA) Parks scheme is expected to provide world-class infrastructure, attract investments, and create a competitive textile ecosystem.

Looking ahead, the anticipated India-UK Free Trade Agreement (FTA), expected to come into effect in 2026, is projected to provide a substantial boost to India's textile exports to the UK. This agreement has the potential to double trade volumes within five to six years, opening new avenues for market access and further solidifying India's position in the global textile landscape. This strategic trade pact, combined with domestic policy support and inherent sector strengths, positions the Indian textile and apparel industry for sustained expansion.

Growth Drivers:

- 1) Rising disposable incomes, increasing urbanization, and the expansion of the middle class are fueling domestic demand for branded and fashionable apparel.
- 2) India is the 6th largest exporter of textiles and apparel; export competitiveness is improving due to schemes like PLI, RoSCTL, and FTAs with the EU, UK, and UAE.
- 3) A strong raw material base (cotton, jute, silk) and government support through Make in India, PM MITRA Parks, and the National Technical Textiles Mission are aiding sectoral growth.

Sources:

PIB, Deloitte
Precedence Research, IBEF, Research and Markets, Mordor Intelligence, 24Chemical Research

- 4) Rising e-commerce penetration via platforms like Myntra and Flipkart is expanding market access, especially in Tier 2 and 3 cities. The shift to man-made fibres (MMF) is backed by government incentives; companies like Monte Carlo are also expanding to South and West India.
- 5) Growing demand for sustainable and technical textiles is encouraging investment in R&D and green technologies. India also benefits from a large skilled workforce and low labour costs.

Risks:

1. The Indian textile industry suffers from fragmentation and low-skilled labour, limiting productivity despite strong growth and job creation potential.
2. Increasing scrutiny over carbon footprint, water usage, and labour practices may raise compliance costs and affect global orders.
3. Prices of key inputs like cotton and synthetic fibres are highly volatile and influenced by weather, global demand, and policy changes, impacting margins.
4. Countries like Bangladesh, Vietnam, and China offer competitive pricing and better infrastructure, which can erode India's market share.
5. The Indian textile industry lags in technology adoption and R&D, with benefits concentrated in spinning, while fragmentation and lack of scale hinder effective FDI utilization.
6. Global trade policy shifts and geopolitical tensions may disrupt supply chains, increase tariffs, and dampen export demand.

COMPANY OVERVIEW

Monte Carlo Fashion Limited stands as a prominent name in India's apparel industry, recognized for its extensive range of woollen and cotton clothing across men's, women's, and kids' segments, as well as a presence in home textiles. Alongside its flagship brand "Monte Carlo," the company has successfully launched other labels like Rock.it, Cloak & Decker, Luxuria, and Tweens, catering to a broad customer base. Esteemed as India's pioneering organized lifestyle brand, Monte Carlo also holds the title of the nation's top winter wear brand and is widely regarded as a Super Brand in woollen knitted apparel nationwide.

Their products are made widely accessible through a comprehensive distribution network, spanning exclusive brand outlets (EBOs), multi-brand outlets (MBOs), shop-in-shop formats, distributors, and major national retail chains. Additionally, Monte Carlo products are easily available across leading e-commerce platforms such as Amazon, Flipkart, and Myntra. The company's distribution footprint extends across 23 states and 4 union territories.

With a skilled in-house design team of over 26 professionals, Monte Carlo crafts approximately 900 SKUs monthly, offering a diverse selection of products that include T-shirts, shirts, linen shirts, denim, trousers, dresses, shorts, tunics, and sportswear, staying attuned to the fast-evolving fashion trends. Ensuring high-quality standards and fulfilling customer expectations are key priorities for the brand. To achieve this, Monte Carlo has dedicated R&D units equipped with advanced technology and staffed by expert technocrats who meticulously ensure timely production and delivery.

BUSINESS OVERVIEW

Product Categories Overview:

The Company offers a diverse selection of products under the "Monte Carlo" brand:

- 'Luxuria' caters to the premium menswear segment.
- 'Denim' features a dedicated line of denim apparel.
- 'Alpha' represents the exclusive collection for womenswear.
- 'Tweens' offers a specialized range for kidswear.
- 'Cloak & Decker' serves as the budget-friendly option for menswear.
- 'Rock.it' provides high-end sports and fitness wear.
- 'Monte Carlo Home' offers a comprehensive range of home textiles products.

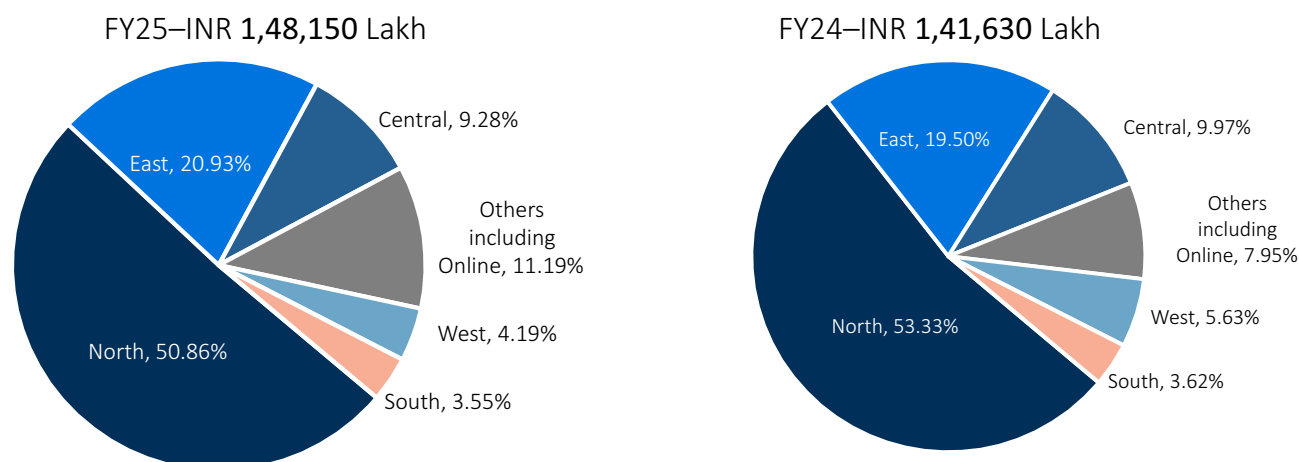
Sources:

IBEF, Times of India
PIB, IBEF, Invest India, Ministry of Textiles

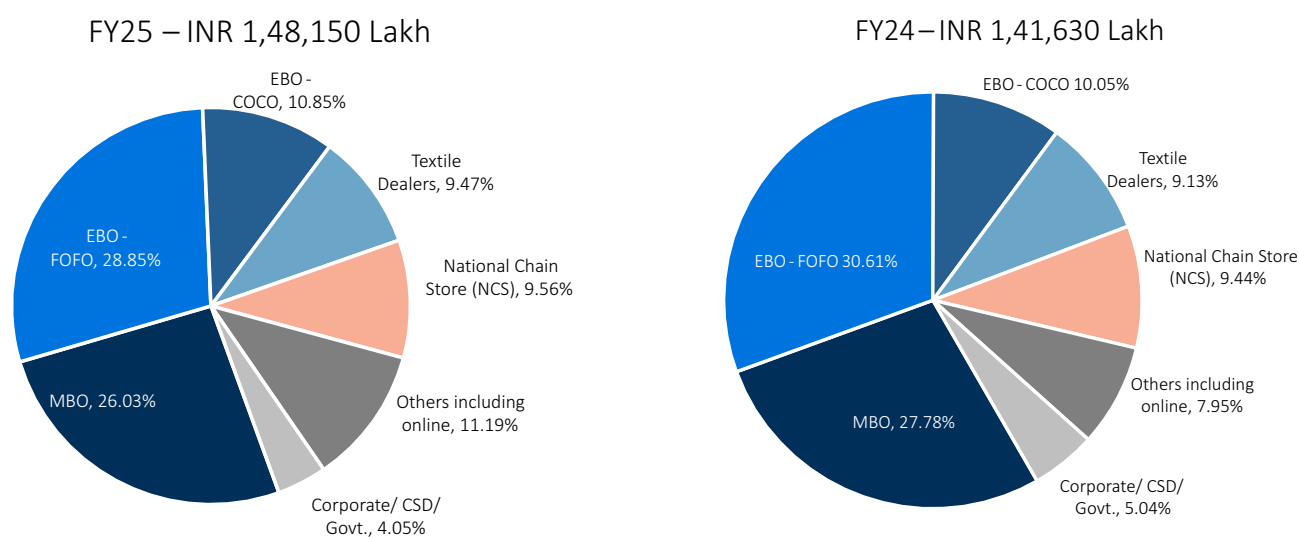
REGION & CHANNEL WISE REVENUE BREAKUP

The Company maintains a broad product range spanning categories like cotton, woollens, home furnishings, and kids' apparel. At present, cotton products account for approximately 54% of the Company's total revenue. Traditionally, the brand has held a strong market presence in the Northern and Eastern regions of India.

REGION WISE BREAKUP



CHANNEL WISE BREAKUP



THE MONTE CARLO ADVANTAGE

- **Marketing Initiatives**

Monte Carlo has adopted a range of strategic marketing efforts to boost its brand visibility and reach. The company has formed alliances with airlines and multiplex chains like PVR Cinemas, Carnival Cinemas, INOX, Indigo, Vistara, AirAsia, among others. Additionally, it has partnered with the film and entertainment industry as a clothing sponsor for movies and reality shows. The brand's digital presence is extended through platforms like AajTak, Times Now, ABP News, India TV, India Today, TATA Sky, Airtel Digital TV, and more. To engage with younger audiences, Monte Carlo consistently collaborates with bloggers and influencers on social media. The decision to handle marketing in-house has provided the company with better control, flexibility, and cost effectiveness, enabling them to execute more targeted and responsive campaigns. These initiatives highlight Monte Carlo's dedication to growing its customer base and solidifying its reputation as a top fashion and lifestyle brand.

- **Distribution Centres**

A major strength of the company lies in its extensive and expanding distribution network that is spread across India. The company has a presence in approximately 1,949 Multi-Brand Outlets (MBOs), 471+ Exclusive Brand Outlets (EBOs), and over 1,468 +NCS & SIS model outlets. In the 2025 financial year, Monte Carlo opened a total of 65 exclusive brand outlets, surpassing its target for the year of 50. Presence across NCS's include likes of Shoppers Stop, Pantaloons, Trends, Lifestyle, Globus and many more.

- **Online Presence**

Recognizing the shift of younger consumers towards online shopping, Monte Carlo has emphasized selling through its own e-commerce platforms, including Monte Carlo and Rock It. Additionally, the brand's products are widely available on major online marketplaces like Amazon, Flipkart, Myntra, Jabong, and Kapsons. There is also notable demand for its products in international online markets. The company has observed promising growth through its digital channels, with sales from its own website reaching INR 151.4 million, representing approximately 9.66% of total revenue.

- **Technology Upgradation**

In order to stay up to date with technological advancements and modernize its operations, the company has introduced an advanced automatic whole-garment manufacturing facility at its existing unit in Ludhiana. This state of the art technology allows for the seamless knitting of entire garments, providing a level of comfort and fit that surpasses traditional knitwear. By utilizing this technology, the company eliminates the need for multiple manufacturing processes, resulting in reduced waste and improved efficiency. Currently, the company has a team of 26+ professionals dedicated to closely monitoring global fashion trends.

OPPORTUNITIES

- **Increasing brand awareness and scaling-up potential**

With the increasing frequency of purchases, particularly in the fast fashion realm, there is a growing sense of fashion and brand consciousness among consumers, rendering them more aspirational and discerning. We prioritize creating products that align with evolving trends to foster brand loyalty and connect with consumers. By expanding product offerings that resonates with the price sensitive Indian consumer, Monte Carlo aims to capture a larger market share and establish a strong presence in the value fashion segment. This initiative aligns with the company's objective of meeting the evolving needs and preferences of customers while further expanding their brand's reach and scaling up potential in the Indian fashion industry.

- **Diversification across various Product Categories**

Monte Carlo Fashions has successfully diversified its product portfolio to include Cottons, Woollens, Kids, and Home Furnishing categories. Their offerings encompass both woollen and cotton/cotton blended apparel, available at various price points, allowing them to serve the economy, mid-premium, and premium market segments effectively.

- **Changing consumer preferences**

With ever changing consumer needs and demands, today consumers are looking for a complete package with good quality product and design. Additionally, with rising income and urbanization, increases consumer's purchasing power where lies the huge growth potential for comprehensive range that Monte Carlo offers to its diversified audience, spanning different age groups and segments.

- **Strong Policy Support**

Monte Carlo Fashions Limited is well-positioned to leverage the emerging opportunities as India aims to strengthen its global presence in the textile market. India is targeting an expansion of its presence in the global textile market, and the Indian government is set to propel the apparel and textile industry forward in the coming years through various initiatives such as:-

- a) **Foreign Trade Agreements (FTAs):** To boost the country's exports, the Indian government is actively negotiating bilateral trade agreements with various nations.
- b) **Production-Linked Incentive (PLI) Scheme:** This initiative offers incentives for the production and export of certain textile products made from man-made fibers.
- c) **Foreign direct investment (FDI):** The textile sector permits Foreign Direct Investment (FDI) of up to 100% through the automatic route.
- d) **Mega Integrated Textile Region and Apparel (MITRA) Parks Scheme:** The government has approved the development of seven integrated textile parks across greenfield and brownfield sites with a total outlay of ₹4,445 crore till FY 2028. These parks aim to boost global competitiveness, attract investment, and generate large-scale employment. Notably, in February 2023, 1,000 acres were allocated for a park in Lucknow.
- e) **National Technical Textiles Mission:** The government has authorized the establishment of the National Technical Textiles Mission for a four year period (FY 2021 to FY 2026), with a budget of INR 14.8 billion. The mission aims to promote the application of technical textiles in sectors such as agriculture, aquaculture, dairy, and poultry.
- f) **Budget Allocation:** The new budget for 2025-26 contains a sizeable increase, the Indian government has raised the budget allocation by 19 percent to ₹5,272 crore for FY26, with a significant focus on the textile sector.

RISKS & CONCERNS

Risk Management is an ongoing process within the organisation. Your Company has a robust risk management framework to identify, monitor, and minimise risks. The Board has a policy to oversee the risk mitigation performed by the executive management which includes identification, assessment, monitoring and reporting of risks.

- **Regulatory risk Legal and tax compliance**

Changes in the regulatory and tax environment can lead to increased costs, erosion of margins & cash flows and potential fines or reputational damage. However, your Company has a zero-tolerance approach towards compliance with all regulatory requirements the Company closely monitor upcoming regulations to prepare itself well in advance and avoid business disruptions.

- **Discounts**

All the leading brands, both Indian and International, are going for early discounts/sales. People are getting used to the discounting trend both online and offline. In such a scenario, to keep the walk-ins intact, every brand has to offer a discount and no brand can survive without discounts. The company expects that going forward also the discounting sales will continue in the same fashion or may rise.

- **Seasonal nature of business**

Woollen knitted garments contribute around one-third of total sales. This leads to the highly seasonal nature of the business, with most of the yearly turnover accruing during the third quarter of the financial year. However, the Company has been focusing on cotton and cotton-blended apparel and diversifying the product range to include home furnishings and kids' apparel. With this, the seasonal nature of business is expected to reduce over the coming years.

- **Input cost risk**

The company's profitability and cost effectiveness are vulnerable to the impact of fluctuating prices in raw materials, power, and other input costs. These external factors can significantly influence the company's production expenses, potentially leading to increased operational costs and reduced profit margins. It is crucial for the company to closely monitor and manage these cost drivers, implementing effective procurement strategies, exploring alternative suppliers, and optimizing operational processes to mitigate the potential risks and maintain a competitive position in the market.

- **Competition risk**

The entry of foreign brands in the Indian market has led to intensified competition and increased costs for our company in maintaining market visibility. Continuous product innovation is crucial in the branded apparel industry to stay ahead of fashion trends and changing consumer preferences. However, it is important to manage inventory effectively and closely monitor consumer tastes to mitigate the risk of potential unsold inventory or markdowns that could impact the value of our stocks.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

A properly designed and consistently enforced system of operational and financial control helps the Company's Board of Directors and management to safeguard the resources, produce reliable financial reports, and comply with laws and regulations. Effective internal control also reduces the possibility of significant errors and irregularities and assists in their timely detection when they do occur. The internal Auditors regularly monitor and evaluate the efficiency and adequacy of internal control systems in the Company, its compliance with operating systems and accounting procedures, and ensures that the internal control systems are properly followed by all concerned departments of the Company. Significant audit observations and corrective actions are taken thereon and are presented to the Audit Committee of the Board.

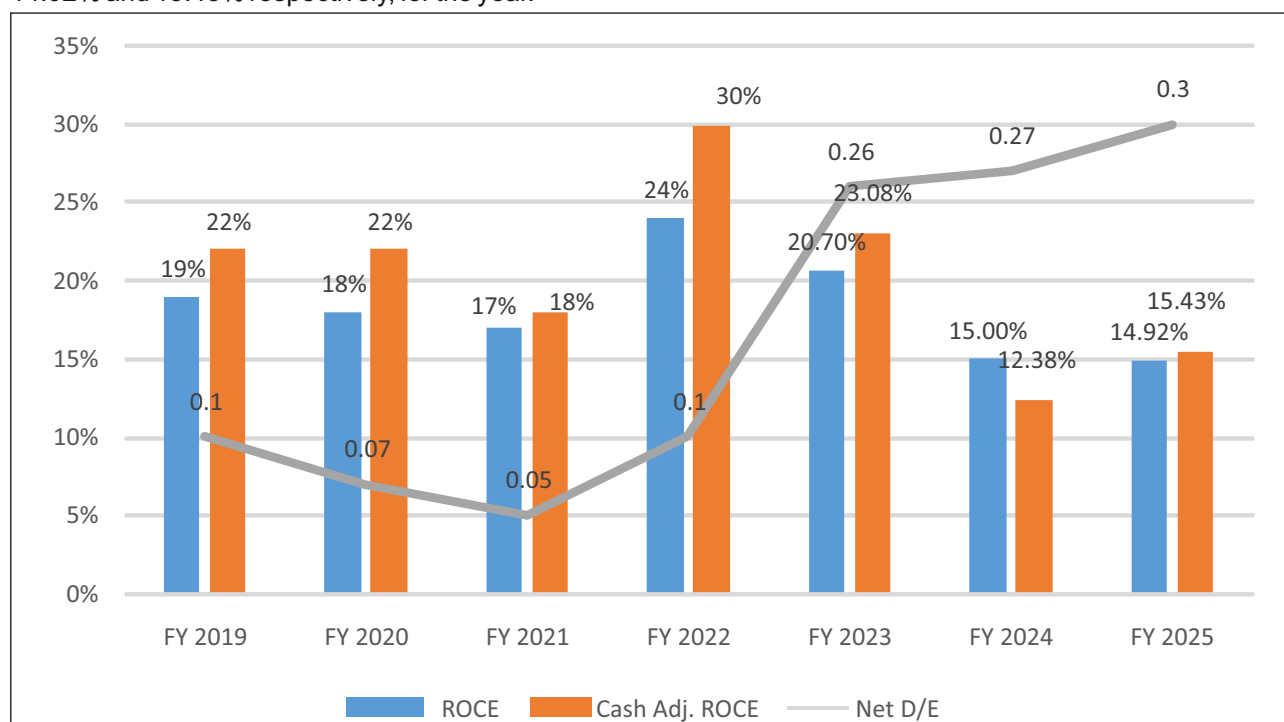
HUMAN RESOURCE & INDUSTRIAL RELATIONS

The Company has an excellent track record of cordial and harmonious industrial relations, and over the years not a single man day was lost on account of labour unrest. In view of its aggressive growth plans, the Company enhanced its focus on improving human resource productivity and efficiency. The Company is of the firm belief that human resource is the driving force that propels a Company towards progress and success. The Company is committed to the development of its people. The Industrial relations were cordial and satisfactory.

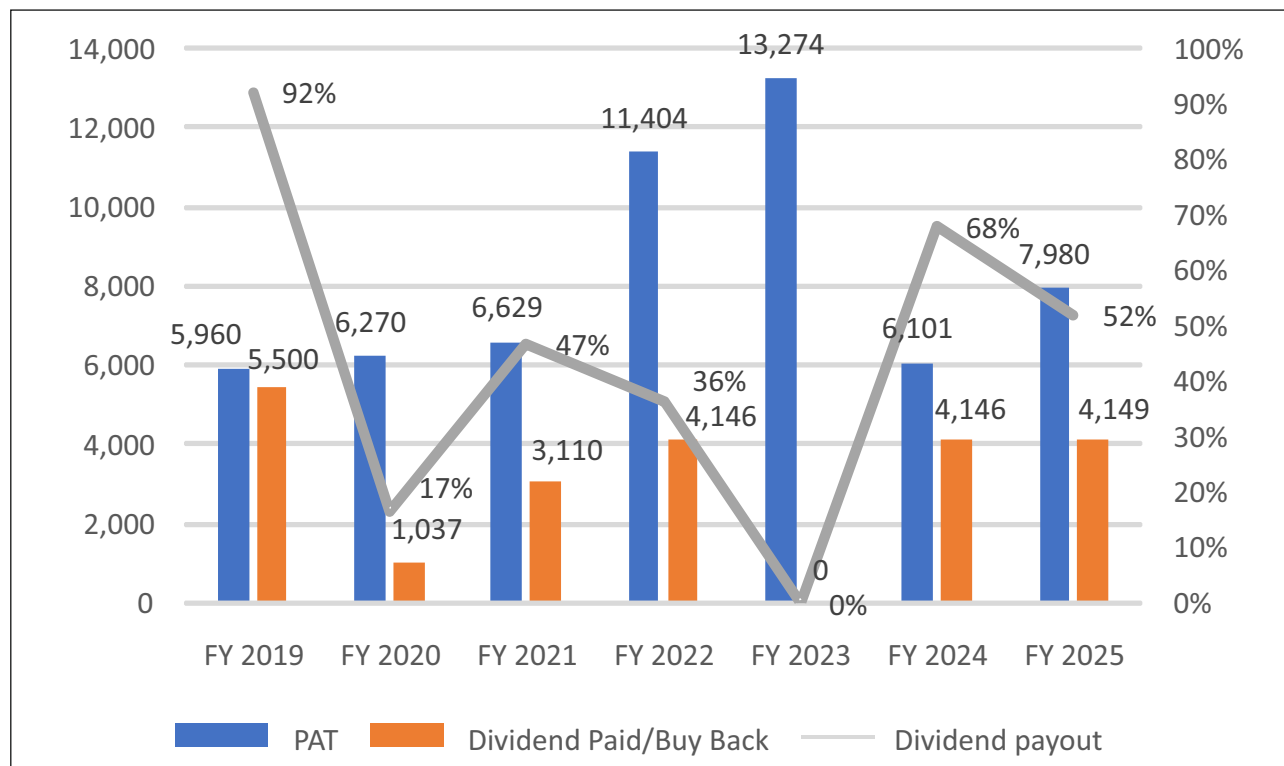
OPERATIONAL PERFORMANCE & FINANCIAL REVIEW

For the financial year ending 2025, the company reported consolidated revenues of INR 1,10,041 Lakh, reflecting a year-on-year increase of 4%. The Gross margin stood at 47.93% in FY2025 as against 42.55% in FY2024. PAT for the year stood at INR 8,117 Lakh as against INR 5,994 Lakh in FY 2024.

On the Balance Sheet front, the Company holds a cash balance of INR 28,117 Lakh which comprises cash and bank balance along with current and non-current investments. Long-term borrowings remain at zero, consistent with FY2024, reaffirming the company's debt-free status and reflecting strong financial discipline and efficient capital management. The net debt-to-equity ratio is 0.30 for FY 2025. ROCE and Cash Adjusted ROCE are 14.92% and 15.43% respectively, for the year.



The Company has strong track record and proven expertise to generate healthy, predictable and sustainable returns for its stakeholders. The Company is committed to wealth creation for all its stakeholders. The Company aims to maintain a consistency in giving dividend to its stakeholders and aims to ensure sustainable and consistent returns to stakeholders. Since 2016 the Company has been committed to paying 100% dividend and in 2019 the Company did a buyback as well.



SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

As per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company is required to provide details of significant changes (change of 25% or more as compared to immediately previous year) in key financial ratios. Accordingly, the Company has identified the following ratios as key financial ratios:

Ratio	Unit	FY 2024-25	FY 2023-24	% Change
Debtors Turnover	Times	2.80	2.83	-1.06%
Inventory Turnover	Times	1.22	1.36	-10.29%
Interest Coverage Ratio	Times	3.92	3.81	2.88%
Current Ratio	Times	1.84	1.87	-1.60%
Debt Equity ratio	Times	0.34	0.27	11.11%
Operating Margin	%	16.95%	13.36%	26.87%
Net Margin	%	7.38%	5.64%	30.85%
Return on Net Worth	%	9.73%	7.66%	27.02%

The Reason for significant change:

Operating Margin, Net Margin and Return on Net Worth: Price hike and lower discounting resulted in an increase in Margins.

FUTURE OUTLOOK

The company's future looks promising as it strategically shifts its focus towards cotton and cotton-blended products suitable for all seasons. With a strong presence in the northern and eastern regions, the company plans to extend its reach into the southern and western parts of India. Despite its nationwide footprint, the company acknowledges the untapped potential in these areas and aims to seize emerging opportunities.

To align with changing consumer behaviors, the company is significantly enhancing its online presence. It is concentrating on its website as a primary platform to engage customers and boost sales. By prioritizing online channels, the company seeks to broaden its audience and offer a smooth shopping experience.

In response to diverse consumer needs, the company has launched several brands, each targeting specific market segments. This approach allows for effective market capture and fosters customer satisfaction and loyalty. Additionally, the company has entered the home textile sector, establishing a dedicated plant to meet the increasing demand in this area.

As part of its strategic shift, the company has transitioned its entire online team in-house from an outsourced model. This change provides greater control over online operations, leading to more efficient execution and a better customer experience. Furthermore, the company is moving its focus from offline to online advertising, recognizing the critical role of digital marketing in engaging its target audience.

CAUTIONARY STATEMENT

This document contains statements about expected future events, financial and operating results of Monte Carlo Fashions, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of Monte Carlo Fashions Limited for the financial year ended March 31, 2025.

For and on behalf of Board of Directors

Place: Ludhiana
Date: 06.08.2025

Jawahar Lal Oswal
Chairman & Managing Director
(DIN: 00463866)

INDEPENDENT AUDITOR'S REPORT

To The Members of Monte Carlo Fashions Limited
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Monte Carlo Fashions Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity 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 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, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) 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 Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, 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 standalone 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 financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	Provision for Expected Sales Return- Refer Note 2.10, 2.23, 23 and 43 to the standalone financial statements. Revenue from contracts with customers is recognised when control of the goods is transferred to the customer on satisfaction of performance obligation and is measured at the amount of transaction price (net of variable consideration and provision for sale returns) allocated to that performance obligation. The methodology and assumptions used to estimate expected sales return involves significant judgements by the Management. Such estimates are monitored and adjusted regularly in the light of contractual and legal obligations, historical trend and past	Principal audit procedures performed included the following:- - Assessed the appropriateness of the Company's revenue recognition accounting policies, including those relating to expected sales returns by comparing with applicable accounting standards and other accounting principles generally accepted in India. - Obtained an understanding of the process followed by the Company for estimating the expected sales returns. - Testing the design and implementation of controls that the Company has established for determining provision for sales returns and tested the operating effectiveness of such controls.

	experience. Once the uncertainty associated with the expected sales returns is resolved, revenue is adjusted accordingly. The Company has recognized provision for expected sales returns amounting to Rs. 14,568 Lakhs as at March 31, 2025. Considering the above, we have considered the estimations over expected sales returns as a key audit matter.	• Evaluated the management estimates and judgements in determining the expected sales returns by verifying the past trend and assessed whether the methodology followed is consistent with the previous year. • Evaluated the contract terms for each type of contracts with customers to assess the reasonableness of the provision for expected sales returns and determine whether the same is in line with terms of the contract. • Traced the workings provided by the Company for provision for sales returns at the balance sheet date to underlying sales records to ensure the completeness of the sales records to ensure the completeness of the sales considered for this purpose. • For selected samples, tested credit notes issued to customers and assessed the validity of claims with the underlying documents and appropriate approvals. • Assessed the appropriateness of the presentation of such provision for sales return and the disclosures made in the standalone financial statements in respect of the same.
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Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis Report, Business Responsibility and sustainability report, Director's Report including Annexure to Director Report and Report on Corporate Governance but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of this auditor's report.
- Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the Management Discussion and Analysis Report, Business Responsibility and sustainability Report, Director's Report including Annexure to Director Report and Report on Corporate Governance, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Responsibilities of Management and Board of Directors for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company to express an opinion on the standalone financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the standalone financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for not complying with the requirement of audit trail as stated in (i)(vi) below.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) The modification relating to the maintenance of accounts and other matters connected therewith, is as stated in paragraph (b) above.
 - g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.
 - h) 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, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - i) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position- Refer Note 34(A) to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses- Refer Note 34(ii) to the standalone financial statements.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company- Refer Note 45(k) to the standalone financial statements.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note 45(h) to the financial statements no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in

any other person(s) or entity(ies), including foreign entities ("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 ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note 45(i) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The 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.

As stated in note 40 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. Such 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 two accounting software for maintaining its books of account for the year ended March 31, 2025 wherein:
 - (i) in respect of one accounting software, audit (edit log) feature of capturing logs for transactions processed through transaction codes (user interface) was enabled and which operated throughout the period upto March 31, 2025 for all relevant transactions recorded in the software. However, this accounting software did not have the audit trail feature enabled for direct changes to certain tables made by users with privilege access at application level. Further, with respect to database maintained by third party service provider, in the absence of an independent auditor's System and Organization Controls report covering the audit trail requirement, we are unable to comment whether the audit trail feature of the said software was enabled and operated during the year, for all relevant transactions recorded in the software and whether there was any instance of the audit trail feature been tampered with.
 - (ii) in respect of another accounting software, operated by third party software service provider, for maintaining certain transactions, in the absence of an independent auditor's System and Organization Controls report covering the audit trail requirement, we are unable to comment whether the audit trail feature of the said software was enabled and operated during the year, for all relevant transactions recorded in the software and whether there was any instance of the audit trail feature been tampered with.

As audit trail feature was not enabled/not available for the year ended March 31, 2024, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable.

- 2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 015125N)

Rajesh Kumar Agarwal
(Partner)
(Membership No. 105546)
(UDIN 25105546BMLAHX3476)

Place: Gurugram
Date: May 26, 2025

ANNEXURE “A” TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

We have audited the internal financial controls with reference to standalone financial statements of Monte Carlo Fashions Limited (the “Company”) as at March 31, 2025 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements of the Company. 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 with reference to standalone financial statements. 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 with reference to standalone financial statements 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, 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 judgement, 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 with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A company's internal financial control with reference to standalone 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 standalone 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone 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 standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone 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 Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2025, based on the criteria for internal financial control with reference to standalone financial statements 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 Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 015125N)

Rajesh Kumar Agarwal
(Partner)
(Membership No. 105546)
(UDIN 25105546BMLAHX3476)

Place: Gurugram
Date: May 26, 2025

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, capital work-in- progress and relevant details of right-of-use assets.

The Company has maintained proper records showing full particulars of intangible assets.

- (b) The Company has a program of verification of property, plant and equipment and right-of-use assets so to cover all the items once every 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, no such assets were due for physical verification during the year. Since no physical verification of property, plant and equipment was due during the year the question of reporting on material discrepancies noted on verification does not arise.

- (c) With respect to immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment, according to the information and explanations given to us and based on the examination of the registered title deeds provided to us, we report that, the title deeds of such immovable properties are held in the name of the Company as at the balance sheet date, except for the following:

Description of property	As at the Balance sheet date (Rs. In Lakhs)		Held in the name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in name of Company
	Cost	Carrying value				
Land - 160 Sq yds at G. T. Road, Sherpur, Ludhiana	33	33	Bachan Singh	Not applicable	April 20, 2013	Purchased through sales agreement, however mutation of title deeds in the name of the Company is pending.
Land - 20 Sq yds at G. T. Road, Sherpur, Ludhiana	7	7	Kehar Singh	Not applicable	January 27, 2014	

- (d) The Company has not revalued any of its property, plant and equipment (including Right-of-use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (i) (a) The inventories except for goods in transit and stock lying with third parties were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. For stocks held with third parties at the year-end, written confirmations have been obtained and in respect of goods in transit, the goods have been received subsequent to the year end. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the

information and explanations given to us, the revised returns or statements comprising stock statements, book debt statements, statements on ageing analysis of the debtors, and other stipulated financial information filed by the Company with such banks are in agreement with the unaudited books of account of the Company of the respective quarters ended June 30, 2024, September 30, 2024, December 31, 2024 and March 31, 2025 and no material discrepancies have been observed.

- (ii) The Company has made investments in mutual funds, debentures, bonds and other parties and also granted unsecured loans to employees, during the year, in respect of which:

- (a) The Company has granted loans to employees during the year, details of which are given below:

Particulars	Loans (Rs. Lakhs)
A. Aggregate amount granted / provided during the year	
- Employees	182
B. Balance outstanding as at balance sheet date in respect of above cases	
- Employees	49

- (b) The investments made and the terms and conditions of the grant of all the above-mentioned loans, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.
- (c) In respect of loans granted by the Company to employees, the schedule of repayment of principal has been stipulated and the repayments of principal amounts are regular as per stipulation.
- (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) No loans granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
- (f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii)(f) is not applicable.

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

- (iv) According to the information and explanation given to us, the Company has not granted any loans, or provided any guarantee or security that are covered under the provisions of Section 185 of the Companies Act, 2013. In respect of loans given and investments made by the Company during the year, the Company has complied with the provisions of Section 186 of the Companies Act, 2013.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- (vi) The maintenance of cost records has not been specified for the activities of the Company by the Central Government under section 148(1) of the Companies Act, 2013.
- (vii)(a) Undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income-tax, duty of customs, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities. We have been informed that the provisions of the Sales Tax, Service Tax, duty of Excise and Value Added Tax are not applicable to the Company.

There were no undisputed amounts payable in respect of Goods and Services tax, Provident Fund, Employees' State Insurance, Income-tax, duty of customs, cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes are given below:

Name of the statute	Nature of the Dues	Amount (Rs. In lakhs)	Amount paid under protest (Rs. In lakhs)	Period to which the Amount Relates	Forum where Dispute is pending
Income Tax Act, 1961	Income Tax	424.96	382.79	AY 2022-23	CIT(A)

- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during the year.
- (ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, not been used during the year for long-term purposes by the Company.
- (e) We report that the Company has neither taken any funds from any entity or person during the year nor it had any unutilised funds as at the beginning of the year of the funds raised through issue of shares or borrowings in the previous year and hence, reporting under clause (ix)(e) of the Order is not applicable.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiary.
- (x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company by its officers or employees 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 Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and up to the date of this report.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto December 31, 2024, and the internal audit reports issued after the balance sheet date covering the period January 01, 2025 to March 31, 2025 for the period under audit.

- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiary or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.

The Group does not have any CIC as part of the group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 015125N)

Rajesh Kumar Agarwal
(Partner)
(Membership No. 105546)
(UDIN 25105546BMLAHX3476)

Place: Gurugram
Date: May 26, 2025

Standalone Balance Sheet as at March 31, 2025
(All amounts in Rs. lakhs, unless stated otherwise)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
a) Property, plant and equipment	3	18,311	17,465
b) Right-of-use assets	4	20,203	14,697
c) Capital work-in-progress	5	30	8
d) Intangible assets	6	450	597
e) Financial assets			
i) Investments	7	12,231	12,029
ii) Other financial assets	8	1,465	4,073
f) Income tax assets (net)	9	554	1,531
g) Deferred tax assets (net)	33	2,604	2,542
h) Other non-current assets	10	864	495
Total non-current assets		56,712	53,437
Current assets			
a) Inventories	11	50,318	43,462
b) Financial assets			
i) Investments	7	13,790	12,073
ii) Trade receivables	12	41,618	37,008
iii) Cash and cash equivalents	13	90	56
iv) Bank balances other than cash and cash equivalents	14	3,369	672
v) Loans	15	49	61
vi) Other financial assets	8	1,581	1,330
c) Other current assets	10	4,717	3,647
Total current assets		1,15,532	98,309
TOTAL ASSETS		1,72,244	1,51,746
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	16	2,073	2,073
b) Other equity	17	81,337	77,549
Total equity		83,410	79,622

Liabilities			
Non-current liabilities			
a) Financial liabilities			
i) Lease liabilities	4	17,815	12,852
ii) Other financial liabilities	19	4,363	3,840
b) Other non-current liabilities	20	2,509	2,883
c) Provisions	21	137	122
Total non-current liabilities		24,824	19,697
Current liabilities			
a) Financial liabilities			
i) Borrowings	18	29,373	21,699
ii) Lease liabilities	4	4,933	3,646
iii) Trade payables			
- total outstanding dues of micro enterprises and small enterprises; and	22	3,461	3,428
- total outstanding dues of creditors other than micro enterprises and small enterprises	22	8,716	10,719
iv) Other financial liabilities	19	1,660	1,490
b) Other current liabilities	20	14,773	10,488
c) Provisions	21	1,094	957
Total current liabilities		64,010	52,427
TOTAL EQUITY AND LIABILITIES		1,72,244	1,51,746

The accompanying note forms an integral part of the standalone financial statements

In terms of our report attached
For Deloitte Haskins & Sells
 Chartered Accountants
 Firm's Registration No. 015125N

For and on behalf of the Board of Directors

Rajesh Kumar Agarwal
 Partner
 Membership No. 105546

Jawahar Lal Oswal
 Chairman and Managing Director
 DIN : 00463866

Sandeep Jain
 Executive Director
 DIN : 00565760

Place : Gurugram
 Date : May 26, 2025

Raj Kapoor Sharma
 Chief Financial Officer

Ankur Gauba
 Company Secretary
 Membership No. FCS10577

Place : Ludhiana
 Date : May 26, 2025

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

(All amounts in Rs. lakhs, unless stated otherwise)

Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
I Revenue from operations	23	1,10,041	1,06,191
II Other income	24	3,491	2,750
III Total income (I+II)		1,13,532	1,08,941
IV EXPENSES			
Cost of materials consumed	25	10,724	11,683
Purchases of stock-in-trade	26	53,405	47,127
Changes in inventories of finished goods, work-in-progress and stock-in-trade	27	(6,827)	2,199
Employee benefits expense	28	12,249	10,572
Finance costs	29	4,787	3,748
Depreciation and amortisation expense	30	6,017	5,122
Other expenses	31	21,936	20,316
Total expenses		1,02,291	1,00,767
V Profit before tax (III-IV)		11,241	8,174
VI Tax expense:	32		
- Current tax expense		3,307	2,387
- Deferred tax expense/(credit)		(46)	(314)
Total tax expense		3,261	2,073
VII Profit for the year (V-VI)		7,980	6,101
VIII Other comprehensive income / (loss)			
Items that will not be reclassified to profit or loss			
- Re-measurement gain / (loss) on defined benefit obligations		(51)	(9)
- Income tax relating to these items		13	2
- Net fair value loss on investment in perpetual bonds		(12)	1
- Income tax relating to these items		3	(0)
Other comprehensive income / (loss) for the year, net of tax		(47)	(6)
IX Total comprehensive income for the year		7,933	6,095
X Earnings per equity share (nominal value Rs. 10 each)	35		
Basic (Rs.)		38.49	29.43
Diluted (Rs.)		38.49	29.43

The accompanying note forms an integral part of the standalone financial statements

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Firm's Registration No. 015125N

For and on behalf of the Board of Directors

Rajesh Kumar Agarwal
Partner
Membership No. 105546

Jawahar Lal Oswal
Chairman and Managing Director
DIN : 00463866

Sandeep Jain
Executive Director
DIN : 00565760

Place : Gurugram
Date : May 26, 2025

Raj Kapoor Sharma
Chief Financial Officer

Ankur Gauba
Company Secretary
Membership No. FCS10577

Place : Ludhiana
Date : May 26, 2025

Standalone Statement of Cash flows for the year ended March 31, 2025
 (All amounts in Rs. lakhs, unless stated otherwise)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flow from operating activities:		
Profit before tax	11,241	8,174
Add: Adjustment for non-cash and non-operating items		
Depreciation and amortisation expense	6,017	5,122
Finance costs	4,787	3,748
Interest income	(1,930)	(1,563)
Gain on foreign exchange fluctuation	(2)	-
Impairment loss on investment (subsidiary)	119	-
Profit on sale of investments designated at fair value through profit or loss (FVTPL)	(29)	(130)
Loss on valuation of investment designated at fair value through other comprehensive income (FVOCI)	12	-
Profit on sale of property, plant and equipment (net)	(8)	(20)
Provision for credit impaired trade receivables written back	(257)	-
Provision for credit impaired trade receivables	-	313
Net effect of de-recognition of right-of-use asset and lease liability	(120)	-
Net gain arising on investment designated at fair value through profit or loss (FVTPL)	(957)	(875)
Sundry Balances written off	15	2
Operating profit before working capital changes	18,888	14,771
Adjusted for movement in:		
(Increase)/ Decrease in trade receivables	(4,368)	826
(Increase)/ Decrease in inventories	(6,856)	2,580
(Decrease) in trade payables	(1,973)	(5,250)
Increase/ (Decrease) in provisions	152	(33)
(Increase) in other financial and non-financial assets	(1,121)	(1,520)
Increase in other financial and non-financial liabilities	4,648	1,598
Cash outflow from operating activities before taxes	9,370	12,972
Direct taxes paid (net of refunds and demands)	(2,330)	(4,718)
Net cash generated from operating activities (A)	7,040	8,254
B. Cash flow from investing activities:		
Payment for Property, Plant and Equipment, Right of use assets and Intangible assets including capital advances, creditors for capital goods and Capital work-in-progress	(3,807)	(2,866)
Proceeds from disposal of property, plant and equipment	27	95
Purchase of investments	(4,939)	(5,125)
Purchase of equity shares in subsidiary	-	(700)
Proceeds from sale of investments	3,875	5,138
Fixed Deposits not considered as cash and cash equivalents		
-Placed	(735)	(723)
-Matured	681	3,057
Interest received	1,704	1,388
Net cash generated from /(used in) investing activities (B)	(3,194)	264

C. Cash flow from financing activities:		
Repayment of long-term borrowings	(270)	(600)
Proceeds from short-term borrowings (net of repayments)	7,944	1,830
Payment of principal portion of lease liabilities	(2,530)	(1,885)
Payment of interest portion of lease liabilities	(1,740)	(1,315)
Dividend paid	(4,149)	(4,146)
Finance cost paid	(3,067)	(2,406)
Net cash generated (used in)/from financing activities (C)	(3,812)	(8,522)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	34	(4)
Cash and cash equivalents at the beginning of the year	56	60
Cash and cash equivalents at the end of the year	90	56
Cash and cash equivalents (refer note 13) include:		
Cash on hand	90	56
Balance with banks	0	-
Total cash and cash equivalents	90	56

Notes :

- i) Refer note 48, for reconciliation of liabilities whose cash flow movements are disclosed as part of financing activities in the Statement of Cash Flows.

The accompanying note forms an integral part of the standalone financial statements

In terms of our report attached
For Deloitte Haskins & Sells
 Chartered Accountants
 Firm's Registration No. 015125N

For and on behalf of the Board of Directors

Rajesh Kumar Agarwal
 Partner
 Membership No. 105546

Jawahar Lal Oswal
 Chairman and Managing Director
 DIN : 00463866

Sandeep Jain
 Executive Director
 DIN : 00565760

Place : Gurugram
 Date : May 26, 2025

Raj Kapoor Sharma
 Chief Financial Officer

Ankur Gauba
 Company Secretary
 Membership No. FCS10577

Place : Ludhiana
 Date : May 26, 2025

Standalone Statement of changes in equity for the year ended March 31, 2025
(All amounts in Rs. lakhs, unless stated otherwise)

A. Equity share capital	Amount
Balance as at March 31, 2023	2,073
Add: Changes during the year	-
Balance as at March 31, 2024	2,073
Add: Changes during the year	-
Balance as at March 31, 2025	2,073

B. Other equity

	Reserves and Surplus					Other comprehensive income	Total
Particulars	Capital reserve *	Capital redemption reserve	Securities premium	General reserve	Retained earnings	Debt instruments through OCI	
Balance as at March 31, 2023	0	100	7,470	38,087	29,970	(24)	75,603
Profit for the year	-	-	-	-	6,101	-	6,101
Remeasurement of defined benefit obligations (net of tax)	-	-	-	-	(7)	-	(7)
Fair valuation of investment in perpetual bonds (net of tax)	-	-	-	-	-	1	1
Total comprehensive income for the year	-	-	-	-	6,093	1	6,094
Dividends	-	-	-	-	(4,147)	-	(4,147)
Balance as at March 31, 2024	0	100	7,470	38,087	31,915	(23)	77,549
Profit for the year	-	-	-	-	7,980	-	7,980
Remeasurement of defined benefit obligations (net of tax)	-	-	-	-	(38)	-	(38)
Fair valuation of investment in perpetual bonds (net of tax)	-	-	-	-	-	(9)	(9)
Total comprehensive income for the year	-	-	-	-	7,942	(9)	7,933
Dividend	-	-	-	-	(4,146)	-	(4,146)
Balance as at March 31, 2025	0	100	7,470	38,087	35,712	(32)	81,337

* Balance as at March 31, 2023, March 31, 2024 and March 31, 2025 is less than Rs 1 Lakh, accordingly appearing as Nil.
The accompanying note forms an integral part of the standalone financial statements

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Firm's Registration No. 015125N

For and on behalf of the Board of Directors

Rajesh Kumar Agarwal
Partner
Membership No. 105546

Jawahar Lal Oswal
Chairman and Managing Director
DIN : 00463866

Sandeep Jain
Executive Director
DIN : 00565760

Place : Gurugram
Date : May 26, 2025

Raj Kapoor Sharma
Chief Financial Officer

Ankur Gauba
Company Secretary
Membership No. FCS10577

Place : Ludhiana
Date : May 26, 2025

Notes to standalone financial statements for the year ended March 31, 2025

(All amounts in Rs. lakhs, unless stated otherwise)

1 General Information

Monte Carlo Fashions Limited (the "Company") is a public company limited by shares incorporated under the provisions of the Companies Act, 1956 on 1 July 2008 and is domiciled in India. The Company's registered office is at B-XXIX-106, G.T. Road, Sherpur, Ludhiana, Punjab. Its shares are listed on both BSE Limited and National Stock Exchange of India Limited. The Company is engaged in manufacturing of designer woolen/cotton readymade apparels and trading of readymade apparels including blankets under its brand "MONTE CARLO" which has also been recognised as a "SUPERBRAND".

2 Material Accounting Policies

2.1. Statement of Compliance

The standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The board of directors have considered the financial position of the Company as at March 31, 2025 and the projected cash flows and financial performance of the Company for at least twelve months from the date of approval of these financial statements.

The standalone financial statements of the Company are presented in Indian Rupee ('INR') and all values are rounded to the nearest lakhs (INR 00,000), except when otherwise indicated.

2.2. Basis of Preparation and Presentation

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

All assets and liabilities have been classified as current or non-current according to the Company's operating cycle and other criteria set out in the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current non-current classification of assets and liabilities.

The principal accounting policies are set out below.

2.3. Use of Estimates and Judgements

The preparation of standalone financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods affected.

2.4. Inventory

Inventories are initially recognised at the lower of cost and net realisable value (NRV).

Cost incurred in bringing each product to its present location and condition are accumulated as follows:

- **Raw materials and stores and spares:** Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average cost method basis.
- **Work-in-progress:** Cost is determined at raw material cost plus conversion costs depending upon the stage of completion.

- **Manufactured finished goods:** Manufactured finished goods are stated at the lower of cost or market value. Cost is determined using actual cost method of valuation in which cost of inventories comprises costs of purchase, costs of conversion and other attributable costs incurred in bringing them to their respective present location and condition.
- **Traded finished goods:** Traded finished goods are stated at the lower of cost or market value. Cost is determined using the weighted average cost basis and includes the purchase price and attributable direct costs.

Initial cost of inventories includes import duties, non-refundable taxes, transport and handling costs and any other directly attributable costs, less trade discounts, rebates and similar items.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

2.5. Property, plant and equipment

Recognition

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of property, plant and equipment that are not yet ready for their intended use at the reporting date. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the Statement of Profit or Loss as incurred.

Transition to Ind AS

On transition to Ind AS, the Company had elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 01, 2016 measured as per the previous GAAP and used that carrying value as the deemed cost of the property, plant and equipment.

Depreciation

Depreciation on property, plant and equipment is provided on the written down value method arrived on the basis of the useful life prescribed under Schedule II of the Companies Act, 2013 except for Plant and machinery used in factory.

The estimated useful life of Plant and machinery used in factory have been assessed based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support etc.

The following useful life of assets has been taken by the Company:

Tangible assets	Useful life
Building	30 years
Plant and machinery – factory	9-10 years
Plant and machinery - Other than factory	15 years
Furniture and fixtures	10 years
Vehicles	8 years and 10 years
Office equipment	5 years
Computer equipment	3 years and 6 years

De-recognition

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is de-recognised.

2.6. Intangible assets

Recognition

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Amortisation

Intangible assets are amortised on straight-line basis over the useful life as estimated by the management.

Intangible assets	Useful life
Software	5 years

De-recognition

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit or Loss when the asset is derecognised.

2.7. Impairment of non-financial assets

The carrying values of assets/cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognised in the statement of profit and loss, to the extent the amount was previously charged to the statement of profit and loss.

2.8. Functional and presentation currency

The standalone financial statements are presented in Indian Rupees (Rs.), which is also the Company's functional currency.

Initial recognition

Transactions in foreign currencies are initially recorded by the Company at its functional currency spot rates at the date the transaction first qualifies for recognition.

Subsequent measurement

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 recognised in the Statement of Profit or Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is

determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in other comprehensive income (OCI) or profit or loss are also recognised in OCI or profit or loss, respectively).

2.9. Fair value measurement

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

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

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.10. Revenue recognition

Sale of goods:

Revenue from contracts with customers is recognised when control of the goods is transferred to the customer on satisfaction of performance obligations. The Performance obligations as per contracts with customers are fulfilled at the time of dispatch or delivery of goods depending upon the terms agreed with customer.

The Company has concluded that revenue arrangements with its business partners/customers are on principal to principal basis.

Revenue towards satisfaction of performance obligation is measured at the amount of transaction price (net of variable consideration and provision for sales returns) allocated to that performance obligation.

Amounts disclosed as revenue are net of returns and trade discounts, rebates, incentives, etc. The

Company collects goods and services tax on behalf of the government and therefore, these are not economic benefits flowing to the Company. Hence, these are excluded from the revenue.

Variable consideration includes trade discounts, rebates and incentives, etc. The Company uses its accumulated historical experience to estimate the variable consideration using the expected value method.

Under the Company's standard contract terms, customers have a right of return goods as per Company's policy. At the point of sale, a refund liability and a corresponding adjustment to revenue is recognised for those products expected to be returned. At the same time, the Company has a right to recover the product when customers exercise their right of return; consequently, the Company recognises a right-to-returned-goods asset and a corresponding adjustment to change in inventory. The Company uses its accumulated historical experience to estimate the goods that will be returned using the expected value method because this method best predicts the amount of returns to which the Company will be entitled.

Interest income:

Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable.

For all financial assets measured at amortised cost, interest income is recorded using the effective interest rate (EIR) i.e. the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial assets. The future cash flows include all other transaction costs paid or received, premiums or discounts if any, etc.

Insurance and other claims

Revenue in respect of claims is recognised when no significant uncertainty exists with regard to the amount to be realised and the ultimate collection thereof.

2.11. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

2.12. Financial instruments

Financial instruments are recognised when the Company becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

If the Company determines that the fair value at initial recognition differs from the transaction price, the Company accounts for that instrument at that date as follows:

- at the measurement basis mentioned above if that fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation technique that uses only data from observable markets. The Company recognises the difference between the fair value at initial recognition and the transaction price as a gain or loss.
- in all other cases, at the measurement basis mentioned above, adjusted to defer the difference between the fair value at initial recognition and the transaction price. After initial recognition, the Company recognises that deferred difference as a gain or loss only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability.

Subsequent measurement of financial assets and financial liabilities is described below.

Financial assets

Classification and subsequent measurement

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

- i. **Financial assets at amortised cost** – a financial instrument is measured at amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest method.

- ii. **Financial assets carried at fair value through other comprehensive income (FVTOCI)** - A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling the financial asset. Fair value movements are recognised in the other comprehensive income (OCI). However, the Company recognises interest income, impairment losses and reversals in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to the statement of profit and loss.
- iii. **Financial assets carried at fair value through Profit or Loss (FVTPL)** - Financial assets that do not meet the amortised cost criteria or fair value through other comprehensive income criteria are measured at fair value through profit or loss.

Investment in Mutual funds— All Investments in mutual funds in scope of Ind-AS 109 are measured at fair value through profit and loss (FVTPL).

Investments in equity instruments — The Company subsequently measures all equity investments (other than subsidiaries) at fair value (either through profit or loss or through other comprehensive income). Dividends from such investments are recognised in the Statement of Profit or Loss as other income when the Company's right to receive payments is established.

De-recognition of financial assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Financial liabilities

Subsequent measurement

After initial recognition, the financial liabilities, other than derivative liabilities, are subsequently measured at amortised cost using the effective interest method.

Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The effect of EIR amortisation is included as finance costs in the statement of profit and loss.

Derivative liabilities - All derivative liabilities are measured at fair value through profit and loss (FVTPL).

De-recognition of financial liabilities

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

2.13. Retirement and other employee benefits

Defined contribution plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service. The Company has no obligation other than the contribution payable to the Provident Fund.

Defined benefit plans

The Company operates a defined benefit gratuity plan in India. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit liability are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Other short term benefits

Expense in respect of other short-term benefits is recognised on the basis of amount paid or payable for the period during which services are rendered by the employees.

2.14. Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of reimbursement (if any).

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the standalone financial statements.

Contingent assets are not recognised. However, when inflow of economic benefits is probable, related asset is disclosed.

2.15. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Potential ordinary shares shall be treated as dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations.

2.16. Leases

The Company's lease asset classes primarily consist of leases for showrooms taken on rent. The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination, including: whether there are significant penalties to terminate (or not extend); whether any leasehold improvements are expected to have a significant remaining value; historical lease durations; the importance of the underlying asset to the Company's operations; and the costs and business disruption required to replace the leased asset. The Company typically exercises its option to renew (or does not exercise its option to terminate) for the leases because there will be a negative effect on the sale of its products if a replacement is not readily available and also due to the cost of the leasehold improvements.

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

- (i) the contract involves the use of an identified asset,
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease, and
- (iii) the Company has the right to direct the use of the asset.

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

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

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

2.17. Income taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are

enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits (Minimum alternate tax credit entitlement) and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.18. Non-current assets or disposal group held for sale

The Company classifies non-current assets and disposal groups as held for sale/ distribution to owners if their carrying amounts will be recovered principally through a sale/ distribution rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales/ distribution of such assets (or disposal groups), its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset highly probable when:

- The appropriate level of management is committed to a plan to sell the asset (or disposal group),
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,

- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

2.19. Government grants and subsidies

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant or subsidy relates to revenue, it is recognised as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognised as deferred income and released to income in equal amounts over the expected useful life of the related asset.

2.20. Segment reporting

The Company's business operation comprises of single operating segment of manufacturing/trading of textile garments. Operating segment has been identified on the basis of nature of products and reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker ('CODM').

2.21. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

2.22. Cash dividend distribution to equity holders

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

2.23. Significant accounting judgements, estimates and assumptions

In the application of the Company's accounting policies, which are described as stated above, the Board of Directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Key sources of uncertainty

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

Right to recover returned goods and refund liabilities

The methodology and assumptions used to estimate expected sales return involves significant judgments by the Management. Such estimates are monitored and adjusted regularly in the light of contractual and legal obligations, historical trend and past experience. Once the uncertainty associated with the expected sales returns is resolved, revenue is adjusted accordingly.

Provision for discount

At each balance sheet date, management estimates the adequacy of provision for discounts to be given to its customers on the sales made by the Company on the basis of historical trend, past experience and discount policies.

Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future, salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Useful lives of depreciable property, plant and equipment and intangible assets

Management reviews the useful lives of depreciable/amortisable assets at each reporting date.

As at March 31, 2025 management assessed that the useful lives represent the expected utility of the assets to the Company.

Recoverability of advances/receivables

At each balance sheet date, management assess recoverability of advances/receivables based on ageing and credit risk to determine the adequacy of allowances for doubtful receivables / advances.

2.24. Applicability of New and Revised Ind AS

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. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

Notes to standalone financial statements for the year ended March 31, 2025

(All amounts in Rs. lakhs, unless stated otherwise)

3 Property, plant and equipment

Particulars	As at March 31, 2025	As at March 31, 2024
Carrying amount of		
Freehold land	5,067	3,875
Buildings	8,272	8,929
Plant and equipment	3,075	3,107
Office equipment	315	287
Furniture and fixtures	599	444
Leasehold Improvement	491	266
Vehicles	492	556
	18,311	17,465

Particulars	Freehold land	Buildings	Plant and equipment	Office equipment	Furniture and fixtures	Leasehold Improve- ment	Vehicles	Total
Cost / Deemed Cost								
Balance at March 31, 2023	3,875	11,927	11,620	592	877	-	926	29,817
Addition	-	2,647	321	224	255	284	426	4,157
Disposal	-	(12)	(483)	(16)	(13)	-	(189)	(713)
Balance as at March 31, 2024	3,875	14,562	11,458	800	1,119	284	1,163	33,261
Addition	1,192	200	841	196	310	296	154	3,189
Disposal	-	(0)	(164)	(58)	(10)	-	(87)	(319)
Balance as at March 31, 2025	5,067	14,762	12,135	938	1,419	580	1,230	36,131
Accumulated depreciation								
Balance at March 31, 2023	-	4,853	7,857	422	591	-	553	14,276
Depreciation expense	-	788	950	106	96	18	200	2,158
Disposal	-	(8)	(456)	(15)	(13)	-	(145)	(638)
Balance as at March 31, 2024	-	5,633	8,351	513	674	18	608	15,796
Depreciation expense	-	857	863	166	155	71	211	2,323
Disposal	-	(0)	(154)	(56)	(10)	-	(80)	(300)
Balance as at March 31, 2025	-	6,490	9,060	623	819	89	739	17,820
Carrying amount								
Balance at March 31, 2023	3,875	7,074	3,763	170	286	-	373	15,541
Addition	-	2,647	321	224	255	284	426	4,157
Disposal	-	(4)	(27)	(1)	(1)	-	(43)	(75)
Depreciation expense	-	(788)	(950)	(106)	(96)	(18)	(200)	(2,158)
Balance as at March 31, 2024	3,875	8,929	3,107	287	444	266	556	17,465
Addition	1,192	200	841	196	310	296	154	3,189
Disposal	-	(0)	(10)	(2)	(0)	-	(7)	(19)
Depreciation expense	-	(857)	(863)	(166)	(155)	(71)	(211)	(2,323)
Balance as at March 31, 2025	5,067	8,272	3,075	315	599	491	492	18,311

Notes:

- Refer note 34 for disclosure of capital commitments for the acquisition of property, plant and equipment.
- Refer note 36 for disclosure of assets held as security.
- Details of immovable properties whose title deeds are not held in the name of the Company as at the balance sheet date

Description of Item of Property	Carrying Value	Period held since	Reason for not being held in the name of the Company
Land - 160 Sq yds at G. T. Road, Sherpur, Ludhiana	33	12 years	Purchased through sales agreement, however mutation of title deeds in the name of the Company is pending.
Land - 20 Sq yds at G. T. Road, Sherpur, Ludhiana	7	11 years	

Except for above, the title deeds of all immovable properties are held in the name of the Company.

iv) The Company has not revalued its Property, plant and equipment during the year.

4 Right-of-use assets and lease liabilities

The Company has entered into various lease agreements for acquiring space for Exclusive Brand Stores. Such lease contracts include monthly fixed payments for rentals. The lease contracts are generally cancellable at the option of lessee during the lease tenure after the completion of non-cancellable period. There are no significant restrictions imposed under the lease contracts.

The following table presents the reconciliation of changes in the carrying value of Right-of-use assets (ROU) assets for the year ended March 31, 2025 and March 31, 2024:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	14,697	11,813
Addition for new leases	9,625	5,866
Deletions for terminated leases	(584)	(177)
Depreciation expense (recognised in Statement of Profit and Loss)	(3,535)	(2,805)
Balance as at the year end	20,203	14,697

Right-of-use asset assets are amortised from the commencement date on a straight-line basis over the lease term. The aggregate depreciation expense on Right-of-use asset assets is included under depreciation and amortisation expense in the Statement of Profit and Loss

The following is the break-up of current and non-current lease liabilities:-

Particulars	As at March 31, 2025	As at March 31, 2024
Financial liabilities at amortised cost		
Non-current lease liabilities	17,815	12,852
Current lease liabilities	4,933	3,646
	22,748	16,498

The following is the movement in lease liabilities :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	16,498	12,945
Addition for new leases	9,485	5,714
Impact of lease derecognised	(704)	(196)
Interest expense on lease liabilities (recognised in Statement of Profit and Loss)	1,739	1,315
Payment of lease liabilities (Cash outflow for leases)	(4,270)	(3,280)
Balance as at the year end	22,748	16,498

Rent expense recorded towards short term and variable lease payments amounts to Rs. 453 lakhs (Previous year: Rs. 359 Lakhs)

The maturity analysis of lease liabilities is disclosed in Note 39.

5 Capital work-in-progress

(a) Changes in Capital work-in-progress are as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	8	1,937
Additions during the year	812	933
Transfer to Property, plant and equipment	(790)	(2,862)
Balance as at the year end	30	8

(b) Capital work-in-progress ageing schedule

Projects in progress	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
As at March 31, 2025	30	-	-	-	30
As at March 31, 2024	8	-	-	-	8

(c) There are no overdue or cost overrun projects compared to its original plan and no projects which are temporarily suspended as at March 31, 2025 and March 31, 2024.

Notes:

i) Refer note 36 for disclosure of assets held as security.

6 Intangible assets

Particulars	Software (Acquired)	Total
Cost / Deemed Cost		
Balance as at March 31, 2023	998	998
Addition	19	19
Disposal	-	-
Balance as at March 31, 2024	1,017	1,017
Addition	12	12
Disposal	-	-
Balance as at March 31, 2025	1,029	1,029
Accumulated amortisation		
Balance as at March 31, 2023	261	261
Amortisation expense	159	159
Disposal	-	-
Balance as at March 31, 2024	420	420
Amortisation expense	159	159
Disposal	-	-
Balance as at March 31, 2025	579	579
Carrying amount		
Balance as at March 31, 2023	737	737
Addition	19	19
Disposal	-	-
Amortisation expense	(159)	(159)
Balance as at March 31, 2024	597	597
Addition	12	12
Disposal	-	-
Amortisation expense	(159)	(159)
Balance as at March 31, 2025	450	450

7 Non-current investments

Particulars	Units as at March 31, 2025	Units as at March 31, 2024	As at March 31, 2025		As at March 31, 2024	
			Non Current	Current	Non Current	Current
Category-wise investments						
Investment in equity instruments			1,451	-	1,570	-
Investment in debentures/bonds			10,141	1,760	10,059	1,002
Investment in mutual funds			-	12,030	-	11,071
Investment in Alternative Investment funds			639	-	400	-
			12,231	13,790	12,029	12,073
7.1 Investment in equity instruments carried at cost						
Investment in Subsidiary - Unquoted						
Monte Carlo Home Textiles Limited (Face Value of Rs. 10 each)	1,57,00,000	1,57,00,000	1,570	-	1,570	-
Less: Impairment in value of investment			119			
			1,451	-	1,570	-

7.2	Particulars	Units as at March 31, 2025	Units as at March 31, 2024	As at March 31, 2025		As at March 31, 2024	
				Non Current	Current	Non Current	Current
	Investments in debentures/bonds						
	Investments carried at fair value through other comprehensive income (FVTOCI) - Quoted						
	Bonds						
	Bank of Baroda ASR XVI 8.15 BD Perpetual having Face Value of Rs. 10 Lakhs each	10	10	-	100	100	-
	Canara Bank SR III 8.50 BD Perpetual having Face Value of Rs. 10 Lakhs each	10	10	-	100	100	-
	Indian Bank SR IV 8.44 LOA Perpetual having Face Value of Rs. 10 Lakhs each	10	10	100	-	100	-
	National Highways Authority of India SRI 7.26 BD 10 AG38 having Face Value of Rs. 10 Lakhs each	30	30	307	-	314	-
	Punjab National Bank SR XIV 8.50 LOA Perpetual having Face Value of Rs. 1 crore each	2	2	200	-	200	-
	State Bank of India SRI 7.72 BD Perpetual having Face Value of Rs. 1 crore each	6	6	618	-	620	-
	State Bank of India SR II 7.73 BD Perpetual having Face Value of Rs. 10 Lakhs each	30	30	-	311	314	-
	Debentures						
	Tata International Limited 9.10 LOA having Face Value of Rs. 10 Lakhs each	100	100	-	1,000	1,000	-
	Tata Motors Finance Limited SR B 10 NCD 29MR29 having Face Value of Rs. 10 Lakhs each	40	40	400	-	400	-
				1,625	1,511	3,148	-
	Investments carried at amortised cost - Quoted						
	Bonds						
	Government of India 11007 GOI 05DC30 8.97 having Face Value of Rs. 100 each	2,29,000	2,29,000	250	-	250	-
	National Bank for agriculture and rural development SR-IIA 7.35 BD 23MR31 having Face Value of Rs. 1,000 each	20,000	20,000	223	-	223	-
	Punjab National Bank SR XV, 8.75% LOA Perpetual having Face Value of Rs. 1 crore each	2	2	200	-	200	-

U.P. Power Corporation Limited SR I STRPP D 9.70 BD 31MR28 having Face Value of Rs. 10 Lakhs each	20	20	200	-	200	-
GOI Loan 2036, 7.54%	10,00,000	10,00,000	1,017	-	1,017	-
Debentures						
Adani Enterprises Limited SR B BR NCD 25AP24 having Face Value of Rs. 10 Lakhs each	-	30	-	-	-	299
A.K. Capital Finance Limited SR 1 BR NCD 26MY24 having Face Value of Rs. 10 Lakhs each	-	20	-	-	-	200
TMF Holdings Limited SR B 7.3029 NCD Perpetual having Face Value of Rs. 10 Lakhs each	50	50	478	-	478	-
Tata Capital Financial Services Limited SR A FY22-23 OPT II 7.65 NCD 29AP32 having Face Value of Rs. 10 Lakhs each	30	30	301	-	301	-
LIC Housing Finance Limited TR 421 7.90 NCD 23JU27 having Face Value of Rs. 10 Lakhs each	50	50	501	-	501	-
Motilal Oswal Finvest Limited SR I1 BR LOA 20DC24 having Face Value of Rs. 10 Lakhs each	-	30	-	-	-	301
Incred Financial Services Limited SR II 9.80 NCD 02MY25 having Face Value of Rs. 1,000 each	10,000	10,000	-	100	100	-
A.K. Capital Finance Limited MLD 2 BR NCD 27JU24 having Face Value of Rs. 10 Lakhs each	-	20	-	-	-	202
Agilemed Investments Private Limited Secured Unrated Unlisted redeemable NCD Series A having Face Value of Rs.10 Lakh each	100	100	978	-	978	-
Hella Infra Market Pvt Ltd#10.57% SEC GRT SNR Tax NCUM RTD RED PRN PRT NCD SR 2 PP having face value of Rs. 10,000 each	7,000	7,000	274	-	663	-
10% Adani Airport Holdings Ltd. Redeemable NCD Series II having face value of 1 lakh each	5,000	5,000	500	-	500	-
Series A, Senior Secured, NCD unrated and unlisted (Bemco Pvt. Ltd.) having face value of Rs. 10 lakh each	50	50	500	-	500	-
Series A, Senior Secured, NCD unrated and unlisted (Betul Wind Farms Pvt. Ltd.) having face value of Rs. 10 lakh each	100	100	995	-	1,000	-
Matrix Pharma Private Limited IIA 10.80 NCD 04AG25 having face value of Rs.1 Lakhs each	300	-	-	149	-	-
9.35% A K Capital Finance Limited 2027	300	-	300	-	-	-
Sharp Agricom Limited Secured Unrated Unlisted Redeemable Non Convertible Debentures having face value of Rs. 10 lakh each	20	-	200	-	-	-
Whizdm Finance Private Limited 12.73 NCD 15Ap26 having face value of Rs. 50 lakh each	10	-	500	-	-	-
Vikran Engineering Limited TR 2 12 NCD 10Ap26 having face value of Rs. 50 lakh each	6	-	299	-	-	-
Casagrand Hyderwise Private Limited SRI 10 NCD 31Dc29 having face value of Rs. 1 lakh each	200	-	200	-	-	-
Valley Iron & Steel Company Limited NCD having face value of Rs. 10 lakh each	60	-	600	-	-	-
			8,516	249	6,911	1,002
			10,141	1,760	10,059	1,002

7.3 Investment in mutual funds

Investments carried at fair value through profit or loss (FVTPL) - Quoted						
ICICI Prudent ial corporate bond fund - Direct Plan - Growth having face value of Rs. 10 each	52,82,959	52,82,959	-	1,614	-	1,485
ICICI Prudential banking and PSU debt fund -Direct Plan - Growth having face value of Rs. 10 each	8,46,178	8,46,178	-	282	-	260
Bandhan Regular Saving Fund-Growth-(Direct Plan) [erstwhile IDFC Regular Saving Fund-Growth-Direct Plan] having face value of Rs. 10 each	36,08,935	36,08,935	-	1,253	-	1,158
Bandhan Banking & PSU Debt Fund-Direct Plan-Growth [erstwhile IDFC Banking & PSU Debt Fund-Direct Plan-Growth] having face value of Rs. 10 each	53,60,422	53,60,422	-	1,329	-	1,228

Bandhan Corporate Bond Fund Direct Plan -Growth [erstwhile IDFC Corporate Bond Fund - Direct plan - Growth] having face value of Rs. 10 each	33,05,532	33,05,532	-	640	-	589
Bandhan CRISIL IBX Gilt June 2027 Index Fund Direct Plan-Growth [erstwhile IDFC CRISIL IBX Gilt June 2027 Index Fund Direct Plan -Growth] having face value of Rs. 10 each	19,99,900	19,99,900	-	254	-	235
Bandhan Bond Fund -Medium Term Plan -Growth-Direct Plan [Idfc Bond Fund -Medium Term Plan - Growth-Direct Plan] having face value of Rs. 10 each	10,32,215	10,32,215	-	503	-	463
Bandhan Bond Fund -Short Term Plan -Growth-Direct Plan [erstwhile IDFC Bond Fund -Short term Plan] having face value of Rs. 10 each	10,76,466	10,76,466	-	643	-	591
HDFC corporate bond fund - direct plan - growth option having face value of Rs. 10 each	74,94,036	74,94,036	-	2,439	-	2,239
ICICI prudential bond fund - Direct plan - Growth having face value of Rs. 10 each	8,35,094	8,35,094	-	349	-	319
AXIS Short Term Fund-Direct Plan-Growth having face value of Rs. 10 each	11,89,680	11,89,680	-	392	-	360
Kotak Corporate Bond Fund Direct Growth having face value of Rs. 1,000 each	27,038	27,038	-	1,040	-	956
SBI Dynamic Bond Fund- Direct plan - Growth option having face value of Rs. 10 each	3,49,170	3,49,170	-	134	-	123
SBI Corporate Bond Fund - Direct Plan-Growth having face value of Rs. 10 each	74,19,569	74,19,569	-	1,158	-	1,065
			-	12,030	-	11,071
7.4 Investment in Alternative Investment Fund through profit or loss (FVTPL) - Unquoted						
A K Securitization & Credit Opportunities Fund II	1,000	780	500	-	390	-
UTI Structured Debt Opportunities Fund III - Class F1	95,566	9,746	99	-	10	-
Incred Special Opportunities Fund I	40,000	-	40	-	-	-
			639	-	400	-
Total Investments			12,231	13,790	12,029	12,073
Aggregate book value of quoted investments			10,141	13,790	10,059	12,073
Aggregate market value of quoted investments			10,141	13,790	10,059	12,073
Aggregate carrying value of unquoted investments (net of impairment)			2,090	-	1,970	-
Aggregate value of impairment of investments			119	-	-	-

Details of investment in subsidiary company

Detail of Companies subsidiary at the end of the reporting period are as follows:

Name of Company	Relationship	Place of incorporation and principal place of business	Proportion of ownership interest and voting rights held by Company	
			31-Mar-25	31-Mar-24
Monte Carlo Home Textiles Limited	Wholly Owned Subsidiary	India	100%	100%

Notes:

i) Refer note 36 for disclosure of assets held as security.

8 Other financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
Financial assets carried at amortised cost (Unsecured and considered good, unless otherwise stated)		
Non-Current		
Fixed deposits with banks more than 12 months maturity *	40	2,686
Security deposits	1,425	1,387
	1,465	4,073

Current		
Interest accrued but not due on fixed deposits, bonds and debentures	859	633
Recoverable from related party (refer note 42)	157	-
Others recoverable **	565	697
	1,581	1,330

* Includes Rs. 40 lakhs (March 31, 2024: Rs. 31 Lakhs) pledged against the utilisation of non fund based limits.

** Includes recoverable from commission agents and interest receivables from customers.

Notes:

i) Refer note 36 for disclosure of assets held as security.

9 Income tax assets (net)

Particulars	As at March 31, 2025	As at March 31, 2024
Income tax assets (net)		
Income tax receivable (net)	554	1,531

10 Other assets

Particulars	As at March 31, 2025	As at March 31, 2024
(Unsecured and considered good, unless otherwise stated)		
Non-Current		
Capital advances	861	493
Prepaid expenses	3	2
	864	495
Current		
Advances to suppliers	1,324	1,264
Prepaid expenses	345	203
Balances with statutory and government authorities		
- Considered good	2,974	2,054
- Considered doubtful	9	9
Less: Allowances for doubtful balances with statutory and government authorities	(9)	(9)
Others recoverable	74	126
	4,717	3,647

Note:

i) Refer note 36 for disclosure of assets held as security.

11 Inventories

Particulars	As at March 31, 2025	As at March 31, 2024
(Valued at lower of cost and net realisable value)		
Raw materials	3,942	3,873
Work-in-progress	1,091	766
Finished goods	13,055	13,935
Stock-in-trade	23,137	17,582
Stores and spares	1,081	1,121
Right to recover returned goods	8,012	6,185
	50,318	43,462
Inventory includes in transit inventory of:		
Raw materials	112	-
Stock-in-trade	613	-

Note:

i) Refer note 36 for disclosure of assets held as security.

ii) The cost of inventories recognised as an expense during the year in respect of continuing operations was Rs. 78,912 Lakhs (previous year Rs. 81,090 Lakhs).

iii) The cost of inventories recognised as an expense includes Rs. 84 Lakhs (previous year Rs. 111 Lakhs) in respect of write-downs of inventory to net realisable value.

12 Trade receivables

Particulars	As at March 31, 2025	As at March 31, 2024
Receivable from related parties (refer note 42)		
- Unsecured, considered good	-	-
Receivable from others		
- Unsecured considered good	41,618	37,008
- Significant increase in Credit risk	318	581
Less:- Allowances for expected credit loss	(318)	(581)
	41,618	37,008

Notes:

i) Trade Receivables ageing schedule

Particulars	Undisputed Trade receivables			Allowances for expected credit loss	Net Balance at year end
	Considered good	Significant increase in credit risk	Total		
Ageing of Receivables from due date of payment as at March 31, 2025					
Not Due	14,158	-	14,158	-	14,158
Less than 6 months	25,702	-	25,702	-	25,702
6 months to 1 year	1,273	-	1,273	-	1,273
1 to 2 years	485	92	577	92	485
2 to 3 years	-	77	77	77	-
More than 3 years	-	149	149	149	-
	41,618	318	41,936	318	41,618
Ageing of Receivables from due date of payment as at March 31, 2024					
Not Due	13,660	-	13,660	-	13,660
Less than 6 months	22,395	-	22,395	-	22,395
6 months to 1 year	809	-	809	-	809
1 to 2 years	144	265	409	265	144
2 to 3 years	-	134	134	134	-
More than 3 years	-	182	182	182	-
	37,008	581	37,589	581	37,008

ii) The Company has used a practical expedient for the purpose of computing lifetime expected credit loss allowance ("ECL") for trade receivables which is based on historical credit loss experience and adjustments for forward looking information. 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 recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its recognition.

The movement in allowance for lifetime expected credit loss on customer balances is as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	581	398
Add: Allowance provided during the year	(257)	313
Less: Amount written off during the year	6	130
Balance at the end of the year	318	581

iii) Refer note 36 for disclosure of assets held as security.

13 Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Cash on hand	90	56
Balance with banks in current account*	0	-
	90	56

* Balance is less than Rs 1 Lakh, accordingly appearing as Nil.

14 Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Unclaimed dividend accounts (earmarked)	18	22
Deposits with banks with original maturity of more than three months but less than twelve months from the date of Balance Sheet	3,351	650
	3,369	672

15 Loans

Particulars	As at March 31, 2025	As at March 31, 2024
Financial assets carried at amortised cost (Unsecured and considered good, unless otherwise stated)		
Current		
Loan to employees	49	61
	49	61

16 Equity share capital

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount	No. of shares	Amount
Authorised				
Equity shares of Rs. 10 each with voting rights	2,50,00,000	2,500	2,50,00,000	2,500
	2,50,00,000	2,500	2,50,00,000	2,500
Issued, subscribed and fully paid up				
Equity shares of Rs. 10 each with voting rights	2,07,32,064	2,073	2,07,32,064	2,073
	2,07,32,064	2,073	2,07,32,064	2,073

Notes:
i) Reconciliation of the number of shares outstanding at the beginning and at the end of the year:

	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount	No. of shares	Amount
Equity shares with voting rights				
Shares outstanding at the beginning of the year	2,07,32,064	2,073	2,07,32,064	2,073
Movement during the year	-	-	-	-
Shares outstanding at the end of the year	2,07,32,064	2,073	2,07,32,064	2,073

ii) Rights, preferences and restrictions attached to equity shares:

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iii) Details of shares held by the holding Company

There is no Holding / Ultimate Holding Company of the Company.

iv) Details of shares held by each shareholder holding more than 5% shares:

	As at March 31, 2025		As at March 31, 2024	
	No. of shares	% of shareholding	No. of shares	% of shareholding
Girnar Investments Limited	33,22,328	16.03%	66,44,656	32.05%
Parshav Investment and Trading Company Limited	33,22,328	16.03%	-	0.00%
Nagdevi Trading and Investment Company Limited	50,07,192	24.15%	50,07,192	24.15%
Nahar Capital and Financial Services Limited	16,51,215	7.96%	16,51,215	7.96%
	1,33,03,063	64.17%	1,33,03,063	64.17%

v) Details of Shares held by promoters at the end of the year:

	As at March 31, 2025		As at March 31, 2024		% Change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
Girnar Investment Ltd	33,22,328	16.03%	66,44,656	32.05%	-16.03%
Parshav Investment and Trading Company Limited	33,22,328	16.03%	-	0.00%	16.03%
Nagdevi Trading and Investment Company Limited	50,07,192	24.15%	50,07,192	24.15%	0.00%
Nahar Capital and Financial Services Limited	16,51,215	7.96%	16,51,215	7.96%	0.00%
Monica Oswal	5,15,837	2.49%	5,15,837	2.49%	0.00%
Ruchika Oswal	5,15,838	2.49%	5,15,838	2.49%	0.00%
Vanaik Investors Ltd.	4,09,273	1.97%	4,09,273	1.97%	0.00%
Jawahar Lal Oswal	1,05,059	0.51%	1,05,059	0.51%	0.00%
Abhilash Oswal	1,02,583	0.49%	1,02,583	0.49%	0.00%
Oswal Woolen Mills Ltd.	75,642	0.36%	75,642	0.36%	0.00%
Atam Vallabh Financiers Ltd.	67,106	0.32%	67,106	0.32%	0.00%
Vardhman Investments Ltd.	49,718	0.24%	49,718	0.24%	0.00%
Abhinav Oswal	10,500	0.05%	10,500	0.05%	0.00%
Rishabh Oswal	10,500	0.05%	10,500	0.05%	0.00%
Kamal Oswal	1,000	0.00%	1,000	0.00%	0.00%
Dinesh Oswal	1,000	0.00%	1,000	0.00%	0.00%
Sambhav Oswal	500	0.00%	500	0.00%	0.00%
Tanvi Oswal	500	0.00%	500	0.00%	0.00%
Manisha Oswal	500	0.00%	500	0.00%	0.00%
Ritu Oswal	500	0.00%	500	0.00%	0.00%
Sanjana Oswal	500	0.00%	500	0.00%	0.00%

vi) The Company has not issued any share pursuant to a contract without payment being received in cash in the current year and preceding five years. The Company has not issued any bonus shares in the current year and preceding five years.

17 Other equity

Particulars	As at March 31, 2025	As at March 31, 2024
Reserve and surplus		
Capital reserve *	0	0
Capital redemption reserve	100	100
Securities premium	7,470	7,470
General reserve	38,087	38,087
Retained earnings	35,712	31,915
Other comprehensive income		
Debt instruments through OCI	(32)	(23)
	81,337	77,549

* Balance is less than Rs 1 Lakh, accordingly appearing as Nil.

Notes:
i) Capital reserve

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year *	0	0
Add/Less: Movement during the year	-	-
Balance at the end of the year	0	0

* Balance is less than Rs 1 Lakh, accordingly appearing as Nil.

The reserve comprises profits/gains of capital nature earned by the Company and credited directly to such reserve. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013.

ii) Capital redemption reserve

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	100	100
Add/Less: Movement during the year	-	-
Balance at the end of the year	100	100

Capital redemption reserve is a reserve created on buy-back of equity shares in accordance with section 69 of the Companies Act, 2013. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013.

iii) Securities premium

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	7,470	7,470
Add/Less: Movement during the year	-	-
Balance at the end of the year	7,470	7,470

Securities premium comprises the premium on issue of shares and is utilised in accordance with the specific provision of the Companies Act, 2013.

iv) General reserve

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	38,087	38,087
Add/Less: Movement during the year	-	-
Balance at the end of the year	38,087	38,087

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy of regular transfer. As the general reserve is created by transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

v) Retained earnings

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	31,915	29,970
Add: Profit for the year	7,980	6,101
Add: Remeasurement of defined benefit obligations (net of tax)	(38)	(7)
Less: Payment of dividend on equity shares (Refer note 40)	(4,146)	(4,147)
Balance at the end of the year	35,712	31,915

Retained earnings refer to net earnings not paid out as dividends, but retained by the Company to be reinvested in its core business. This amount is available for distribution of dividends to its equity shareholders.

vi) Other comprehensive income - Debt instruments through OCI

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	(23)	(24)
Add: Fair valuation of investment in perpetual bonds (net of tax)	(9)	1
Balance at the end of the year	(32)	(23)

This represents the cumulative gains and losses arising on the revaluation of debt instruments measured at fair value through other comprehensive income that have been recognised in other comprehensive income, net of amounts reclassified to profit or loss when such assets are disposed off and impairment losses on such instruments, if any.

18 Borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Term loans from bank (Secured - at amortised cost)*	-	270
Less: Current maturities	-	(270)
	-	-
Current		
Cash credits/working capital loans from banks (Secured - at amortised cost) #	23,579	14,987
Current maturities of term loan from banks (Secured - at amortised cost)*	-	270
Loan from subsidiary company (refer note 42)	680	-
Other Borrowings (Bill Discounting) (Unsecured)	5,114	6,442
	29,373	21,699

*Term loan from bank was secured by primary charge on machinery being procured, with Second pari-passu charge on property situated at Sherpur Kalan, GT Road, Ludhiana measuring 14,278 sq. yards. The loan carried interest rate of 3.75% above repo rate. The loan was fully repaid during the current financial year with last instalment of Rs. 21 lakhs paid in March, 2025.

Refer note 36 for disclosure of assets held as security.

19 Other financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Financial liabilities at amortised cost		
Non-Current		
Security deposits from customers	4,363	3,840
	4,363	3,840
Current		
Interest accrued but not due on borrowings	108	52
Interest accrued and due on borrowings from subsidiary (refer note 42)	13	-
Interest payable to others	31	119
Payables for purchase of property, plant and equipment and intangible assets	98	172
Unpaid dividend *	18	21
Employee related payables**	1,392	1,126
	1,660	1,490

* Unpaid dividend do not include any amount due and outstanding required to be credited to the Investors' Education and Protection Fund.

** Includes Rs. 77 Lakhs (previous year Rs. 67 Lakhs) payable to related parties (Refer Note 42).

20 Other liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Non-Current		
Deferred income from government grant	346	392
Refund liability for expected sales return	2,163	2,491
	2,509	2,883
Current		
Statutory remittances*	392	450
Deferred income from government grant	46	46
Refund liability for expected sales return	12,405	8,755
Advance from customers (Contract Liabilities)	1,668	1,100
Gratuity liability (funded) (refer note 37)	262	137
	14,773	10,488

* Statutory remittances includes contribution to provident fund and employee state insurance corporation, tax deducted/collected at source etc.

21 Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
Non-Current		
Provision for employee benefits :		
- Leave	137	122
	137	122
Current		
Provision for employee benefits :		
- Leave	15	13
Other provision :		
Provision for discount	1,079	944
	1,094	957

Movement in other provisions	Provision for discount
Balance as at March 31, 2023	1,014
Add: Provision recognised during the year	944
Less: Utilised / Reversed during the year	(1,014)
Balance as at March 31, 2024	944
Add: Provision recognised during the year	1,079
Less: Utilised / Reversed during the year	(944)
Balance as at March 31, 2025	1,079

22 Trade payables

Particulars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises	3,461	3,428
Total outstanding dues of creditors other than micro enterprises and small enterprises		
- Related Parties	1,395	2,520
- Others	7,321	8,199
	8,716	10,719
	12,177	14,147

Notes:

i) Ageing of trade payables

	As at March 31, 2025		As at March 31, 2024	
	MSME	Others	MSME	Others
Outstanding for following periods from due date of payment				
Not Due	2,982	5,099	2,927	6,248
Less than 1 year	208	1,135	417	2,098
1 to 2 years	240	35	7	9
2 to 3 years	7	6	24	12
More than 3 years	24	-	53	1
Others - Accruals	-	2,441	-	2,351
	3,461	8,716	3,428	10,719

ii) Disclosure under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Amounts payable to suppliers under MSME Development Act, 2006 (suppliers) as at year end		
- Principal	3,190	3,104
- Interest due thereon	-	-
b) Payments made to suppliers beyond the appointed day during the year		
- Principal	-	14,273
- Interest due thereon	-	240
c) Amount of Interest due and payable for delay in payment (which have been paid but beyond the appointed day during the year) but without adding the interest under MSME Development Act, 2006	-	-
d) Amount of interest accrued and remaining unpaid as at year end	271	324

23 Revenue from operations

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of products (refer note 43)	1,09,902	1,06,056
Other operating revenue		
Insurance recovered from customers	68	87
Government grants	71	48
	1,10,041	1,06,191

24 Other Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income		
from banks	301	340
others	1,629	1,223
Other non-operating income (net of expenses directly attributable to such income)		
Foreign exchange fluctuation gain (net)	2	-
Profit on derecognition of lease contract	120	-
Profit on sale of property, plant and equipment (net)	8	20
Profit on sale of investments measured at FVTPL	29	130
Fair valuation gain of investments measured at FVTPL	957	876
Rent received from related party (refer note 42)	8	7
Others	437	154
	3,491	2,750

25 Cost of materials consumed

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening stock of raw materials	3,873	4,065
Add: Purchases of raw materials during the year	10,793	11,491
	14,666	15,556
Less: Closing stock of raw materials including in transit	(3,942)	(3,873)
	10,724	11,683

26 Purchases of stock-in-trade

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Purchases of stock-in-trade (including in transit)	53,405	47,127
	53,405	47,127

27 Changes in inventories of finished goods, work-in-process and stock-in-trade

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Inventories at the beginning of the year		
Work-in-process	766	873
Finished goods	13,935	10,455
Stock-in-trade (including in transit)	17,582	22,661
Right to recover returned goods	6,185	6,679
	38,468	40,668

Inventories at the end of the year		
Work-in-process	1,091	766
Finished goods	13,055	13,935
Stock-in-trade (including in transit)	23,137	17,582
Right to recover returned goods	8,012	6,185
	45,295	38,468
	(6,827)	2,199

28 Employee benefits expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salary, wages and bonus	11,110	9,404
Contribution to provident fund and other funds (refer note 37)	772	692
Staff welfare expenses	367	476
	12,249	10,572

29 Finance costs

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest Costs:		
Borrowings (other than those from related parties)	2,214	1,653
Borrowings from related parties (refer note 42)	28	-
Lease liabilities	1,739	1,315
Others	806	780
	4,787	3,748

30 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation of property, plant and equipment (refer note 3)	2,323	2,158
Amortisation of intangible assets (refer note 6)	159	159
Depreciation of Right-of-use assets (refer note 4)	3,535	2,805
	6,017	5,122

31 Other expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Consumption of stores and spares parts	3,893	3,986
Processing charges	1,848	1,852
Commission on sale	4,114	3,866
Freight and forwarding expenses	2,404	2,153
Advertisement and Business Promotion expenses	4,335	3,458
Power and fuel	684	687
Rent	453	359
Repairs to		
Buildings	94	106
Plant and machinery	213	179
Others	1,109	831
Insurance	223	176
Legal and professional expenses [refer note (i) below]	188	284
Rates and taxes	73	49
Travelling and conveyance	774	690
Provision for doubtful receivables	-	313
Amounts written off	15	2
Communication expenses	44	38
Corporate social responsibility expenses (refer note 38)	267	269

Impairment of Investment in Subsidiary	119	-
Bank charges	158	184
Interest Paid on Income Tax	-	64
Miscellaneous expenses	928	770
	21,936	20,316

Notes:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
i) Legal and professional expenses includes payment to auditors		
As auditor:		
Audit fee	27	23
Limited reviews	14	14
Tax audit fee	2	2
Reimbursement of expenses	6	9
	49	48

32 Income taxes
32.1 Income tax recognised in the Statement of Profit and Loss

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current tax		
In respect of the current year	3,341	2,510
In respect of prior years	(34)	(123)
	3,307	2,387
Deferred tax		
In respect of the current year	(46)	(314)
In respect of prior years	-	-
	(46)	(314)
Total income tax expense recognised in the current year	3,261	2,073

The income tax expense for the year can be reconciled to the accounting profit as follows

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit before tax	11,241	8,174
Tax at the Indian Tax Rate of 25.17% (previous year 25.17%)	2,829	2,057
Non-deductible differences	68	130
Adjustments recognised in the current year in relation to the deferred tax expense of prior years on account of withdrawal of the indexation benefit and change in tax rate*	327	-
Other adjustments	71	9
	3,295	2,196
Adjustments related to the current tax and deferred tax of prior years	(34)	(123)
Income tax expense recognised in the statement of profit and loss	3,261	2,073

The tax rate used for the current year reconciliation above is the corporate tax rate of 25.17% (previous year 25.17%) payable by corporate entities in India on taxable profits as the Income Tax Act, 1961.

*The Company invests its surplus funds into debt mutual funds and debentures. In compliance with Ind AS-12 "Income

taxes", the Company had recorded deferred tax liability on debt mutual fund and deferred tax asset on debentures as per applicable law (taking cognisance of the Indexation benefit) on fair value gains on these investments. The Finance (No.2) Act, 2024 withdrew the indexation benefit on long term capital gains on debt mutual funds and debentures which were purchased prior to April 1, 2023 and tax rate applicable on the said assets was changed from 20% plus surcharge and cess (with indexation) to 12.5% plus surcharge and cess (without indexation).

Deferred tax liabilities have been remeasured at the prescribed rate on account of withdrawal of the indexation benefit and change in the tax rate, which has resulted in increase in deferred tax liabilities and corresponding deferred tax expense by Rs. 327 Lakhs, which has been recognised in the audited financial statements for the year ended March 31, 2025. The actual payment of tax would be made at the time of redemption of this asset class. The cash outflow tax could be different at the time of redemption depending on the actual gain and prevailing tax regulations.

32.2 Income tax recognised in other comprehensive income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Deferred tax assets/(liabilities)		
Arising on income and expenses recognised in other comprehensive income		
Re-measurement gain / (loss) on defined benefit obligations	13	2
Net fair value loss on investment in perpetual bonds	3	(0)
Total income tax recognised in other comprehensive income	16	2
Bifurcation of the income tax recognised in other comprehensive income into:		
Items that will be reclassified to profit or loss	-	-
Items that will not be reclassified to profit or loss	16	2
	16	2

33 Movement in deferred tax balances

Movement of deferred tax assets/(liabilities) for the year ended March 31, 2025

Particulars	As at March 31, 2024	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at March 31, 2025
Deferred tax assets				
Property, plant and equipment and Intangible assets	330	100	-	430
Refund liabilities (net of right to receive goods)	1,334	316	-	1,650
Provision for discount	240	32	-	272
Right of use assets	514	(78)	-	436
Provision for employee benefits - Gratuity, leave, bonus etc.	169	35	13	217
Provision for doubtful receivables	149	(69)	-	80
Impairment of Investment in subsidiary	-	30	-	30
Provision for Obsolescence of inventory	26	21	-	47
Others	12	6	-	18
	2,774	393	13	3,180
Deferred tax liabilities				
Deferred income from government grant	110	(12)	-	98
Fair valuation of Investments in Mutual Funds, Bonds and debentures	122	359	(3)	478
	232	347	(3)	576
Net deferred tax assets/(liabilities)	2,542	46	16	2,604

Movement of deferred tax assets/(liabilities) for the year ended March 31, 2024

Particulars	As at March 31, 2023	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at March 31, 2024
Deferred tax assets				
Property, plant and equipment and Intangible assets	364	(34)	-	330
Refund liabilities (net of right to receive goods)	895	439	-	1,334
Provision for discount	255	(15)	-	240
Right of use assets	330	184	-	514
Provision for employee benefits - Gratuity, leave, bonus etc.	163	4	2	169
Provision for doubtful receivables	187	(38)	-	149
Provision for Obsolescence of inventory	26	-	-	26
Fair valuation of Investments	116	(238)	(0)	(122)
Others	12	-	-	12
	2,348	302	2	2,652
Deferred tax liabilities				
Deferred income from government grant	122	(12)	-	110
	122	(12)	-	110
Net deferred tax assets/(liabilities)	2,226	314	2	2,542

Deferred tax assets and deferred tax liabilities have been offset as they are governed by the same taxation laws.

Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

34 Contingent liabilities and commitments (to the extent not provided for)

	As at March 31, 2025	As at March 31, 2024
A. Contingent Liabilities (for pending litigations)		
- Claims against the Company not acknowledged as debts	-	-
B. Commitments		
- Estimated value of contracts on capital account, excluding capital advances, remaining to be executed and not provided for (Refer note i below)	1,308	4,228

Notes:

i) Apart from the commitments disclosed above, the Company has no financial commitments other than those in the nature of regular business operations.

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

35 Earnings per share ('EPS')

The earnings per share (EPS) disclosed in the Statement of Profit and Loss have been calculated as under:

		For the year ended March 31, 2025	For the year ended March 31, 2024
Profit for the year as per Statement of Profit and Loss (Rs. in Lakhs)	(A)	7,980	6,101
Weighted average number of equity shares of Rs. 10 each (number)	(B)		
Basic		2,07,32,064	2,07,32,064
Diluted		2,07,32,064	2,07,32,064
Earnings per share [Face value of Rs. 10 each]	(A/B)		
Basic (Rs.)		38.49	29.43
Diluted (Rs.)		38.49	29.43

36 Assets pledged as security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current assets		
First/Floating /Equitable Charge		
Property, plant and equipment	-	17,465
Capital work-in-progress	-	8
Total non-current assets pledged as security	-	17,473
Current assets		
Floating charge		
Inventories	50,318	43,462
Financial assets	60,497	51,200
Other current assets	4,717	3,647
Total current assets pledged as security	1,15,532	98,309

Details of short-term borrowings facilities and security against those facilities

Bank/Facilities	Note	As at March 31, 2025	As at March 31, 2024
State Bank of India	Refer note-1		
Overdraft/Cash Credit borrowings and Working Capital Demand Loan		11,648	11,483
HDFC Bank	Refer note-2		
Overdraft/Cash Credit borrowings and Working Capital Demand Loan		11,055	6
Federal Bank	Refer note-3		
Overdraft/Cash Credit borrowings and Working Capital Demand Loan		-	3,498
ICICI Bank	Refer note-4		
Overdraft/Cash Credit borrowings and Working Capital Demand Loan		876	-
Total		23,579	14,987

Note-1

Primary Charge

- First pari-passu charge on the all current assets of the Company (present and future).

Note-2

Primary Charge

- First charge created on mutual funds and first pari-passu charge created on current assets (present & Future)

Note-3

Primary Charge

- First charge created on mutual funds and first pari-passu charge created on current assets (present & Future)

Note-4

Primary Charge

- Residual charge over the current assets of the Borrower, both present and future

37 Employee Benefits

i) Defined Contribution Plan

The Company's contribution to Provident Fund for the year ended March 31, 2025 Rs. 549 Lakhs (for the year ended March 31, 2024: Rs. 484 Lakhs) has been recognised in the Statement of Profit and Loss under the head employee benefits expense.

ii) Defined Benefit Plan

Gratuity

- a) The Company provides for gratuity for 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 multiplied for the number of years of service. Gratuity plan is a funded plan and the Company makes contributions of funds to Life Insurance Corporation of India and Kotak Life Insurance.
- b) This plan typically exposes the Company to actuarial risks such as: interest rate risk, Salary Escalation risk, Demographic risk and Investment risk.

Interest rate risk:

The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.

Salary Escalation risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability

Demographic risk:

The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Investment risk:

This may arise from volatility in asset values due to market fluctuations and impairment of assets due to credit losses. LIC of India primarily invests in debt instruments such as Government securities and highly rated corporate bonds wherein the risk of downward fluctuation in value is minimal.

c) Significant Actuarial Assumptions

The significant actuarial assumptions used for the purpose of the actuarial valuation were as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Discount rate	6.62%	7.09%
Expected rate of salary increase	9.00%	9.00%
Expected return on plan assets	6.62%	7.09%
Mortality table used	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
Employee Turnover/ Withdrawal Rate	10.00%	8.00%
Retirement age	62 years	62 years

The discount rate is determined by reference to market yields at the balance sheet date on Govt. bonds. The term of the risk free investments has to be consistent with the estimated term of benefit obligations.

The estimates of future salary increase considered, takes into account the inflation, seniority, promotions and other relevant factors, such as supply and demand in the employment market.

- d) The following tables sets out the status of the defined benefit scheme in respect of gratuity and amount recognised in the financial statements:

I. Components of Net Benefit Expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
1. Current Service Cost	204	175
2. Net Interest (Income)	7	13
3. Total expense recognised in the Statement of Profit and Loss	211	188
Re-measurements recognised in Other Comprehensive Income		
4. Effect of changes in financial assumptions	85	35
5. Effect of Change in demographic assumptions	(22)	-
6. Effect of experience adjustments	2	(3)
7. Return on plan assets (greater)/less than discount rate	(14)	(23)
8. Total loss of re-measurements included in OCI	51	9

The current service cost and the net interest (Income for the year are included in Note 28 "Employee Benefits Expense" under the head "Salaries and Wages".

II. Change in present value of defined benefit obligation

	As at March 31, 2025	As at March 31, 2024
1. Present Value of defined benefit obligation at the beginning of the year	2,156	1,890
2. Current Service Cost	204	175
3. Interest Cost	150	137
Remeasurement gains / (losses):		
4. Effect of changes in financial assumptions	85	35
5. Effect of Change in demographic assumptions	(22)	-
6. Effect of experience adjustments	2	(3)
7. Benefits Paid	(78)	(78)
8. Present Value of defined benefit obligation at the end of the year	2,498	2,156

III. Change in fair value of Plan assets

	As at March 31, 2025	As at March 31, 2024
1. Fair value of Plan assets at the beginning of the year	2,020	1,699
2. Interest income on plan assets	143	124
3. Employer contributions	137	251
4. Return on plan assets greater /(lesser) than discount rate	14	23
5. Benefits paid	(78)	(78)
6. Fair value of assets at end of the year	2,236	2,019

IV. Net Asset / (Liability) recognised in Balance Sheet

	As at March 31, 2025	As at March 31, 2024
1. Present value of funded defined benefit obligation	(2,498)	(2,156)
2. Fair Value of Plan Assets	2,236	2,019
Net Defined Benefit Asset/(Liability) Recognised in Balance sheet	(262)	(137)

V. Sensitivity Analysis - Impact on defined benefit obligation

	For the year ended March 31, 2025	For the year ended March 31, 2024
1. Discount Rate + 50 basis points	(79)	(79)
2. Discount Rate - 50 basis points	84	84
3. Salary Escalation Rate + 50 basis points	70	69
4. Salary Escalation Rate - 50 basis points	(69)	(67)

The sensitivity analysis presented above may not be representative of the actual changes in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumption may be correlated.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumption occurring at the end of the reporting period, while holding all other assumptions constant.

VI. The following benefit payments (undiscounted) are expected in future years:

Particulars	As at March 31, 2025	As at March 31, 2024
Upto 1 year	382	277
1-2 years	254	200
2-3 years	238	187
3-4 years	222	182
4-5 years	221	169
Above 5 years	1,142	977

VI. Category of plan assets

Particulars	As at March 31, 2025	As at March 31, 2024
LIC of India - Group Gratuity Cash Accumulation Fund	92%	91%
Kotak Gratuity Group Plan (UIN - 107L010V07)	8%	9%

VII. Expected contribution

The expected employer contribution for the next year is Rs. 493 Lakhs (Previous year Rs. 331 Lakhs).

38 Corporate Social Responsibility

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. A CSR committee has been formed by the Company as per the Act.

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
a. Amount required to be spent by the Company during the year	267	269
b. Amount of expenditure incurred	267	269
c. Shortfall at the end of the year (a-b)	-	-
d. Total of previous years shortfall	-	-
e. Nature of CSR activities	Preventing Healthcare	
f. <u>Details of related party transactions:</u>		
- Oswal Foundation	267	269
g. Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	NA	NA

There are no ongoing projects under Section 135(6) of the Act during the current year and previous year.

39 Financial Instruments

(a) Financial instruments by category

Particulars	As at March 31, 2025			As at March 31, 2024		
	FVTPL	FVOCI	Amortised cost #	FVTPL	FVOCI	Amortised cost #
Financial assets						
Investments*	12,669	3,136	8,765	11,471	3,148	7,913
Trade receivables	-	-	41,618	-	-	37,008
Cash and cash equivalents	-	-	90	-	-	56
Other bank balances	-	-	3,369	-	-	672
Loans	-	-	49	-	-	61
Other financial assets	-	-	3,046	-	-	5,403
Total	12,669	3,136	56,937	11,471	3,148	51,113
Financial liabilities						
Borrowings	-	-	29,373	-	-	21,699
Trade payables	-	-	12,177	-	-	14,147
Lease liabilities	-	-	22,748	-	-	16,498
Other financial liabilities	-	-	6,023	-	-	5,330
Total	-	-	70,321	-	-	57,674

* Investment value excludes investment in subsidiary of Rs. 1,451 Lakhs (March 31, 2024: Rs. 1,570 Lakhs) which are shown at cost in balance sheet as per Ind AS 27 "Separate Financial Statements".

Carrying value of the financial assets and financial liabilities designated at amortised cost approximates its fair value.

(b) Fair value hierarchy

The following table provides an analysis of financial instruments that are measured at fair value and have been grouped into Level 1, Level 2 and Level 3 below:

Particulars	As at March 31, 2025			
	Level 1	Level 2	Level 3	Total
Financial assets				
Investments in Mutual Funds	12,030	-	-	12,030
Investments in debentures and bonds	3,136	-	-	3,136
Investments in Alternate Investment Fund	639	-	-	639
Other non current financial assets	-	-	1,465	1,465
Total Financial assets	15,805	-	1,465	17,270
Financial liabilities				
Lease liabilities (non current)	-	-	17,815	17,815
Other non current financial liabilities	-	-	4,363	4,363
Total Financial liabilities	-	-	22,178	22,178

Particulars	As at March 31, 2024			
	Level 1	Level 2	Level 3	Total
Financial assets				
Investments in Mutual Funds	11,071	-	-	11,071
Investments in debentures and bonds	3,148	-	-	3,148
Investments in Alternate Investment Fund	400	-	-	400
Other non current financial assets	-	-	4,073	4,073
Total Financial assets	14,619	-	4,073	18,692
Financial liabilities				
Lease liabilities (non current)	-	-	12,852	12,852
Other non current financial liabilities	-	-	3,840	3,840
Total Financial liabilities	-	-	16,692	16,692

Level 1: Quoted prices in the active market. This level of hierarchy includes financial assets that are measured by reference to quoted prices in the active market. This category consists of debt based open ended mutual funds, investment in debentures and bonds and investment in alternate investment fund.

Level 2: Valuation techniques with observable inputs. This level of hierarchy includes items measured using inputs other than quoted prices included within Level 1 that are observable for such items, either directly or indirectly. This level of hierarchy consists of debt based close ended mutual fund investments.

Level 3: Valuation techniques with unobservable inputs. This level of hierarchy includes items measured using inputs that are not based on observable market data (unobservable inputs). Fair value determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instruments nor based on available market data. The main item in this category are unquoted equity instruments.

The Fair value of mutual funds, bonds and debentures is based on the net asset value (NAV) as stated by the Asset management Company (AMC) as at the Balance sheet date.

c) Financial risk management

The Company's principal financial liabilities comprise borrowings, lease liabilities, trade payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations and to

support its operations. The Company's financial assets include Investment, trade receivables, cash and cash equivalents, Other bank balances and Other financial assets that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a risk management committee that advises on financial risks and the appropriate financial risk governance framework for the Company. This risk management committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedure and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below:

(i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: foreign currency risk, interest rate risk, price risk.

Foreign currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar and JPY. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Company. Considering the low volume of foreign currency transactions, the Company's exposure to foreign currency risk is limited and hence the Company does not use any derivative instruments to manage its exposure. Also, the Company does not use forward contracts and swaps for speculative purposes.

Foreign currency risk exposure

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of year expressed in INR Lakhs are as follows:

	As at March 31, 2025		As at March 31, 2024	
	USD	JPY	USD	JPY
Trade payables	7,08,941	-	-	-

Foreign currency sensitivity

The following table details the Company's sensitivity to a 5% increase and decrease in the Rs. against the relevant foreign currencies. The sensitivity analysis includes only outstanding foreign currency denominated monetary items as tabulated above and adjusts their translation at the period end for a 5% change in foreign currency rates. The sensitivity analysis includes external loans. A positive number below indicates an increase in profit or equity and vice-versa.

	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Rs. strengthens by 5%	Rs. weakening by 5%	Rs. strengthens by 5%	Rs. weakening by 5%
Impact on profit or loss for the year				
USD impact	(35,447.1)	35,447.1	-	-
JPY impact #	-	-	-	-

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. The Company carries borrowings primarily at variable rate.

	As at March 31, 2025	As at March 31, 2024
Variable rate borrowings	29,373	21,699
Total borrowings	29,373	21,699

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variable held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

	Impact on profit or loss for the year ended	
	March 31, 2025	March 31, 2024
Decrease by 50 bps	147	108
Increase by 50 bps	(147)	(108)

Price risk

The Company's exposure to price risk arises from investments in mutual funds, bonds and debentures held by the Company and measured at fair value. To manage its price risk arising from investments, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

Price sensitivity

Particulars	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Increase in NAV by 5%	Decrease in NAV by 5%	Increase in NAV by 5%	Decrease in NAV by 5%
Impact on profit or loss for the year				
Investments in mutual funds and Alternate Investment Fund	633	(633)	574	(574)
Impact on Other comprehensive income for the year				
Investments in bonds / debentures	157	(157)	157	(157)

(ii) Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations. To manage trade receivable, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, economic trends, analysis of historical bad debts and aging of such receivables.

Financial instruments that are subject to such risk, principally consist of investments, trade receivables and loans and advances. None of the financial instruments of the Company results in material concentration of credit risks.

Financial assets for which loss allowance is measured:

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables	318	581

(iii) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including debt and overdraft from domestic banks at an optimised cost. It also enjoys strong access to domestic capital markets across equity.

Maturities of financial liabilities

The table below analyses the Company's all non-derivative financial liabilities into relevant maturity based on

their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows.

Contractual maturities of financial liabilities:

Particulars	0-1 Years	1 to 2 years	2 to 5 years	More than 5 years	Total
Year ended March 31, 2025					
Borrowings	29,373	-	-	-	29,373
Other financial liabilities	1,660	-	-	4,363	6,023
Trade payables	12,177	-	-	-	12,177
Lease liabilities	4,898	4,844	12,690	7,386	29,818
Total	48,108	4,844	12,690	11,749	77,391
Year ended March 31, 2024					
Borrowings	21,699	-	-	-	21,699
Other financial liabilities	1,490	-	-	3,840	5,330
Trade payables	14,147	-	-	-	14,147
Lease liabilities	3,646	3,541	8,864	5,435	21,486
Total	40,982	3,541	8,864	9,275	62,662

40 Dividend distribution made and proposed

	As at March 31, 2025	As at March 31, 2024
Equity shares		
Final dividend for the year ended March 31, 2024 of Rs. 20 per share (for the year ended March 31, 2023 of Rs. 20 per share)	4,146	4,147
	4,146	4,147

Dividends not recognised at the end of the reporting period

The Board of Directors of Company have proposed the final dividend of Rs. 20 per share for the year ended March 31, 2025. The proposed final dividend is subject to approval of the members at the ensuing Annual General Meeting. The amount of such dividend proposed is in accordance with section 123 of Companies Act, 2013.

41 Capital management

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern as well as to provide an adequate return to shareholders by pricing products and services commensurates with the level of risk. The capital structure of the Company consists of net debt (borrowings net of cash and cash equivalents) and total equity of the Company.

The management of the Company reviews the capital structure of the Company on regular basis. As part of this review, the Board monitors capital using capital gearing ratio, which is net debt divided by total capital plus net debt.

	As at March 31, 2025	As at March 31, 2024
Borrowings	29,373	21,699
Less: Cash and cash equivalents	90	56
Less: Other bank balances	3,369	672
Net debt (a)	25,914	20,971
Equity (b)	83,410	79,622
Capital and net debt (c) [(a) + (b)]	1,09,324	1,00,593
Gearing ratio [(a) / (c)]	24%	21%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowings in the current and previous year. No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.

42 Related party disclosure

a) Description of related parties

Nature of relationship	Name of related party
(i) Key management personnel	Jawahar Lal Oswal (Chairman and Managing Director) Sandeep Jain (Executive Director) Monica Oswal (Executive Director) Ruchika Oswal (Executive Director) Rishabh Oswal (Executive Director) Dinesh Gogna (Director) Suresh Kumar Singla (Independent Director) till June 26, 2024 Manisha Gupta (Independent Director) till June 26, 2024 Alok Kumar Misra (Independent Director) till August 8, 2024 Roshan Lal Behl (Independent Director) Manikant Prasad Singh (Independent Director) Parvinder Singh Pruthi (Independent Director) Anchal Kumar Jain (Independent Director) from June 27, 2024 Bhuwanchandra Balkrishna Joshi (Independent Director) from - August 9, 2024 to November 12, 2024 Yash Paul Sachdeva (Independent Director) from June 27, 2024 Prem Lata Singla (Independent Director) from August 30, 2024 Raj Kapoor Sharma (Chief Financial Officer) Ankur Gauba (Company Secretary)
(ii) Subsidiary Company	Monte Carlo Home Textiles Limited
(iii) Enterprises over which key management personnel and their relatives are able to exercise significant influence (with whom transaction have taken place)	Nahar Industrial Enterprises Limited Nahar Spinning Mills Limited Oswal Woollen Mills Limited Oswal Foundation Mohan Dai Oswal Cancer Treatment & Research Foundation
(iv) Enterprises having significant influence on the Company	Girnar Investments Limited till March 26, 2025 Nagdevi Trading and Investment Company Limited

(b) Transactions with related parties

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of goods		
<u>Enterprises over which key management personnel and their relatives are able to exercise significant influence</u>		
Nahar Spinning Mills Limited	491	520
Nahar Industrial Enterprises Limited	3	3
Oswal Woollen Mills Limited	23	22
Mohan Dai Oswal Cancer Treatment & Research Foundation	2	2
	519	547

Sales returns
Enterprises over which key management personnel and their relatives are able to exercise significant influence

Oswal Woollen Mills Limited #	-	0
Nahar Spinning Mills Limited	11	14
Nahar Industrial Enterprises Limited *#	0	0
	11	14

Purchase of goods
Enterprises over which key management personnel and their relatives are able to exercise significant influence

Nahar Spinning Mills Limited	1,532	1,645
Nahar Industrial Enterprises Limited	332	359
Oswal Woollen Mills Limited	6,103	6,339
	7,967	8,343

Purchase of property, plant and equipment
Enterprises over which key management personnel and their relatives are able to exercise significant influence

Nahar Industrial Enterprises Limited	-	2
Oswal Woollen Mills Limited	1	11
Mohan Dai Oswal Cancer Treatment & Research Foundation #	-	0
	1	13

Sale of property, plant and equipment
Enterprises over which key management personnel and their relatives are able to exercise significant influence

Nahar Industrial Enterprises Limited	-	75
Oswal Woollen Mills Limited	2	-
	2	75

Purchase return
Enterprises over which key management personnel and their relatives are able to exercise significant influence

Oswal Woollen Mills Limited	23	64
Nahar Industrial Enterprises Limited *	0	6
	23	70

Sitting Fees Paid
Key management personnel

Dinesh Gogna	1	1
Parvinder Singh Pruthi	1	1
Manikant Prasad Singh	1	1
Manisha Gupta*	0	1
Suresh Kumar Singla*	0	1
Alok Kumar Misra	1	1
Roshan Lal Behl	1	1
Anchal Kumar Jain	1	-
Yash Paul Sachdeva	1	-
Prem Lata Singla	1	-
	7	7

Remuneration Paid @
Key management personnel

Jawahar Lal Oswal	351	670
Sandeep Jain	260	242
Monica Oswal	105	86
Ruchika Oswal	86	86
Rishabh Oswal	213	185
Raj Kapoor Sharma	33	31
Ankur Gauba	13	12
	1,061	1,312

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Investment in Equity shares		
<u>Subsidiary</u>		
Monte Carlo Home Textiles Limited	-	700
Loan taken		
<u>Subsidiary</u>		
Monte Carlo Home Textiles Limited	680	-
Interest accrued on loan		
<u>Subsidiary</u>		
Monte Carlo Home Textiles Limited	28	-
Rent received		
<u>Enterprises over which key management personnel and their relatives are able to exercise significant influence</u>		
Nahar Spinning Mills Limited	8	7
Rent paid		
<u>Enterprises over which key management personnel and their relatives are able to exercise significant influence</u>		
Nahar Spinning Mills Limited	94	99
Nahar Industrial Enterprises Limited	390	257
Oswal Woollen Mills Limited	156	139
	640	495
Processing charges paid		
<u>Enterprises over which key management personnel and their relatives are able to exercise significant influence</u>		
Nahar Spinning Mills Limited	152	114
Oswal Woollen Mills Limited	2	3
Nahar Industrial Enterprises Limited	15	-
	169	117
Reimbursement of expenses paid		
<u>Subsidiary</u>		
Monte Carlo Home Textiles Limited	-	1
<u>Enterprises over which key management personnel and their relatives are able to exercise significant influence</u>		
Nahar Industrial Enterprises Limited	183	157
Nahar Spinning Mills Limited	61	258
Oswal Woollen Mills Limited	143	37
Jawahar Lal Oswal Public Charitable*	0	-
	387	453
Reimbursement of expenses received		
<u>Subsidiary</u>		
Monte Carlo Home Textiles Limited	-	14
<u>Enterprises over which key management personnel and their relatives are able to exercise significant influence</u>		
Nahar Spinning Mills Limited*	0	-
Nahar Industrial Enterprises Limited	2	28
Oswal Woollen Mills Limited	6	3
Oswal Logistic Park Private Limited*	0	-
	8	45
Advance Paid on behalf of Subsidiary		
<u>Subsidiary</u>		
Monte Carlo Home Textiles Limited	201	-
	201	-

Contribution made to the fund (CSR activities)		
<u>Enterprises over which key management personnel and their relatives are able to exercise significant influence</u>		
Oswal Foundation	267	269
(c) Outstanding Balances:		
Particulars	As at March 31, 2025	As at March 31, 2024
Trade payables		
<u>Enterprises over which key management personnel and their relatives are able to exercise significant influence</u>		
Nahar Spinning Mills Limited	692	398
Nahar Industrial Enterprises Limited	82	181
Oswal Woollen Mills Limited	621	1,941
	1,395	2,520
Advances to suppliers		
<u>Subsidiary</u>		
Monte Carlo Home Textiles Limited #	-	0
Trade receivable		
<u>Enterprises over which key management personnel and their relatives are able to exercise significant influence</u>		
Mohan Dai Oswal Cancer Treatment & Research Foundation *	0	-
	0	-
Other Financial Assets		
<u>Subsidiary</u>		
Monte Carlo Home Textiles Limited	157	-
	157	-
Loan from subsidiary		
<u>Subsidiary</u>		
Monte Carlo Home Textiles Limited	680	-
	680	-
Other financial liabilities		
<u>Subsidiary</u>		
Monte Carlo Home Textiles Limited	13	-
	13	-
Remuneration payable		
<u>Key management personnel</u>		
Jawahar Lal Oswal	21	20
Sandeep Jain	25	16
Monica Oswal	2	8
Ruchika Oswal	8	4
Rishabh Oswal	19	16
Raj Kapoor Sharma	2	2
Ankur Gauba*	0	1
	77	67

* Current year amount is less than Rs 1 Lakh, accordingly appearing as Nil.

Previous year amount is less than Rs 1 Lakh, accordingly appearing as Nil.

@ Gratuity and leave benefits which are actuarially determined on an overall basis are not separately disclosed.

The above transactions with related parties are made on term equivalent to those that prevail in arm's length transactions.

43 Revenue from contracts with customers

The Company is in the business of manufacturing and trading of textile garments which are considered to be homogeneous products.

a) Reconciliation of revenue recognised in Statement of Profit and Loss with contract price

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Gross sale of products	1,48,646	1,42,192
Less: Adjustment on account of sales return	(25,946)	(22,599)
Less: Adjustment on account of discounts	(12,798)	(13,537)
	1,09,902	1,06,056

b) Disclosure of disaggregated revenue recognised in the Standalone Statement of Profit and Loss based on geographical segment

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from sale of products customers within India	1,09,650	1,05,902
Revenue from sale of products customers outside India	252	154
Revenue as per the Standalone Statement of Profit and Loss	1,09,902	1,06,056

c) Contract balances:

Particulars	As at March 31, 2025	As at March 31, 2024
Contract assets		
Trade receivables (refer note 12)	41,618	37,008
Right to recover returned goods (refer note 11)	8,012	6,185
	49,630	43,193
Contract Liabilities		
Advance from customers (refer note 20)	1,668	1,100
Refund liability (refer note 20)	14,568	11,246
	16,236	12,346

d) Revenue recognised in relation to contract liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
a. Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	1,100	1,064
b. Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods	-	-

44 Segment information

The Company's primary business segment is reflected based on principal business activities carried on by the Company. Chairman and Managing Director has been identified as being the Chief Operating Decision Maker ('CODM') and evaluates the Company's performance and allocates resources based on analysis of the various performance indicators of the Company as a single unit. Therefore, there are no separate reportable business segments as per Ind AS 108 "Operating Segments". The Company operates in one reportable business segment, i.e. manufacturing and trading of textile garments and is primarily operating in India and hence, considered as single geographical segment. The sale of Company's products is seasonal.

Entity wide disclosures:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from Operations		
- Domestic	1,09,650	1,05,902
- Overseas	252	154
	1,09,902	1,06,056
Non Current Segment Assets		
-Within India	40,412	34,793
-Outside India	-	-
	40,412	34,793

Domestic information includes sales to customers located in India.

Overseas information includes sales to customers located outside India.

Non-current segment assets mainly includes non-current assets other than financial assets and deferred tax assets.

No single customer contributed 10% or more to the Company's revenue for both the financial years 2024-25 and 2023-24.

45 Additional Information

- The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.
- The Company has not been declared as wilful defaulter by any bank or financial Institution or other lender.
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Company does not have any transactions with companies struck off.
- The Company does not have any transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- The Company does not have any long term contracts including derivative contracts for which there are any material foreseeable losses.
- 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:
 - 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 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:
 - 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
- The Company has availed facilities from banks on the basis of security of current assets. The revised returns or statements filed by the company are in agreement with the books of accounts and there are no material discrepancies.
- There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025.

46 Ratios Analysis

Particulars	Numerator	Denominator	For the year ended March 31, 2025	For the year ended March 31, 2024	% Variance	Remarks
(a) Current Ratio	Current assets	Current liabilities	1.80	1.88	-4%	-
(b) Debt Equity Ratio	Total Debt (excluding lease liabilities)	Shareholder's Equity	0.35	0.27	29%	Increase on account of increase in short term borrowings
(c) Debt-service coverage ratio	Earning available for debt service *	Debt service **	2.48	2.40	3%	-
(d) Return on Equity Ratio (%)	Net profits after taxes	Average shareholder's equity	9.79%	7.76%	26%	Increase in ratio is on account of increase in profit during the year.
(e) Inventory turnover ratio	Cost of goods sold	Average Inventory	1.22	1.36	-10%	-
(f) Trade receivables turnover ratio	Revenue from operations	Average Trade receivables	2.80	2.83	-1%	-
(g) Trade payables turnover ratio	Total purchases	Average Trade Payables	4.88	3.49	40%	Increase on account of decrease in closing trade payables
(h) Net Capital turnover ratio	Revenue from operations	Working Capital = Current Assets - Current Liabilities	2.14	2.31	-8%	-
(i) Net Profit ratio (%)	Net profits after taxes	Revenue from operations	7.25%	5.75%	26%	Increase in ratio is on account of increase in profit during the year.
(j) Return on capital employed (%)	Earnings before interest and taxes	Capital employed #	17.40%	13.86%	26%	Increase in ratio is on account of increase in profit during the year.
(k) Return on investment (%)	Earnings on investments	Average Investments	10.32%	9.14%	13%	

* Earning Available For Debt Service = Net profit after tax + Non cash operating expenses like depreciation, amounts written off and other amortisations + Finance Cost

** Debt service = Finance Costs + Principal repayments of long term borrowings + Payment of lease liability

Capital Employed = Total Equity + Total Borrowings (Current and Non-Current) - Right of Use Assets - Intangible assets - Intangible assets under development

47. As per the requirements of proviso to Rule 3(1) of the Companies (Accounts) Rules, 2024, accounting software used by the Company should have a feature of recording audit trail of each and every transaction. The Company has assessed all of its IT application that are relevant for maintaining books of account and has used two accounting software for maintaining its books of account for the year ended March 31, 2025.

With respect to one accounting software, audit (edit log) feature of capturing logs for transactions processed through transaction codes (user interface) was enabled and which operated throughout the period upto March 31, 2025 for all relevant transactions recorded in the software. However, this accounting software did not have the audit trail feature enabled for direct changes to certain tables made by users with privilege access at application level. Further, with respect to database maintained by third party service provider, the independent auditor's report does not cover whether the audit trail was enabled/operated, as per the requirements of the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014.

With respect to another accounting software, audit (edit log) feature was not enabled during the year at application level. Further, with respect to database maintained by third party service provider, the independent auditor's report does not cover whether the audit trail was enabled/operated, as per the requirements of the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014.

48 Reconciliation of liabilities whose cash flow movements are disclosed as part of financing activities in the Statement of Cash Flows:

Particulars	Lease liabilities	Long-term borrowings*	Short-term borrowings	Total
As at March 31, 2023	12,945	600	19,599	33,144
Cash flows:				
Proceeds from borrowings	-	-	1,830	1,830
Repayment of borrowings	-	(600)	-	(600)
Payment of lease liabilities	(3,280)	-	-	(3,280)
Non-cash movements:				
Additions on account of new leases	5,714	-	-	5,714
Impact of lease derecognised	(196)	-	-	(196)
Interest Expense on lease liabilities	1,315	-	-	1,315
As at March 31, 2024	16,498	-	21,429	37,927
Cash flows:				
Proceeds from borrowings	-	-	7,944	7,944
Repayment of borrowings	-	(270)	-	(270)
Payment of lease liabilities	(4,270)	-	-	(4,270)
Non-cash movements:				
Additions on account of new leases	9,485	-	-	9,485
Impact of lease derecognised	(704)	-	-	(704)
Interest Expense on lease liabilities	1,739	-	-	1,739
As at March 31, 2025	22,748	(270)	29,373	51,851

* Long-term borrowings include current maturities of term loan from banks

49 Approval of standalone financial statements

The standalone financial statements were approved for issue by the board of directors on May 26, 2025.

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Firm's Registration No. 015125N

For and on behalf of the Board of Directors

Rajesh Kumar Agarwal
Partner
Membership No. 105546

Jawahar Lal Oswal
Chairman and Managing Director
DIN : 00463866

Sandeep Jain
Executive Director
DIN : 00565760

Place : Gurugram
Date : May 26, 2025

Raj Kapoor Sharma
Chief Financial Officer

Ankur Gauba
Company Secretary
Membership No. FCS10577

Place : Ludhiana
Date : May 26, 2025

INDEPENDENT AUDITOR'S REPORT
To The Members of Monte Carlo Fashions Limited
Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Monte Carlo Fashions Limited (the "Parent") and its subsidiary, (the Parent and its subsidiary together referred to as the "Group"), which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity 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 consolidated 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, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA"s) 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 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 ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, 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 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 financial statements of the current period. These matters were addressed in the context of our audit of the consolidated 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.

Sr. No.	Key Audit Matter	Auditor's Response
1	Provision for Expected Sales Return- Refer Note 2.10, 2.23, 23 and 43 to the consolidated financial statements. Revenue from contracts with customers is recognised when control of the goods is transferred to the customer on satisfaction of performance obligation and is measured at the amount of transaction price (net of variable consideration and provision for sale returns) allocated to that performance obligation. The methodology and assumptions used to estimate expected sales return involves significant judgements by the Management. Such estimates are monitored and adjusted	Principal audit procedures performed included the following: - Assessed the appropriateness of the Company's revenue recognition accounting policies, including those relating to expected sales returns by comparing with applicable accounting standards and other accounting principles generally accepted in India. - Obtained an understanding of the process followed by the Company for estimating the expected sales returns. - Testing the design and implementation of controls that the Company has established for determining provision for sales returns and tested the operating effectiveness of such

	regularly in the light of contractual and legal obligations, historical trend and past experience. Once the uncertainty associated with the expected sales returns is resolved, revenue is adjusted accordingly. The Company has recognized provision for expected sales returns amounting to Rs. 14,568 Lakhs as at March 31, 2025. Considering the above, we have considered the estimations over expected sales returns as a key audit matter.	controls. • Evaluated the management estimates and judgements in determining the expected sales returns by verifying the past trend and assessed whether the methodology followed is consistent with the previous year. • Evaluated the contract terms for each type of contracts with customers to assess the reasonableness of the provision for expected sales returns and determine whether the same is in line with terms of the contract. • Traced the workings provided by the Company for provision for sales returns at the balance sheet date to underlying sales records to ensure the completeness of the sales records to ensure the completeness of the sales considered for this purpose. • For selected samples, tested credit notes issued to customers and assessed the validity of claims with the underlying documents and appropriate approvals. • Assessed the appropriateness of the presentation of such provision for sales return and the disclosures made in the standalone financial statements in respect of the same.
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Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis Report, Business Responsibility and sustainability Report, Director's Report including Annexure to Director Report and Report on Corporate Governance, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of this auditor's report.
- Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the Management Discussion and Analysis Report, Business Responsibility and sustainability Report, Director's Report including Annexure to Director Report and Report on Corporate Governance, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Responsibilities of Management and Board of Directors for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group 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 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group 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 the respective Board of Directors either intend to liquidate their respective entities 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 are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 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 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 Parent has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 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 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 to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated 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 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. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in

aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated 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 consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls 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 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 Section 143(3) of the Act, based on our audit 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 of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Group, so far as it appears from our examination of those books, except in relation to compliance with the requirements of audit trail, refer paragraph (i)(vi) below.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the 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 financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Parent as on March 31, 2025 taken on record by the Board of Directors of the Company and subsidiary company, none of the directors of the Group companies is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) The modification/s relating to the maintenance of accounts and other matters connected therewith, is/are as stated in paragraph (b) above.
- g) With respect to the adequacy of the 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 Parent and subsidiary company. 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.
- h) 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, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent to their directors during the year is in accordance with the provisions of section 197 of the Act and the subsidiary company has not paid any remuneration to its directors.
- i) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i) The Group does not have any pending litigations which would impact the consolidated financial position of the Group- Refer Note 34(A) to the Consolidated financial statements.
- ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts- Refer Note 34(ii) to the Consolidated financial statements.
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent- Refer Note 46(k) to the Consolidated financial statements.
- iv) (a) The respective Managements of the Parent and its subsidiary, whose financial statements have been audited under the Act, have represented to us, to the best of their knowledge and belief, as disclosed in the note 46(h) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or subsidiary, 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, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The respective Managements of the Parent and subsidiary, whose financial statements have been audited under the Act, have represented to us, to the best of their knowledge and belief, as disclosed in the note 46(i) to the consolidated financial statements, no funds have been received by the Parent or subsidiary from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or subsidiary 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 the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v) The final dividend proposed in the previous year, declared and paid by the Parent Company, whose financial statements have been audited under the Act, where applicable, during the year is in accordance with section 123 of the Act, as applicable.

As stated in note 40 to the consolidated financial statements, the Board of Directors of the Parent Company, whose financial statements have been audited under the Act, where applicable, have proposed final dividend for the year which is subject to the approval of the members of the Parent at the ensuing respective Annual General Meetings. Such 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 two accounting software for maintaining its books of account for the year ended March 31, 2025 wherein:
 - (i) in respect of one accounting software, audit (edit log) feature of capturing logs for transactions processed through transaction codes (user interface) was enabled and which operated throughout the period upto March 31, 2025 for all relevant transactions recorded in the software. However, this accounting software did not have the audit trail feature enabled for direct changes to certain tables made by users with privilege access at application level. Further, with respect to database maintained by third party service provider, in the absence of an independent auditor's System and Organization Controls report covering the audit trail requirement, we are unable to comment whether the audit trail feature of the said software was enabled and operated during the year, for all relevant transactions recorded in the software and whether there was any instance of the audit trail feature been tampered with.

- (ii) in respect of another accounting software, operated by third party software service provider, for maintaining certain transactions, in the absence of an independent auditor's System and Organization Controls report covering the audit trail requirement, we are unable to comment whether the audit trail feature of the said software was enabled and operated during the year, for all relevant transactions recorded in the software and whether there was any instance of the audit trail feature been tampered with.

As audit trail feature was not enabled/not available for the year ended March 31, 2024, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable.

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the consolidated financial statements except for the following:

Name of the company	CIN	Nature of relationship	Clause Number of CARO report with qualification or adverse remark
Monte Carlo Fashions Limited	L51494PB2008 PLC032059	Parent	Clause i(c) (Title deeds of immovable properties not held in the name of the Company) of Annexure A to the Independent Auditor's Report.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 015125N)

Rajesh Kumar Agarwal
(Partner)
(Membership No. 105546)
(UDIN 25105546BMLAHY2027)

Place: Gurugram
Date: May 26, 2025

ANNEXURE “A” TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements 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 Company as at and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of Monte Carlo Fashions Limited (hereinafter referred to as “Parent”) and its subsidiary company, which are companies incorporated in India, as of that date.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's management and Board of Directors of the Parent and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control with reference to consolidated financial statements criteria 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 (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 the respective 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Parent and its 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 with reference to consolidated financial statements. 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 with reference to consolidated financial statements 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, 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 judgement, 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 internal financial controls with reference to consolidated financial statements of the Parent and its subsidiary company, which are companies incorporated in India.

Meaning of Internal Financial Controls with reference to consolidated financial statements

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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

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 Parent and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the criteria for internal financial control 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.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 015125N)

Rajesh Kumar Agarwal
(Partner)
(Membership No. 105546)
(UDIN 25105546BMLAHY2027)

Place: Gurugram
Date: May 26, 2025

Consolidated Balance Sheet as at March 31, 2025
(All amounts in Rs. lakhs, unless stated otherwise)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
a) Property, plant and equipment	3	18,311	17,862
b) Right-of-use assets	4	20,203	14,697
c) Capital work-in-progress	5	30	8
d) Intangible assets	6	450	597
e) Financial assets			
i) Investments	7	10,780	10,459
ii) Other financial assets	8	1,465	4,073
f) Income tax assets (net)	9	554	1,531
g) Deferred tax assets (net)	33	2,604	2,542
h) Other non-current assets	10	864	1,437
Total non-current assets		55,261	53,206
Current assets			
a) Inventories	11	50,318	43,462
b) Financial assets			
i) Investments	7	13,790	12,073
ii) Trade receivables	12	41,618	37,008
iii) Cash and cash equivalents	13	98	148
iv) Bank balances other than cash and cash equivalents	14	3,449	672
v) Loans	15	49	61
vi) Other financial assets	8	2,252	1,330
c) Other current assets	10	4,716	3,647
Total current assets		1,16,290	98,401
TOTAL ASSETS		1,71,551	1,51,607
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	16	2,073	2,073
b) Other equity	17	81,331	77,407
Total equity		83,404	79,480

Liabilities			
Non-current liabilities			
a) Financial liabilities			
i) Lease liabilities	4	17,815	12,852
ii) Other financial liabilities	19	4,363	3,840
b) Other non-current liabilities	20	2,509	2,883
c) Provisions	21	137	122
Total non-current liabilities		24,824	19,697
Current liabilities			
a) Financial liabilities			
i) Borrowings	18	28,693	21,699
ii) Lease liabilities	4	4,933	3,646
iii) Trade payables			
- total outstanding dues of micro enterprises and small enterprises; and	22	3,461	3,428
- total outstanding dues of creditors other than micro enterprises and small enterprises	22	8,716	10,720
iv) Other financial liabilities	19	1,647	1,492
b) Other current liabilities	20	14,773	10,488
c) Current tax liabilities (net)	9	6	-
d) Provisions	21	1,094	957
Total current liabilities		63,323	52,430
TOTAL EQUITY AND LIABILITIES		1,71,551	1,51,607

The accompanying note forms an integral part of the consolidated financial statements

In terms of our report attached
For Deloitte Haskins & Sells
 Chartered Accountants
 Firm's Registration No. 015125N

For and on behalf of the Board of Directors

Rajesh Kumar Agarwal
 Partner
 Membership No. 105546

Jawahar Lal Oswal
 Chairman and Managing Director
 DIN : 00463866

Sandeep Jain
 Executive Director
 DIN : 00565760

Place : Gurugram
 Date : May 26, 2025

Raj Kapoor Sharma
 Chief Financial Officer

Ankur Gauba
 Company Secretary
 Membership No. FCS10577

Place : Ludhiana
 Date : May 26, 2025

Consolidated Statement of Profit and Loss for the year ended March 31, 2025
(All amounts in Rs. lakhs, unless stated otherwise)

Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
I Revenue from operations	23	1,10,041	1,06,191
II Other income	24	3,517	2,750
III Total income (I+II)		1,13,558	1,08,941
IV EXPENSES			
Cost of materials consumed	25	10,724	11,683
Purchases of stock-in-trade	26	53,405	47,127
Changes in inventories of finished goods, work-in-progress and stock-in-trade	27	(6,827)	2,199
Employee benefits expense	28	12,249	10,613
Finance costs	29	4,759	3,748
Depreciation and amortisation expense	30	6,017	5,122
Other expenses	31	21,840	20,382
Total expenses		1,02,167	1,00,874
V Profit before tax (III-IV)		11,391	8,067
VI Tax expense:	32		
- Current tax expense		3,320	2,387
- Deferred tax expense/(credit)		(46)	(314)
Total tax expense		3,274	2,073
VII Profit for the year (V-VI)		8,117	5,994
VIII Other comprehensive income / (loss)			
Items that will not be reclassified to profit or loss			
- Re-measurement gain / (loss) on defined benefit obligations		(51)	(9)
- Income tax relating to these items		13	2
- Net fair value loss on investment in perpetual bonds		(12)	1
- Income tax relating to these items		3	(0)
Other comprehensive income / (loss) for the year, net of tax		(47)	(6)
IX Total comprehensive income for the year		8,070	5,988
X Earnings per equity share (nominal value Rs. 10 each)	35		
Basic (Rs.)		39.15	28.91
Diluted (Rs.)		39.15	28.91

The accompanying note forms an integral part of the consolidated financial statements

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Rajesh Kumar Agarwal
Partner
Membership No. 105546

Jawahar Lal Oswal
Chairman and Managing Director
DIN : 00463866

Sandeep Jain
Executive Director
DIN : 00565760

Place : Gurugram
Date : May 26, 2025

Raj Kapoor Sharma
Chief Financial Officer

Ankur Gauba
Company Secretary
Membership No. FCS10577

Place : Ludhiana
Date : May 26, 2025

Consolidated Statement of Cash flow for the year ended March 31, 2025
(All amounts in Rs. lakhs, unless stated otherwise)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flow from operating activities:		
Profit before tax	11,391	8,067
Add: Adjustment for non-cash and non-operating items		
Depreciation and amortisation expense	6,017	5,122
Finance costs	4,759	3,748
Interest income	(1,935)	(1,563)
Gain on foreign exchange fluctuation	(2)	-
Profit on sale of investments designated at fair value through profit or loss (FVTPL)	(29)	(130)
Loss on valuation of investment designated at fair value through other comprehensive income (FVOCI)	12	-
Profit on sale of property, plant and equipment (net)	(29)	(20)
Provision for credit impaired trade receivables	-	313
Provision for credit impaired trade receivables written back	(257)	-
Net effect of de-recognition of right-of-use asset and lease liability	(120)	-
Net gain arising on investment designated at fair value through profit or loss (FVTPL)	(957)	(875)
Sundry Balances written off	36	2
Operating profit before working capital changes	18,886	14,664
Adjusted for movement in:		
(Increase)/ Decrease in trade receivables	(4,368)	826
(Increase)/ Decrease in inventories	(6,856)	2,580
(Decrease) in trade payables	(1,973)	(5,250)
Increase/(Decrease) in provisions	152	(33)
(Increase) in other financial and non-financial assets	(699)	(1,520)
Increase in other financial and non-financial liabilities	4,476	1,597
Cash outflow from operating activities before taxes	9,618	12,864
Direct taxes paid (net of refunds and demands)	(2,337)	(4,718)
Net cash generated from operating activities (A)	7,281	8,146
B. Cash flow from investing activities:		
Payment for Property, Plant and Equipment, Right of use assets and Intangible assets including capital advances, creditors for capital goods and Capital work-in-progress	(3,806)	(3,477)
Proceeds from disposal of property, plant and equipment	445	95
Purchase of investments	(4,939)	(5,125)
Proceeds from sale of investments	3,874	5,138
Fixed Deposits not considered as cash and cash equivalents		
-Placed	(815)	(723)
-Matured	681	3,057
Interest received	1,706	1,388
Net cash generated from /(used in) investing activities (B)	(2,854)	353

C. Cash flow from financing activities:		
Repayment of long-term borrowings	(270)	(600)
Proceeds from short-term borrowings (net of repayments)	7,264	1,830
Payment of principal of lease liabilities	(2,530)	(1,885)
Payment of interest of lease liabilities	(1,740)	(1,315)
Dividend paid	(4,149)	(4,146)
Finance cost paid	(3,052)	(2,406)
Net cash generated (used in)/from financing activities (C)	(4,477)	(8,522)
Net (decrease)/increase in cash and cash equivalents (A+B+C)	(50)	(23)
Cash and cash equivalents at the beginning of the year	148	171
Cash and cash equivalents at the end of the year	98	148
Cash and cash equivalents (refer note 13) include:		
Cash in hand	90	56
Balance with banks	8	92
Total cash and cash equivalents	98	148

Notes :

I) Refer note 48, for reconciliation of liabilities whose cash flow movements are disclosed as part of financing activities in the Statement of Cash Flows.

The accompanying note forms an integral part of the consolidated financial statements

In terms of our report attached

For Deloitte Haskins & Sells

Chartered Accountants

Firm's Registration No. 015125N

For and on behalf of the Board of Directors

Rajesh Kumar Agarwal

Partner

Membership No. 105546

Jawahar Lal Oswal

Chairman and Managing Director

DIN : 00463866

Sandeep Jain

Executive Director

DIN : 00565760

Place : Gurugram

Date : May 26, 2025

Raj Kapoor Sharma

Chief Financial Officer

Place : Ludhiana

Date : May 26, 2025

Ankur Gauba

Company Secretary

Membership No. FCS10577

Consolidated Statement of changes in equity for the year ended March 31, 2025
(All amounts in Rs. lakhs, unless stated otherwise)

A. Equity share capital	Amount
Balance as at March 31, 2023	2,073
Add: Changes during the year	-
Balance as at March 31, 2024	2,073
Add: Changes during the year	-
Balance as at March 31, 2025	2,073

B. Other equity

	Reserves and Surplus					Other comprehensive income	Total
Particulars	Capital reserve *	Capital redemption reserve	Securities premium	General reserve	Retained earnings	Debt instruments through OCI	
Balance as at March 31, 2023	0	100	7,470	38,087	29,934	(24)	75,567
Profit for the year	-	-	-	-	5,994	-	5,994
Remeasurement of defined benefit obligations (net of tax)	-	-	-	-	(7)	-	(7)
Fair valuation of investment in perpetual bonds (net of tax)	-	-	-	-	-	1	1
Total comprehensive income for the year	-	-	-	-	5,986	1	5,988
Dividends	-	-	-	-	(4,147)	-	(4,147)
Balance as at March 31, 2024	0	100	7,470	38,087	31,772	(23)	77,407
Profit for the year	-	-	-	-	8,117	-	8,117
Remeasurement of defined benefit obligations (net of tax)	-	-	-	-	(38)	-	(38)
Fair valuation of investment in perpetual bonds (net of tax)	-	-	-	-	-	(9)	(9)
Total comprehensive income for the year	-	-	-	-	8,079	(9)	8,069
Dividend	-	-	-	-	(4,146)	-	(4,146)
Balance as at March 31, 2025	0	100	7,470	38,087	35,706	(32)	81,331

* Balance as at March 31, 2023, March 31, 2024 and March 31, 2025 is less than Rs 1 Lakh, accordingly appearing as Nil.

The accompanying note forms an integral part of the consolidated financial statements

In terms of our report attached

For Deloitte Haskins & Sells

Chartered Accountants

Firm's Registration No. 015125N

For and on behalf of the Board of Directors

Rajesh Kumar Agarwal

Partner

Membership No. 105546

Jawahar Lal Oswal

Chairman and Managing Director

DIN : 00463866

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DIN : 00565760

Place : Gurugram

Date : May 26, 2025

Raj Kapoor Sharma

Chief Financial Officer

Place : Ludhiana

Date : May 26, 2025

Ankur Gauba

Company Secretary

Membership No. FCS10577

Notes to consolidated financial statements for the year ended March 31, 2025
(All amounts in Rs. lakhs, unless stated otherwise)

1 General Information

Monte Carlo Fashions Limited (the “Company” or “the Parent Company”) is a public company limited by shares incorporated under the provisions of the Companies Act, 1956 on 1 July 2008 and is domiciled in India. The Company's registered office is at B-XXIX-106, G.T. Road, Sherpur, Ludhiana, Punjab. Its shares are listed on both BSE Limited and National Stock Exchange of India Limited. The Company is engaged in manufacturing of designer woollen/cotton readymade apparels and trading of readymade apparels including blankets under its brand “MONTE CARLO” which has also been recognised as a “SUPERBRAND”.

2 Material Accounting Policies

2.1. Statement of Compliance

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Section 133 of the Companies Act, 2013 (“the Act”) read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The board of directors have considered the financial position of the Group as at March 31, 2025 and the projected cash flows and financial performance of the Group for at least twelve months from the date of approval of these financial statements.

The consolidated financial statements of the Group are presented in Indian Rupee ('INR') and all values are rounded to the nearest lakhs (INR 00,000), except when otherwise indicated.

2.2. Basis of Preparation and Presentation

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

All assets and liabilities have been classified as current or non-current according to the Group's operating cycle and other criteria set out in the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of current non-current classification of assets and liabilities.

The principal accounting policies are set out below.

2.3 Basis of Consolidation- Subsidiaries

Subsidiaries are entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date the control ceases.

The Group combines the financial statements of the parent and its wholly owned subsidiary line by line adding together like items of asset, liabilities, equity, income and unrealized gains on transactions between Group companies are eliminated. Accounting policy of subsidiary have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiary are shown separately in the consolidated statement of profit and loss, consolidated statement of change in equity and balance sheet respectively.

2.4. Use of Estimates and Judgements

The preparation of consolidated financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities

at the date of these financial statements and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods affected.

2.5. Inventory

Inventories are initially recognised at the lower of cost and net realisable value (NRV).

Cost incurred in bringing each product to its present location and condition are accumulated as follows:

- **Raw materials and stores and spares:** Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average cost method basis.
- **Work-in-progress:** Cost is determined at raw material cost plus conversion costs depending upon the stage of completion.
- **Manufactured finished goods:** Manufactured finished goods are stated at the lower of cost or market value. Cost is determined using actual cost method of valuation in which cost of inventories comprises costs of purchase, costs of conversion and other attributable costs incurred in bringing them to their respective present location and condition.
- **Traded finished goods:** Traded finished goods are stated at the lower of cost or market value. Cost is determined using the weighted average cost basis and includes the purchase price and attributable direct costs.

Initial cost of inventories includes import duties, non-refundable taxes, transport and handling costs and any other directly attributable costs, less trade discounts, rebates and similar items.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

2.6. Property, plant and equipment

Recognition

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of property, plant and equipment that are not yet ready for their intended use at the reporting date. When significant parts of property, plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the Statement of Profit or Loss as incurred.

Transition to Ind AS

On transition to Ind AS, the Group had elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 01, 2016 measured as per the previous GAAP and used that carrying value as the deemed cost of the property, plant and equipment.

Depreciation

Depreciation on property, plant and equipment is provided on the written down value method arrived on the basis of the useful life prescribed under Schedule II of the Companies Act, 2013 except for Plant and machinery used in factory.

The estimated useful life of Plant and machinery used in factory have been assessed based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support etc.

The following useful life of assets has been taken by the Group:

Tangible assets	Useful life
Building	30 years
Plant and machinery – factory	9-10 years
Plant and machinery - Other than factory	15 years
Furniture and fixtures	10 years
Vehicles	8 years and 10 years
Office equipment	5 years
Computer equipment	3 years and 6 years

De-recognition

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is de-recognised.

2.7. Intangible assets

Recognition

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Amortisation

Intangible assets are amortised on straight-line basis over the useful life as estimated by the management.

Intangible assets	Useful life
Software	5 years

De-recognition

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit or Loss when the asset is derecognised.

2.8. Impairment of non-financial assets

The carrying values of assets/cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognised in the statement of profit and loss, to the extent the amount was previously charged to the statement of profit and loss.

2.9. Functional and presentation currency

The consolidated financial statements are presented in Indian Rupees (Rs.), which is also the Group's

functional currency.

Initial recognition

Transactions in foreign currencies are initially recorded by the Group at its functional currency spot rates at the date the transaction first qualifies for recognition.

Subsequent measurement

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 recognised in the Statement of Profit or Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in other comprehensive income (OCI) or profit or loss are also recognised in OCI or profit or loss, respectively).

2.10. Fair value measurement

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

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

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.11. Revenue recognition

Sale of goods:

Revenue from contracts with customers is recognised when control of the goods is transferred to the customer on satisfaction of performance obligations. The Performance obligations as per contracts with customers are fulfilled at the time of dispatch or delivery of goods depending upon the terms agreed with customer.

The Group has concluded that revenue arrangements with its business partners/customers are on principal to principal basis.

Revenue towards satisfaction of performance obligation is measured at the amount of transaction price (net of variable consideration and provision for sales returns) allocated to that performance obligation.

Amounts disclosed as revenue are net of returns and trade discounts, rebates, incentives, etc. The Group collects goods and services tax on behalf of the government and therefore, these are not economic benefits flowing to the Group. Hence, these are excluded from the revenue.

Variable consideration includes trade discounts, rebates and incentives, etc. The Group uses its accumulated historical experience to estimate the variable consideration using the expected value method.

Under the Group's standard contract terms, customers have a right of return goods as per Group's policy. At the point of sale, a refund liability and a corresponding adjustment to revenue is recognised for those products expected to be returned. At the same time, the Group has a right to recover the product when customers exercise their right of return; consequently, the Group recognises a right-to-retained-goods asset and a corresponding adjustment to change in inventory. The Group uses its accumulated historical experience to estimate the goods that will be returned using the expected value method because this method best predicts the amount of returns to which the Group will be entitled.

Interest income:

Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable.

For all financial assets measured at amortised cost, interest income is recorded using the effective interest rate (EIR) i.e. the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial assets. The future cash flows include all other transaction costs paid or received, premiums or discounts if any, etc.

Insurance and other claims

Revenue in respect of claims is recognised when no significant uncertainty exists with regard to the amount to be realised and the ultimate collection thereof.

2.12. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

2.13. Financial instruments

Financial instruments are recognised when the Group becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

If the Group determines that the fair value at initial recognition differs from the transaction price, the Group accounts for that instrument at that date as follows:

- at the measurement basis mentioned above if that fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation technique that uses only data from observable markets. The Group recognises the difference between the fair value at initial recognition and the transaction price as a gain or loss.

- in all other cases, at the measurement basis mentioned above, adjusted to defer the difference between the fair value at initial recognition and the transaction price. After initial recognition, the Group recognises that deferred difference as a gain or loss only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability.

Subsequent measurement of financial assets and financial liabilities is described below.

Financial assets

Classification and subsequent measurement

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

- Financial assets at amortised cost** – a financial instrument is measured at amortised cost if both the following conditions are met:
 - The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
 - Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest method.
- Financial assets carried at fair value through other comprehensive income (FVTOCI)** - A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling the financial asset. Fair value movements are recognised in the other comprehensive income (OCI). However, the Group recognises interest income, impairment losses and reversals in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to the statement of profit and loss.
- Financial assets carried at fair value through Profit or Loss (FVTPL)** - Financial assets that do not meet the amortised cost criteria or fair value through other comprehensive income criteria are measured at fair value through profit or loss.

Investment in Mutual funds– All Investments in mutual funds in scope of Ind-AS 109 are measured at fair value through profit and loss (FVTPL).

Investments in equity instruments – The Group subsequently measures all equity investments (other than subsidiaries) at fair value (either through profit or loss or through other comprehensive income). Dividends from such investments are recognised in the Statement of Profit or Loss as other income when the Group's right to receive payments is established.

De-recognition of financial assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset.

Financial liabilities

Subsequent measurement

After initial recognition, the financial liabilities, other than derivative liabilities, are subsequently measured at amortised cost using the effective interest method.

Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The effect of EIR amortisation is included as finance costs in the statement of profit and loss.

Derivative liabilities - All derivative liabilities are measured at fair value through profit and loss (FVTPL).

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

2.14. Retirement and other employee benefits

Defined contribution plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service. The Group has no obligation other than the contribution payable to the Provident Fund.

Defined benefit plans

The Group operates a defined benefit gratuity plan in India. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit liability are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Other short term benefits

Expense in respect of other short-term benefits is recognised on the basis of amount paid or payable for the period during which services are rendered by the employees.

2.15. Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of reimbursement (if any).

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases

where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the consolidated financial statements.

Contingent assets are not recognised. However, when inflow of economic benefits is probable, related asset is disclosed.

2.16. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Potential ordinary shares shall be treated as dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations.

2.17. Leases

The Group's lease asset classes primarily consist of leases for showrooms taken on rent. The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination, including: whether there are significant penalties to terminate (or not extend); whether any leasehold improvements are expected to have a significant remaining value; historical lease durations; the importance of the underlying asset to the Group's operations; and the costs and business disruption required to replace the leased asset. The Group typically exercises its option to renew (or does not exercise its option to terminate) for the leases because there will be a negative effect on the sale of its products if a replacement is not readily available and also due to the cost of the leasehold improvements.

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

- (i) the contract involves the use of an identified asset,
- (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease, and
- (iii) the Group has the right to direct the use of the asset.

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

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using

the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

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

2.18. Income taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits (Minimum alternate tax credit entitlement) and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.19. Non-current assets or disposal group held for sale

The Group classifies non-current assets and disposal groups as held for sale/ distribution to owners if their carrying amounts will be recovered principally through a sale/ distribution rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale

expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales/ distribution of such assets (or disposal groups), its sale is highly probable; and it will genuinely be sold, not abandoned. The Group treats sale of the asset highly probable when:

- The appropriate level of management is committed to a plan to sell the asset (or disposal group),
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

2.20. Government grants and subsidies

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant or subsidy relates to revenue, it is recognised as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognised as deferred income and released to income in equal amounts over the expected useful life of the related asset.

2.21. Segment reporting

The Group's business operation comprises of single operating segment of manufacturing/trading of textile garments. Operating segment has been identified on the basis of nature of products and reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker ('CODM').

2.22. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

2.23. Cash dividend distribution to equity holders

The Group recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

2.24. Significant accounting judgements, estimates and assumptions

In the application of the Group's accounting policies, which are described as stated above, the Board of Directors of the Group are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Key sources of uncertainty

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Group's accounting policies and that have the most significant effect

on the amounts recognised in the financial statements:

Right to recover returned goods and refund liabilities

The methodology and assumptions used to estimate expected sales return involves significant judgments by the Management. Such estimates are monitored and adjusted regularly in the light of contractual and legal obligations, historical trend and past experience. Once the uncertainty associated with the expected sales returns is resolved, revenue is adjusted accordingly.

Provision for discount

At each balance sheet date, management estimates the adequacy of provision for discounts to be given to its customers on the sales made by the Group on the basis of historical trend, past experience and discount policies.

Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future, salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Useful lives of depreciable property, plant and equipment and intangible assets

Management reviews the useful lives of depreciable/amortisable assets at each reporting date.

As at March 31, 2025 management assessed that the useful lives represent the expected utility of the assets to the Group.

Recoverability of advances/receivables

At each balance sheet date, management assess recoverability of advances/receivables based on ageing and credit risk to determine the adequacy of allowances for doubtful receivables / advances.

2.25. Applicability of New and Revised Ind AS

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. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Group w.e.f April 1, 2024. The Group has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

Notes to consolidated financial statements for the year ended March 31, 2025

(All amounts in Rs. lakhs, unless stated otherwise)

3 Property, plant and equipment

Particulars	As at March 31, 2025	As at March 31, 2024
Carrying amount of		
Freehold land	5,067	4,272
Buildings	8,272	8,929
Plant and equipment	3,075	3,107
Office equipment	315	287
Furniture and fixtures	599	444
Leasehold Improvement	491	266
Vehicles	492	556
	18,311	17,862

Particulars	Freehold land	Buildings	Plant and equipment	Office equipment	Furniture and fixtures	Leasehold Improve- ment	Vehicles	Total
Cost / Deemed Cost								
Balance at March 31, 2023	3,875	11,927	11,620	592	877	-	926	29,817
Addition	397	2,647	321	224	255	284	426	4,554
Disposal	-	(12)	(483)	(16)	(13)	-	(189)	(713)
Balance as at March 31, 2024	4,272	14,562	11,458	800	1,119	284	1,163	33,658
Addition	1,192	200	841	196	310	296	154	3,189
Disposal	(397)	(0)	(164)	(58)	(10)	-	(87)	(716)
Balance as at March 31, 2025	5,067	14,762	12,135	938	1,419	580	1,230	36,131
Accumulated depreciation								
Balance at March 31, 2023	-	4,853	7,857	422	591	-	553	14,276
Depreciation expense	-	788	950	106	96	18	200	2,158
Disposal	-	(8)	(456)	(15)	(13)	-	(145)	(638)
Balance as at March 31, 2024	-	5,633	8,351	513	674	18	608	15,796
Depreciation expense	-	857	863	166	155	71	211	2,323
Disposal	-	(0)	(154)	(56)	(10)	-	(80)	(300)
Balance as at March 31, 2025	-	6,490	9,060	623	819	89	739	17,820
Carrying amount								
Balance at March 31, 2023	3,875	7,074	3,763	170	286	-	373	15,541
Addition	397	2,647	321	224	255	284	426	4,554
Disposal	-	(4)	(27)	(1)	(1)	-	(43)	(75)
Depreciation expense	-	(788)	(950)	(106)	(96)	(18)	(200)	(2,158)
Balance as at March 31, 2024	4,272	8,929	3,107	287	444	266	556	17,862
Addition	1,192	200	841	196	310	296	154	3,189
Disposal	(397)	(0)	(10)	(2)	(0)	-	(7)	(416)
Depreciation expense	-	(857)	(863)	(166)	(155)	(71)	(211)	(2,323)
Balance as at March 31, 2025	5,067	8,272	3,075	315	599	491	492	18,311

Notes:

- Refer note 34 for disclosure of capital commitments for the acquisition of property, plant and equipment.
- Refer note 36 for disclosure of assets held as security.

iii) Details of immovable properties whose title deeds are not held in the name of the Company as at the balance sheet date.

Description of Item of Property	Carrying Value	Period held since	Reason for not being held in the name of the Company
Land - 160 Sq yds at G. T. Road, Sherpur, Ludhiana	33	12 years	Purchased through sales agreement, however mutation of title deeds in the name of the Company is pending.
Land - 20 Sq yds at G. T. Road, Sherpur, Ludhiana	7	11 years	

Except for above, the title deeds of all immovable properties are held in the name of the Company.

iv) The company has not revalued its property, plant and equipment during the year.

4 Right-of-use assets and lease liabilities

The Company has entered into various lease agreements for acquiring space for Exclusive Brand Stores. Such lease contracts include monthly fixed payments for rentals. The lease contracts are generally cancellable at the option of lessee during the lease tenure after the completion of non-cancellable period. There are no significant restrictions imposed under the lease contracts.

The following table presents the reconciliation of changes in the carrying value of Right-of-use assets (ROU) assets for the year ended March 31, 2025 and March 31, 2024:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	14,697	11,813
Addition for new leases	9,625	5,866
Deletions for terminated leases	(584)	(177)
Depreciation expense (recognised in Statement of Profit and Loss)	(3,535)	(2,805)
Balance as at the year end	20,203	14,697

Right-of-use asset assets are amortised from the commencement date on a straight-line basis over the lease term. The aggregate depreciation expense on Right-of-use asset assets is included under depreciation and amortisation expense in the Statement of Profit and Loss

The following is the break-up of current and non-current lease liabilities:-

Particulars	As at March 31, 2025	As at March 31, 2024
Financial liabilities at amortised cost		
Non-current lease liabilities	17,815	12,852
Current lease liabilities	4,933	3,646
	22,748	16,498

The following is the movement in lease liabilities :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	16,498	12,945
Addition for new leases	9,485	5,714
Impact of lease derecognised	(704)	(196)
Interest expense on lease liabilities (recognised in Statement of Profit and Loss)	1,739	1,315
Payment of lease liabilities (Cash outflow for leases)	(4,270)	(3,280)
Balance as at the year end	22,748	16,498

Rent expense recorded towards short term and variable lease payments amounts to Rs. 453 lakhs (Previous year: Rs. 359 Lakhs)

The maturity analysis of lease liabilities is disclosed in Note 39.

5 Capital work-in-progress

(a) Changes in Capital work-in-progress are as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	8	1,937
Additions during the year	812	933
Transfer to Property, plant and equipment	(790)	(2,862)
Balance as at the year end	30	8

(b) Capital work-in-progress ageing schedule

Projects in progress	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
As at March 31, 2025	30	-	-	-	30
As at March 31, 2024	8	-	-	-	8

(b) There are no overdue or cost overrun projects compared to its original plan and no projects which are temporarily suspended as at March 31, 2025 and March 31, 2024.

Notes:

I) Refer note 36 for disclosure of assets held as security.

6 Intangible assets

Particulars	Software (Acquired)	Total
Cost / Deemed Cost		
Balance as at March 31, 2023	998	998
Addition	19	19
Disposal	-	-
Balance as at March 31, 2024	1,017	1,017
Addition	12	12
Disposal	-	-
Balance as at March 31, 2025	1,029	1,029
Accumulated amortisation		
Balance as at March 31, 2023	261	261
Amortisation expense	159	159
Disposal	-	-
Balance as at March 31, 2024	420	420
Amortisation expense	159	159
Disposal	-	-
Balance as at March 31, 2025	579	579
Carrying amount		
Balance as at March 31, 2023	737	737
Addition	19	19
Disposal	-	-
Amortisation expense	(159)	(159)
Balance as at March 31, 2024	597	597
Addition	12	12
Disposal	-	-
Amortisation expense	(159)	(159)
Balance as at March 31, 2025	450	450

7	Non-current investments						
	Particulars	Units as at March 31, 2025	Units as at March 31, 2024	As at March 31, 2025		As at March 31, 2024	
				Non Current	Current	Non Current	Current
	Category-wise investments						
	Investment in debentures/bonds			10,141	1,760	10,059	1,002
	Investment in mutual funds			-	12,030	-	11,071
	Investment in Alternative Investment funds			639	-	400	-
				10,780	13,790	10,459	12,073
7.1	Investments in debentures/bonds						
	Investments carried at fair value through other comprehensive income (FVTOCI) - Quoted						
	Bonds						
	Bank of Baroda ASR XVI 8.15 BD Perpetual having Face Value of Rs. 10 Lakhs each	10	10	-	100	100	-
	Canara Bank SRIII 8.50 BD Perpetual having Face Value of Rs. 10 Lakhs each	10	10	-	100	100	-
	Indian Bank SR IV 8.44 LOA Perpetual having Face Value of Rs. 10 Lakhs each	10	10	100	-	100	-
	National Highways Authority of India SRI 7.26 BD 10 AG38 having Face Value of Rs. 10 Lakhs each	30	30	307	-	314	-
	Punjab National Bank SR XIV 8.50 LOA Perpetual having Face Value of Rs. 1 crore each	2	2	200	-	200	-
	State Bank of India SRI 7.72 BD Perpetual having Face Value of Rs. 1 crore each	6	6	618	-	620	-
	State Bank of India SR II 7.73 BD Perpetual having Face Value of Rs. 10 Lakhs each	30	30	-	311	314	-
	Debentures						
	Tata International Limited 9.10 LOA having Face Value of Rs. 10 Lakhs each	100	100	-	1,000	1,000	-
	Tata Motors Finance Limited SR B 10 NCD 29MR29 having Face Value of Rs. 10 Lakhs each	40	40	400	-	400	-
				1,625	1,511	3,148	-
	Investments carried at amortised cost - Quoted						
	Bonds						
	Government of India 11007 GOI 05DC30 8.97 having Face Value of Rs. 100 each	2,29,000	2,29,000	250	-	250	-
	National Bank for agriculture and rural development SR-IIA 7.35 BD 23MR31 having Face Value of Rs. 1,000 each	20,000	20,000	223	-	223	-
	Punjab National Bank SR XV, 8.75% LOA Perpetual having Face Value of Rs. 1 crore each	2	2	200	-	200	-
	U.P. Power Corporation Limited SR I STRPP D 9.70 BD 31MR28 having Face Value of Rs. 10 Lakhs each	20	20	200	-	200	-
	GOI Loan 2036, 7.54%	10,00,000	10,00,000	1,017	-	1,017	-
	Debentures						
	Adani Enterprises Limited SR B BR NCD 25AP24 having Face Value of Rs. 10 Lakhs each	-	30	-	-	-	299

A.K. Capital Finance Limited SR 1 BR NCD 26MY24 having Face Value of Rs. 10 Lakhs each	-	20	-	-	-	200
TMF Holdings Limited SR B 7.3029 NCD Perpetual having Face Value of Rs. 10 Lakhs each	50	50	478	-	478	-
Tata Capital Financial Services Limited SR A FY22-23 OPT II 7.65 NCD 29AP32 having Face Value of Rs. 10 Lakhs each	30	30	301	-	301	-
LIC Housing Finance Limited TR 421 7.90 NCD 23JU27 having Face Value of Rs. 10 Lakhs each	50	50	501	-	501	-
Motilal Oswal Finvest Limited SR I1 BR LOA 20DC24 having Face Value of Rs. 10 Lakhs each	-	30	-	-	-	301
Incred Financial Services Limited SR II 9.80 NCD 02MY25 having Face Value of Rs. 1,000 each	10,000	10,000	-	100	100	-
A.K. Capital Finance Limited MLD 2 BR NCD 27JU24 having Face Value of Rs. 10 Lakhs each	-	20	-	-	-	202
Agilemed Investments Private Limited Secured Unrated Unlisted redeemable NCD Series A having Face Value of Rs.10 Lakh each	100	100	978	-	978	-
Hella Infra Market Pvt Ltd#10.57% SEC GRT SNR Tax NCUM RTD RED PRN PRT NCD SR 2 PP having face value of Rs. 10,000 each	7,000	7,000	274	-	662	-
10% Adani Airport Holdings Ltd. Redeemable NCD Series II having face value of 1 lakh each	5,000	5,000	500	-	500	-
Series A, Senior Secured, NCD unrated and unlisted (Bemco Pvt. Ltd.) having face value of Rs. 10 lakh each	50	50	500	-	500	-
Series A, Senior Secured, NCD unrated and unlisted (Betul Wind Farms Pvt. Ltd.) having face value of Rs. 10 lakh each	100	100	995	-	1,000	-
Matrix Pharma Private Limited IIA 10.80 NCD 04AG25 FVRS 1 Lakhs each	300	-	-	149	-	-
9.35% A K Capital Finance Limited 2027	300	-	300	-	-	-
Sharp Agricom Limited Secured Unrated Unlisted Redeemable Non Convertible Debentures having face value of Rs. 10 lakh each	20	-	200	-	-	-
Whizdm Finance Private Limited 12.73 NCD 15Ap26 having face value of Rs. 50 lakh each	10	-	500	-	-	-
Vikran Engineering Limited TR 2 12 NCD 10Ap26 having face value of Rs. 50 lakh each	6	-	299	-	-	-
Casagrand Hyderwise Private Limited SRI 10 NCD 31Dc29 having face value of Rs. 1 lakh each	200	-	200	-	-	-
Valley Iron & Steel Company Limited NCD having face value of Rs. 10 lakh each	60	-	600	-	-	-
			8,516	249	6,911	1,002
			10,141	1,760	10,059	1,002

7.2	Investment in mutual funds					
	Investments carried at fair value through profit or loss (FVTPL) - Quoted					
	ICICI Prudential corporate bond fund - Direct Plan - Growth having face value of Rs. 10 each	52,82,959	52,82,959	-	1,614	1,485
	ICICI Prudential banking and PSU debt fund - Direct Plan - Growth having face value of Rs. 10 each	8,46,178	8,46,178	-	282	260
	Bandhan Regular Saving Fund-Growth-(Direct Plan) [erstwhile IDFC Regular Saving Fund-Growth-Direct Plan] having face value of Rs. 10 each	36,08,935	36,08,935	-	1,253	1,158
	Bandhan Banking & PSU Debt Fund-Direct Plan-Growth [erstwhile IDFC Banking & PSU Debt Fund-Direct Plan-Growth] having face value of Rs. 10 each	53,60,422	53,60,422	-	1,329	1,228
	Bandhan Corporate Bond Fund Direct Plan-Growth [erstwhile IDFC Corporate Bond Fund- Direct plan - Growth] having face value of Rs. 10 each	33,05,532	33,05,532	-	640	589
	Bandhan CRISIL IBX Gilt June 2027 Index Fund Direct Plan-Growth [erstwhile IDFC CRISIL IBX Gilt June 2027 Index Fund Direct Plan-Growth] having face value of Rs. 10 each	19,99,900	19,99,900	-	254	235
	Bandhan Bond Fund-Medium Term Plan-Growth-Direct Plan [Idfc Bond Fund-Medium Term Plan-Growth-Direct Plan] having face value of Rs. 10 each	10,32,215	10,32,215	-	503	463
	Bandhan Bond Fund-Short Term Plan-Growth-Direct Plan [erstwhile IDFC Bond Fund -Short term Plan] having face value of Rs. 10 each	10,76,466	10,76,466	-	643	591
	HDFC corporate bond fund - direct plan - growth option having face value of Rs. 10 each	74,94,036	74,94,036	-	2,439	2,239
	ICICI prudential bond fund - Direct plan - Growth having face value of Rs. 10 each	8,35,094	8,35,094	-	349	319
	AXIS Short Term Fund-Direct Plan-Growth having face value of Rs. 10 each	11,89,680	11,89,680	-	392	360
	Kotak Corporate Bond Fund Direct Growth having face value of Rs. 1,000 each	27,038	27,038	-	1,040	956
	SBI Dynamic Bond Fund- Direct plan-Growth option having face value of Rs. 10 each	3,49,170	3,49,170	-	134	123
	SBI Corporate Bond Fund - Direct Plan-Growth having face value of Rs. 10 each	74,19,569	74,19,569	-	1,158	1,065
				-	12,030	11,071
7.4	Investment in Alternative Investment Fund through profit or loss (FVTPL) - Unquoted					
	A K Securitization & Credit Opportunities Fund II	1,000	780	500	-	390
	UTI Structured Debt Opportunities Fund III - Class F1	95,566	9,746	99	-	10

Incred Special Opportunities Fund I	40,000	-	40	-	-	-
			639	-	400	-
Total Investments			10,780	13,790	10,459	12,073
Aggregate book value of quoted investments			10,141	13,790	10,059	12,073
Aggregate market value of quoted investments			10,141	13,790	10,059	12,073
Aggregate carrying value of unquoted investments			639	-	400	-

Notes:

i) Refer note 36 for disclosure of assets held as security.

8 Other financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
Financial assets carried at amortised cost (Unsecured and considered good, unless otherwise stated)		
Non-Current		
Fixed deposits with banks more than 12 months maturity *	40	2,686
Security deposits	1,425	1,387
	1,465	4,073
Current		
Interest accrued but not due on fixed deposits, bonds and debentures	862	633
Others recoverable **	1,390	697
	2,252	1,330

* Includes Rs. 40 lakhs (March 31, 2024: Rs. 31 Lakhs) pledged against the utilisation of non fund based limits.

** Includes recoverable from commission agents and interest receivables from customers.

Notes:

i) Refer note 36 for disclosure of assets held as security.

9 Income tax assets (net)

Particulars	As at March 31, 2025	As at March 31, 2024
Income tax assets (net)		
Income tax receivable (net)	554	1,531
Current tax liabilities (net)		
Income tax payable (net)	6	-

10 Other assets

Particulars	As at March 31, 2025	As at March 31, 2024
(Unsecured and considered good, unless otherwise stated)		
Non-Current		
Capital advances	861	1,435
Prepaid expenses	3	2
	864	1,437

Current

Advances to suppliers	1,324	1,264
Prepaid expenses	344	203
Balances with statutory and government authorities		
- Considered good	2,974	2,054
- Considered Doubtful	9	9
Less: Allowances for doubtful balances with statutory and government authorities	(9)	(9)
Others recoverable	74	126
	4,716	3,647

Note:

i) Refer Note 36 for disclosure of assets held as security.

11 Inventories

Particulars	As at March 31, 2025	As at March 31, 2024
(Valued at lower of cost and net realisable value)		
Raw materials	3,942	3,873
Work-in-progress	1,091	766
Finished goods	13,055	13,935
Stock-in-trade	23,137	17,582
Stores and spares	1,081	1,121
Right to recover returned goods	8,012	6,185
	50,318	43,462

Inventory includes in transit inventory of:

Raw materials	112	-
Stock-in-trade	613	-

Note:

i) Refer note 36 for disclosure of assets held as security.

ii) The cost of inventories recognised as an expense during the year in respect of continuing operations was Rs. 78,912 Lakhs (previous year Rs. 81,090 Lakhs).

iii) The cost of inventories recognised as an expense includes Rs. 84 Lakhs (previous year Rs. 111 Lakhs) in respect of write-downs of inventory to net realisable value.

12 Trade receivables

Particulars	As at March 31, 2025	As at March 31, 2024
Receivable from related parties (Refer Note 42)		
- Unsecured, considered good	0	-
Receivable from others		
- Unsecured considered good	41,618	37,008
- Significant increase in Credit risk	318	581
Less:- Allowances for doubtful trade receivables	(318)	(581)
	41,618	37,008

Notes:
i) Trade Receivables ageing schedule

Particulars	Undisputed Trade receivables			Allowances for doubtful trade receivables	Net Balance at year end
	Considered good	Significant increase in credit risk	Total		
Ageing of Receivables from due date of payment as at March 31, 2025					
Not Due	14,158	-	14,158	-	14,158

Less than 6 months	25,702	-	25,702	-	25,702
6 months to 1 year	1,273	-	1,273	-	1,273
1 to 2 years	485	92	577	92	485
2 to 3 years	-	77	77	77	-
More than 3 years	-	149	149	149	-
	41,618	318	41,936	318	41,618

Ageing of Receivables from due date of payment as at March 31, 2024

Not Due	13,660	-	13,660	-	13,660
Less than 6 months	22,395	-	22,395	-	22,395
6 months to 1 year	809	-	809	-	809
1 to 2 years	144	265	409	265	144
2 to 3 years	-	134	134	134	-
More than 3 years	-	182	182	182	-
	37,008	581	37,589	581	37,008

- ii) The Company has used a practical expedient for the purpose of computing lifetime expected credit loss allowance ("ECL") for trade receivables which is based on historical credit loss experience and adjustments for forward looking information. 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 recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its recognition.

The movement in allowance for lifetime expected credit loss on customer balances is as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	581	398
Add: Allowance provided during the year	(257)	313
Less: Amount written off during the year	6	130
Balance at the end of the year	318	581

- iii) Refer note 36 for disclosure of assets held as security.

13 Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Cash in hand	90	56
Balance with banks in current account	8	92
	98	148

14 Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Unclaimed dividend accounts (earmarked)	18	22
Deposits with banks with original maturity of more than three months but less than twelve months from the date of Balance Sheet	3,431	650
	3,449	672

15 Loans

Particulars	As at March 31, 2025	As at March 31, 2024
Financial assets carried at amortised cost (Unsecured and considered good, unless otherwise stated)		
Current		
Loan to employees	49	61
	49	61

16 Equity share capital

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount	No. of shares	Amount
Authorised				
Equity shares of Rs. 10 each with voting rights	2,50,00,000	2,500	2,50,00,000	2,500
	2,50,00,000	2,500	2,50,00,000	2,500
Issued, subscribed and fully paid up				
Equity shares of Rs. 10 each with voting rights	2,07,32,064	2,073	2,07,32,064	2,073
	2,07,32,064	2,073	2,07,32,064	2,073

Notes:
i) Reconciliation of the number of shares outstanding at the beginning and at the end of the year:

	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount	No. of shares	Amount
Equity shares with voting rights				
Shares outstanding at the beginning of the year	2,07,32,064	2,073	2,07,32,064	2,073
Movement during the year	-	-	-	-
Shares outstanding at the end of the year	2,07,32,064	2,073	2,07,32,064	2,073

ii) Rights, preferences and restrictions attached to equity shares:

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iii) Details of shares held by the holding Company

There is no Holding / Ultimate Holding Company of the Company.

iv) Details of shares held by each shareholder holding more than 5% shares:

	As at March 31, 2025		As at March 31, 2024	
	No. of shares	% of shareholding	No. of shares	% of shareholding
Girnar Investments Limited	33,22,328	16.03%	66,44,656	32.05%
Parshav Investment and Trading Company Limited	33,22,328	16.03%	-	0.00%
Nagdevi Trading and Investment Company Limited	50,07,192	24.15%	50,07,192	24.15%
Nahar Capital and Financial Services Limited	16,51,215	7.96%	16,51,215	7.96%
	1,33,03,063	64.17%	1,33,03,063	64.17%

v) Details of Shares held by promoters at the end of the year:

	As at March 31, 2025		As at March 31, 2024		% Change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
Girnar Investment Ltd	33,22,328	16.03%	66,44,656	32.05%	-16.03%
Parshav Investment and Trading Company Limited	33,22,328	16.03%	-	0.00%	0.00%
Nagdevi Trading and Investment Company Limited	50,07,192	24.15%	50,07,192	24.15%	0.00%
Nahar Capital and Financial Services Limited	16,51,215	7.96%	16,51,215	7.96%	0.00%
Monica Oswal	5,15,837	2.49%	5,15,837	2.49%	0.00%
Ruchika Oswal	5,15,838	2.49%	5,15,838	2.49%	0.00%
Vanaik Investors Ltd.	4,09,273	1.97%	4,09,273	1.97%	0.00%
Jawahar Lal Oswal	1,05,059	0.51%	1,05,059	0.51%	0.00%
Abhilash Oswal	1,02,583	0.49%	1,02,583	0.49%	0.00%
Oswal Woolen Mills Ltd.	75,642	0.36%	75,642	0.36%	0.00%
Atam Vallabh Financiers Ltd.	67,106	0.32%	67,106	0.32%	0.00%
Vardhman Investments Ltd.	49,718	0.24%	49,718	0.24%	0.00%
Abhinav Oswal	10,500	0.05%	10,500	0.05%	0.00%
Rishabh Oswal	10,500	0.05%	10,500	0.05%	0.00%
Kamal Oswal	1,000	0.00%	1,000	0.00%	0.00%
Dinesh Oswal	1,000	0.00%	1,000	0.00%	0.00%
Sambhav Oswal	500	0.00%	500	0.00%	0.00%
Tanvi Oswal	500	0.00%	500	0.00%	0.00%
Manisha Oswal	500	0.00%	500	0.00%	0.00%
Ritu Oswal	500	0.00%	500	0.00%	0.00%
Sanjana Oswal	500	0.00%	500	0.00%	0.00%

- vi) The Company has not issued any share pursuant to a contract without payment being received in cash in the current year and preceding five years. The Company has not issued any bonus shares in the current year and preceding five years.

17 Other equity

Particulars	As at March 31, 2025	As at March 31, 2024
Reserve and surplus		
Capital reserve *	0	0
Capital redemption reserve	100	100
Securities premium	7,470	7,470
General reserve	38,087	38,087
Retained earnings	35,706	31,772
Other comprehensive income		
Debt instruments through OCI	(32)	(23)
	81,331	77,406

* Balance is less than Rs 1 Lakh, accordingly appearing as Nil.

Notes:
i) Capital reserve

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year *	0	0
Add/Less: Movement during the year	-	-
Balance at the end of the year	0	0

* Balance is less than Rs 1 Lakh, accordingly appearing as Nil.

The reserve comprises profits/gains of capital nature earned by the Company and credited directly to such reserve. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013.

ii) Capital redemption reserve

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	100	100
Add/Less: Movement during the year	-	-
Balance at the end of the year	100	100

Capital redemption reserve is a reserve created on buy-back of equity shares in accordance with section 69 of the Companies Act, 2013. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013.

iii) Securities premium

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	7,470	7,470
Add/Less: Movement during the year	-	-
Balance at the end of the year	7,470	7,470

Securities premium comprises the premium on issue of shares and is utilised in accordance with the specific provision of the Companies Act, 2013.

iv) General reserve

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	38,087	38,087
Add/Less: Movement during the year	-	-
Balance at the end of the year	38,087	38,087

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy of regular transfer. As the general reserve is created by transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

v) Retained earnings

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	31,772	29,934
Add: Profit for the year	8,117	5,994
Add: Remeasurement of defined benefit obligations (net of tax)	(38)	(7)
Less: Payment of dividend on equity shares (Refer note 40)	(4,146)	(4,147)
Balance at the end of the year	35,705	31,772

Retained earnings refer to net earnings not paid out as dividends, but retained by the Company to be reinvested in its core business. This amount is available for distribution of dividends to its equity shareholders.

vi) Other comprehensive income - Debt instruments through OCI

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	(23)	(24)
Add: Fair valuation of investment in perpetual bonds (net of tax)	(9)	1
Balance at the end of the year	(32)	(23)

This represents the cumulative gains and losses arising on the revaluation of debt instruments measured at fair value through other comprehensive income that have been recognised in other comprehensive income, net of amounts reclassified to profit or loss when such assets are disposed off and impairment losses on such instruments, if any.

18 Borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Term loans from bank (Secured - at amortised cost)*	-	270
Less: Current maturities	-	(270)
	-	-
Current		
Cash credits/working capital loans from banks (Secured - at amortised cost) #	22,899	14,987
Current maturities of term loan from banks (Secured - at amortised cost)*	-	270
Other Borrowings (Bill Discounting) (Unsecured)	5,794	6,442
	28,693	21,699

*Term loan from bank was secured by primary charge on machinery being procured, with Second pari-passu charge on property situated at Sherpur Kalan, GT Road, Ludhiana measuring 14,278 sq. yards. The loan carried interest rate of 3.75% above repo rate. The loan was fully repaid during the current financial year with last instalment of Rs. 21 lakhs paid in March, 2025.

Refer Note 36 for disclosure of assets held as security.

19 Other financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Financial liabilities at amortised cost		
Non-Current		
Security deposits from customers	4,363	3,840
	4,363	3,840
Current		
Interest accrued but not due on borrowings	108	52
Interest payable to others	31	119
Payables for purchase of property, plant and equipment and intangible assets	98	172
Unpaid dividend *	18	21
Employee related payables**	1,392	1,128
	1,647	1,492

* Unpaid dividend do not include any amount due and outstanding required to be credited to the Investors' Education and Protection Fund.

** Includes Rs. 77 Lakhs (previous year Rs. 67 Lakhs) payable to related parties (Refer Note 42).

20 Other non-current liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Non-Current		
Deferred income from government grant	346	392
Refund liability for expected sales return	2,163	2,491
	2,509	2,883
Current		
Statutory remittances*	392	450
Deferred income from government grant	46	46
Refund liability for expected sales return	12,405	8,755
Advance from customers (Contract Liabilities)	1,668	1,100
Gratuity liability (funded) (refer note 37)	262	137
	14,773	10,488

* Statutory remittances includes contribution to provident fund and employee state insurance corporation, tax deducted/collected at source etc.

21 Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
Non-Current		
Provision for employee benefits :		
- Leave	137	122
	137	122
Current		
Provision for employee benefits :		
- Leave	15	13
Other provision :		
Provision for discount	1,079	944
	1,094	957

Movement in other provisions	Provision for discount
Balance as at March 31, 2023	1,014
Add: Provision recognised during the year	944
Less: Utilised / Reversed during the year	(1,014)
Balance as at March 31, 2024	944
Add: Provision recognised during the year	1,079
Less: Utilised / Reversed during the year	(944)
Balance as at March 31, 2025	1,079

22 Trade payables

Particulars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises	3,461	3,428
Total outstanding dues of creditors other than micro enterprises and small enterprises		
- Related Parties	1,395	2,520
- Others	7,321	8,201
	8,716	10,720
	12,177	14,148

Notes:

i) Ageing of trade payables

	As at March 31, 2025		As at March 31, 2024	
	MSME	Others	MSME	Others
Outstanding for following periods from due date of payment				
Not Due	2,982	3,320	2,927	6,248
Less than 1 year	208	2,816	417	2,098
1 to 2 years	240	130	7	9
2 to 3 years	7	8	24	12
More than 3 years	24	1	53	1
Others - Accruals	-	2,441	-	2,351
	3,461	8,716	3,428	10,719

ii) Disclosure under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Amounts payable to suppliers under MSME Development Act, 2006 (suppliers) as at year end		
- Principal	3,190	3,104
- Interest due thereon #	-	-
b) Payments made to suppliers beyond the appointed day during the year		
- Principal	-	14,273
- Interest due thereon	-	240
c) Amount of Interest due and payable for delay in payment (which have been paid but beyond the appointed day during the year) but without adding the interest under MSME Development Act, 2006	-	-
d) Amount of interest accrued and remaining unpaid as at year end	271	324

Balance is less than Rs 1 Lakh, accordingly appearing as Nil.

23 Revenue from operations

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of products (refer note 43)	1,09,902	1,06,056
Other operating revenue		
Insurance recovered from customers	68	87
Government grants	71	48
	1,10,041	1,06,191

24 Other Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income		
from banks	306	340
others	1,629	1,223
Other non-operating income (net of expenses directly attributable to such income).		
Foreign exchange fluctuation gain (net)	2	-
Profit on derecognition of lease contract	120	-
Profit on sale of property, plant and equipment (net)	29	20
Profit on sale of investments measured at FVTPL	29	130
Fair valuation gain of investments measured at FVTPL	957	876
Rent received from related party (refer note 42)	8	7
Others	437	154
	3,517	2,750

25 Cost of materials consumed

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening stock of raw materials	3,873	4,065
Add: Purchases of raw materials during the year	10,793	11,491
	14,666	15,556
Less: Closing stock of raw materials including goods in transit	(3,942)	(3,873)
	10,724	11,683

26 Purchases of stock-in-trade

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Purchases of stock-in-trade (including goods in transit)	53,405	47,127
	53,405	47,127

27 Changes in inventories of finished goods, work-in-process and stock-in-trade

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Inventories at the beginning of the year		
Work-in-process	766	873
Finished goods	13,935	10,455
Stock-in-trade (including in transit)	17,582	22,661
Right to recover returned goods	6,185	6,679
	38,468	40,668

Inventories at the end of the year		
Work-in-process	1,091	766
Finished goods	13,055	13,935
Stock-in-trade (including in transit)	23,137	17,582
Right to recover returned goods	8,012	6,185
	45,295	38,468
	(6,827)	2,199

28 Employee benefits expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salary, wages and bonus	11,110	9,442
Contribution to provident fund and other funds (refer note 37)	947	694
Staff welfare expenses	192	477
	12,249	10,613

29 Finance costs

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest Costs:		
Borrowings	2,214	1,653
Lease liabilities	1,739	1,315
Others	806	780
	4,759	3,748

30 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation of property, plant and equipment	2,323	2,158
Amortisation of intangible assets	159	159
Depreciation of Right-of-use assets	3,535	2,805
	6,017	5,122

31 Other expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Consumption of stores and spares parts	3,893	3,986
Processing charges	1,848	1,852
Commission on sale	4,114	3,866
Freight and forwarding expenses	2,404	2,153
Advertisement and Business Promotion expenses	4,335	3,458
Power and fuel	684	687
Rent	453	359
Repairs to		
Buildings	94	106
Plant and machinery	213	179
Others	1,109	831
Insurance	223	176
Legal and professional expenses [refer note (i) below]	189	330
Rates and taxes	74	51

Travelling and conveyance	774	707
Provision for doubtful receivables	-	313
Amounts written off	36	2
Communication expenses	44	38
Corporate social responsibility expenses (refer note 38)	267	269
Loss on sale of property, plant and equipment (net)	-	-
Impairment of Investment in Subsidiary	-	-
Bank charges	158	184
Interest Paid on Income Tax	-	64
Miscellaneous expenses	928	771
	21,840	20,382

Notes:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
i) Legal and professional expenses includes payment to auditors		
As auditor:		
Audit fee	27	24
Limited reviews	14	14
Tax audit fee	2	2
Reimbursement of expenses	6	9
	49	49

32 Income taxes
32.1 Income tax recognised in the Statement of Profit and Loss

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current tax		
In respect of the current year	3,354	2,510
In respect of prior years	(34)	(123)
	3,320	2,387
Deferred tax		
In respect of the current year	(46)	(314)
In respect of prior years	-	-
	(46)	(314)
Total income tax expense recognised in the current year	3,274	2,073

The income tax expense for the year can be reconciled to the accounting profit as follows

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit before tax	11,391	8,067
Tax at the Indian Tax Rate of 25.17% (previous year 25.17%)	2,867	2,030
Non-deductible differences	68	130
Adjustments recognised in the current year in relation to the deferred tax expense of prior years on account of withdrawal of the indexation benefit and change in tax rate*	327	-

Other adjustments	46	9
	3,308	2,169
Adjustments related to the current tax and deferred tax of prior years	(34)	(123)
Income tax expense recognised in the statement of profit and loss	3,274	2,046

The tax rate used for the current year reconciliation above is the corporate tax rate of 25.17% (previous year 25.17%) payable by corporate entities in India on taxable profits as the Income Tax Act, 1961.

*The Company invests its surplus funds into debt mutual funds and debentures. In compliance with Ind AS-12 "Income taxes", the Company had recorded deferred tax liability on debt mutual fund and deferred tax asset on debentures as per applicable law (taking cognisance of the Indexation benefit) on fair value gains on these investments. The Finance (No.2) Act, 2024 withdrew the indexation benefit on long term capital gains on debt mutual funds and debentures which were purchased prior to April 1, 2023 and tax rate applicable on the said assets was changed from 20% plus surcharge and cess (with indexation) to 12.5% plus surcharge and cess (without indexation).

Deferred tax liabilities have been remeasured at the prescribed rate on account of withdrawal of the indexation benefit and change in the tax rate, which has resulted in increase in deferred tax liabilities and corresponding deferred tax expense by Rs. 327 Lakhs, which has been recognised in the audited financial statements for the year ended March 31, 2025. The actual payment of tax would be made at the time of redemption of this asset class. The cash outflow tax could be different at the time of redemption depending on the actual gain and prevailing tax regulations.

32.2 Income tax recognised in other comprehensive income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Deferred tax assets/(liabilities)		
Arising on income and expenses recognised in other comprehensive income		
Re-measurement gain / (loss) on defined benefit obligations	13	2
Net fair value loss on investment in perpetual bonds	3	(0)
Total income tax recognised in other comprehensive income	16	2
Bifurcation of the income tax recognised in other comprehensive income into:		
Items that will be reclassified to profit or loss	-	-
Items that will not be reclassified to profit or loss	16	2
	16	2

33 Movement in deferred tax balances

Movement of deferred tax assets/(liabilities) for the year ended March 31, 2025

Particulars	As at March 31, 2024	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at March 31, 2025
Deferred tax assets				
Property, plant and equipment and Intangible assets	330	100	-	430
Refund liabilities (net of right to receive goods)	1,334	316	-	1,650
Provision for discount	240	32	-	272
Right of use assets	514	(78)	-	436
Provision for employee benefits - Gratuity, leave, bonus etc.	169	35	13	217
Provision for doubtful receivables	149	(69)	-	80
Impairment of Investment in subsidiary	-	30	-	30

Provision for Obsolescence of inventory	26	21	-	47
Others	12	6	-	18
	2,774	393	13	3,180
Deferred tax liabilities				
Deferred income from government grant	110	(12)	-	98
Fair valuation of Investments in Mutual Funds, Bonds and debentures	122	359	(3)	478
Others	-	-	-	-
	232	347	(3)	576
Net deferred tax assets/(liabilities)	2,542	46	16	2,604

Movement of deferred tax assets/(liabilities) for the year ended March 31, 2024

Particulars	As at March 31, 2023	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at March 31, 2024
Deferred tax assets				
Property, plant and equipment and Intangible assets	364	(34)	-	330
Refund liabilities (net of right to receive goods)	895	439	-	1,334
Provision for discount	255	(15)	-	240
Right of use assets	330	184	-	514
Provision for employee benefits - Gratuity, leave, bonus etc.	163	4	2	169
Provision for doubtful receivables	187	(38)	-	149
Provision for Obsolescence of inventory	26	-	-	26
Fair valuation of Investments	116	(238)	(0)	(122)
Others	12	-	-	12
	2,348	302	2	2,652
Deferred tax liabilities				
Deferred income from government grant	122	(12)	-	110
Others	-	-	-	-
	122	(12)	-	110
Net deferred tax assets/(liabilities)	2,226	314	2	2,542

Deferred tax assets and deferred tax liabilities have been offset as they are governed by the same taxation laws.

Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

34 Contingent liabilities and commitments (to the extent not provided for)

	As at March 31, 2025	As at March 31, 2024
A. Contingent Liabilities (for pending litigations)		
- Claims against the Company not acknowledged as debts	-	-
B. Commitments		
- Estimated value of contracts on capital account, excluding capital advances, remaining to be executed and not provided for (Refer note i below)	1,308	4,228

Notes:

- i) Apart from the commitments disclosed above, the Company has no financial commitments other than those in the nature of regular business operations.
- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

35 Earnings per share ('EPS')

The earnings per share (EPS) disclosed in the Statement of Profit and Loss have been calculated as under:

		For the year ended March 31, 2025	For the year ended March 31, 2024
Profit for the year as per Statement of Profit and Loss (Rs. in Lakhs)	(A)	8,117	5,994
Weighted average number of equity shares of Rs. 10 each (number)	(B)		
Basic		2,07,32,064	2,07,32,064
Diluted		2,07,32,064	2,07,32,064
Earnings per share [Face value of Rs. 10 each]	(A/B)		
Basic (Rs.)		39.15	28.91
Diluted (Rs.)		39.15	28.91

36 Assets pledged as security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current assets		
First/Floating /Equitable Charge		
Property, plant and equipment	-	17,862
Capital work-in-progress	-	8
Total non-current assets pledged as security	-	17,870
Current assets		
Floating charge		
Inventories	50,318	43,462
Financial assets	61,256	51,292
Other current assets	4,716	3,647
Total current assets pledged as security	1,16,290	98,401

Details of short-term borrowings facilities and security against those facilities

Bank/Facilities	Note	As at March 31, 2025	As at March 31, 2024
State Bank of India	Refer note-1		
Cash Credit		1,649	1,483
Working Capital Demand Loan		10,000	10,000
HDFC Bank	Refer note-2		
Overdraft/Cash Credit borrowings		3,950	-
Working Capital Demand Loan		7,111	6

Federal Bank	Refer note-3		
Overdraft/Cash Credit borrowings		(6)	1,139
Working Capital Demand Loan		-	2,359
ICICI Bank	Refer note-4		
Cash Credit		(39)	-
Working Capital Demand Loan		915	-
Total		23,580	14,987

Note-1

Primary Charge

- First pari-passu charge on the all current assets of the Company (present and future).

Note-2

Primary Charge

-First charge created on mutual funds and first pari-passu charge created on current assets (present & Future)

Note-3

Primary Charge

- First charge created on mutual funds and first pari-passu charge created on current assets (present & Future)

Note-4

Primary Charge

- Residual charge over the current assets of the Borrower, both present and future

37 Employee Benefits

i) Defined Contribution Plan

The Company's contribution to Provident Fund for the year ended March 31, 2025 Rs. 549 Lakhs (for the year ended March 31, 2024: Rs. 484 Lakhs) has been recognised in the Statement of Profit and Loss under the head employee benefits expense.

ii) Defined Benefit Plan

Gratuity

- The Company provides for gratuity for 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 multiplied for the number of years of service. Gratuity plan is a funded plan and the Company makes contributions of funds to Life Insurance Corporation of India and Kotak Life Insurance.
- This plan typically exposes the Company to actuarial risks such as: interest rate risk, Salary Escalation risk, Demographic risk and Investment risk.

Interest rate risk:

The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.

Salary Escalation risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability

Demographic risk:

The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Investment risk:

This may arise from volatility in asset values due to market fluctuations and impairment of assets due to credit losses. LIC of India primarily invests in debt instruments such as Government securities and highly rated corporate bonds wherein the risk of downward fluctuation in value is minimal.

c) Significant Actuarial Assumptions

The significant actuarial assumptions used for the purpose of the actuarial valuation were as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Discount rate	6.62%	7.09%
Expected rate of salary increase	9.00%	9.00%
Expected return on plan assets	6.62%	7.09%
Mortality table used	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
Employee Turnover/ Withdrawal Rate	8.00%	8.00%
Retirement age	62 years	62 years

The discount rate is determined by reference to market yields at the balance sheet date on Govt. bonds. The term of the risk free investments has to be consistent with the estimated term of benefit obligations.

The estimates of future salary increase considered, takes into account the inflation, seniority, promotions and other relevant factors, such as supply and demand in the employment market.

d) The following tables sets out the status of the defined benefit scheme in respect of gratuity and amount recognised in the financial statements:

I. Components of Net Benefit Expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
1. Current Service Cost	204	175
2. Net Interest (Income)	7	13
3. Total expense recognised in the Statement of Profit and Loss	211	188
Re-measurements recognised in Other Comprehensive Income		
4. Effect of changes in financial assumptions	85	35
5. Effect of Change in demographic assumptions	(22)	-
6. Effect of experience adjustments	2	(3)
7. Return on plan assets (greater)/less than discount rate	(14)	(23)
8. Total loss of re-measurements included in OCI	51	9

The current service cost and the net interest (Income for the year are included in Note 28 "Employee Benefits Expense" under the head "Salaries and Wages".

II. Change in present value of defined benefit obligation

	As at March 31, 2025	As at March 31, 2024
1. Present Value of defined benefit obligation at the beginning of the year	2,156	1,890
2. Current Service Cost	204	175
3. Interest Cost	150	137
Remeasurement gains / (losses):		
4. Effect of changes in financial assumptions	85	35
5. Effect of Change in demographic assumptions	(22)	-
6. Effect of experience adjustments	2	(3)
7. Benefits Paid	(78)	(78)
8. Present Value of defined benefit obligation at the end of the year	2,498	2,156

III. Change in fair value of Plan assets

	As at March 31, 2025	As at March 31, 2024
1. Fair value of Plan assets at the beginning of the year	2,020	1,699
2. Interest income on plan assets	143	124
3. Employer contributions	137	251
4. Return on plan assets greater /(lesser) than discount rate	14	23
5. Benefits paid	(78)	(78)
6. Fair value of assets at end of the year	2,236	2,019

IV. Net Asset / (Liability) recognised in Balance Sheet

	As at March 31, 2025	As at March 31, 2024
1. Present value of funded defined benefit obligation	(2,498)	(2,156)
2. Fair Value of Plan Assets	2,236	2,019
Net Defined Benefit Asset/(Liability) Recognised in Balance sheet	(262)	(137)

V. Sensitivity Analysis - Impact on defined benefit obligation

	For the year ended March 31, 2025	For the year ended March 31, 2024
1. Discount Rate + 50 basis points	(79)	(79)
2. Discount Rate - 50 basis points	84	84
3. Salary Escalation Rate + 50 basis points	70	69
4. Salary Escalation Rate - 50 basis points	(69)	(67)

The sensitivity analysis presented above may not be representative of the actual changes in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumption may be correlated.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumption occurring at the end of the reporting period, while holding all other assumptions constant.

VI. The following benefit payments (undiscounted) are expected in future years:

Particulars	As at March 31, 2025	As at March 31, 2024
Upto 1 year	382	277
1-2 years	254	200
2-3 years	238	187
3-4 years	222	182
4-5 years	221	169
Above 5 years	1,142	977

VI. Category of plan assets

Particulars	As at March 31, 2025	As at March 31, 2024
LIC of India - Group Gratuity Cash Accumulation Fund	92%	91%
Kotak Gratuity Group Plan (UIN - 107L010V07)	8%	9%

VII. Expected contribution

The expected employer contribution for the next year is Rs. 493 Lakhs (Previous year Rs. 331 Lakhs).

38 Corporate Social Responsibility

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. A CSR committee has been formed by the Company as per the Act.

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
a. Amount required to be spent by the Company during the year	267	269
b. Amount of expenditure incurred	267	269
c. Shortfall at the end of the year (a-b)	-	-
d. Total of previous years shortfall	-	-
e. Nature of CSR activities	Preventing Healthcare	
f. <u>Details of related party transactions:</u>		
- Oswal Foundation*	267	269
g. Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	NA	NA

There are no ongoing projects under Section 135(6) of the Act during the current year and previous year.

39 Financial Instruments

(a) Financial instruments by category

Particulars	As at March 31, 2025			As at March 31, 2024		
	FVTPL	FVOCI	Amortised cost #	FVTPL	FVOCI	Amortised cost #
Financial assets						
Investments*	12,669	3,136	8,765	11,471	3,148	7,914
Trade receivables	-	-	41,618	-	-	37,008
Cash and cash equivalents	-	-	98	-	-	148
Other bank balances	-	-	3,449	-	-	672
Loans	-	-	49	-	-	61
Other financial assets	-	-	3,717	-	-	5,403
Total	12,669	3,136	57,696	11,471	3,148	51,206
Financial liabilities						
Borrowings	-	-	28,693	-	-	21,699
Trade payables	-	-	12,177	-	-	14,148
Lease liabilities	-	-	22,748	-	-	16,498
Other financial liabilities	-	-	6,010	-	-	5,330
Total	-	-	69,628	-	-	57,675

* Investment value excludes investment in subsidiary of Rs. 1,451 Lakhs (March 31, 2024: Rs. 1570 Lakhs) which are shown at cost in balance sheet as per Ind AS 27 "Separate Financial Statements".

Carrying value of the financial assets and financial liabilities designated at amortised cost approximates its fair value.

(b) Fair value hierarchy

The following table provides an analysis of financial instruments that are measured at fair value and have been grouped into Level 1, Level 2 and Level 3 below:

	As at March 31, 2025			
	Level 1	Level 2	Level 3	Total
Financial assets				
Investments in Mutual Funds	12,030	-	-	12,030
Investments in debentures and bonds	3,136	-	-	3,136
Investments in Alternate Investment Fund	639	-	-	639
Other non current financial assets	-	-	1,465	1,465
Total Financial assets	15,805	-	1,465	17,270
Financial liabilities				
Lease liabilities (non current)	-	-	17,815	17,815
Other non current financial liabilities	-	-	4,363	4,363
Total Financial liabilities	-	-	22,178	22,178

	As at March 31, 2024			
	Level 1	Level 2	Level 3	Total
Financial assets				
Investments in Mutual Funds	11,071	-	-	11,071
Investments in debentures and bonds	3,148	-	-	3,148
Investments in Alternate Investment Fund	400	-	-	400
Other non current financial assets	-	-	4,073	4,073
Total Financial assets	14,619	-	4,073	18,692
Financial liabilities				
Lease liabilities (non current)	-	-	12,852	12,852
Other non current financial liabilities	-	-	3,840	3,840
Total Financial liabilities	-	-	16,692	16,692

Level 1: Quoted prices in the active market. This level of hierarchy includes financial assets that are measured by reference to quoted prices in the active market. This category consists of debt based open ended mutual funds, investment in debentures and bonds and investment in alternate investment fund.

Level 2: Valuation techniques with observable inputs. This level of hierarchy includes items measured using inputs other than quoted prices included within Level 1 that are observable for such items, either directly or indirectly. This level of hierarchy consists of debt based close ended mutual fund investments.

Level 3: Valuation techniques with unobservable inputs. This level of hierarchy includes items measured using inputs that are not based on observable market data (unobservable inputs). Fair value determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instruments nor based on available market data. The main item in this category are unquoted equity instruments.

The Fair value of mutual funds, bonds and debentures is based on the net asset value (NAV) as stated by the Asset management Company (AMC) as at the Balance sheet date.

c) Financial risk management

The Company's principal financial liabilities comprise borrowings, lease liabilities, trade payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include Investment, trade receivables, cash and cash equivalents, Other bank balances and Other financial assets that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a risk management committee that advises on financial risks and the appropriate financial risk governance

framework for the Company. This risk management committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedure and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below:

(i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: foreign currency risk, interest rate risk, price risk.

Foreign currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar and JPY. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Company. Considering the low volume of foreign currency transactions, the Company's exposure to foreign currency risk is limited and hence the Company does not use any derivative instruments to manage its exposure. Also, the Company does not use forward contracts and swaps for speculative purposes.

Foreign currency risk exposure

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of year expressed in INR Lakhs are as follows:

	As at March 31, 2025		As at March 31, 2024	
	USD	JPY	USD	JPY
Trade payables	7,08,941	-	-	-

Foreign currency sensitivity

The following table details the Company's sensitivity to a 5% increase and decrease in the Rs. against the relevant foreign currencies. The sensitivity analysis includes only outstanding foreign currency denominated monetary items as tabulated above and adjusts their translation at the period end for a 5% change in foreign currency rates. The sensitivity analysis includes external loans. A positive number below indicates an increase in profit or equity and vice-versa.

	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Rs. strengthens by 5%	Rs. weakening by 5%	Rs. strengthens by 5%	Rs. weakening by 5%
Impact on profit or loss for the year				
USD impact	(35,447)	35,447	-	-
JPY impact #	-	-	-	-

Previous year amount is less than Rs 1 Lakh, accordingly appearing as Nil.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. The Company carries borrowings primarily at variable rate.

	As at March 31, 2025	As at March 31, 2024
Variable rate borrowings	28,693	21,699
Total borrowings	28,693	21,699

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variable held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

	Impact on profit or loss for the year ended	
	March 31, 2025	March 31, 2024
Decrease by 50 bps	143	108
Increase by 50 bps	(143)	(108)

Price risk

The Company's exposure to price risk arises from investments in mutual funds, bonds and debentures held by the Company and measured at fair value. To manage its price risk arising from investments, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

Price sensitivity

Particulars	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Increase in NAV by 5%	Decrease in NAV by 5%	Increase in NAV by 5%	Decrease in NAV by 5%
Impact on profit or loss for the year				
Investments in mutual funds	633	(633)	574	(574)
Impact on Other comprehensive income for the year				
Investments in bonds / debentures	157	(157)	157	(157)

(ii) Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations. To manage trade receivable, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, economic trends, analysis of historical bad debts and aging of such receivables.

Financial instruments that are subject to such risk, principally consist of investments, trade receivables and loans and advances. None of the financial instruments of the Company results in material concentration of credit risks.

Financial assets for which loss allowance is measured:

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables	318	581

(iii) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including debt and overdraft from domestic banks at an optimised cost. It also enjoys strong access to domestic capital markets across equity.

Maturities of financial liabilities

The table below analyses the Company's all non-derivative financial liabilities into relevant maturity based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows.

Contractual maturities of financial liabilities:

Particulars	0-1 Years	1 to 2 years	2 to 5 years	More than 5 years	Total
Year ended March 31, 2025					
Borrowings	28,693	-	-	-	28,693
Other financial liabilities	1,647	-	-	4,363	6,010
Trade payables	12,177	-	-	-	12,177
Lease liabilities	4,898	4,844	12,690	7,386	29,818
Total	47,415	4,844	12,690	11,749	76,698
Year ended March 31, 2024					
Borrowings	21,699	-	-	-	21,699
Other financial liabilities	1,490	-	-	3,840	5,330
Trade payables	14,147	-	-	-	14,147
Lease liabilities	3,646	3,541	8,864	5,435	21,486
Total	40,982	3,541	8,864	9,275	62,662

40 Dividend distribution made and proposed

	As at March 31, 2025	As at March 31, 2024
Equity shares		
Final dividend for the year ended March 31, 2024 of Rs. 20 per share (for the year ended March 31, 2023 of Rs. 20 per share)	4,146	4,147
	4,146	4,147

Dividends not recognised at the end of the reporting period

The Board of Directors of Company have proposed the final dividend of Rs. 20 per share for the year ended March 31, 2025. The proposed final dividend is subject to approval of the members at the ensuing Annual General Meeting. The amount of such dividend proposed is in accordance with section 123 of Companies Act, 2013.

41 Capital management

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern as well as to provide an adequate return to shareholders by pricing products and services commensurates with the level of risk. The capital structure of the Company consists of net debt (borrowings net of cash and cash equivalents) and total equity of the Company.

The management of the Company reviews the capital structure of the Company on regular basis. As part of this review, the Board monitors capital using capital gearing ratio, which is net debt divided by total capital plus net debt.

	As at March 31, 2025	As at March 31, 2024
Borrowings	28,693	21,699
Less: Cash and cash equivalents	98	148
Less: Other bank balances	3,449	672
Net debt (a)	25,146	20,879
Equity (b)	83,404	79,480
Capital and net debt (c) [(a) + (b)]	1,08,550	1,00,359
Gearing ratio [(a) / (c)]	23%	21%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowings in the current and previous year. No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.

42 Related party disclosure

a) Description of related parties

Nature of relationship	Name of related party
(i) Key management personnel	Jawahar Lal Oswal (Chairman and Managing Director) Sandeep Jain (Executive Director) Monica Oswal (Executive Director) Ruchika Oswal (Executive Director) Rishabh Oswal (Executive Director) Dinesh Gogna (Director) Suresh Kumar Singla (Independent Director) till June 26, 2024 Manisha Gupta (Independent Director) till June 26, 2024 Alok Kumar Misra (Independent Director) till August 8, 2024 Roshan Lal Behl (Independent Director) Manikant Prasad Singh (Independent Director) Parvinder Singh Pruthi (Independent Director) Anchal Kumar Jain (Independent Director) from June 27, 2024 Bhuwanchandra Balkrishna Joshi (Independent Director) from - August 9, 2024 to November 12, 2024 Yash Paul Sachdeva (Independent Director) from June 27, 2024 Prem Lata Singla (Independent Director) from August 30, 2024 Raj Kapoor Sharma (Chief Financial Officer) Ankur Gauba (Company Secretary)
(ii) Subsidiary Company	Monte Carlo Home Textiles Limited
(iii) Enterprises over which key management personnel and their relatives are able to exercise significant influence (with whom transaction have taken place)	Nahar Industrial Enterprises Limited Nahar Spinning Mills Limited Oswal Woollen Mills Limited Oswal Foundation Mohan Dai Oswal Cancer Treatment & Research Foundation
(iv) Enterprises having significant influence on the Company	Girnar Investments Limited till March 26, 2025 Nagdevi Trading and Investment Company Limited

(b) Transactions with related parties

	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of goods		
<u>Enterprises over which key management personnel and their relatives are able to exercise significant influence</u>		
Nahar Spinning Mills Limited	491	520
Nahar Industrial Enterprises Limited	3	3
Oswal Woollen Mills Limited	23	22
Mohan Dai Oswal Cancer Treatment & Research Foundation	2	2
	518	547

Sales returns

Enterprises over which key management personnel and their relatives are able to exercise significant influence

Oswal Woollen Mills Limited #	-	0
Nahar Spinning Mills Limited	11	14
Nahar Industrial Enterprises Limited *#	0	0
	11	14

Purchase of goods

Enterprises over which key management personnel and their relatives are able to exercise significant influence

Nahar Spinning Mills Limited	1,532	1,645
Nahar Industrial Enterprises Limited	332	359
Oswal Woollen Mills Limited	6,103	6,339
	7,967	8,343

Purchase of property, plant and equipment

Enterprises over which key management personnel and their relatives are able to exercise significant influence

Nahar Industrial Enterprises Limited	-	2
Oswal Woollen Mills Limited	1	11
Mohan Dai Oswal Cancer Treatment & Research Foundation #	-	0
	1	13

Sale of property, plant and equipment

Enterprises over which key management personnel and their relatives are able to exercise significant influence

Nahar Industrial Enterprises Limited	-	75
Oswal Woollen Mills Limited	2	-
	2	75

Purchase return

Enterprises over which key management personnel and their relatives are able to exercise significant influence

Oswal Woollen Mills Limited	23	64
Nahar Industrial Enterprises Limited *	0	6
	23	70

Sitting Fees Paid

Key management personnel

Dinesh Gogna	1	1
Parvinder Singh Pruthi	1	1
Manikant Prasad Singh	1	1
Manisha Gupta*	0	1
Suresh Kumar Singla*	0	1
Alok Kumar Misra	1	1

Roshan Lal Behl	1	1
Anchal Kumar Jain	1	-
Yash Paul Sachdeva	1	-
Prem Lata Singla	1	-
	7	7
<u>Remuneration Paid @</u>		
<u>Key management personnel</u>		
Jawahar Lal Oswal	351	670
Sandeep Jain	260	242
Monica Oswal	105	86
Ruchika Oswal	86	86
Rishabh Oswal	213	185
Raj Kapoor Sharma	33	31
Ankur Gauba	13	12
	1,061	1,312
<u>Investment in Equity shares</u>		
<u>Subsidiary</u>		
Monte Carlo Home Textiles Limited	-	700
<u>Loan taken</u>		
<u>Subsidiary</u>		
Monte Carlo Home Textiles Limited	680	-
<u>Interest accrued on loan</u>		
<u>Subsidiary</u>		
Monte Carlo Home Textiles Limited	28	-
<u>Rent received</u>		
<u>Enterprises over which key management personnel and their relatives are able to exercise significant influence</u>		
Nahar Spinning Mills Limited	8	7
<u>Rent paid</u>		
<u>Enterprises over which key management personnel and their relatives are able to exercise significant influence</u>		
Nahar Spinning Mills Limited	94	99
Nahar Industrial Enterprises Limited	390	257
Oswal Woollen Mills Limited	156	139
	640	495
<u>Processing charges paid</u>		
<u>Enterprises over which key management personnel and their relatives are able to exercise significant influence</u>		
Nahar Spinning Mills Limited	152	114
Oswal Woollen Mills Limited	2	3
Nahar Industrial Enterprises Limited	15	-
	169	117

Reimbursement of expenses paid		
<u>Subsidiary</u>		
Monte Carlo Home Textiles Limited	-	1
<u>Enterprises over which key management personnel and their relatives are able to exercise significant influence</u>		
Nahar Industrial Enterprises Limited	183	157
Nahar Spinning Mills Limited	61	258
Oswal Woollen Mills Limited	143	37
Jawahar Lal Oswal Public Charitable*	0	-
	387	453
Reimbursement of expenses received		
<u>Subsidiary</u>		
Monte Carlo Home Textiles Limited	-	14
<u>Enterprises over which key management personnel and their relatives are able to exercise significant influence</u>		
Nahar Spinning Mills Limited*	0	-
Nahar Industrial Enterprises Limited	2	28
Oswal Woollen Mills Limited	6	3
Oswal Logistic Park Private Limited*	0	-
	8	45
Contribution made to the fund (CSR activities)		
<u>Enterprises over which key management personnel and their relatives are able to exercise significant influence</u>		
Oswal Foundation	267	269
(c) Outstanding Balances:		
	As at March 31, 2025	As at March 31, 2024
Trade payables		
<u>Enterprises over which key management personnel and their relatives are able to exercise significant influence</u>		
Nahar Spinning Mills Limited	692	398
Nahar Industrial Enterprises Limited	83	181
Oswal Woollen Mills Limited	621	1,941
	1,395	2,520
Advances to suppliers		
<u>Enterprises over which key management personnel and their relatives are able to exercise significant influence</u>		
Monte Carlo Home Textiles Limited#	-	0

Trade receivable

Enterprises over which key management personnel and their relatives are able to exercise significant influence

Mohan Dai Oswal Cancer Treatment & Research Foundation *

0

0

-

-

Remuneration payable

Key management personnel

Jawahar Lal Oswal

21

20

Sandeep Jain

25

16

Monica Oswal

2

8

Ruchika Oswal

8

4

Rishabh Oswal

19

16

Raj Kapoor Sharma

2

2

Ankur Gauba*

0

1

76
67

* Current year amount is less than Rs 1 Lakh, accordingly appearing as Nil.

Previous year amount is less than Rs 1 Lakh, accordingly appearing as Nil.

@ Gratuity and leave benefits which are actuarially determined on an overall basis are not separately disclosed.

The above transactions with related parties are made on term equivalent to those that prevail in arm's length transactions.

43 Revenue from contracts with customers

The Company is in the business of manufacturing and trading of textile garments which are considered to be homogeneous products.

a) Reconciliation of revenue recognised in Statement of Profit and Loss with contract price

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Gross sale of products	1,48,646	1,42,192
Less: Adjustment on account of sales return	(25,946)	(22,599)
Less: Adjustment on account of discounts	(12,798)	(13,537)
	1,09,902	1,06,056

b) Disclosure of disaggregated revenue recognised in the Standalone Statement of Profit and Loss based on geographical segment

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from sale of products customers within India	1,09,650	1,05,902
Revenue from sale of products customers outside India	252	154
Revenue as per the Standalone Statement of Profit and Loss	1,09,902	1,06,056

c) Contract balances:

Particulars	As at March 31, 2025	As at March 31, 2024
Contract assets		
Trade receivables (refer note 12)	41,618	37,008
Right to recover returned goods (refer note 11)	8,012	6,185
	49,630	43,193
Contract Liabilities		
Advance from customers (refer note 20)	1,668	1,100
Refund liability (refer note 20)	14,568	11,246
	16,236	12,346

d) Revenue recognised in relation to contract liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
a. Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	1,100	1,064
b. Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods	-	-

44 Segment information

The Company's primary business segment is reflected based on principal business activities carried on by the Company. Chairman and Managing Director has been identified as being the Chief Operating Decision Maker ('CODM') and evaluates the Company's performance and allocates resources based on analysis of the various performance indicators of the Company as a single unit. Therefore, there are no separate reportable business segments as per Ind AS 108 "Operating Segments". The Company operates in one reportable business segment, i.e. manufacturing and trading of textile garments and is primarily operating in India and hence, considered as single geographical segment. The sale of Company's products is seasonal.

Entity wide disclosures:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from Operations		
- Domestic	1,09,650	1,05,902
- Overseas	252	154
	1,09,902	1,06,056
Non Current Segment Assets		
-Within India	55,261	53,206
-Outside India	-	-
	55,261	53,206

Domestic information includes sales to customers located in India.

Overseas information includes sales to customers located outside India.

Non-current segment assets mainly includes Property, plant and equipment, Right-of-use assets, Investments, tax assets and Other non-current assets.

No single customer contributed 10% or more to the Company's revenue for both the financial years 2024-25 and 2023-24.

45 Additional Information

- The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.
- The Company has not been declared as wilful defaulter by any bank or financial Institution or other lender.
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Company does not have any transactions with companies struck off.
- The Company does not have any transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- The Company does not have any long term contracts including derivative contracts for which there are any material foreseeable losses.
- 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:
- 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 to or on behalf of the Ultimate Beneficiaries
- l) 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:
- 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
- j) The Company has availed facilities from banks on the basis of security of current assets. The revised returns or statements filed by the company are in agreement with the books of accounts and there are no material discrepancies.
- k) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025.

46 Ratios Analysis

Particulars	Numerator	Denominator	For the year ended March 31, 2025	For the year ended March 31, 2024	% Variance	Remarks
(a) Current Ratio	Current assets	Current liabilities	1.84	1.88	-2%	-
(b) Debt Equity Ratio	Total Debt (excluding lease liabilities)	Shareholder's Equity	0.34	0.27	26%	Increase on account of increase in short term borrowings
(c) Debt-service coverage ratio	Earning available for debt service *	Debt service **	2.50	2.39	5%	-
(d) Return on Equity Ratio (%)	Net profits after taxes	Average shareholder's equity	9.97%	7.76%	28%	Increase in ratio is on account of increase in profit during the year.
(e) Inventory turnover ratio	Cost of goods sold	Average Inventory	1.22	1.36	-10%	-
(f) Trade receivables turnover ratio	Revenue from operations	Average Trade receivables	2.80	2.83	-1%	-
(g) Trade payables turnover ratio	Total purchases	Average Trade Payables	4.88	3.49	40%	Increase on account of decrease in closing trade payables
(h) Net Capital turnover ratio	Revenue from operations	Working Capital = Current Assets - Current Liabilities	2.08	2.31	-10%	-
(i) Net Profit ratio (%)	Net profits after taxes	Revenue from operations	7.38%	5.64%	31%	Increase in ratio is on account of increase in profit during the year.
(j) Return on capital employed (%)	Earnings before interest and taxes	Capital employed #	17.66%	13.76%	28%	Increase in ratio is on account of increase in profit during the year.
(k) Return on investment (%)	Earnings on investments	Average Investments	9.14%	9.14%	0%	-

* Earning Available For Debt Service = Net profit after tax + Non cash operating expenses like depreciation, amounts written off and other amortisations + Finance Cost

** Debt service = Finance Costs + Principal repayments of long term borrowings + Payment of lease liability

Capital Employed = Total Equity + Total Borrowings (Current and Non-Current) - Right of Use Assets - Intangible assets - Intangible assets under development

- 47** As per the requirements of proviso to Rule 3(1) of the Companies (Accounts) Rules, 2024, accounting software used by the Company should have a feature of recording audit trail of each and every transaction. The Group has assessed all of its IT application that are relevant for maintaining books of account and has used two accounting software for maintaining its books of account for the year ended March 31, 2025.

With respect to one accounting software, audit (edit log) feature of capturing logs for transactions processed through transaction codes (user interface) was enabled and which operated throughout the period upto March 31, 2025 for all relevant transactions recorded in the software. However, this accounting software did not have the audit trail feature enabled for direct changes to certain tables made by users with privilege access at application level. Further, with respect to database maintained by third party service provider, the independent auditor's report does not cover whether the audit trail was enabled/operated, as per the requirements of the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014.

With respect to another accounting software, audit (edit log) feature was not enabled during the year at application level. Further, with respect to database maintained by third party service provider, the independent auditor's report does not cover whether the audit trail was enabled/operated, as per the requirements of the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014.

- 48 Reconciliation of liabilities whose cash flow movements are disclosed as part of financing activities in the Statement of Cash Flows:**

	Lease liabilities	Long-term borrowings*	Short-term borrowings	Total
As at March 31, 2023	12,945	600	19,599	33,144
Cash flows:				
Proceeds from borrowings	-	-	1,830	1,830
Repayment of borrowings	-	(600)	-	(600)
Payment of lease liabilities	(3,280)	-	-	(3,280)
Non-cash movements:				
Additions on account of new leases	5,714	-	-	5,714
Impact of lease derecognised	(196)	-	-	(196)
Interest Expense	1,315	-	-	1,315
As at March 31, 2024	16,498	-	21,429	37,927
Cash flows:				
Proceeds from borrowings	-	-	7,944	7,944
Repayment of borrowings	-	(270)	-	(270)
Payment of lease liabilities	(4,270)	-	-	(4,270)
Non-cash movements:				
Additions on account of new leases	9,485	-	-	9,485
Lease modifications	-	-	-	-
Impact of lease derecognised	(704)	-	-	(704)
Interest Expense	1,739	-	-	1,739
As at March 31, 2025	22,748	(270)	29,373	51,851

* Long-term borrowings include current maturities

49 Approval of financial statements

The consolidated financial statements were approved for issue by the board of directors on May 26, 2025.

For and on behalf of the Board of Directors

Jawahar Lal Oswal
Chairman and Managing Director
DIN : 00463866

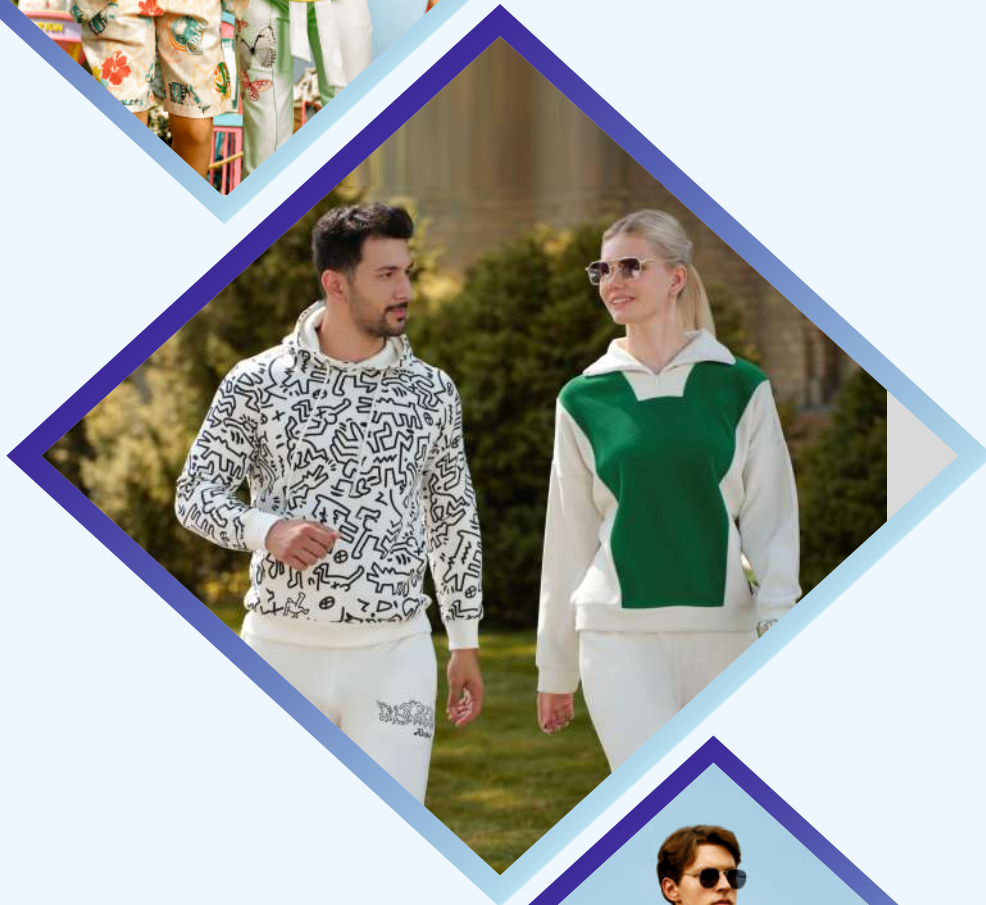
Raj Kapoor Sharma
Chief Financial Officer

Place : Ludhiana
Date : May 26, 2025

Sandeep Jain
Executive Director
DIN : 00565760

Ankur Gauba
Company Secretary
Membership No. FCS10577

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MONTÉ CARLO FASHIONS LIMITED

(CIN: L51494PB2008PLC032059)

Registered Office: B-XXIX-106, G.T. Road, Sherpur, Ludhiana-141003

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