



**33rd
Annual Report
2024-25**

SURBHI INDUSTRIES LIMITED

**Regd. Office: "Surbhi House", 2nd Floor, F.P. No. 206, B/h Old Sub Jail,
Ring Road, Khatodara Surat - 395002**

CIN: L17110GJ1992PLC017672

SURBHI INDUSTRIES LIMITED

Board of Directors	1. Bipinbhai J. Patel – Chairman, WTD & CFO (DIN: 00023447) 2. Ravjibhai P. Patel – Managing Director (DIN: 00023332) 3. Satish Narandas Patel – Independent Director (DIN: 08168748) 4. Sheetal Harsh Patel – Independent Woman Director (DIN: 06858676)
Company Secretary	Hetalben Arvindbhai Joshi
Auditors:	M/s. GHAEEL CHOKSI & CO. Chartered Accountants 103, Jash Infinity, B/h. Old Sub Jail, Khatodara-Majura Ring Road, Surat - 395002
Bankers:	Bank of Baroda MSME Sahara darwaja Branch, Surana International Building, Saharagate, Ring Road, Surat
Email id	info@surbhi.com
Regd. Office	“Surbhi House”, 2nd Floor, F.P. No. 206, B/h Old Sub Jail, Ring Road, Khatodara, Surat – 395002, Gujarat.
Plant:	Plot No. 249/1-3, 248/8-9-10, Village: Karanj, Ta. Mandvi, Dist. Surat, Gujarat

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants.

SURBHI INDUSTRIES LIMITED
CIN: L17110GJ1992PLC017672

NOTICE OF THE 33RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 33RD ANNUAL GENERAL MEETING OF THE MEMBERS OF SURBHI INDUSTRIES LIMITED WILL BE HELD ON FRIDAY, 26th SEPTEMBER, 2025 AT 11:00 A.M. IST THROUGH VIDEO CONFERENCING ("VC") OTHER AUDIO-VISUAL MEANS ("OAVM") (HEREINAFTER REFERRED TO AS "ELECTRONIC AGM"/ "E-AGM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited 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.
2. To appoint a Director in place of Shri Ravjibhai Parbatbhai Patel (DIN- 00023332), who retires by rotation and being eligible, he offers himself for re-appointment.

SPECIAL BUSINESS

3. Approval of Appointment of M/s Surana And Kothari Associates LLP as a secretarial auditor of the company for a period of 5 (five) consecutive financial years from FY 2025-26 to FY 2029-30

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

"RESOLVED THAT pursuant to provisions of Section 204 of the companies act, 2013 read with Rule 9 of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulations 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactment thereof for the time being in force) and upon recommendation of Audit Committee and the Board of Directors, consent of members of the company be and is hereby accorded for appointment of M/s Surana And Kothari Associates LLP, a peer reviewed firm of Practicing Company Secretaries (Peer Review Certificate Number- 6013/2024), as a secretarial auditor of the company, for a period of 5 (five) consecutive financial years from FY 2025-2026 to FY 2029-2030.

"RESOLVED FURTHER THAT the board of directors (including any committee thereof) of the company be and is hereby authorized to fix the annual remuneration plus applicable taxes and out of pocket expenses payable to M/s Surana And Kothari Associates LLP, during their tenure as a secretarial auditor of the company and to decide and finalise other terms and conditions of their appointment and to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

4. Approval for Revision in Remuneration of Mr. Ravjibhai Parbatbhai Patel (DIN- 00023332), Managing Director of the company

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

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the company be and are hereby accorded to ratify and/or the revision in remuneration of Mr. Ravjibhai Parbatbhai Patel (DIN- 00023332), Managing Director of the Company, from Rs. 36,00,000 (Rupees Thirty-Six Lakhs only) per annum to Rs. 54,00,000 (Rupees Fifty-Four Lakhs only) per annum with effect from 1st April, 2025 to 31st March 2026, for the remainder of their term of appointment, on the terms and conditions as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT, in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Ravjibhai Parbatbhai Patel as Managing Director, the

remuneration as approved shall be paid as minimum remuneration in compliance with Schedule V to the Act.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorised to alter or vary the terms and conditions of appointment including remuneration, provided such variation is within the limits prescribed under the Act and to take such steps as may be necessary or desirable to give effect to this resolution.”

5. Approval for Revision in Remuneration of Mr. Bipinbhai Jasmatbhai Patel (DIN- 00023447), Whole-time Director of the company

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

“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V thereto, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the company be and are hereby accorded to ratify and/or the revision in remuneration of Mr. Bipinbhai Jasmatbhai Patel (DIN- 00023447), Whole-time Director of the Company, from Rs. 33,60,000 (Rupees Thirty-three Lakhs Sixty thousand only) per annum to Rs. 48,00,000 (Rupees Forty-Eight Lakhs only) per annum with effect from 1st October, 2025 to 31st March 2026, for the remainder of their term of appointment, on the terms and conditions as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT, in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Bipinbhai Jasmatbhai Patel (DIN- 00023447), Whole-time Director, the remuneration as approved shall be paid as minimum remuneration in compliance with Schedule V to the Act.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorised to alter or vary the terms and conditions of appointment including remuneration, provided such variation is within the limits prescribed under the Act and to take such steps as may be necessary or desirable to give effect to this resolution.”

By order of the Board

Sd/-

BIPINBHAI JASMATBHAI PATEL
(DIN: 00023447)
Chairman

Date: 01.09.2025

Place: Surat

Registered Office:

SURBHI INDUSTRIES LIMITED

“Surbhi House”, 2nd Floor, FP NO 206,
B/h Old Sub Jail, Ring Road,
Khatodara, Surat – 395002

NOTES:

In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 33rd AGM of the Company is being convened and conducted through VC, details of circulars are given herein below at SHAREHOLDER INSTRUCTIONS FOR E-VOTING

1. Pursuant to provisions of the Companies Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, the requirements of physical attendance of members have been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form is not annexed hereto.

2. As the AGM will be held through VC/OAVM, the route map of the venue of the Meeting and attendance slip is not annexed hereto.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
4. The Register of Members and Share Transfer Books of the Company will remain close from **Saturday, 20th September, 2025 to Friday, 26th September, 2025** (both days inclusive)
5. All documents referred to in the above Notice and the accompanying Explanatory Statements are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 12.30 p.m. up to the date of the preceding date of Annual General Meeting.
6. A member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the Company at least 7 days prior to the Meeting so that the required information can be made available at the Meeting.
7. In compliance with the regulatory provisions, the Annual Report of the Company for FY 2024-25 along with the AGM Notice has been sent electronically only to those shareholders who have registered their e-mail addresses with their DPs/ RTA/ the Company. The same is also hosted on the Company's website www.surbhi.com and also on the website of the www.bseindia.com. The relevant details are also hosted on the website of the remote e-voting service provider CDSL viz. www.evotingindia.com.
8. Members are requested to intimate if shares are held in the same name or in the same order and names, but in more than one account to enable the company to club said accounts into one account.
9. In order to comply with Ministry of Corporate Affairs circular on "Green Initiative in the Corporate Governance" members are requested to intimate their email address to the company.
10. Trading/Transfer in shares of the Company shall compulsorily be done in Dematerialization form only w.e.f. 1st April, 2019 Pursuant to SEBI press Release No. 12/2019 dated 27th March, 2019, SEBI had clarified that the investors may continue to hold such shares in physical form even after the 1st April, 2019 subject to condition that investor who is desirous of transferring shares (which are held in physical form) after 1st April, 2019 can do so only after the shares are dematerialized. The shareholders/members of the company, who are having equity shares in physical form, are advised to get dematerialized of their equity shares by way of surrendering to their physical share certificates to the Registrar and Transfer Agents (RTA) of the company (i.e. Bigshare Services Pvt. Ltd) through their respective Depository Participants.
11. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD/RTAMB/P/CIR/2021/655 dated 3rd November, 2021, The Company through its Registrar and Transfer Agent i.e. Bigshare India Pvt. Ltd has sent individual letters to all the members holding shares of the company in physical form for furnishing their PAN, KYC Details and bank details in form ISR-1. Further it is stated that folios wherein any one of the cited document/details including linking of PAN with Aadhar are not furnished or made available on or after 1st April, 2023, the relevant folio(s) shall be frozen by the RTA of the company. After 31st December, 2025, the frozen folios shall be referred by the RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. The Requisite forms are available on the website of the company under the 'Investor Info' tab. Members are requested to get in touch with RTA in this regard.
12. 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 all listed companies to issue securities in demat form only while processing service request

viz. issue of duplicate securities certificate; claim from unclaimed suspense account; Renewal/Exchange of securities certificates; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, members are requested to make service request by submitting a duly filled and signed form ISR-4, the format of which is available on the website of the company. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all request for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and eliminate all risk associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA for further assistance in this regard.

13. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business items No. 2,3,4 & 5 under Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment/re-appointment as Director under the Notice, is also annexed.
14. In compliance with the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are being provided with the facility to cast their vote electronically, through the e-voting services provided by www.evotingindia.com on all the resolutions set forth in this Notice. The e-voting period commences on **Tuesday, 23rd September, 2025 at 09:00 A.M. (IST) and ends on Thursday, 25th September, 2025 at 05:00 PM (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **Friday, 19th September, 2025** (cut-off date), may cast their vote electronically. Thereafter the e-voting module shall be disabled. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently.
15. Voting through Electronics Means- A detailed instructions and related write ups, on Electronic Voting Process, which forms part of this notice.
16. The company has appointed Mr. Pragnesh M. Joshi, Practicing Company Secretary (Membership No. FCS 7238 & certificate of practice No.7743) as the Scrutinizer for the remote E-voting, and e-voting at the AGM in a fair and transparent manner.
17. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.surbhi.com and on the website of www.evotingindia.com within two working days of passing of the resolutions at the 33rd Annual General Meeting of the Company and communicated to the BSE Limited and, where the shares of the Company are listed.
18. Members are requested to quote Folio number/DPID in all their correspondences.
19. Members are requested to inform the company immediately the changes, if any, in their address specifying full address in Block Capital with Pin code of the post office.
20. Company has designated email id of the grievance redressal division/compliance officer exclusively for the purpose of registering complaints by investors. Investors are requested to send their communication on designated email id: grdsurbhi@gmail.com
21. Members are requested to updated their PAN no and bank details with RTA.
22. EVSN No. 250828027.
23. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be

available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to grdsurbhi@gmail.com

24. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. In case of members holding shares in physical mode are requested to register / update their email id by writing to the Company at grdsurbhi@gmail.com providing their folio no. and scanned self-attested copy of PAN card and self-attested copy of any document such as Aadhaar Card, Passport, Driving License, Election identity Card, etc. in support of the registered address of the member. In case of members holding shares in demat mode, members are requested to register / update their email id with the relevant depository participant.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

CDSL e-Voting System – For e-voting and Joining Virtual meetings

1. The Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and General Circular No. 9/2023 dated September 25, 2023 provided guidelines for conducting general meeting through VC/OAVM. Accordingly, the AGM will be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (**CDSL**) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. 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.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.surbhi.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April

8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and all other relevant circulars issued from time to time.

8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023 after due examination, it has been decided to allow companies whose AGMs are due in 2024 or 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

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

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

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

- (i) The voting period begins on **Tuesday, 23rd September, 2025 at 09:00 AM (IST) and ends on Thursday, 25th September, 2025 at 05:00 PM (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **Friday, 19th September, 2025** (cut-off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) 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.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

	4) 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free number 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.com or call at toll free no.: 022 – 48867000

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **SURBHI INDUSTRIES LIMITED** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com 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; grdsurbhi@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 toll free no. 1800 21 09911

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item No. 2

Brief resume of appointee

Mr. Ravjibhai Parbatbhai Patel (DIN: 00023332), Managing Director is also the founder of our Company. He is serving the company since inception. His zeal and dedication towards work has helped the company to achieve greater heights. Our company needs his foresight and knowledge for future development.

The details of appointees in pursuance of the Listing Agreement are mentioned hereunder:

Name of Director	Mr. Ravjibhai Parbatbhai Patel
Date of Birth	9th November, 1956
Date of Appointment	21 st May 1992
Qualification	B. Com
Expertise in specific functional areas	Finance, Business Development
List of Companies in which directorship is held as on date	N. A.
Chairman / Member of the committee	1
Terms and Conditions of Re-appointment	As per the resolution at Item No. 2 of the Notice convening this Meeting read with explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	Rs. 36,00,000 for FY. 2024-25 drawn as MD of the company.
Remuneration proposed to be paid	Rs. 54,00,000 for the year 2025-26
No. of Board Meetings attended during the year (out of 11 held)	11/11
Shareholding of the Director in the Company	1,66,900 Equity shares of Face Value of Rs. 10 each (4.86%)
Relationship with other Directors / Key Managerial Personnel	Relative of Mr. Bipinbhai J. Patel, Whole-Time Director

As required under Companies Act, 2013 approval of members of the company is being sought for the re-appointment of Mr. Ravjibhai P. Patel as Director of the company.

The Board of Director on recommendation of Nomination and Remuneration Committee recommends the relevant resolutions for your consideration and approval as an **Ordinary Resolution**.

None of the other Directors, Key Managerial Personnel or their relatives other than of Mr. Ravjibhai Parbatbhai Patel being appointee and Mr. Bipinbhai Jasmatbhai Patel being relative of appointee, are concerned or interested in the above stated resolutions.

Item No. 03:

Approval of Appointment of M/s Surana And Kothari Associates LLP as a secretarial auditor of the company for a period of 5 (five) consecutive financial years from FY 2025-26 to FY 2029-30

Pursuant to the provisions of Section 204 of the Act, read with the Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI Listing Regulations, the company is required to appoint a Secretarial Auditor for a term of 5(five) consecutive years with the approval of its shareholders at the AGM to undertake the secretarial audit. The SEBI Listing Regulations specifically mandate that the secretarial auditor be a peer reviewed company secretary.

In view of the aforesaid, upon recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 1st September, 2025, recommended the appointment of M/s Surana And Kothari Associates LLP, a peer reviewed firm of Practicing Company Secretaries (Peer Review Certificate Number- 6013/2024), as the Secretarial Auditor of the Company, for a period of five (5) consecutive financial years commencing from FY 2025-26 to the FY 2029-30, to undertake Secretarial Audit of the Company and to issue the Secretarial Audit Report for the aforesaid period.

M/s Surana And Kothari Associates LLP, Practicing Company Secretaries, registered with The Institute of Company Secretaries of India (ICSI). Their expertise includes conducting secretarial audits, Due Diligence Audits, Compliance Audits etc.

M/s Surana And Kothari Associates LLP has given their consent to act as the Secretarial Auditors of the Company and has confirmed that their appointment, if made, will be within the limit specified under Section 204 of the Act. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditor in terms of the provisions of the Section 204 of the Act and the Rules made thereunder, read with Regulation 24A of the Listing Regulations.

In view of qualifications and experience in undertaking Secretarial Audit, it is proposed to appoint M/s Surana And Kothari Associates LLP as Secretarial Auditor of the Company. The Board, based on the recommendation of the Audit Committee, approved a Secretarial audit fee of INR 50,000/- (excluding out of pocket expenses, if any) for the FY 2025-26. The Secretarial audit fee payable to M/s Surana And Kothari Associates LLP for the subsequent years of her term shall be fixed by the Board of Directors of the Company based on recommendation of the Audit Committee, in consultation with the secretarial auditor.

None of the directors, Key managerial personnel of the company and their relatives are concerned or interested, financially or otherwise and do not have any conflict of interest in the Resolution. Accordingly, the Board of Directors recommends passing of Resolution set out herein above for approval by the members.

Item No. 4:

APPROVAL FOR REVISION IN REMUNERATION OF MANAGING DIRECTOR

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 1st September, 2025, has approved the revision in remuneration of **Mr. Ravjibhai Parbatbhai Patel (DIN: 00023332), Managing Director** of the Company, from Rs. 36,00,000 (Rupees Thirty-Six Lakhs only) per annum to Rs. 54,00,000 (Rupees Fifty-Four Lakhs only) per annum with effect from 1st April, 2025 to 31st March 2026,

subject to approval of the shareholders by way of special resolution.

The revised remuneration is in accordance with the provisions of Sections 196, 197, 198 read with Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The remuneration proposed exceeds the limits prescribed under Section 197 of the Act, based on the net profits for the financial year ended 2025, and therefore requires shareholders' approval by way of a special resolution.

Details as required under Schedule V:

Particulars	Details
Name of Director	Mr. Ravjibhai Parbatbhai Patel
DIN	DIN: 00023332
Designation	Managing Director
Date of Last Appointment	01/04/2021
Effective Date of Revised Remuneration	01/04/2025
Remuneration (Existing)	₹36,00,000 p.a.
Remuneration (Proposed)	₹54,00,000 p.a. [for the year 2025-26]
Qualification	B. Com
Experience	Over 30 years of experience in Finance and Business Development
Past Remuneration	₹36,00,000 p.a.
Recognition or Awards	NA
Job Profile and Suitability	As Managing Director, responsible for overall business operations and strategic growth.
Financial Performance	Net Profit for FY 2024-25 is Rs. 3,29,24,555
Remuneration Compared to Industry Standards	In line with industry standards for companies of similar size and business
Pecuniary Relationship with Company	Apart from receiving remuneration, no other pecuniary interest

The Board recommends the resolution set out in Item No 4 of the Notice for approval of the members as a **Special Resolution**.

None of the other Directors, Key Managerial Personnel or their relatives other than of Mr. Ravjibhai Parbatbhai Patel being recipient of remuneration and Mr. Bipinbhai Jasmatbhai Patel being relative of Managing Director, are concerned or interested in the above stated resolutions.

Item No. 5:

APPROVAL FOR REVISION IN REMUNERATION OF WHOLE-TIME DIRECTOR

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 1st September, 2025, has approved the revision in remuneration of **Mr. Bipinbhai Jasmatbhai Patel (DIN: 00023447), Whole-time Director** of the Company, from Rs. 33,60,000 (Rupees Thirty-Three Lakhs Sixty Thousand only) per annum to Rs. 48,00,000 (Rupees Forty-Eight Lakhs only) per annum with effect from 1st October, 2025 to 31st March 2026, subject to approval of the shareholders by way of special resolution.

The revised remuneration is in accordance with the provisions of Sections 196, 197, 198 read with Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The remuneration proposed exceeds the limits prescribed under Section 197 of the Act, based on the net profits for the financial year ended 2025, and therefore requires shareholders' approval by way of a special resolution.

Details as required under Schedule V:

Particulars	Details
Name of Director	Mr. Bipinbhai Jasmatbhai Patel
DIN	DIN: 00023447
Designation	Whole-time Director
Date of Appointment	21/05/1992
Effective Date of Revised Remuneration	01/10/2025
Remuneration (Existing)	₹33,60,000 p.a.
Remuneration (Proposed)	₹48,00,000 p.a. [for the year 2025-26]
Qualification	Diploma Mechanical Engineer
Experience	Production Market development, Public Relation
Past Remuneration	₹33,60,000 p.a.
Recognition or Awards	NA
Job Profile and Suitability	As Whole-time Director, responsible for overall business operations and strategic growth.
Financial Performance	Net Profit for FY 2024-25 is Rs. 3,29,24,555
Remuneration Compared to Industry Standards	In line with industry standards for companies of similar size and business
Pecuniary Relationship with Company	Apart from receiving remuneration, no other pecuniary interest

The Board recommends the resolution set out in Item No 5 of the Notice for approval of the members as a **Special Resolution**.

None of the other Directors, Key Managerial Personnel or their relatives other than of Mr. Bipinbhai Jasmatbhai Patel, being recipient of remuneration and Mr. Ravjibhai Parbatbhai Patel, being relative of Whole-time Director, are concerned or interested in the above stated resolutions.

By order of the Board

Sd/-
BIPINBHAI JASMATBHAI PATEL
(DIN: 00023447)
Chairman

Date: 01.09.2025
Place: Surat
Registered Office:
SURBHI INDUSTRIES LIMITED
 "Surbhi House", 2nd Floor, FP NO 206,
 B/h Old Sub Jail, Ring Road,
 Khatodara, Surat – 395002

DIRECTOR'S REPORT

**To,
The Members,
Surbhi Industries Limited**

The Directors of your Company have pleasure in submitting their **33rd Annual Report** together with the Audited Financial Statements for the year ended **31st March, 2025**.

FINANCIAL HIGHLIGHTS

Particulars	(Amt. in Rs.)	
	Year ended 31 st March 2025	Year ended 31 st March 2024
Total Revenue	39,34,84,894.10	20,01,13,635
Profit/(Loss) before taxation	29570168	-16036945
Less: Current Tax	0	0
Deferred Tax	-3354388	0
Income Tax earlier years	0	0
Profit For The Year	32924555	-16036945
Less: Income Tax Items not classified in Profit and Loss accounts	0	0
Total Comprehensive Income for the period	32924555	-16036945
Less: Appropriation	0	0
Adjustment relating to ITEMS not classified in P and L account	0	0
Transferred to General Reserve	0	0
Closing Balance of Profit and Loss Accounts	13,40,89,634	10,11,65,079

STATE OF THE COMPANY'S AFFAIRS:

During the year under review, the company had total revenue of Rs. 39.34 Crores representing a significant increase of approximately 96% compared to the previous year's revenue of ₹20.01 Crores. The company achieved profit after tax of Rs 3,29,24,555 as against a net loss of Rs 1,60,36,945 in the previous financial year. This turnaround was primarily driven by increased turnover, along with a reduction in proportionate finance costs and depreciation expenses. The overall market environment for the textile industry showed signs of improvement during the year 2024-25, which contributed positively to the Company's performance. Despite challenges, the Company was able to maintain a reasonable profit margin. Looking ahead, the Company remains committed to further strengthening its operational efficiency and financial performance to achieve even better results in the coming years.

DIVIDEND

In view of requirement of financial resources and considering the future requirements of funds, your Directors are unable to recommend any Dividend for the year ended 31st March 2025.

TRANSFER TO RESERVES

No amount has been transferred to any Reserve/s Account during the year under review.

ANNUAL RETURN

Pursuant Section 92 (3) Annual Return will be available on following web link: <https://www.surbhi.com/investor-relations> Company will upload the Annual Return as per the provisions of the Company's Act 2013.

BUSINESS

The ongoing geopolitical instability led by USA led Trump Tariff or the Tariff War, Bangladesh Crisis, the Russia-Ukraine conflict and the escalating crisis in the Middle East including the Israel-IRAN, NATO-Russia conflict situations have significantly impacted the overall business environment, both locally and internationally. These developments have led to increased volatility in global oil prices, which may adversely affect the cost of raw materials and the

transportation of finished goods. As a result, the company's future operations may face challenges related to cost management and supply chain efficiency.

Despite these external pressures, the company is actively monitoring the evolving situation and remains committed to maintaining performance levels better than those achieved in previous years. In view of the increased activities, expansions and programs to grab the emerging opportunities are under hold and after re-assessment of the same further business expansion activities will be done.

DEPOSITS FROM PUBLIC

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

CHANGE IN THE AUTHORISED, ISSUED, SUBSCRIBED AND PAIDUP SHARE CAPITAL DETAILS: THE INCREASE / DECREASE DURING THE YEAR UNDER REVIEW:

The Authorised Share Capital of the Company is Rs. 5,00,00,000 divided into 50,00,000 (Fifty Lakh) Equity Share of Rs. 10 Each. The Issued, Subscribed and Paid-up Share capital of the Company is Rs, 3,43,74,000 divided into 34,37,400 (Thirty-Four Lakhs Thirty-Seven Thousand Four Hundred) of Rs. 10 each. During the year there is no Increase/decrease in Authorised share capital as well as paid up share capital of the company.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The loans if any, made by the Company are within the limits prescribed u/s 186 of the Companies Act, 2013 and no guarantee or security is provided by the company.

The particulars of loans, guarantees and investments have been disclosed in the financial statements at Note No. 11. Members are requested to review the schedule for the same.

INSURANCE

All the properties and the insurable interest of the company including building, plants and machinery and stocks wherever necessary and to the extent required have been adequately insured.

TRANSFER OF UNCLAIMED DIVIDEND/SHARES TO INVESTOR EDUCATION AND PROTECTION FUND – IF ANY:

There is no amount transferred to IEPF during the year under review.

DETAILS ABOUT SUBSIDIARY COMPANIES

There is no subsidiary company of the company during the year under review.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Name of Director	DIN	Designation	Date of Appointment/ Resignation
Ravjibhai Parbatbhai Patel	00023332	Managing Director	21/05/1992
Bipinbhai Jasmatbhai Patel	00023447	Whole-time Director & CFO	21/05/1992
Sheetal Harsh Patel	06858676	Independent Director	30/06/2018
Satish Narandas Patel	08168748	Independent Director	30/06/2018
Hetalben Arvindbhai Joshi	ATMPJ4541 N	Company Secretary	01/04/2016

A declaration has been received from Independent Directors stating name of companies in which they hold directorship and/or membership/ Chairmanship of Committees of Board, as stipulated under Regulations of LODR Regulation, 2015 are given at Corporate Governance of the Annual Report.

STATUTORY AUDITORS

On the recommendation of Audit Committee and pursuant to section 139 and other applicable provision of the companies act, 2013 read with the companies (Audit and Auditors) rules, 2014, as amended, the Members of the company at their AGM held on 30th September, 2021, approved the appointment of M/s GHAEEL CHOKSI & COMPANY, Chartered Accountants, FRN: 0153978W as a Statutory Auditor of the Company for the term of five years commencing from the conclusion of 29th AGM of the company till the conclusion of 34th AGM of the company to be held in the year 2026 at a remuneration as may be agreed upon by the Audit Committee/Board of Directors in consultation with the Statutory Auditors.

The company had received the Consent and Eligibility Certificate in accordance with section 139, 141, and other applicable provisions of the companies act, 2013, from M/s Ghael Choksi & Company.

Pursuant to the provisions of the Companies (Amendment) Act, 2017, which became effective from May 7, 2018, the requirement for annual ratification of the appointment of auditors by shareholders has been removed. Accordingly, the Board has noted that the appointment of the statutory auditors, as approved at the 29th Annual General Meeting for a term until the conclusion of the 34th Annual General Meeting, remains valid. Since no formal resolution for ratification is required, the same has not been included in the Notice of the Meeting.

M/s Tamakuwala & Associates, Chartered Accountants (FRN:143306W) were appointed as Internal Auditor of the Company.

AUDITORS' REPORT

In the opinion of the directors, the notes to the accounts are self-explanatory and adequately explained the matters, which are dealt with by the auditors. There are no adverse remarks in the report and hence nothing to report thereon.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:

There was no fraud reported by Auditor during the financial year 2024-25.

EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE:

There is no additional qualification, reservation or adverse remark given by statutory Auditor. With respect to Secretarial Auditor remarks in their report Board like to submit that certain delay was unintentional and due to new system of reporting developed by the BSE some technical issues arise to clear XBRL taxonomy and in one occasion it was delay of just 4 minutes, further we like to state that our financial results were declared post trading hours of BSE and hence it had not impacted to public at large for dissemination of information in delay by 4 minutes. Further, Board has taken note of the same and ensure to avoid such technical issues in future.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm:

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures.
2. That such accounting policies have been selected and applied 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 ended on 31st March 2025 and of the Profit & Loss of the Company for that period.
3. That proper and sufficient care has been taken for the maintenance of adequate

accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

4. That the annual accounts have been prepared on a going concern basis
5. That internal financial control has been laid down to be followed by the Company and that such internal financial controls are adequate and operating effectively.
6. That proper system has been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RISK MANAGEMENT

A detail of risk management committee is given under the Corporate Governance report, which is forming part of this report.

VIGIL MECHANISM

Company has appropriate VIGIL Mechanism/whistle blower policy for directors and employees to report genuine concerns. It shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The Vigil Mechanism /Whistle Blower policy has been posted on the website of the Company (www.surbhi.com)

NUMBER OF MEETINGS OF THE BOARD & COMMITTEES

For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which is forming part of the directors' report.

DECLARATION OF INDEPENDENT DIRECTORS:

Pursuant to the provisions of Section 149 of the Act, which came into effect from April 1, 2014, Mr. SATISH NARANDAS PATEL (DIN: 08168748), Mrs. SHEETAL HARSH PATEL (DIN: 06858676) have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

SECRETARIAL AUDIT AND OBSERVATIONS

Pursuant to the provisions of Section 204 of Companies Act, 2013 and rules made there under, the Company has appointed, Kishor S. Dudhatra, Practicing Company Secretaries to undertake the Secretarial Audit of the Company.

Report of the secretarial auditor will be followed after board report as an attachment which forms part of this report. The remark on the Secretarial Audit report and other details are self-explanatory and explanation to them are already given above.

SECRETARIAL STANDARD

The Company complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India.

TRANSACTIONS WITH RELATED PARTIES

None of the transactions with related parties falls under the scope of section 188(1) of the Act. The Company has paid rent of Rs. 1,32,000/- as per the agreement to Surbhi Textile Mills Private Limited, and has purchased a property, of Rs. 1,60,50,000 at Mandavi, Surat, on arm length price, which are as per Section 188 read with Rule 15 is not material related party

transaction and thus, pursuant to Information on transactions with related parties under section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 is not provided in Form AOC- 2.

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

CONSERVATION OF ENERGY:

Company's knitting and twisting plants are running with electricity which is supplied by the Dakshin Gujarat Vij Company Limited. The plants are periodically checked as a measure of periodical maintenance to minimal break down and energy conservation. However, company's production facilities do not offer much scope for energy conservation.

The Company has internal process for continuous efforts towards reduction and optimization of energy consumption at its Corporate Office as well as all its manufacturing facilities by usage of latest available technical solutions. The Company also emphasizes to utilize the maximum natural sources of energy instead of using electricity.

a) **Steps taken or Impact on conservation of energy:** Company has installed wind mills & ground mounted solar park to conserve the natural resources and to promote green energy.

The energy conservation measures taken are given as under during the financial year:

1. Total 8.56 lakh units were generated through wind mill.
2. Total 10.95 lakh units were generated through Ground mounted solar park.

Above units' credit were given by DGVCL against its electricity consumption by the unit.

b) **Steps taken by the company for utilizing alternate source of energy:** Company is using wind energy and solar energy as alternate source of energy and the electricity generated by the wind mill and solar was given as credit in the electricity bills raised by the DGVCL.

c) **Capital investment on energy conservation equipment:** Company has made investment in wind mill and solar.

A. Power and Fuel Consumption:

Sr. No.	Particulars	2024-25	2023-24
1	Electricity		
(a.)	Purchased	-	-
	Total Units (In lacs kw)	28.27	27.89
	Total Amount (In lacs Rs.)	230.19	238.31
	Rate / unit (In Rs.)	8.14	8.54
(b)	Own Generation		
	Wind Mill (units in lacs) (Credit was given in Electric Bill of Rs 62.02 lacs which amounts to Rs. 7.25 per unit)	8.56	9.11
	Ground Mounted Solar Park (units in lacs) (Credit was given in Electric Bill of Rs 63.73 lacs which amounts to Rs. 5.82 per unit)	10.95	10.18
	Surplus units of Solar Power (units in lacs) – (Sale Bill of Rs 16.63 lacs which amounts to Rs. 2.25 per unit)	7.39	8.51
2	Diesel	N.A.	N.A.
3	Furnace Oil	N.A.	N.A.
4	Others	N.A.	N.A.

Technology absorption

The Company's plant is running satisfactorily. Wind power generation production is going on.

No amount was used in research & development

Foreign exchange inflow / outflow

	Year 2024-25	Year 2023-24
Foreign Exchange inflow	Nil	Nil
Foreign Exchange outflow	Rs.1,05,403	Rs. 6,42,173

CORPORATE SOCIAL RESPONSIBILITY:

Our company does not fall under the purview of Section 135 of companies Act, 2013. Hence no Corporate Social Responsibility initiatives have been taken during the year. However, companies do carry on CSR activities on its own as and when deemed fit.

BOARD EVALUATION

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors 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. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2024-25.

The details in respect of internal financial control and their adequacy are included in the management discussion & analysis, which forms part of this report.

PROCEEDING PENDING UNDER IBC CODE, 2016 AND DIFFERENCE IN VALUATION AS PER RULE 8(5)(XI) & (XII) OF COMPANIES (ACCOUNTS) RULES, 2014:

No application or any proceeding is pending under IBC code, 2016. The company has never made any One Time Settlement against the loans obtained from Banks etc and hence the said clause is not applicable.

CORPORATE GOVERNANCE

As per Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company is not required to comply with the provisions of Regulations 17 to 27 and Clauses (b) to (i) and (t) of sub regulation (2) of Regulation 46 and para C, D and E of Schedule V respectively, but for better governance, the Company had voluntarily complied the same to

the extent possible.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the report of the Corporate Governance and the Certificate of the Auditors of the Company in respect of compliance thereof is not applicable to company.

COST AUDIT:

Applicable provisions of Cost Audit compliance, if any, were dealt separately. During the year under review cost audit was not applicable to company and pursuant to Section 148 (1) company had maintained the applicable cost records.

LISITNG

At present your Company's securities are listed on the BSE Limited and scrip code of company is **514260**.

PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year*:

Executive directors/ Non-executive director	Ratio to median
Ravjibhai Parbatbhai Patel	19.40:1
Bipinbhai Jasmatbhai Patel	18.00:1

Note: Generally, more than 85% of employees are of daily wage earner or of blue-collar workers and hence statistical date of median remuneration are not comparable in this type of industries.

b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year *

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Ravjibhai Parbatbhai Patel	10%
Bipinbhai Jasmatbhai Patel	10%
Hetal Joshi (CS)	0%

c. The percentage increase in the median remuneration of employees in the financial year*- approx. 10 %

* Company operates in the field of textile where in most of the employees are on daily wages basis most of them are of operator, helper and cleaner category and due to high attrition and irregular presence the salary of average employees are around approximate Rs. 500-800 per day. In our case comparison of median salary of employee and KMP is not comparable.

d. The number of permanent employees on the rolls of Company-

110 employees.

e. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

* Company operates in the field of textile where in most of the employees are on daily wages basis most of them are of operator, helper and cleaner category and due to high attrition and irregular presence the salary of average employees are around approximate Rs. 500-800 per day. In our case comparison of percentile increase already made in salary of employee and KMP is not comparable.

f. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Directors of Company affirms remuneration is as per the remuneration policy of the Company.

There is no employee appointed in the company for which Information required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is required to be provided.

TAXES:

Company is regularly paying Income tax, Goods and Services Tax and other statutory dues like Provident Fund, ESIC, as applicable. As regard to applicable Taxes appropriate provision and treatments have been made as per law. Details of the payment refund and appeals and disputed amount, if any, have been adequately provided in audit report and the same are self-explanatory and the amount of dispute is being dealt with various authorities and waiting for final outcome.

INDUSTRIAL RELATIONS

Your Company's relations with its employees remained cordial throughout the year. The Directors wish to place on record their deep appreciation for the services rendered by staff members and executives of the company. Your company has taken adequate steps for the health and safety of its employees.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

MATERNITY BENEFITS

The company aims to fully comply with the provisions of the Maternity Benefit Act 1961 as amended. This Act provides for maternity leave, maternity bonus, and other benefits to women employees to ensure their health and well-being during and after pregnancy. The Company remains committed to promoting a supportive and inclusive workplace for all women employees.

MATERIAL CHANGES AFFECTING FINANCIAL POSITION OF THE COMPANY

No material changes or commitments, affecting the financial position of the Company have occurred between the end of the financial year of the company to which the financial statements relate, i.e. 31st March, 2025 and the date of Board Report.

By order of the Board

Sd/-

BIPINBHAI JASMATBHAI PATEL

(DIN: 00023447)

Chairman

Date: 01.09.2025

Place: Surat

Registered Office:

SURBHI INDUSTRIES LIMITED

"Surbhi House", 2nd Floor, FP NO 206,

B/h Old Sub Jail, Ring Road,

Khatodara, Surat – 395002

MANAGEMENT DISCUSSION AND ANALYSIS

1. MANAGEMENT DISCUSSION:

i. INDUSTRY STRUCTURE AND DEVELOPMENTS

As per report of INDIA BRAND EQUITY FOUNDATION- India's textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries. Cotton production in India is projected to reach 7.2 million tonnes (43 million bales of 170 kg each) by 2030, driven by increasing demand from consumers. India enjoys a comparative advantage in terms of skilled manpower and in cost of production, relative to major textile producers.

In current cotton season 2024-25, up to March 31, 2025, Government of India, through its nodal agency, the Cotton Corporation of India Ltd. (CCI) under Ministry of Textiles has successfully procured 525 lakh quintals of seed cotton, equivalent to 100 lakh bales, under Minimum Support Price (MSP) operations. This procurement accounts for 38% of the total cotton arrivals of 263 lakh bales and 34% of the estimated total cotton production of 294.25 lakh bales in the country.

The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital-intensive sophisticated mills sector at the other end of the spectrum. The decentralized power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

ii. OPPORTUNITIES AND THREATS

The Indian government has come up with several export promotion policies for the textile sector. It has also allowed 100% FDI in the sector under the automatic route. The government is supporting the sector through funding and machinery sponsoring.

The Union Budget 2025-26 allocates Rs. 1,148 crore (US\$ 133.1 million) for the PLI Scheme to boost domestic manufacturing and exports, and Rs. 635 crore (US\$ 73.6 million) for the Amended Technology Upgradation Fund Scheme to modernize textile machinery.

The Indian composites market is expected to reach an estimated value of US\$ 1.9 billion by 2026 with a CAGR of 16.3% from 2021 to 2026 and the Indian consumption of composite materials will touch 7,68,200 tonnes in 2027. Production of yarn grew to 5,481 million kgs in FY24 and 2,752 million kgs in FY25 (April-September). In order to attract private equity (PE) and employ more people, the government introduced various schemes such as the Scheme for Integrated Textile Parks (SITP), Technology Upgradation Fund Scheme (TUFS) and Mega Integrated Textile Region and Apparel (MITRA) Park scheme.

India's home textile sector is known for its rich traditions and craftsmanship, with various regions specializing in unique textile techniques and patterns. Gujarat is renowned for its vibrant and intricate embroidery, while Kashmir is famous for its luxurious woollen shawls and rugs. This diversity reflects India's extensive heritage and expertise in textile production.

The government has allocated funds worth Rs. 17,822 crore (US\$ 2.38 billion) between FY16-22 for the 'Amended Technology Up-gradation Fund Scheme' (A-TUFS) to boost the Indian textile industry and enable ease of doing business.

However, the industry faces stiff competition from low-cost manufacturing countries, which can pressure margins and market share for producers in higher-cost regions. Prices of cotton, polyester, dyes, and chemicals are subject to fluctuations due to geopolitical issues, climate change, and supply chain disruptions, affecting production costs. Further, Geopolitical tensions, pandemics, or logistical challenges (e.g., shipping container shortages) can disrupt sourcing and distribution, impacting lead times and revenues. GST will impact most to the textile industry as the same is in most unorganized sector and implementation of GST will be seen as game changer to this industry.

iii. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Company is having only one segment and that is textile company's main products are yarn and grey falling in one category thus segment wise reporting is not given as the same is evident from financial figures.

iv. OUTLOOK

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players into the Indian market. As a long-term planning strategy, company is planning to develop cotton-based technology. Company intend to launch new project in the field of textile particularly embroidery-based production.

The industrial textiles market is likely to increase at an 8% CAGR from US\$ 2 billion in 2020 to US\$ 3.3 billion in 2027. The overall Indian textiles market is expected to be worth more than US\$ 209 billion by 2029.

v. RISKS AND CONCERNS:

Now a day due to industrial slow down and change in market purchasing pattern Indian Textile Industry witness setback and down trade. Tariff war may impact company adversely if no appropriate counter measures taken by the Government. Major fluctuations Rupee v/s dollar price corresponding to fluctuation in the raw material price and stringent market conditions can affect the company's performance. Goods and Service Tax Act will have major impact on the industry and the same cannot be assessed at this point of time. Overall supply chain is affected internationally, that may pose a sincere concern for the entire economy.

vi. INTERNAL CONTROL SYSTEM:

The Company has an adequate internal audit system commensurate with its size and the nature of its business towards achieving efficiency in the operation, optimum utilization of resources and effective monitoring thereof and compliance with applicable laws.

vii. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.

During the financial year 2024–25, the Company recorded a significant improvement in its financial performance. Revenue increased from ₹20,01,13,635 in the previous year to ₹39,34,84,894.10, representing an impressive growth of approximately 96%. This growth was driven by improved operational efficiency and better market performance. The operational margins also showed a positive trend, reflecting enhanced cost management and productivity across key business segments.

viii. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.

Textile segment mainly depend on labour and workmen, company always try to conserve the workforce. Training to work men and skill improvement programs were held periodically to improve the productivity. Details of employee are given above at 'PARTICULARS OF EMPLOYEES' hence not reproduce here.

Employee's relations continue to be cordial. Training and development activities are identified, organizes and progress monitored as part of human resource development activities.

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

In the financial year 2023–24, the Company incurred a net loss of ₹1,60,36,945. However, during the current financial year 2024–25, the Company achieved a significant turnaround, reporting a net profit of ₹3,29,24,555. This substantial improvement reflects enhanced operational efficiency and strategic financial management.

Due to the shift from a loss to a profit position, many financial ratios for the current year are not directly comparable to the previous year. Nevertheless, notable improvements have been

observed in key financial indicators such as the Inventory Turnover Ratio, Current Ratio, Debt Equity Ratio, and Return on Equity (ROE).

The details of these financial ratios are as follows:

PARTICULARS	YEAR ENDED 31.03.2025	YEAR ENDED 31.03.2024
Current Ratio	1.32	1.72
Debt Equity Ratio	0.84	1.11
Return on Equity Ratio	0.19	-0.12
inventory Turnover Ratio	4.37	1.76
Trade Receivables Ratio	11.79	6.05
Trade payables Turnover Ratio	12.47	13.04
Net Capital Turnover Ratio	10.93	3.28
Return on Capital Employed	0.28	0.01
Net Profit Ratio	9.16 %	-8.96 %
Return on Investment	19.26%	-11.62 %

Ratios are specifically explained in Note no. 5 to the Ind AS Financial Statements of Auditor report.

x. Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof:

Return on Net worth has Increased during the year from 11.62% to 19.26% as compared to previous year due to decrease in year-on-year profit and lower Inventory turnover and increase in maintenance cost.

2. DISCLOSURE OF ACCOUNTING TREATMENT

Appropriate accounting standards were followed in preparation of annual accounts, there is no treatment different from that prescribed in Accounting Standard.

INITIATIVES

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route. The initiatives are being taken by the Company too, for improving the quality standards and reduction of costs at appropriate level. New machineries are imported to provide better result and to cope up with changing requirement of the industry. The employees at all levels are being made aware of the changing conditions and the challenges of the open market conditions and to train the personnel to tackle the difficult situations which will improve the overall productivity, profitability.

ANTI SEXUAL HARASSMENT POLICY

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding. All employees are covered under this policy. There were no complaints or cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

CAUTIONARY STATEMENT

Statements in the Directors' Report & Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include cyclical demand, changes in government regulations, tax regimes, economic development and other ancillary factors.

ACKNOWLEDGMENT:

The Directors sincerely express their appreciation to the employees at all levels, Bankers, customers, investors, Government of Gujarat and Ministry of Government for their sustained support and co-operation and hope that the same will continue in future.

Your Directors also wish to place on record their deep appreciation for the dedication and hard work put by the employees at all levels towards the growth of the Company. Last but not the least, the Board of Directors wish to thank the Investor/ Shareholders for their support, co-operation and faith in the Company.

**For and on behalf of the Board of
Directors of Surbhi Industries Limited**

Sd/-

BIPINBHAI JASMATBHAI PATEL

(DIN: 00023447)

Chairman

Date: 01.09.2025

Place: Surat

Registered Office:

SURBHI INDUSTRIES LIMITED

“Surbhi House”, 2nd Floor, FP NO 206,

B/h Old Sub Jail, Ring Road,

Khatodara, Surat – 395002.

SURBHI INDUSTRIES LIMITED

CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

As per Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the Corporate Governance provisions specified in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and Clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V shall not apply to our company.

However, the Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations, and in all its interactions, Shareholders have right to have complete information about the Directors and Management and their interest in the company as well as governance practices followed by them. Towards this end, the company is making extensive disclosures from time to time.

Board of Directors

I. Composition and Category

The Board of Company as on date of report consists of four directors two executive and two independent non-executive directors.

II. Board Meetings, attendance, position held in committee meetings

The Board duly met 12 times on 18.05.2025, 28.05.2024, 02.08.2024, 03.09.2024, 25.10.2024, 08.11.2024, 21.11.2024, 29.11.2024, 28.01.2025, 01.02.2025, 19.03.2025 and 31.03.2025. Notice of the meetings with agenda along with necessary details was sent to the directors in time.

The names and categories of the Directors, their attendance at Board meetings and General Meeting as also position held by them in committees of other public limited companies as on 31st March 2025 are given below.

Name of the Director	Category	Attendance particular 2024-25				
		Board Meeting held During tenure of Director	Board Meeting Attended	Last AGM	No. of Directorship in other Public Ltd. Cos	Chairman/ Membership in other public limited Cos.
1. Bipinbhai Jasmatbhai Patel	Whole-time Director	*11	*11	Yes	-	-
2. Ravjibhai Parbatbhai Patel	Managing Director	*11	*11	Yes	-	-
3. Sheetal Harsh Patel	Independent Director	12	12	Yes	-	-
4. Satish Narandas Patel	Independent Director	12	12	Yes	-	-

* At the meetings of the Independent Directors held on March 19, 2025, Non-Independent Directors were not entitled to attend

III. Information on Directors Re-appointment

Brief resume of director to be reappointed

Mr. Ravjibhai Parbatbhai Patel (DIN: 00023332), Managing Director is also the founder of our Company. He is serving the company since inception. His zeal and dedication towards work has helped the company to achieve greater heights. Our company needs his foresight and knowledge for future development.

The details of appointees in pursuance of the Listing Agreement are mentioned hereunder:

Name of Director	Mr. Ravjibhai Parbatbhai Patel
Date of Birth	9th November, 1956
Date of Appointment	21 st May 1992
Qualification	B. Com
Expertise in specific functional areas	Finance, Business Development
List of Companies in which directorship is held as on date	N. A.
Chairman / Member of the committee	1
Terms and Conditions of Re-appointment	As per the resolution at Item No. 2 of the Notice convening this Meeting read with explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	Rs. 36,00,000 for FY. 2024-25 drawn as MD of the company.
Remuneration proposed to be paid	Rs 54,00,000/- per annum for the FY 2025-26
No. of Board Meetings attended during the year (out of 11 held)	11/11
Shareholding of the Director in the Company	1,66,900 Equity shares of Face Value of Rs. 10 each (4.86%)
Relationship with other Directors / Key Managerial Personnel	Relative of Mr. Bipinbhai J. Patel, Whole-Time Director

IV. Audit Committee

Audit Committee, during the year under review consist of three members out of them two are independent directors, Mr. Satish Patel, Independent Director, is a Chairman of the Audit Committee, and Mrs. Sheetal Harsh Patel, independent director and Mr. Bipinbhai Patel are members to the committee. The members of audit committees during the year 2024-25 are as under.

Attendance

S. No	Name of the Members	Number of meetings attended
1	Mr. Satish Patel	5
2	Mrs. Sheetal Harsh Patel	5
3	Mr. Bipinbhai Patel	5

During the Financial year 2024-25, Five (5) Audit committee meetings were held on: 18.05.2024, 02.08.2024, 03.09.2024, 25.10.2024 and 28.01.2025 to review and approve Quarterly/half yearly/yearly results.

V. Nomination & Remuneration Committee

Pursuant to Section 178 and in conformity with the requirements of code of Corporate Governance as well as under Schedule V of Companies Act, 2013 and under Regulation 19 of SEBI Listing Regulations, Remuneration Committee is reconstitute as **REMUNERATION & NOMINATION COMMITTEE** which comprises of three members, two of whom are independent and non-executive directors namely Mr. Satish Patel, Chairman and Mrs. Sheetal Harsh Patel as per the requirement of Code of Corporate Governance as well as under Schedule XIII and under SEBI(LODR) Regulations.

The Committee reviews and recommends the remuneration proposed to be paid to the Managing Director/Whole time Director and non-executive directors of the Company to the Board of Directors. The Committee is also empowered to decide on Employees' Stock Option Scheme as and when such scheme is considered for introduction in the Company.

As on date Company has a Managing Director and Whole-Time Director, remunerations of the executive directors have been duly approved by Committee, no remuneration were paid to Non-

Executive Directors including sitting fees for attending the meetings of the Board of Directors or committee thereof.

Further the remunerations of the Managing Directors/Whole time Directors as recommended by the remuneration committee thereafter decided by the Board of Directors and then subsequently approved by the shareholders at the general meeting as required by the Companies Act, 2013. The Chairman & Managing Director/Whole-time Director are paid remuneration as per the terms and conditions approved by the Board of Directors and shareholders.

DETAILS OF REMUNERATIONS PAID TO MANAGING DIRECTORS / WHOLE TIME DIRECTORS DURING THE FINANCIAL YEAR 2024-25 IS GIVEN HERE BELOW:

(Amount in Rs.)

NAME OF DIRECTOR	REMUNERATION	SITTING FEES	TOTAL
Mr. Ravjibhai Parbatbhai Patel	36,00,000/-	NIL	NIL
Mr. Bipinbhai Jasmatbhai Patel	33,60,000/-	NIL	NIL

Notes:

1. All the elements of remuneration of the Managing Directors and Whole-time Director i.e. Salary, Commission, Perquisites and other benefits etc. are given in Schedule annexed to and forming part of Profit & Loss Account. For the purpose of Gratuity, pension and other benefits, the services of Managing Directors and Joint Managing Directorship be considered continuous service with the Company from original date of joining.
2. No sitting fees are paid for attending the meeting of the Board or sub committees of the Board.

During the year under review Three (3) meetings of Nomination & Remuneration Committee were held on 18.05.2024, 03.09.2024 and 25.10.2024.

Sr No.	Name	Status	No. of meetings attended
1	Mr. Satish Narandas Patel	Chairman (Independent)	3
2	Mrs. Sheetal Harsh Patel	Member (Independent)	3
3	Mr. Bipinbhai Patel	Member (Executive)	3

Vi. Stakeholder's Relationship Committee (Share Transfer Committee /Investor Grievance Committee)

The Committee looks into and investigate the investors complaints relating to non-receipt of transfer of shares, declared dividends, Annual Reports etc., and take necessary steps for redressed thereof. The Committee consists of the following members:

Sr No.	Name	Status	No. of meetings attended
1	Mr. Satish Narandas Patel	Chairman (Independent)	4
2	Mrs. Sheetal Harsh Patel	Member (Independent)	4
3	Mr. Bipinbhai Patel	Member (Executive)	4

During the year under review Four (4) meetings of Stakeholder's Relationship Committee meetings were held on 18.05.2024, 02.08.2024, 25.10.2024 and 28.01.2025.

In SCORE portal there were no complaints pending for resolution in the previous years and during the current financial year no complaints were received and no complaint pending as on 31-03-2025.

No. of complaints at the beginning of the year	No. of Complaint Received	No. of Complaint Solved	No. of Complaint Pending at the end of the year
0	0	0	0

All valid transfers received during the financial year 2024-25 if any, have been acted upon and Company and there is no pending share transfer for transfer except rejected on valid ground.

Risk Management committee

The Board of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report.

During the financial year 2024-2025, there were two (2) meetings of committee held on 18.05.2024 and 25.10.2024

The Risk Management Committee consists of the following members:

Sr No.	Name	Status	No. of meetings attended
1	Mr. Satish Narandas Patel	Chairman (Independent)	2
2	Mrs. Sheetal Harsh Patel	Member (Independent)	2
3	Mr. Ravjibhai Parbatbhai Patel	Member (Executive)	2

CODE OF CONDUCT

The Board approved the code of Conduct applicable to the Board Members and the senior management of the company for avoidance of conflicts of interest at its meeting dated 01.04.2021 and received necessary declaration affirming compliance with the Code of Conduct as may be applicable time to time.

Exclusive email id

Further as per SEBI (LODR) Regulations 2015, company has designated exclusive email id: grdsurbhi@gmail.com of grievance redressal service department exclusively for the purpose of registering complaints by investor. For, prompt disposal of any query or any matters Shareholders may contact to the Registrar and Share Transfer Agent and under the above referred email id.

VII. Share Transfer:

The company has appointed M/s Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri, Mumbai, as Registrar and Share Transfer Agent.

IX. Market Price Data:

Market price data: High, Low during each month in last financial year:

Month	Company's Share [Rs.]		BSE SENSEX	
	High	Low	High	Low
April, 2024	4.42	3.16	75,124.28	71,816.46
May, 2024	No trading	No trading	76,009.68	71,866.01
June, 2024	No trading	No trading	79,671.58	70,234.43
July, 2024	No trading	No trading	81,908.43	78,971.79
August, 2024	5.11	4.64	82,637.03	78,295.86
September, 2024	6.19	5.36	85,978.25	80,895.05
October, 2024	6.49	6.49	84,648.40	79,137.98
November, 2024	6.81	6.81	80,569.73	76,802.73
December, 2024	7.15	7.15	82,317.74	77,560.79
January, 2025	7.87	7.50	80,072.99	75,267.59
February, 2025	No trading	No trading	78,735.41	73,141.27
March, 2025	8.26	8.26	78,741.69	72,633.54

X. Management Discussion And Analysis:

Report on Management discussion and analysis has been given separately in this Annual Report and form part of this report.

XI. Annual General Meetings

33rd Annual General Meeting of the Members of Surbhi Industries Limited will be held on **Friday, 26th September, 2025 at 11:00 A.M** through VC/OAVM at “Surbhi House”, 2nd Floor, FP NO 206, B/h Old Sub Jail, Ring Road, Khatodara Surat – 395002, Gujarat.

Particulars of AGM held during last three year

Year	Date	Time	Place of Meeting	Nos. of Special Resolutions Passed
2023-24	30/09/2024	10:30 A.M.	VC/OAVM	Nil
2022-23	24/08/2023	10:00 A.M.	VC/OAVM	2
2021-22	30/09/2022	10:00 A.M.	VC/OAVM	1

XII. COMPLIANCE OFFICER:

During the year 2024-25, Mrs. Hetal Joshi, Company Secretary acting as the Compliance Officer of the company.

XIII. LISTING

The company has made payment of listing fees and during the year Shares of Company are thinly traded. Thereafter there is no volume in Share due to non-availability of seller against Buyer of Shares.

XIV. STOCK CODE

- (1.) **Trading Scrip Code at The BSE Ltd.: 514260**
- (2.) **ISIN: INE899E01019**

XV. FINANCIAL RESULTS:

The quarterly/half yearly /yearly financial results were informed in time to stock exchanges and published in the newspapers.

XVI. BOOK CLOSURE

For updating records and shareholding information of the members of the company, The Register of Members and Share Transfer Books of the Company will remain close from Saturday, 20th September, 2025 to Friday, 26th September, 2025 (both days inclusive)

XVII. SHAREHOLDING PATTERN:

Shareholding pattern as on 31.03.2025

Indian	Percentage
1.Promoters and Promoter Group	71.83
2. Public Shareholding	28.17
Foreign	
1. Promoters and Promoter Group	-
2. Public Shareholding	-
TOTAL	100.00%

Detailed shareholding pattern is available on website of the company at www.surbhi.com and BSE portal.

XVIII. REGISTERED OFFICE:

The registered office of the Company situated at “Surbhi House”, 2nd Floor, FP NO 206, B/h Old Sub Jail, Ring Road, Khatodara Surat – 395002, Gujarat

Plant Location

Plot No. 249/1, 248/8-9-10, Village: Karanj, Ta. Mandvi, Dist. Surat, Gujarat

Promoters are working very hard to lead company to new horizons and giving better results.

**For and on behalf of the Board of
Directors of Surbhi Industries Limited**

Sd/-

BIPINBHAI JASMATBHAI PATEL

(DIN: 00023447)

Chairman

Date: 01.09.2025

Place: Surat

Registered Office:

SURBHI INDUSTRIES LIMITED

“Surbhi House”, 2nd Floor, FP NO 206,
B/h Old Sub Jail, Ring Road,
Khatodara, Surat – 395002

Annexure I
DECLARATION ON CODE OF CONDUCT

Pursuant to the Regulation 34, 53 read with Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, it is hereby declared that, all the Board Members and Senior Management Personnel of Surbhi Industries Limited have affirmed compliance with the Code of Conduct for Directors and Senior Management for the Financial Year ended 31st March, 2025.

Sd/-
Ravjibhai Parbatbhai Patel
Managing Director
(DIN 00023332)

Place: Surat
Date: 01.09.2025

Annexure II
WHOLE-TIME DIRECTOR/ CFO/ MANAGING DIRECTOR CERTIFICATION
(Regulation 17(8) of SEBI LODR REGULATIONS, 2015)

To
The Board of Directors,
Surbhi Industries Limited, Surat

We, **Ravjibhai Parbatbhai Patel (DIN: 00023332), Managing Director and Bipinbhai Jasmatbhai Patel (DIN: 00023447) Whole-time Director & CFO** of Surbhi Industries Limited hereby certify that:

- a) We have reviewed Financial Statements and the Cash Flow Statement for the Financial 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 which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting 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 have indicated to the Auditors and the Audit committee that;
- i. there have been no significant changes in internal control over financial reporting during the year;
 - ii. there have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. there have been no 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.

Sd/-
Bipinbhai Jasmatbhai Patel
Whole-time Director & CFO
(DIN: 00023447)

Place: Surat
Date: 01.09.2025

Sd/-
Ravjibhai Parbatbhai Patel
Managing Director
(DIN: 00023332)

Form No. MR-3
Secretarial Audit Report
For the Financial Year Ended 31st March, 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,
SURBHI INDUSTRIES LTD
Surbhi House, 2nd Floor, FP NO 206,
B/h Old Sub-Jail, Ring Road,
Khatodara, Surat – 395002, Gujarat

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SURBHI INDUSTRIES LTD** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provides us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2025** complied with the statutory provisions listed hereunder and also that the company has proper board processes and compliance – mechanism in the place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined the books, papers, minutes books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on **31st March, 2025** according to the applicable 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 there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of foreign director investment, overseas direct investment and external commercial borrowings;
- (v) The following Regulations and Guidelines prescribed under 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 audit period)**
 - (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021 – **(Not applicable to the company during the audit period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and Securities and Exchange Board of India (Issue and listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the company during the audit 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 to the company during the audit period)**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
(Not applicable to the company during the audit period)

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;**(Not applicable to the company during the audit period)**

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

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

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.

(ii) The listing agreements entered into by the Company with the BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

After pandemic, the Audit process has been modified, where in certain documents/records, etc. were verified in electronic mode, and have relied on the representations received from the company for its accuracy and authenticity.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Particulars/ Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Integrated Governance Filing	Integrated Governance Filing in XBRL mode	<i>The company has filed Integrated Financials XBRL for the quarter ended 31st Dec 2024 on 17th February, 2025 i.e., delay of 3 days in compliance.</i>
2	Regulation 29 of SEBI (LODR) Regulations, 2015	Prior Intimation of Board Meeting	<i>The Company had issued the prior intimation of the Board Meeting for the quarter ended December 31, 2024, in advance on January 23, 2025, for the meeting scheduled on January 28, 2025. However, there was a delay in filing the XBRL of the said prior intimation, which was submitted on January 24, 2025, instead of the same day as the intimation.</i>
3	Regulation 30 of SEBI (LODR) Regulations, 2015	Outcome of Board Meeting	<i>The Company has submitted the outcome of the Board Meeting held for the quarter ended June 30, 2024. However, there was a delay in the submission, as the Board Meeting concluded at 3:30 p.m., while the outcome was uploaded at 4:04 p.m.</i>
4	Integrated Financial filing	Integrated Financial Filings in pdf mode	<i>The Board Meeting for the quarter ended December 31, 2024, was held on January 28, 2025. However, the integrated financial results were submitted on February 17, 2025</i>
5	Regulation 31(4) of SEBI (SAST) Regulations, 2011	Annual Disclosure to Stock exchange by promoters and promoter group	<i>The Company did not submit the annual disclosure under Regulation 31(4) of SEBI (SAST) Regulations, 2011 within the prescribed timeline of 7 working days from the end of the financial year 2023-24. However, the Company subsequently filed the required disclosure on 13th April, 2024.</i>

6	Reg 76 of SEBI (DIP) Regulations, 2018	Reconciliation of Share Capital Audit Report	<i>The Company has uploaded XBRL and PDF for all quarters. However, XBRL acknowledgement copies of Dec 2024 and March 2024 were not generated and not available for inspection.</i>
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During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. and Company has filed forms and returns as per **Annexure-B** with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time

I further report that there were no events or actions in pursuance of:

- The status of Company during the financial year has been that of a listed public company. The company has not been a holding or subsidiary of another company.
- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and Woman Director. There is no change in the composition of the Board of Directors.
- Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, 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.
- Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
- As per the minutes the decisions at the board meetings were taken unanimously.

I further report that, the compliance of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial auditors and other designated professionals.

I further report that, based on the information provided and the representation made by the company and also on the review of the compliance reports of Company Secretary/ Chief Executive Officer taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes exist in the company to monitor and ensure compliance with provisions of applicable general laws like labour laws and environmental laws.

I further report that as represented by the Company and relied upon by us 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.

As informed, the Company has responded to notices for demands, claims, penalties, etc. levied by various statutory / regulatory authorities and initiated actions for corrective measures, wherever necessary.

I further report that during the audit period the company, no events occurred which had bearing on the Company's affairs in pursuance of above referred laws, rules, regulations, guidelines, standards, etc.

Date: 29.08.2025

Place: Rajkot

Kishor Dudhatra
Practicing Company Secretary

Sd/-
Proprietor
FCS: 7236
C.P. No. 3959
Peer Review Certificate No.: 1919/2022
UDIN: F007236G001114166

This report is to be read with my letter of even date which is annexed as **Annexure -A** and forms an integral part of the report.

ANNEXURE-A
TO SECRETARIAL AUDIT REPORT ISSUED BY COMPANY
SECRETARY IN PRACTICE
(QUALIFIED / ~~NON-QUALIFIED~~)

To,
The Members,
SURBHI INDUSTRIES LTD

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, we followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My 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.

Date: 29.08.2025
Place: Rajkot

Kishor Dudhatra
Practicing Company Secretary

Sd/-
Proprietor
FCS: 7236
C.P. No. 3959
Peer Review Certificate No.: 1919/2022
UDIN: F007236G001114166

ANNEXURE - B

Sr. No.	Form Details	Section For / Under Which Forms Was Filed	SRN	Date Of Challan	Whether Filed Within Prescribed Time - Yes/ No	If Delay In Filing Whether Requisite Additional Fee Paid - Yes/ No
1	FORM AOC-4 XBRL	Pursuant to section 137 of the Companies Act, 2013 and rule 12(2) of the Companies (Accounts) Rules, 2014	N27103514	20/01/2025	NO	YES
2	FORM MGT-14	Section 117 of the Companies Act, 2013	AB0415124	13/09/2024	NO	YES
3	FORM MGT-14	Section 117 of the Companies Act, 2013	AB0415986	13/09/2024	YES	NO
4	FORM DPT-3	Rule 16 of the Companies (Acceptance of Deposits) Rules, 2014	AA9030356	29/06/2024	YES	NO
5	FORM MGT -15	section 121(1) of the Companies Act, 2013 & Rule 31(2) of Companies (Management & Administration) Rules, 2014]	N00771386	07/10/2024	YES	NO
6	FORM MGT-7	Section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014	N29616604	20/03/2025	NO	YES
7	Form DPT-3	Rule 16 of the Companies (Acceptance of Deposits) Rules, 2014	AB5094757	28/06/2025	YES	NO
8	Form CHG-1	Application for registration of creation, modification of charge	AB2712997	17/02/2025	YES	NO
9	Form MGT-14	Section 117 of the Companies Act, 2013	AB4757039	19/06/2025	NO	YES
10	Form MGT-14	Section 117 of the Companies Act, 2013	AB1835668	13/11/2024	YES	NO

Date: 29.08.2025**Place: Rajkot**

Kishor Dudhatra
Practicing Company Secretary

Sd/-
Proprietor
FCS: 7236
C.P. No. 3959
Peer Review Certificate No.: 1919/2022
UDIN: F007236G001114166

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 of
SURBHI INDUSTRIES LTD

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SURBHI INDUSTRIES LTD** having CIN: L17110GJ1992PLC017672 and having registered office at SURBHI HOUSE, 2nd Floor, F.P. No. 206, B/h Old Sub-Jail, Ring Road, Khatodara, Surat – 395002, Gujarat (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my 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 by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending 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	RAVJIBHAI PARBATBHAI PATEL	00023332	21/05/1992
2	BIPINBHAI JASMATBHAI PATEL	00023447	21/05/1992
3	SHEETAL HARSH PATEL	06858676	30/06/2018
4	SATISH NARANDAS PATEL	08168748	30/06/2028

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on my 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.

Date: 29.08.2025

Place: Rajkot

Kishor Dudhatra
Practicing Company Secretary

Sd/-
Proprietor
FCS: 7236
C.P. No. 3959
Peer Review Certificate No.: 1919/2022
UDIN: F007236G001114166

INDEPENDENT AUDITOR'S REPORT

**To the Members of
SURBHI INDUSTRIES LTD.**

Report on the Audit of the Financial Statements

Opinion

We have audited the Financial Statements of SURBHI INDUSTRIES LTD ("the Company"), which comprise the balance sheet as at 31st March 2025, and the statement of profit and loss, (*statement of changes in equity*) and statement of cash flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information [hereinafter referred to as "the Financial Statements"].

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit/loss, (*changes in equity*) and its cash flows for the year ended on that date.

Basis for Opinion

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

"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 X report, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, (*changes in equity*) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- a. Identify and assess the risks of material misstatement of the 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.
- b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- e. Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in

- (i) Planning the scope of our audit work and in evaluating the results of our work; and
- (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

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

We also provide those charged with governance with a statement that we have complied with

relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A' statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books ~~{and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.}~~
 - (c) ~~{The reports on the accounts of the branch offices of the Company audited under Section 143(8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report.}~~
 - (d) The Balance Sheet, the Statement of Profit and Loss, (the Statement of Changes in Equity) and the Cash Flow Statement dealt with by this Report are in agreement with the books of account ~~{and with the returns received from the branches not visited by us.}~~
 - (e) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (f) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - (g) the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - (h) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (i) The Company has an internal audit control mechanism and has obtained opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification dated June 13, 2017;
 - (j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company does not have any pending litigations which would impact its financial position.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d. i. agement has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or

share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- ii The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - i Based on such audit procedures which we have considered reasonable
 - i and appropriate in the circumstances, nothing has come to our notice
 - i that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- e The company has not declared or paid any dividend during the year is in accordance with section 123 of the Companies Act 2013", Hence clause not applicable.
- f Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that the audit trail was not enabled (i) at the database level to log any direct data changes; (ii) at the application level for certain fields / tables relating to all the significant processes and (iii) for certain changes at the application level which were performed by users having privileged access rights. Further, where audit trail (edit log) facility was enabled and operated throughout the year, we did not come across any instance of audit trail feature being tampered with C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the Company has not paid any remuneration to its directors during the year. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

Place : SURAT
Date : 15/05/2025

For **GHAEL CHOKSI & COMPANY**
Chartered Accountants
Sd/-
VIKRANT BIPINCHANDRA GHAEL
(Partner)
M. No. 112324 & FRN: 0153978W
103, 1ST FLOOR, JASH INFINITY, B/H.OLD
SUBJAIL, RING ROAD, SURAT-395002
GUJARAT

The Annexure referred to in our report to the members of SURBHI INDUSTRIES LTD for the year ended 31/03/2025.

On the basis of the information and explanation given to us during the course of our audit, we report that:

- 1) a) i) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment
ii) The company is maintaining proper records showing full particulars of intangible assets.
b) The Property, Plant and Equipment have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.
c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the financial statements are held in the name of the company.

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

e) The company do not hold any benami property under the Benami Transactions(Prohibition) Act, 1988 (45 of 1988) and rules made thereunder hence clause not applicable.
- 2) a) The physical verification of inventory has been conducted at reasonable intervals by the management and, in the opinion of the auditor, the coverage and procedure of such verification by the management is appropriate. No discrepancies have been noticed by the auditor.
b) During the year under the review, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions.
- 3) During the year under the review the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

a) During the year the company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity [not applicable to companies whose principal business is to give loans].

i) During the year the company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to parties other than subsidiaries, joint ventures and associates.

ii) During the year the company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to parties other than subsidiaries, joint ventures and associates.

b) No investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.

c) The company does not have any loans and advances in the nature of loans hence clause not applicable.
d) For amount which is overdue for more than ninety days, reasonable steps have been taken by the company for recovery of the principal and interest.

e) No loan or advance in the nature of loan granted 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) 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.
- 4) In respect of loans, investments, guarantees, and security, the provisions of sections 185 and 186 of the Companies Act have been complied with.
- 5) The company has not accepted any deposit during the year hence clause not applicable.

- 6) Maintenance of cost records has not been specified for the company by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Hence clause not applicable.
- 7) a) The company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities
b) The statutory dues referred to in sub-clause (a) are not disputed on part of company.
- 8) There is no transaction which is not recorded in the books of account and which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) on part of company.
- 9) a) The company hasn't made any default in repayment of loans or other borrowings or in the payment of interest to a financial institution, bank, Government or dues to debenture holders.
b) The company has not been declared as a willful defaulter by any bank or financial institution or other lender.
- c) The term loans were fully applied for the purpose for which the loans were obtained.
- d) No funds raised on short term basis have been utilised for long term purposes.
- e) The company has not taken funds from entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- 10) a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year hence clause not applicable.
b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- 11) a) We have neither noticed nor have any information of reporting of any fraud by the company or any fraud on the company.
b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
c) No whistle-blower complaints has been received during the year by the company.
- 12) The Company is not a Nidhi Company hence clause not applicable.
- 13) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards.
- 14) a) The company has an internal audit system commensurate with the size and nature of its business.
b) The reports of the Internal Auditors for the period under audit were considered by the statutory auditor.
- 15) The company hasn't entered into any non-cash transactions as referred to in section 192 of Companies Act with directors or persons connected with him.
- 16) a) The company is not required to be registered under section 45IA of RBI Act, 1934. Hence clause not applicable.
b) The company is not a Non-Banking Financial or Housing Finance company hence Clause is not applicable.
c) The company is exempted or unregistered CIC, and it continues to fulfil such criteria.
- 17) The company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- 18) There has been no resignation of the statutory auditors during the year.

19) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, the auditor is of the opinion that no material uncertainty exists as on the date of the audit report and company is 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.

20) a) There has been no ongoing projects run by company during the year, hence clause is not applicable. No amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act.

21) Consolidated Financial Statements are not prepared in respect of the company, hence this clause is not applicable.

for GHAEL CHOKSI & COMPANY
Chartered Accountants

Sd/-
VIKRANT BIPINCHANDRA GHAEL
(PARTNER)
M.NO. :112324
FRN : 0153978W
103, 1ST FLOOR, JASH INFINITY, B/H.OLD
SUBJAIL, RING ROAD, SURAT-395002 GUJARAT

Place: SURAT
Date: 15/05/2025

ANNEXURE - B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **SURBHI INDUSTRIES LTD.** ("The Company") as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **GHAEL CHOKSI & COMPANY**
Chartered Accountants

Sd/-

VIKRANT BIPINCHANDRA GHAEL
(Partner)

M. No. 112324

**103, 1ST FLOOR, JASH INFINITY, B/H.OLD
SUBJAIL, RING ROAD, SURAT-395002 GUJARAT
FRN: 0153978W**

Place : **SURAT**

Date : **15/05/2025**

Surbhi industries Ltd			
Balance Sheet As At 31st Mar,2025			
Particulars	Note	As at 31st Mar,2025 (Amount in "RS.")	As at 31st Mar,2024 (Amount in "RS.")
ASSETS			
Non-current assets			
(a) Property , Plant and Equipment	1	213390538	185168011
(b) Financial Assets			
(i) Investments	2	389700	2180700
(ii) Loans & Advance	3	3509691	3509608
(c) Defferred tax assets (net)	4	0	0
Current assets			
(a) Inventories	5	46346163	62807096
(b) Financial Assets			
(i) Trade Receivable	6	42814688	18121262
(ii) Cash and cash equipments	7	120500	157641
(c) Other Current Assets	8	12906835	15112629
(d) Current Investments	9	28603821	28416291
Total Assets		348081936	315473238
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	10	34374000	34374000
(b) Other Equity	10	136589635	103665079
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Loans	11	68808753	89931712
(b) Provisions	12	0	1937000
(c) Defferred tax liabilities (net)	13	6483473	9837861
Current liabilities			
(a) Financial liabilities			
(i) Loans	14	75184255	62803499
(ii) Trade paybles	15	24161689	11426713
(b) Provisions	16	2480131	1497374
Total Equity and Liabilitues		348081936	315473238
See accompanying notes forming parts of the financial			
In terms of our report attached of the even date			
For, Ghael Choksi & Co. Chartered Accounts FRN: 0153978W	For, Pragnesh M Joshi. Company Secretary FRN: FCS 7238	For and on behalf of Board of Directors Surbhi Industries Ltd.	
Sd/-	Sd/-	Sd/-	Sd-
Vikrant Bipinchandra Ghael M. No. 112324	Hetal Arvind Joshi M. No. ACS 37178	Ravjibhai P. Patel Managing Director DIN: 00023332	Bipinbhai J. Patel Director DIN : 00023447
Date: 15th May,2025			
Place: Surat			

	Surbhi industries Ltd
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Statement of Profit and Loss for the year ended 31st Mar,2025

Sr. No	Particulars	Note	As at 31st March, 2025 (Amount in "RS.")	As at 31st March, 2024 (Amount in "RS.")
I	Revenue from operations	17	359284669.74	178945953
II	Other Income	18	34200224.36	21167682
III	III. Total Revenue (I +II)		393484894.10	200113635
IV	Expenses:			
	Cost of materials consumed	19	219028713.46	116143027
	Purchase of Stock-in-Trade			
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade - Increase(Decrease)	20	19289342.00	(6960637)
	Employee Benefit Expense	21	35222808.00	28027850
	Financial Costs	22	15356818.42	16926057
	Depreciation and Amortization Expense	23	25303305.00	25676735
	Other Expenses	24	49713739.64	36337548
	Total Expenses (IV)		363914726.52	216150580
V	Profit/(loss) before exeptional items and tax (I-IV)		29570168	(16036945)
VI	Exceptional Items			
VII	Profit/(loss) before tax (V-VI)		29570168	(16036945)
VIII	Tax expense:			
	(1) Current tax		0	0
	(2) Deferred tax		(3354388)	0
IX	Profit(Loss) from the perid from continuing operations (VII-VIII)		32924555	(16036945)
X	Profit (Loss) for discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit/(Loss) from discontinuing operations (after tax) (X+XII)		-	-
XIII	Profit/(Loss) for the period (IX + XII)		32924555	(16036945)
XIV	Other Comprehensive Income			
A.	(i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to Profit & Loss		-	-
B.	(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to Profit & Loss		-	-
XV	Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		32924555	(16036945)
XVI	Earnings per equity share (for continuing operation):			
	(1) Basic		9.58	(4.67)
	(2) Diluted		-	-
XVII	Earnings per equity share (for discontinuing operation):			
	(1) Basic		-	-
	(2) Diluted		-	-
XVIII	Earnings per equity share (for discontinuing & continuing operation):			
	(1) Basic		9.58	(4.67)
	(2) Diluted		-	-

In terms of our report attached of the even date

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Place: Surat

Place: Surat

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M/S. SURBHI INDUSTRIES LTD.				
Cash Flow Statement for the year ended on 31.03.2025				
		FY 2024-2025		FY 2023-2024
A. Cash Flow from Operating Activities				
Net Profit Befor Tax		29570168		-16036945
Adjustments For :				
Add: Deprecition		25303305		25676736
Financial Charges		15356818		16926057
		40660123		42602793
Less: Investment Income		899010		1362356
Profit on sale of Fixed Assets		7660		31122
		906670		1393478
Operating Profit before Working Capital Changes			69323621	25172370
Adjustment for Working Capital Changes				
Cash Inflow				
Decrease in Receivables				
Decrease in Other Current Assets				
Decrease in Trade & Other Receivable				
Increase in Long Term Provsions		-1937000		0
Increase in Short Term Provisions		982757		-19712672
Increase in Other Cuirrent Liabilities		12380756		6930000
Increase in Trade Payables		12734976		5916721
		24161489		-6865951
Cash Outflow				
Decrease in Trade Payables		0		0
Decrease in Short Term Provisions		0		0
Decrease in Other Cuirrent Liabilities		0		0
Increase in Trade & Other Receivable		24693426		-22902635
Increase in Loans & Advances		83		1091
Increase in Other Current Assets		-2205794		-11623798
Increase in Inventory		-16460933		1211353
		6026782		-33313989
Net Cash Inflow(outflow) for working Capital			18134707	26448038
Cash From Operations				
Less: Direct Taxes Paid			0	-44949
Net Cash Flow from Operating Activities			87458328	51575459
B. Cash Flow from Investing Activities				
Cash Inflow				
Decrease in FD		0		0
Investment Income		899010		1362356
Decrease in Long Term Loans and Advances		0		0
Sale of Fixed Assets		51000		150000
Subsidy Received		0		0
		950010		1512356
Cash Outflow				
Purchase of Fixed Assets		53569172		22255378
Increase Investments		187530		0
Increase FD		0		0
Increase in other Non Current Assets		-1791000		0
		51965702		22255378
Net Cash Inflow(Outflow) in Investing Activities			-51015692	-20743022
M/S. SURBHI INDUSTRIES LTD.				
Cash Flow Statement for the year ended on 31.03.2025				
C. Cash Flow from financing Activitie				
Cash Inflow				
Increase in working Capital Loans		0		12375756
Increase in Term Loan(Net)		-21122959		-26271607
Increase in share capital		0		
		-21122959		-13895851
Cash Outflow				
Financial Charges		15356818		16926057
Repayment of Term loans		0		0
Repayment of Deposits		0		
Decrease in short term borrowing		0		
		15356818		16926057
Net Cash Inflow(Outflow) in Financing Activities			-36479777	-30821908
Net Cash Flow			-37141	10529
Net Cash Changes				
Cash and Bank as on 1st April		157641		147112
Cash and Bank as on 31st Mar		120500	37141	157641
			0	-10529
For and on behalf of Board of Directors Surbhi Industries Ltd.		For, Ghael Choksi & Co. Chartered Accounts FRN: 0153978W		For, Pragnesh M Joshi. Company Secretary FRN: FCS 7238
Sd/- Ravjibhai P. Patel Managing Director DIN: 00023332		Sd/- Vikrant Bipinchandra Ghael M. No. 112324		Sd/- Hetal Arvind Joshi M. No. ACS 37178
Sd/- Bipinbhai J. Patel Director DIN : 00023447				
Date: 15th May,2025				

SURBHI INDUSTRIES LTD

**SIGNIFICANT ACCOUNTING POLICIES & NOTES FORMING PART OF THE ACCOUNTS
FOR THE YEAR ENDED ON 31.03.2025**

1. Notes to the Ind AS Financial Statements for the year ended 31st March, 2025
(All amounts are in INR Actual, unless otherwise stated)
a. COMPANY OVERVIEW:

Surbhi Industries Limited is engaged in the manufacturing of Fabric and Yarn (Textile) It was incorporated on 21st May, 1992 as a public limited company and came out with a public issue on December 21, 1992. The factory premises are located at Karanj. Knitted Fabrics and Yarn are sold in the domestic Market.

The registered office is located at **Surbhi House, F.P.no.206, B/h Old Subjail, Ring Road, Khatodara, Surat – 395002, Gujarat, India.**

b. Basis of measurement:

The Ind. AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including equity Shares financial instruments which have been measured at fair value as described below.

c. Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time taken between acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle as twelve months for the purpose of the classification of assets and liabilities into current and non-current.

d. Key estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The areas involving critical estimates or judgements are:

- i. Determination of the estimated useful lives of property, plant & equipment and the assessment as to which components of the cost may be capitalized;
- ii. Determination of the estimated useful lives of intangible assets;
- iii. Recognition and measurement of defined benefit obligations, key actuarial assumptions;
- iv. Recognition and measurement of provisions and contingencies, key assumptions about the likelihood and magnitude of an outflow of resources;
- v. Fair value of financial instruments;
- vi. Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions;
- vii. The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to

exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

However, there is no lease asset with the company.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics. This incremental borrowing rate reflects the rate of interest that the lessee would have to pay to borrow over a similar term, with a similar security, the funds necessary to obtain an asset of a similar nature and value to the right- of - use asset in a similar economic environment. Determination of the incremental borrowing rate requires estimation.

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.

The company has an established control framework with respect to measurement of fair values. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The management reviews significant unobservable inputs and valuation adjustments, which are reviews periodically.

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

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

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. The company recognized transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Accordingly Company has shown Fixed Assets at its Written Down Value which commensurate with reasonable FMV in the Open Market. Similarly, Investments are stated at cost and all realized gains are offered in Profit & Loss Account.

Functional and Presentation Currency:

The financial statements are presented in Indian Rupees, the currency of the primary economic environment in which the Company operates.

2. Significant Accounting Policies & Inherent Risk Analysis

a. Method of Accounting

The company is following mercantile system of Accounting on Exclusive of Tax Basis. There is no effect on profit because of said deviation from the method of accounting prescribed under the Income Tax Act, 1961.

b. Books of Accounts

Preparation and Maintenance of accounts is the responsibility of the concerned assessee and its management. We have examined the books of accounts maintained and furnished before us for verification on random basis and have expressed our opinion on the basis of random verification of books of accounts with corresponding bills and vouchers furnished along with explanation given as and when asked for the purpose of audit.

c. Accounting for GST

- The Company has followed Exclusive Method of Accounting as prescribed under the Accounting Standard issued by ICAI in this regard. Since Exclusive method of GST is used and GST credit availed and Utilized are accounted for in a separate Account, there is no effect on profit as per Income Tax Act because of said deviation from accounting standard prescribed U/s. 145A of the said Act.
- Amount of GST Receivable as on 31.03.2025 is shown under Note 8 'Other Current Assets' on Balance sheet.
- Amount of GST Payable as on 31.03.2025 is shown under Note 16 'Short Term Provision' on Balance sheet.

a. Inherent Risk for Manufacturing Companies:

Manufacturing companies typically have a higher inherent risk in their inventory and cost accounting. The valuation of work-in-progress inventory involves complex cost accounting methods and estimates. When manufacturers operate globally, they face additional inherent risks in areas like these:

- Foreign currency translation of financial statements
- Transfer pricing between subsidiaries
- Capitalization of manufacturing overhead costs
- Revenue recognition for long-term contracts

3. Previous Year's figure has been re-grouped, re-arranged wherever considered necessary to meet the requirements of the current year.

4. RELATED PARTY DISCLOSURE:**a) List of related party:**

<u>Name of Related Party</u>	<u>Relationship</u>
RAVJIBHAI P. PATEL	Key Managerial Person / Director
BIPINBHAI J. PATEL	Key Managerial Person / Director
SHEETAL HARSH PATEL	Key Managerial Person / Director
SATISH NARANDAS PATEL	Key Managerial Person / Director

Notes:

- i. The related party relationships have been determined on the basis of the requirements of the Accounting Standard (AS) -18
- ii. The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the period.

b) Transactions during the period with related parties:

<u>Nature of transaction</u>		<u>Related Parties</u>	<u>Transactions during the Year</u>	
			<u>F.Y. 2024-25 Rs.)</u>	<u>F.Y. 2023-24 (Rs.)</u>
1	DIRECTOR REMUNERATION	BIPINBHAI JASMATBHAI PATEL	33,60,000	33,60,000
2	DIRECTOR REMUNERATION	RAVJIBHAI PARBATBHAI PATEL	36,00,000	36,00,000
3	RENT	SURBHI TEXTILES MILLS PVT LTD.	1,32,000	1,32,000
4	PLOT	SURBHI TEXTILES MILLS PVT LTD.	1,60,50,000	0

5. **Ratios:**

Statement showing Yearly Figures

Particulars	2023-2024	2024-2025
CURRENT ASSETS	13,03,05,226.88	13,46,91,397.50
CURRENT LIABILITIES	7,57,27,586.11	10,18,26,075.02
TOTAL DEBT	15,27,35,211.11	14,39,93,007.92
SHAREHOLDER'S FUND	13,80,39,078.64	17,09,63,634.67
AVERAGE TRADE PAYABLE	84,68,352.50	1,77,94,201.00
AVERAGE TRADE RECEIVABLE	2,95,72,580.00	3,04,67,974.77
EQUITY SHARE CAPITAL PLUS RESERVES	13,80,39,078.64	17,09,63,634.67
NET PROFIT AFTER TAX	-1,60,36,946.07	3,29,24,555.40
CREDIT SALES	17,89,45,952.97	35,92,84,669.74
CREDIT PURCHASES	11,03,93,743.02	22,18,57,122.46
REVENUE FROM OPERATION	17,89,45,952.97	35,92,84,669.74
EARNINGS BEFORE INTEREST, TAX & PRIOR PERIOD ITEM	8,89,111.25	4,82,81,373.82
COST OF SALES	10,91,82,390.02	23,83,18,055.46
AVERAGE STOCK	6,22,01,419.50	5,45,76,629.50
WORKING CAPITAL	5,45,77,640.77	3,28,65,322.48

Statement showing Yearly Ratios

Particulars	Numerator	Denominator	2023-2024	2024-2025	Variance
Current Ratio	Current Assets	Current Liabilities	1.72	1.32	-23.26%
Debt-Equity Ratio	Total Debt	Shareholder's Funds	1.11	0.84	-24.32%
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	-	-	-
Return on Equity Ratio	Net Earnings	Shareholder Equity	-0.12	0.19	-258.33%
Inventory Turnover Ratio	Cost of Sales	Average Stock Carried or Inventory	1.76	4.37	148.30%
Trade Receivables Turnover Ratio	Credit Sales	Average Accounts Receivable	6.05	11.79	94.88%
Trade payables Turnover Ratio	Credit Purchases	Average Accounts Payable	13.04	12.47	-4.37%
Net Capital Turnover Ratio	Sales or Cost of Sales	Net Working Capital	3.28	10.93	233.23%
Net Profit Ratio (%)	Net Operating Profit	Sales	-8.96%	9.16%	18.12%
Return on Capital Employed	Earning Before Interest and Tax	Capital Employed	0.01	0.28	2,700.00%
Return on Investment (%)	Net Profit after interest, taxes and preference dividends	Equity capital plus reserves	-11.62%	19.26%	30.88%

Reasons for Significant Variations in the ratios:

Sr. No.	Ratios	Reason for Variances (>25%)
1.	Return on Equity Ratio	The company has made profit during the year as compared to loss in immediately preceding previous year. This has resulted in change in ratio.
2.	Inventory Turnover Ratio	Turnover of the company has doubled during the year resulting in increase in cost of sales. On the other hand, average inventory carried by the company has reduced. This has resulted in change in ratio
3.	Trade Receivables Turnover Ratio	Turnover of the company has doubled during the year resulting in increase in credit sales. On the other hand, average accounts receivable carried by the company has marginally increased. This has resulted in change in ratio
4.	Net Capital Turnover Ratio	Turnover of the company has doubled during the year resulting in increase in cost of sales. On the other hand, average net working capital carried by the company has reduced. This has resulted in change in ratio
5.	Return on Capital Employed	The company has made profit during the year as compared to loss in immediately preceding previous year. This has resulted in change in ratio.
6.	Return on Investment	The company has made profit during the year as compared to loss in immediately preceding previous year. This has resulted in change in ratio.

6.Details of creation and satisfaction of charge:**1) LOAN SCHEDULE****SECURED****LOANS/BORROWING:**

		F.Y.2024-25	F.Y.2023-24
1	T/L BANK OF BARODA 89910600002075	5,02,78,000	6,76,52,000
2	T/L BANK OF BARODA 89910600002344	67,14,947	1,11,66,979
3	T/L BANK OF BARODA 89910600003034	-	28,50,000
4	T/L BANK OF BARODA 89910600002456	2,95,26,204	3,62,64,733
5	T/L BANK OF BARODA 89910600003596	29,27,126	-
6	T/L BANK OF BARODA 89910600003693	56,49,843	-
7	T/L BANK OF BARODA 89910600003736	25,03,893	-
	TOTAL	9,76,00,013	11,79,33,712
All above loans are obtained on hypothecation of Plant, Machinery and Factory Building.			
CURRENT MATURITY OF LONG-TERM DEBTS		2,87,91,260	2,80,02,000
LONG TERM BOROWING		6,88,08,753	8,99,31,712
TOTAL		9,76,00,013	11,79,33,712


6. Other Information**RS IN LAKHS**


Other Information	
Contingent Liability and Commitments:	NIL
Commitments providing Estimated amount of contracts remaining to be executed on capital account and not provided for or uncalled liability on shares and other investments partly paid if any:	NIL
Other Commitments such as:	
a. Letter of credit issued:	NIL
b. Dividend Proposed and Arrears of Dividends:	NIL
c. Amount of securities issued for specific purpose:	NIL
d. Assets other than property, plants and equipment and intangible assets and non-current investments which don't have a value on realization in the ordinary course of business at least equal to the	NIL

amount at which they are stated:	
e. Value of imports on CIF Basis:	
Capital goods	31.99
Raw materials (Spare)	NIL
f. Expenditure in Foreign Currency during the year on account of royalty, know-how, professional and consultation fees, interest and other matters:	NIL
g. Imported and Indigenous Consumption:	
Imported Consumption	NIL
Indigenous Consumption	2190.28
h. Dividend remitted in foreign currencies:	NIL
i. Earning in Foreign Exchange:	NIL
j. Undisclosed Income:	NIL
k. Details of Crypto Currency or Virtual Currency:	NIL

7 (A)

Whether fund borrowed are utilized for the same purpose for which they are obtained. If not, then report amount of utilization of fund other than purpose.

Utilization of Borrowed funds and share	
(A) Where company has advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall	 <p>Company has not given any advance.</p>
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or	
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries; the company shall disclose the following:-	
(I) Date and amount of fund advanced or loaned or invested in Intermediaries with complete details of each Intermediary.	
(II) Date and amount of fund further advanced or loaned or invested by such Intermediaries to other intermediaries or Ultimate Beneficiaries alongwith complete details of the ultimate beneficiaries.	
(III) Date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries	
(IV) Declaration that relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and 28 the transactions are not violative of the Prevention of Money-Laundering act, 2002 (15 of 2003).;	

(B) Where a company has 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	 <p>No such transaction or agreement are entered into.</p>
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or	
(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, the company shall disclose the following:-	
(I) Date and amount of fund received from Funding parties with complete details of each Funding party.	
(II) Date and amount of fund further advanced or loaned or invested other intermediaries or Ultimate Beneficiaries along with complete details of the other intermediaries' or ultimate beneficiaries.	
(III) Date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries	
(IV) Declaration that relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violative of the Prevention of Money-Laundering act, 2002 (15 of 2003).;	

8. Significant Accounting Policies

1. Property, Plant and Equipment

Recognition and Measurement

Items of property, plant and equipment, other than freehold land that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses. Freehold land is carried at cost and is not depreciated.

The cost of an item of property, plant and equipment comprises of its purchase price including taxes (other than those subsequently recoverable from tax authorities), duties, freight and other directly attributable costs of bringing the asset to its working condition. Any trade discounts and rebates are deducted in arriving at the purchase price. Cost includes cost of replacing a part of plant and equipment if the recognition criteria are met. Expenses directly attributable to new manufacturing facility during its construction period are capitalized. Expenditure related to plans, designs and drawings of buildings or plant and machinery is capitalized under relevant heads of Property, Plant & Equipment if the recognition criteria are met.

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

Depreciation

Depreciation on property, plant & equipment other than factory buildings is provided on the **written down value** method as prescribed under the Companies Act, 2013.

The useful lives, residual values of each part of an item of property, plant and equipment and the depreciation methods are reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

2. Intangible Assets

Recognition and Measurement

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment loss, if any. Internally generated intangibles, excluding eligible development costs are not capitalized and the related expenditure is reflected in profit and loss in the period in which the expenditure is incurred.

Amortization

Intangible assets with finite lives are amortized on a straight line basis over the estimated useful economic life. The amortization expense on intangible assets with finite lives is recognized in the Statement of Profit & Loss. The estimated useful lives for intangible assets are 3 years.

The amortization period and method for an intangible asset with finite useful life is reviewed at least at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

Derecognition

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognized in the Statement of Profit and Loss when the asset is derecognized.

However, there is no intangible asset for the year.

3. Right to use Asset

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

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

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

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

However, there is no Leasehold asset with the Company.

The Company as a lessor:

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance lease or operating lease by reference to the right – of – use asset arising from the head lease.

For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

However, there is no Right to Use asset or leased asset with the company.

4. Investment Property

Recognition and measurement

Investment properties are properties held to earn rentals and / or for capital appreciation. Investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. Freehold land is carried at cost and is not depreciated.

Cost includes purchase price, taxes and duties and other direct costs incurred for bringing the asset to the condition of its intended use. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognized in statement of profit and loss as incurred.

Depreciation

Depreciation on leasehold land is provided on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Depreciation on building is provided on written down value method, pro rata to the period of use, over their useful life. The estimated useful lives based on technical evaluation by the Management is 40 years. The residual value is estimated by management to be at 5% of cost.

Derecognition

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in the Statement of Profit and Loss in the period of derecognition.

However, there is no investment property with the company.

5. Non-current assets held for sale

Non-current assets held for sale are presented separately in the Balance Sheet when the following criteria are met:

- the Company is committed to selling the assets;
- the assets are available for sale immediately;
- an active plan of sale has commenced;
- sale is expected to be completed within 12 months; and
- it is highly probable that they will be recovered primarily through sales rather than through continuing use.

Assets held for sale are measured at the lower of their carrying amount and fair value less cost to sell. Assets held for sale are no longer amortized or depreciated.

6. Capital Work in Progress and Capital Advances

Cost of assets not ready for intended use, as on balance sheet date, is shown as capital work in progress. Advances given towards acquisition of Property Plant and Equipment outstanding at each balance sheet date are disclosed as capital work in progress in note: - 1.0

7. Impairment of non-financial assets

At each balance sheet date, an assessment is done to determine whether there is any indication of impairment in the carrying amount of the Company's non-financial assets. An impairment loss is recognized whenever the carrying value of an asset or a cash-generating unit exceeds its recoverable amount. Recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs of disposal and its value in use. An impairment loss, if any, is recognized in the Statement of Profit and Loss in the period in which the impairment takes place. The impairment loss is allocated first to reduce the carrying amount of any goodwill (if any) allocated to the cash generating unit and then to the other assets of the unit, pro rata based on the carrying amount of each asset in the unit.

An assessment is also done at each Balance Sheet date whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased. If any such indication exists, the asset's recoverable amount is estimated. The carrying amount of the fixed asset is increased to the revised estimate of its recoverable amount so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of impairment loss is recognized in the Statement of Profit and Loss for the year.

After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on straight line basis over its remaining useful life.

The company has not identified any non-financial asset for impairment during the year.

8. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as forward contracts, futures and currency options.

Financial Assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset, except in the case of financial assets not recorded at fair value through profit or loss. Transaction costs of financial assets carried at fair value through profit or loss are expensed through the Statement of Profit and Loss.

However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

For purposes of subsequent measurement, the Company classifies its financial assets in the following measurement categories:

- i. The Company's business model for managing the financial asset and

- ii. The contractual cash flow characteristics of the financial asset.

Based on the above criteria, the Company classifies its financial assets into the following categories:

- i. Financial assets measured at amortized cost
- ii. Financial assets measured at fair value through other comprehensive income (FVTOCI)
- iii. Financial assets measured at fair value through profit & loss (FVTPL)

The Company has stated all its financial assets at amortised cost i.e. Transaction Price only. Company has not accounted for any deviations in the market price which is unrealized on balance sheet date. All realized gains are accounted for thorough profit and loss accounts only.

March 31'2025	Carrying Amount				Fair Value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
Non-Current Investments	0	0	389700	389700	0	0	0	0
Current Investments	0	0	28603821	28603821	0	0	0	0
Loan & Advances	0	0	3509691	3509691	0	0	0	0
Trade Receivable	0	0	42814688	42814688	0	0	0	0
Cash and Cash equivalents and Other Bank Balance	0	0	120500	120500	0	0	0	0
Other financial assets	0	0	12906835	12906835	0	0	0	0
			88345235	88345235				
Financial liabilities								
Borrowings	0	0	143993008	143993008	0	0	0	0
Trade Payables	0	0	24161689	24161689	0	0	0	0
Lease liabilities	0	0	0	0	0	0	0	0
Other financial liabilities	0	0	8963604	8963604	0	0	0	0
			177118301	177118301				
March 31'2024	Carrying Amount				Fair Value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
Non-Current Investments	0	0	2180700	2180700	0	0	0	0
Current Investments	0	0	28416291	28416291	0	0	0	0
Loan & Advances	0	0	3509608	3509608	0	0	0	0
Trade Receivable	0	0	18121262	18121262	0	0	0	0
Cash and Cash equivalents and Other Bank Balance	0	0	157641	157641	0	0	0	0
Other financial assets	0	0	15112629	15112629	0	0	0	0
			67498131	67498131				
Financial liabilities								
Borrowings	0	0	152735211	152735211	0	0	0	0
Trade Payables	0	0	11426713	11426713	0	0	0	0
Lease liabilities	0	0	0	0	0	0	0	0
Other financial liabilities	0	0	13272235	13272235	0	0	0	0
			177434159	177434159				

Financial Assets measured at Amortized cost

This category applies to cash and bank balances, trade receivables, loans and other financial assets of the Company. Such financial assets are measured at amortized 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 (SPPI) on the principal amount outstanding.

Currently all financial assets are accounted for at amortized cost.

Financial Assets measured at FVTOCI

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss. Interest income from these financial assets is included in other income using the effective interest rate method.

Currently no financial assets are accounted for at FVTOCI.

Financial Assets measured at FVTPL

Assets that do not meet the criteria for amortized cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through Profit or Loss is recognized in the Statement of Profit and Loss in the period in which it arises. Interest income from these financial assets is included in other income.

Equity Instruments

All equity investments within the scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the Other Comprehensive Income (OCI).

There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Currently no financial assets are accounted for at FVTPL.

Derecognition

A financial asset is derecognized only when:

- i. The rights to receive cash flows from the financial asset have expired contract is discharged, cancelled or expires.
- ii. Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.
- iii. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

However, during the year company has not de recognized any financial assets.

Sensitivity analysis

For the fair values of forward contracts of foreign currencies, reasonably possible changes at the reporting date to one of the significant observable inputs, holding other inputs constant, would have the following effects in other comprehensive income (OCI)

9. Inventory

Inventories comprise of raw materials, packing materials, work-in-progress, finished goods and stores and spares. Inventories are valued at lower of cost and net realizable value. Costs are ascertained on First in First Out (FIFO) basis. Costs includes cost of purchase and other costs incurred in bringing each product to its present location and condition. In the case of manufactured inventories, cost includes cost of raw materials, packing materials and an appropriate share of fixed and variable production overheads. Fixed production overheads are allocated on the basis of normal operating capacity. Variable production overheads are allocated based on actual use of production

facilities.

Net realizable value represents the estimated selling price for inventories in normal course of business, less all estimated costs of completion and costs necessary to make the sale.

Provision is made for cost of obsolescence and other anticipated losses whenever considered necessary.

10. Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet includes cash at bank and on hand, book debit balances in cash credit and current accounts, deposits held at call with financial institutions, other short term highly liquid investments, with original maturities less than three months which are readily convertible into cash and which are subject to insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents, cash and short - term deposits as defined above is net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

11. Provisions, Contingent Liabilities and Contingent Assets

The Company recognizes a provision when there is a present legal or constructive obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. 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 recognized as interest expense.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non- occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are not recognized till the realization of the income is virtually certain. However, the same are disclosed in the financial statements where an inflow of economic benefit is probable.

12 Revenue Recognition

Revenue from contracts with customers is recognized on transfer of control of promised goods to customers for an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services. Revenue excludes taxes or duties collected on behalf of the government.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation. Revenue is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

Sale of Products

Revenue from sale of products is recognized when the control on the goods has been transferred to the customer. The performance obligation in case of sale of products is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract. The Company recognizes revenues on the sale of products, net of returns, discounts (if any) and amounts collected on behalf of third parties (such as GST).

Rendering of Services

Income from services rendered is recognized based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.

Interest Income

Interest income is recognized using the effective interest rate (EIR) method.

13 Employee Benefits

i. Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short-term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

ii. Post-Employment Benefits

➤ Defined Contributions plan

Provident Fund and Employee State Insurance Scheme

Defined contribution plans are Provident Fund Scheme and Employee State Insurance Scheme.

Recognition and measurement of defined contribution plans

The Company recognizes contribution payable to a defined contribution plan as an expense in the Statement of Profit and Loss when the employees render services to the Company during the reporting period. If the contributions payable for services received from employees before the reporting date exceeds the contributions already paid, the deficit payable is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the reporting date, the excess is recognized as an asset to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

The company is regular is depositing PF and ESI under such said schemes.

➤ Defined Benefit plans:

Gratuity scheme

However, there is no such Provision/ Payment during the year. Earliest year provision \is written off during the year and offered as income credited to profit and loss account.

iii. Other Long-Term Employee Benefit

Entitlements to annual leave and sick leave are recognized when they accrue to employees. Sick leave can only be availed while annual leave can either be availed or encashed subject to a restriction on the maximum number of accumulations of leave.

The company charges such benefits paid to employees to profit & loss account, as and when paid to employees.

14 Income Taxes

Income tax expense comprises current tax expense and deferred tax expense. It is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or in OCI. In which case, the tax is also recognized directly in equity or other comprehensive income, respectively.

Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961.

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

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretations and establishes provisions where appropriate.

Deferred tax:

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

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

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

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

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

Presentation of current and deferred tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/ expense are recognized in Other Comprehensive Income.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

As per the Appendix to Ind AS 12, the Company needs to assess whether it is probable that a tax authority will accept an uncertain tax treatment used or a treatment which is being proposed to be used in its income tax filings.

15 Foreign Currency Transactions

i. Functional and Presentation currency

The Company's financial statements are prepared in Indian Rupees (INR "₹") which is also the Company's functional currency.

ii. Transactions and balances

Foreign currency transactions are recorded on initial recognition in the functional currency using the exchange rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary items that are measured based on historical cost in a foreign currency are translated using the exchange rate at the date of the initial transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rate at the date the fair value is determined. Exchange differences arising on the settlement or translation of monetary items are recognized in profit or loss in the year in which they arise except for the qualifying cash flow hedge, which are recognized in OCI to the extent that the hedges are effective.

16 Government Grant and subsidies

Grants in the nature of subsidy which are non-refundable are credited to the statement of profit and loss, on accrual basis, where there is reasonable assurance that the Company will comply with all the necessary conditions attached to them.

17 Derivative Financial instruments and hedge accounting

The Company uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of item being hedged and the type of hedge relationship designated.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Forward exchange contracts

The Company enters into forward exchange contracts in nature of currency swaps and interest rate swaps to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Company does not enter into any derivative instruments for trading or speculative purposes.

The forward exchange contract is marked to market (MTM) and the gain/ loss on the same is recognized as an expense/income over the life of the contract. Exchange differences on such contracts are recognized in the Statement of Profit and Loss in the period in which the exchange rates change. Any Profit or Loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or expense for the period.

18 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 recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

19 Research and Development

Expenditure on research is recognized as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognized as an expense when it is incurred.

Items of property, plant and equipment and acquired intangible assets utilized for Research and Development are capitalized and depreciated in accordance with the policies stated for Property, Plant and Equipment and Intangible Assets.

20 Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, if any, 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 capitalized, if any. All other borrowing costs are expensed in the period in which they occur.

In accordance with the amended Ind AS 23 Borrowing Cost, if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalization rate on general borrowings.

21 Exceptional items

Exceptional items refer to items of income or expense within the income statement from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Company and to assist users of financial statements in making projections of future financial performance.

22 Events after Reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

23 Dividend

The Company recognizes a liability for any dividend declared but not distributed at the end of the reporting period, when the distribution is authorized and the distribution is no longer at the discretion of the Company on or before the end of the reporting period. As per Corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

However, company has not declared any dividend during the year.

24 Earnings Per Share

Basic earnings per share is calculated by dividing the profit or loss for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the profit or loss for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted to take into account:

➤ The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

Weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

25 Segment Reporting

The Company has identified RAW (GRAY) CLOTH EMBROIDRY WOK, GARMENTS YARN, KNITTED FABRICS (ALL UNDER TEXTILES SEGMENT) and solar energy, Wind Mill as its single primary reportable segment in accordance with the requirements of Ind AS 108 - Operating Segments.

26 In the opinion of the Directors:

The current assets and loans and advances are approximately of the value stated, if realized in the ordinary course of business. The provision for depreciation and for all known liabilities is adequate and not in excess of the amount reasonably necessary.

The above information is given to the extent available with the Company.

For, **GHAEL CHOKSI & CO. CHARTERED ACCOUNTANTS**
FRN: 0153978W

Sd/-
Vikrant Bipinchandra Ghael
Partner
Membership No.: 112324

For, Pragnesh M Joshi.
Company Secretary
FRN: FCS 7238

Sd/-
Hetal Arvind Joshi
M. No. ACS 37178

Place: Surat
Date: 15.05.2025

For, **SURBHI INDUSTRIES LTD**

Sd/-
RAVJIBHAI PARBATBHAI PATEL
Managing Director DIN: 00023332
Managing Director

Sd/-
BIPINBHAI JASMATBHAI PATEL
Director DIN: 00023447
Director

Place: Surat
Date: 15.05.2025

Surbhi industries ltd

Note 1 Property Plant and Equipment

(Amount in Rs.)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 01/04/2024	Addition	Deduction	Retained earnings	Balance as at 31/03/2025	Balance as at 01/04/2024	Depreciation for the year	Deduction	Balance as at 31/03/2025	Balance as at 31/03/2024
Land	24,00,760	1,69,97,900	-	-	1,93,98,660	-	-	-	1,93,98,660	24,00,760
Factory Building	2,25,02,342	-	-	-	2,25,02,342	1,44,81,314	4,50,689	-	75,70,340	80,21,028
Plant & Machinery	49,72,51,857	34,86,867	-	-	50,07,38,723	39,91,86,609	1,76,94,025	-	8,38,58,089	9,80,65,248
Office Equipment	48,64,771	2,35,119	-	-	50,99,890	32,58,387	4,36,729	-	14,04,775	16,06,384
Electrification	67,23,435	-	-	-	67,23,435	41,49,327	3,41,330	-	22,32,778	25,74,108
Vehicles	2,76,450	-	-	-	2,76,450	2,55,170	7,166	-	14,114	21,280
Computer	16,74,697	-	-	-	16,74,697	15,98,881	8,693	-	67,123	75,816
Furniture & Fixtu.	44,27,408	-	-	-	44,27,408	14,09,514	3,59,861	-	26,58,034	30,17,895
Testing & Lab Equip.	2,40,222	9,500	-	-	2,49,722	2,15,072	2,665	-	31,985	25,150
Tube Well	57,612	-	-	-	57,612	51,361	1,501	-	4,751	6,251
Water Tank	23,990	-	-	-	23,990	22,690	-	-	1,300	1,300
Motor Car	1,63,55,715	-	8,66,802	-	1,54,88,913	93,30,791	16,46,796	8,23,462	53,34,788	70,24,924
Other Machinery	16,89,745	-	-	-	16,89,745	5,78,015	-	-	11,11,730	11,11,730
Office Building	22,95,202	-	-	-	22,95,202	6,32,037	6,17,523	-	10,45,642	16,63,165
Solar Power Plant	6,75,97,402	-	-	-	6,75,97,402	80,44,433	37,36,327	-	5,58,16,642	5,95,52,970
Knitting Project (WIP)	0	63,85,430	-	-	63,85,430	-	-	-	63,85,430	0
Factory Building (WIP)	0	2,64,54,360	-	-	2,64,54,360	-	-	-	2,64,54,360	0
Current Year Total	62,83,81,609	5,35,69,176	8,66,802	-	68,10,83,983	44,32,13,600	2,53,03,305	8,23,462	21,33,90,538	18,51,68,011
Previous Year Total	60,85,51,783	2,22,55,376	24,25,550	-	62,83,81,609	41,98,43,536	2,56,76,736	23,06,672	18,51,68,011	18,87,08,248

Note 2 Non- Current Investment

Particulars	As at 31 st Mar, 2025 (Amount in "Rs.")	As at 31 st Mar, 2024 (Amount in "Rs.")
Non -Trade Investment		
Investment in Equity Instrument		
8,150 Equity Shares Surbhi Textile Mills Pvt Ltd (Unquoted)	-	20,01,000
1,727 Equity Shares Surat People's Co. Op. Bank Ltd (Unqu	1,72,700	1,72,700
Knitters Asso. Of Western India	2,17,000	7,000
TOTAL	3,89,700	21,80,700

Note 3 Long Term Loans And Advances

Particulars	As at 31st Mar, 2025 (Amount in "Rs.")	As at 31st Mar, 2024 (Amount in "Rs.")
Security Deposites (As per Schedule : C)	35,09,691	35,09,608
TOTAL	35,09,691	35,09,608

Note 4 Inventories

Particulars	As at 31st Mar, 2025 (Amount in "Rs.")	As at 31st Mar, 2024 (Amount in "Rs.")
Raw Material	1,01,69,137	79,11,418
Work in Progress	63,78,986	56,01,732
Finished Goods	2,82,11,088	4,82,77,684
Stores and Spares	10,75,620	6,65,321
Oils and Chemical	4,60,920	2,75,620
Packing Materials	50,412	75,321
TOTAL	4,63,46,163	6,28,07,096

Note 6 Trade Receivable

Particulars	As at 31st Mar, 2025 (Amount in "Rs.")	As at 31st Mar, 2024 (Amount in "Rs.")
Unsecured , Considered Good (Schedule : D)		
Less than Six month	4,14,11,381	1,61,41,346
More than Six month	14,03,307	19,79,916
TOTAL	4,28,14,688	1,81,21,262

Note 7 Cash And Cash Equipments

Particulars	As at 31st Mar, 2025 (Amount in "Rs.")	As at 31st Mar, 2024 (Amount in "Rs.")
Cash on Hand	8,801	4,247
Balance With Bank	1,11,699	1,53,394
TOTAL	1,20,500	1,57,641

Note 8 Other Current Assets		
Particulars	As at 31st Mar, 2025 (Amount in "Rs.")	As at 31st Mar, 2024 (Amount in "Rs.")
CGST Input Credit	59,28,444	19,54,956
CGST ITC Pending	48,883	3,366
custom a/c	-	54,61,649
I.T Refund 31.03.2024 (A.Y.2024-25)	1,37,463	
IGST ITC Pending	52,778	-
Interest Receivable	1,82,584	2,02,871
Loan Advance to staff (SCHEDULE: E)	1,31,000	1,54,500
Prepaid Expenses (SCHEDULE: H)	17,99,050	16,10,976
SGST Input Credit	40,19,356	54,29,085
SGST ITC Pending	48,883	3,366
TCS Receivable	3,472	125
TDS (31.03.2024)	5,54,921	2,91,734
TOTAL	1,29,06,835	1,51,12,629
Note 9 Current Investments		
Particulars	As at 31st Mar, 2025 (Amount in "Rs.")	As at 31st Mar, 2024 (Amount in "Rs.")
Investment In Mutual Fund (SCHEDULE: G)	1,69,78,063	1,09,07,990
Fixed Deposit With Bank (SCHEDULE: F)	1,16,25,758	1,75,08,301
TOTAL	2,86,03,821	2,84,16,291

Surbhi industries ltd

A. Equity Share Capital		Number of		Amount in Rs.	
Equity Shares of Rs. 10 each issued, subscribed & fully paid					
As at 31st March, 2024		3437400		3,43,74,000	
As at 31st March, 2025		3437400		3,43,74,000	
B. Other Equity					
Paticulars	Other Equity		Other items of Other Comprehensive Income (specify nature)	Total	
	Other Reserves (Capital Reserve)	Retained Earnings			
As at 1st April, 2024	25,00,000	10,11,65,079	0	10,36,65,079	
Changes in accounting policy or prior period errors	0	0	0	0	
Restated balance at the beginning of the reporting period	0	0	0	0	
Profit/Loss during the current period	0	3,29,24,555	0	3,29,24,555	
Profit on sale of asset	0	0	0	0	
Other Transferred	0	0	0	0	
Comprehensive Income for the year	0	0	0	0	
Total Comprehensive Income for the year	0	0	0	0	
Transfer to retained earnings	0	0	0	0	
As at 31st March, 2025	25,00,000	13,40,89,634	0	13,65,89,635	
For, Ghael Choksi & Co.					
Chartered Accounts					
FRN: 0153978W					
Sd/-					
Sd/-					
Ravjibhai P. Patel					
Bipinbhai J. Patel					
Managing Director					
Director					
DIN : 00023332					
DIN : 00023447					
M. No. 112324					
Date: 15th May, 2025					
Date: 15th May, 2025					
Place: Surat					
Place: Surat					

Note 9 Share Capital				
Particulars	As at 31st March, 2025 (Amount in "Rs.")	As at 31st March, 2024 (Amount in "Rs.")		
Authorised				
50,00,000 (PY 50,00,000) Equity shares Of Rs. 10 each	5,00,00,000	5,00,00,000		
Issued & Subscribed Capital				
34,37,400 (PY 34,37,400) Equity shares Of Rs. 10 each	3,43,74,000	3,43,74,000		
Paid up Capital				
34,37,400 (PY 34,37,400) Equity shares Of Rs. 10 each	3,43,74,000	3,43,74,000		
Total	3,43,74,000	3,43,74,000		
The Company has only one class of share referred to as equity shares having a par value of Rs. 10/- Each Each holder of equity shares is entitled to one vote per share.				
Board Of Directors of Company has not proposed any dividend for the current reporting period.				
The reconciliation of the number of shares outstanding and the amount of share capital as at March 31,2021 and March 31 ,2022 is set out below:				
Particulars	As at 31st March 2025		As at 31st March 2024	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	34,37,400	3,43,74,000	34,37,400	3,43,74,000
Shares issued during the year	-	-	-	-
Shares Bought Back During the year	-	-	-	-
Shares Outstanding at the end of the year	34,37,400	3,43,74,000	34,37,400	3,43,74,000
Details of Share held by each share holder (Holding More than 5% Shares)				
Name of Share Holder	As at 31st March 2025		As at 31st March 2024	
	Number	%	Number	%

Note 11 Long Term Borrowing		
Particulars	As at 31 st Mar, 2025 (Amount in "Rs.")	As at 31 st Mar, 2024 (Amount in "Rs.")
Term Loan - Secured		
Bank of Baroda bank (As per Schedule : A)	68808753	8,99,31,712
Hypothecation of Plant & Machinery		
Euitable mortgage Of Land and Building		
TOTAL	6,88,08,753	8,99,31,712
Note 12 Long Term Provision		
Particulars	As at 31 st Mar, 2025 (Amount in "Rs.")	As at 31 st Mar, 2024 (Amount in "Rs.")
Employee Benefits		
Gratuity	0	19,37,000
TOTAL		19,37,000
Note 13 Deferred Tax		
Particulars	As at 31 st Mar, 2025 (Amount in "Rs.")	As at 31 st Mar, 2024 (Amount in "Rs.")
Deferred Tax Liabilities	64,83,473	98,37,861
TOTAL	64,83,473	98,37,861
Note 14 Short Term Borrowings		
Particulars	As at 31 st Mar, 2025 (Amount in "Rs.")	As at 31 st Mar, 2024 (Amount in "Rs.")
Secured		
Working Capital From Dena bank (C.C A/c) & FCDL	4,63,92,995	3,48,01,499
Current Maturities Of Long tem Debts (As per Schedule : A)	28791260	2,80,02,000
TOTAL	7,51,84,255	6,28,03,499
Note 15 Trade Paybles		
Particulars	As at 31 st Mar, 2025 (Amount in "Rs.")	As at 31 st Mar, 2024 (Amount in "Rs.")
(As per Schedule : B)		
Sundry Creditor	2,41,61,689	1,14,26,713
(I) MSMES	44,47,618	17,39,449
(II) NON - MSMES	1,97,14,071	96,87,264
TOTAL	2,41,61,689	1,14,26,713
Note 16 Short Term Provision		
Particulars	As at 31 st Mar, 2025 (Amount in "Rs.")	As at 31 st Mar, 2024 (Amount in "Rs.")
Provident Fund Payble	82,274	65,976
TDS Payble	2,78,845	1,74,798
Professional Tax Payble	1,800	1,799
Salary payable	3,32,100	4,24,100
Wages Payble	17,69,253	8,30,701
GST Payble	15,570	
Kotak Securities Ltd	289	
TOTAL	24,80,131	14,97,374

Note 17 Revenue From Operations		
Particulars	As at 31st Mar, 2025 (Amount in "Rs.")	As at 31st Mar, 2024 (Amount in "Rs.")
Sale Of Products	363150100	18,35,65,786
Sale Of Products Return	(38,65,431)	(46,19,834)
TOTAL	35,92,84,670	17,89,45,953
Note 18 Other Income		
Particulars	As at 31st Mar, 2025 (Amount in "Rs.")	As at 31st Mar, 2024 (Amount in "Rs.")
Discount & Rebates Received	2,69,261	3,53,597
Dividend Income	70,170	-
F.D. Interest	8,99,010	13,62,356
Gratuity Expenses	19,37,000	
Interest On GEB Deposit	2,02,871	2,02,871
Interest on IT refund	-	30,349
Ltcg on Mutual Fund	-	4,02,538
Other Interest	19,11,769	21,08,777
Profit on Sales of motor car	7,660	31,122
Solar Park Electricity Sale Income	16,63,823	19,14,779
Solar Power Income	63,73,492	76,76,442
Stcg on Mutual Fund	61,877	-
Windmill Income	62,02,741	70,84,852
TOTAL	3,42,00,224	2,11,67,682
Note 19 Cost Of Material Consumed		
Particulars	As at 31st Mar, 2025 (Amount in "Rs.")	As at 31st Mar, 2024 (Amount in "Rs.")
Raw Material		
Opening	79,11,418	1,41,65,128
Purchase	21,32,57,192	10,46,69,238
Closing	1,01,69,137	79,11,418
Raw Material Consumed	21,09,99,473	11,09,22,948
Packing Material		
Opening	75,321	1,15,236
Purchase	4,10,855	5,25,482
Closing	50,412	75,321
Packing Material Consumed	4,35,764	5,65,397
Store Spare		
Opening	6,65,321	3,25,665
Purchase	67,14,205	39,04,796
Closing	10,75,620	6,65,321
Store Material Consumed	63,03,906	35,65,140
Oil & Chemical		
Opening	2,75,620	70,935
Purchase	14,74,870	12,94,227
Closing	4,60,920	2,75,620
Packing Material Consumed	12,89,570	10,89,542
Total Consumption	21,90,28,713	11,61,43,027

Note 20 Changes In Inventories Of Finish Goods,Work in Progress		
Particulars	As at 31st Mar, 2025 (Amount in "Rs.")	As at 31st Mar, 2024 (Amount in "Rs.")
Opening		
Finished Goods	4,82,77,684	4,32,48,421
Work in Progress	56,01,732	36,70,358
	5,38,79,416	4,69,18,779
Closing		
Finished Goods	28211088	48277684
Work in Progress	6378986	5601732
	3,45,90,074	5,38,79,416
Increase/Decrease		
Finished Goods	2,00,66,596	(50,29,263)
Work in Progress	(7,77,254)	(19,31,374)
Changes in Inventory Of Finish Goods , Work in Progress	1,92,89,342	(69,60,637)
Note 21 Employee benefit Expenses		
Particulars	As at 31st Mar, 2025 (Amount in "Rs.")	As at 31st Mar, 2024 (Amount in "Rs.")
Salary , Wages & Bonus		
Director Remuneration	6960000	6960000
Salary , Wages , Bonus & PF	28262808	21067850
TOTAL	3,52,22,808	2,80,27,850
Note 22 Finance Costs		
Particulars	As at 31st Mar, 2025 (Amount in "Rs.")	As at 31st Mar, 2024 (Amount in "Rs.")
Interest on Term Loan	10293060	1,24,34,501
Interest on Working Capital	4503236	40,86,507
Bank Charges	407382	4,05,049
Interest Paid	153140	
TOTAL	1,53,56,818	1,69,26,057
Note 23 Depreciation and Amortisation Expenses		
Particulars	As at 31st Mar, 2025 (Amount in "Rs.")	As at 31st Mar, 2024 (Amount in "Rs.")
Depreciation Tangoble Assets	25303305	2,56,76,735
TOTAL	2,53,03,305	2,56,76,735

Note 24 Other Expenses		
Particulars	As at 31st Mar, 2025 (Amount in "Rs.")	As at 31st Mar, 2024 (Amount in "Rs.")
Manufacturing Service Costs Expenses		
Electric Power & Fuel	2,30,19,303	2,38,31,062
Electric Expenses	5,00,831	1,14,867
Factory Expenses	10,04,104	4,84,431
Interst On Custom Duty	54,61,649	-
Repairs To Machinery	5,58,710	3,49,661
Repairs To Factory Building	12,43,486	-
Repairing & Maintanance	2,71,188	-
Drawing Charges	46,392	38,034
Wind Mill Expenses	29,87,832	18,36,731
GST Credit Lapse	-	15,615
Administrative & General Expenses		
Advocate Fees	70,474	20,000
Annual Maintenance Expenses	2,33,400	4,27,280
Audit Fees	1,47,500	1,47,500
Brokerage (Trad.Share)	21	-
Clearing & Forwading	45,000	-
Computer Expenses	73,608	23,530
Consulting Charges	1,51,940	33,000
Custom Duty & Expenses	2,74,392	-
Donation	-	-
Fees and Subscription	56,460	16,800
Foreign Travelling Expenses	1,05,403	6,42,176
Garden Expenses	-	-
GST Late Fees / Penalty	-	1,786
GST On Brokerage (Trade Share)	4	-
Insurance Premium	6,44,623	6,49,897
Internal Audit Fees	60,000	60,000
Listing Fees	3,25,000	-
Legal & Professional Charges	2,76,953	7,20,256
Mobile Bill Exp.	67,053	-
Loss on Sale of Motor Car	-	-
Office Expenses	2,19,181	1,77,321
Postage	10,581	9,731
Printing & Stationery Expenses	2,68,788	49,988
Professional Tax	7,300	-
Rate Difference	1,57,777	89,053
Rent Expenses	7,89,020	7,76,140
Security Charges	8,83,600	5,94,000
Security Tran. Tax(Trad.Share)	8	-
Share Expn	1,722	-
SMC / Gram Tax	30,603	1,08,430
Software Development Expenses	-	-
Solar Expense	7,11,909	7,94,386
Stamp Duty Expenses	78	-
TDS Interest	1,785	1,551
Telephone Expenses	-	76,214
Travelling Expenses	6,02,797	1,93,325
Vehicle Expenses	12,48,124	10,99,126

Selling Distribution Expenses		
Brokerage	44,43,391	5,58,661
Advertisement Expenses	95,200	99,600
Transportation Charges	24,93,111	16,90,329
Comp. Again Defective Goods	45,433	4,481
Sales Promotion	-	3,35,989
Discount & Rebate	4,057	2,66,598
Bad Debt	61,580	-
Freight Exp	12,370	-
TOTAL	4,97,13,740	3,63,37,548