

Date: 30th July, 2025

**To,
Department of Corporate Services,
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.
Scrip Code: 514322**

Sub.: Submission of Annual Report of the Company under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2024-25.

The same is also available on the website of the Company at <https://www.kflindia.com/>.

Thanking you,

Yours faithfully,

For Kamadgiri Fashion Limited

**Siddhant Singh
Company Secretary Cum Compliance Officer**



**KAMADGIRI FASHION
LIMITED**

**ANNUAL
REPORT**

2024-25



KAMADGIRI FASHION LIMITED

Manufacturers of Fabric & Apparel

Fabric

- 14 Million meters p.a
- Shirt weight & Bottom weight
- 100% cotton, cotton blends, Linen blends, Lyocell / Tencel blends, Indigos, Melange, Grindle & other new age fabrics in trend





KAMADGIRI FASHION LIMITED

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KAMADGIRI FASHION LIMITED

CORPORATE INFORMATION

Board of Directors

Mr. Tilak Goenka

Executive Director and Managing Director (DIN: 00516464)

Mr. Pradip Kumar Goenka

Executive Director and Chairperson (DIN: 00516381)

Mr. Aryan Kejriwal

Non-Executive - Non Independent Director (DIN: 07155798)

Mr. Rahul Mehta

Independent Director (DIN: 00165521)

(Term Expired on 25th September, 2024)

Ms. Bindu Shah

Non-Executive - Independent Director (DIN: 07131459)

(Term will expired on 24th September, 2025)

Mr. Abhishek Agarwal appointed w.e.f 15th July 2025

Non-Executive - Independent Director (DIN: 11194248)

Mr. Amit Somani

Non-Executive - Independent Director (DIN: 06901790)

Ms. Neha Agrawal appointed w.e.f 30th July 2024

Non-Executive - Independent Director (DIN: 10720820)

Chief Financial Officer

Mr. Jagdish Prasad Dave resigned w.e.f August 23, 2024

Mr. Narendra Joshi appointed w.e.f November 09, 2024

Company Secretary

Mr. Siddhant Singh

Statutory Auditors

M/s. DMKH & Co.

Chartered Accountants, Mumbai

Bankers

HDFC Bank Limited

Registered Office

202, Rajan House, 2nd Floor,
Appa Saheb Marathe Marg,
Prabhadevi, Mumbai - 400025

Tel: (+91 22) 6666 2904

Website: www.kflindia.com

Email: cs@kflindia.com

CIN

L17120MH1987PLC042424

Factory/Plant

43/2 & 42/1, Ganga Devi Road,
Umbergaon - 396171
Dist. Valsad (Gujarat).

766/1, Plot No. 01, Krishna Ind Park,
Umbergoan, Valsad, Gujarat -396 230

Registrar & Share Transfer Agent

MUFG Intime India Private Limited
C-101, Embassy 247, L.B.S Marg,
Vikhroli (West), Mumbai – 400083.

Tel No.: (+91 22) 28515606 /

49186000 / 49186270

Email: rnt.helpdesk@linkintime.co.in

BOARD'S REPORT

Dear Members,

Your directors are pleased to present the 38th Annual Report on the business and operation of the Company together with the Audited Financial Statements for the financial year ended on March 31, 2025

FINANCIAL HIGHLIGHTS

(₹ in Lakhs)

Particulars	31-Mar-25	31-Mar-24
Income from operations	17,750.26	21,760.03
Other Income	108.95	511.70
Net Profit/(Loss) for the period (Before Exceptional and/or Extraordinary items)	160.00	(177.12)
Exceptional Items	-	-
Profit / (Loss) before Tax	160.00	(177.12)
Less: Provision for current tax	-	-
Less: Tax adjustment of earlier years	-	-
Less: Net deferred tax assets	40.07	(36.22)
(Loss) / Profit after tax	119.93	(140.90)
Other Comprehensive Income	9.12	(2.71)
Basic :	2.04	(2.40)
Diluted :	2.04	(2.40)

COMPANY'S PERFORMANCE

As we continue to build capacity for enhanced performance and delivery across verticals, this will enable the Company to unlock the potential of the Business with existing business of branded Textile, Branded Apparel & Garmenting. Overall, the Company saw better performance in all its segments.

During the year under review, the Company has achieved a turnover of ₹ 17,750.26 Lakhs as compared to ₹ 21,760.03 Lakhs in the previous year. The Company has opted alternate plans and tapped available opportunities to continue to run its operations. The profit/ (Loss) after tax for the financial year 2024-25 was 119.93 Lakhs as compared to profit/ (Loss) after tax for the financial year 2023-24 was (140.90) Lakhs during the previous year.

FUTURE PLAN

Increasing demand for apparel from the fashion industry coupled with the growth of E-commerce platforms is expected to drive the market growth over the next few years.

DIVIDEND

Considering the less profit in Company's financial results during the year under review, the Board of Directors (**'the Board'**) have not proposed any dividend for the year.

PUBLIC DEPOSIT

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 within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. There were no unpaid or unclaimed deposits as on 31st March, 2025.

TRANSFER TO RESERVES

In view of less profit, the Board has decided not to transfer any amount to General Reserves for the financial year ended March 31, 2025

CORPORATE GOVERNANCE REPORT

As per Regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), a separate report on Corporate Governance is enclosed as a part of this Annual Report. A Certificate from Auditors of your Company regarding compliance of conditions of Corporate Governance as stipulated in Regulation 17(7) read with Part A of Schedule II of the Listing Regulations is also enclosed along with the Corporate Governance Report.

MANAGEMENT DISCUSSION AND ANALYSIS

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Management's discussion and analysis is set out as **Annexure A** forming part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013 (**'the Act'**), with respect to Directors' Responsibility Statement it is hereby confirmed that:

- In the preparation of Annual Accounts for the year ended on 31st March, 2025 the applicable accounting standards have been followed and there are not material departures from the same.;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit of the Company for that period;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- iv. the Directors have prepared the annual accounts for the financial year ended March 31, 2025, on a going concern basis;
- v. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- vi. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year and as on date of this report, following were the changes in Director/ Key Managerial Personnel:

1. Mrs. Neha Agrawal (DIN: 10720820) was appointed as a Non-Executive Independent Director of the Company in the Board meeting held on July 30, 2024. Her appointment was subsequently regularized at the 37th Annual General Meeting for a term of five consecutive years, effective from July 30, 2024 to July 29, 2029.
2. Mr. Jagdish Prasad Dave, the Chief Financial Officer of the Company, resigned from the position with effect from August 23, 2024 due to personal reason and other Occupancies.
3. Mr. Rahul Mehta, Non-Executive Independent Director of the Company, retired upon the successful completion of his second five-year term as a Non-Executive Independent Director, with effect from September 25, 2024.
4. Mr. Narendra Joshi, was appointed as the Chief Financial Officer of the Company, with effect from November 09, 2024.
5. Change in designation of Mr. Pradip Kumar Goenka (DIN: 00516381) from Chairman and Managing Director to Chairman and Executive Director of the Company, effective January 15, 2025, along with revision in the remuneration payable to him, as approved by the shareholders through postal ballot.
6. Change in the Designation of Mr. Tilak Pradip Goenka (DIN: 00516464) from Executive Director to Managing Director of the Company for a term of five years, effective January 15, 2025, along with a revision in the remuneration payable to him, as approved by the shareholders through postal ballot.
7. Mr. Abhishek Agarwal (DIN: 11194248) was Appointed as an Additional Non-Executive Independent Director of the Company with effect from July 15, 2025 and the Board recommends his Regularisation at the ensuing Annual General Meeting.
8. Mr. Tilak Goenka (DIN: 00516464), Executive Director, is retiring by rotation and being eligible, offer himself for re-appointment. The Board recommends his re-appointment at the ensuing Annual General Meeting.

The necessary disclosures required under the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, for the above-mentioned appointments/re-appointment are provided as on financial year.

The Company has received declarations from all its Independent

Directors, confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

Additional information on appointment/re-appointment of Directors as required under Regulation 36(3) of the Listing Regulations is given in the Notice convening the ensuing AGM.

In terms of Section 152 of the Act and Reg 17 (1C) of SEBI (LODR), Regulations 2015, Mr. Pradip Goenka retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

Additional information on appointment/re-appointment of Directors as required under Regulation 26(4) and 36 of the Listing Regulations is appended as an annexure to the notice convening the ensuing AGM.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

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 forms part of this Annual Report. The appointment of Director's are made based on merit, apart from compliance of legal and contractual requirements, that complements and expands the skills, experience and expertise of the Board as a whole taking into account knowledge, professional experience and qualifications, gender, age, cultural and educational background, and any other factors that the NRC might consider relevant for the Board to function effectively. While appointing any person as an Independent Director, utmost care is to be taken as to the independence of such person.

NUMBER OF BOARD MEETINGS

The Board met 7 (Seven) times during the year under review. The details of Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report which forms part of this Annual Report.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Act and Regulation 17(10) and Regulation 25(4) of the Listing Regulations, the Board has carried out an annual evaluation of performance of its own, the Committees thereof and the Directors individually. At the meeting of the Board all the relevant factors that are material for evaluating the performance of the Committees and of the Board were discussed in detail.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board except the Independent Director being evaluated.

The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors.

SUBSIDIARIES, JOINT VENTURES & ASSOCIATES

The Company does not have any subsidiary, joint venture or associate Company as on March 31, 2025.

COMMITTEES OF THE BOARD

Audit Committee

During the year under review, the Audit Committee of the Company comprised of 3 (Three) Independent Directors viz. Mr. Amit Somani as Chairman, Mrs Neha Agrawal and Ms. Bindu Shah There are no instances where the Board did not accept the recommendations of the Audit Committee. The terms of reference, powers and roles of the Committee are disclosed in the Corporate Governance Report, which forms part of this Annual Report. The Company Secretary act as a Secretary of Audit Committee.

Other Committees

Details of other Committees of the Board along with their terms of reference, composition and meeting(s) held during the year are provided in the Corporate Governance Report which forms part of this Annual Report.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

M/s. DMKH & Co., Chartered Accountants, Mumbai, were appointed as the Statutory Auditors of the Company at the 33rd (Thirty-Third) Annual General Meeting held on September 29, 2020, for a term of five (5) consecutive years, to hold office till the conclusion of the 38th (Thirty-Eighth) Annual General Meeting to be held financial year 2025-26.

The term of M/s. DMKH & Co., Chartered Accountants, as Statutory Auditors of the Company will expire at the conclusion of the ensuing 38th Annual General Meeting. The Board of Directors, based on the recommendation of the Audit Committee, recommends their reappointment for a second term of 5 (five) consecutive years from the conclusion of the 38th AGM until the conclusion of the 43rd AGM, subject to approval of the members at the ensuing AGM.

The Report given by the Auditors on the financial statements of the Company forms part of this Report. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

The Report given by the Auditors on the financial statements of the Company is part of this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

Secretarial Auditor

Pursuant to Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed M/s. HD and Associates, Practicing Company Secretaries, to conduct the Secretarial Audit of the Company for the financial year 2024-25. The Secretarial Audit Report for the year ended March 31, 2025, is annexed to this Report as **Annexure B**.

Further, based on the recommendation of the Audit Committee, the Board has approved the appointment of M/s. HD and Associates, Practicing Company Secretaries, for a term of five (5) consecutive years commencing from the financial year 2025-26 to 2029-30, subject to the approval of the members at the ensuing Annual General Meeting ("AGM"), on such remuneration as may be determined by the Board of Directors. The said proposal is included in the Notice convening the AGM.

Cost Auditor

As per the requirement of Central Government pursuant to Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company has been carrying out audit of cost records relating to Textile products every year.

The Board, on the recommendation of Audit Committee, has appointed Ms. Ketki D. Visariya, Cost Accountant, as Cost Auditor to audit the accounts of the Company for the financial year 2025-26. As required under the Act, a resolution seeking ratification of members for the payment of remuneration to Cost Auditor forms part of the Notice convening the AGM.

The Cost Audit report for the financial year 2024-25 was filed with the Ministry of Corporate Affairs.

REPORTING OF FRAUDS

During the year under review, the Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013.

POLICIES & DISCLOSURE REQUIREMENTS

Details of programme for familiarisation of Independent Directors with the Company is available on the website of the Company at the following link <https://www.kflindia.com/policies-and-codes>.

Policy on dealing with related party transactions is available on the website of the Company at the following link <https://www.kflindia.com/policies-and-codes>. Policy for determining Materiality of Events of the Company is available on the website of the Company at the following link <https://www.kflindia.com/policies-and-codes>.

The code of conduct for Directors and senior management of the Company is available on website of the Company at the following link <https://www.kflindia.com/policies-and-codes>.

The Company has formulated and disseminated a Whistle Blower Policy to provide vigil mechanism for employees and Directors of the Company to report genuine concerns that could have serious impact on the operations and performance of the business of the Company. This Policy is in compliance with the provisions of Section 177(9) of the Act and Regulation 4(2) (d)(iv) of the Listing Regulations. Policy on Whistle Blower is available on website of the Company at the following link <https://www.kflindia.com/policies-and-codes>.

CORPORATE SOCIAL RESPONSIBILITY

The company has constituted a Corporate Social Responsibility committee (CSR committee) in accordance with Section 135 of the Act. The Board of directors of the company has based on recommendation made by CSR committee, formulated and approved CSR Policy of the company and which has also been placed on website at a weblink: <https://www.kflindia.com/wp-content/uploads/2019/01/CORPORATE-SOCIAL-RESPONSIBILITY.pdf>

The disclosure including inter-alia the composition of CSR committee and the brief outline of CSR Policy as per Rule 8 of Companies (Corporate Social Responsibility policy) Rule 2014 is made in prescribed form which is annexed to this report as **Annexure C**.

SECRETARIAL STANDARDS

During the year under review, the Company has complied with Secretarial Standards on meetings of the Board ("SS-1") and on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India in terms of Section 118(10) of the Act.

ANNUAL RETURN

In terms of provisions of Section 134 and 92(3) of the Act, an Annual Return in prescribed format is available on the Company's website at the following link [https:// www.kflindia.com/annual-return/](https://www.kflindia.com/annual-return/).

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, all transactions entered by the Company with related parties as defined under the Act and Regulation 23 of the Listing Regulations, were in the ordinary course of business and on an arm's length basis. There were no materially significant transactions with the related parties during the financial year which were in conflict with the interest of the Company.

Disclosure of transactions with related parties as required under the Indian Accounting Standard (IND AS-24) has been made in the notes forming part of the financial statements. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to your Company.

MATERIAL CHANGES AND COMMITMENTS

Your directors further state that during the year under review, the shareholders of the Company have approved the transfer of Company's business undertaking comprising the fabric distribution division and Made-To-Measure business as a going concern on Slump Sale basis to Tritoma Fashion Lab Private Limited by way of Business Transfer Agreement ("BTA") along with all of the rights, title and interest therein for an aggregate cash consideration of Rs.5.91 crores via Postal Ballot on May 28, 2024. Accordingly, the Company has executed the Business Transfer Agreement ("BTA") with Tritoma Fashion Lab Private Limited on June 25, 2024 except this there were no material changes have been taken place, that could have an impact on the financial position of the company.

VIGIL MECHANISM

The company has established a vigil mechanism to provide a framework to promote responsible and secure whistle blowing and to provide a channel to the employee(s) and director to report to the management, concern about unethical behaviour, actual or suspected fraud or violation of the code of conduct or policy/ies of the company as adopted /framed from time to time. The mechanism provide for adequate safeguard against victimization of employees and directors to avail of the mechanism and also provide for direct access to the chairman of the audit committee in exceptional cases.

PARTICULARS OF LOANS GRANTED, GUARANTEE PROVIDED AND INVESTMENTS MADE PURSUANT TO THE PROVISIONS OF SECTION 186 OF THE ACT

The Company has not granted any loans, not provided any Guarantee and not made any Investments which are covered under the provision of Section 186 of the Act.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

There were no significant and material orders passed by the Regulators or Courts or Tribunals during the year.

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

Information pursuant to Section 134(3)(m) of the Act read with Rule 8(3) of Companies (Accounts) Rules, 2014 is given as **Annexure D**. The Company being focusing in Indian market, it has not taken any export initiative.

PARTICULARS OF EMPLOYEES

Disclosure as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed there under, the names and other particulars of employees are provided under **Annexure E** is annexed to this Report.

A statement containing the particulars as required under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in this Annual Report.

In accordance with the provisions of the second proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the Members of the Company. The said information is available on the Company's website www.kflindia.com.

RISK MANAGEMENT AND ADEQUACY OF INTERNAL FINANCIAL CONTROL

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested by Statutory as well as Internal Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of the business, including adherence to the 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 disclosures.

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

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

Your Company has always believed in providing a safe and harassment free workplace for every individual working in Company's premises through various interventions and practices. The Company always endeavours to create and provide an

environment that is free from discrimination and harassment including sexual harassment.

The Company has in place a robust policy on prevention of sexual harassment at workplace. The policy aim at prevention of harassment of employees and lay down the guideline for identification reporting and prevention of sexual harassment. The company has complied with the provision relating to Internal Complaint Committee (ICC). Further ICC is responsible for redressal of complaint related to sexual harassment and follow the guideline as provided in the policy.

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.

TRANSFER OF UNCLAIMED/UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a consecutive period of 7 (Seven) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF.

The following table provides the due dates for the transfer of outstanding unpaid/unclaimed dividend by the Company as on March 31, 2025:

Year of Dividend	Date of declaration	Last date for claiming due amount
2016-2017 (Final)	19/09/2017	25/10/2024
2017-2018 (Final)	25/09/2018	31/10/2025
2018-2019 (Final)	24/09/2019	30/10/2026

During the year under review, the Company had transferred 8,001 (Eight Thousand One) equity shares and Rs. 88,966/- (Rupees Eighty-Eight Thousand Eight Hundred and Sixty-Six Only) as unpaid/unclaimed dividend and shares lying against them to Investor Education and Protection Fund authority for the financial year ended 2016-17 pursuant to Section 124(5) of the Act read with applicable rules made thereunder.

EQUITY SHARES IN THE SUSPENSE ACCOUNT

During the year under review, and in accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the Listing Regulations, there were no shares transferred to suspense account.

CHANGE IN NAME OF REGISTRAR AND SHARE TRANSFER AGENT

The name of Registrar and Transfer Agent of the Company is changed to MUFG Intime India Private Limited (RTA) from Link Intime India Private Limited, with effect from December 31, 2024. This is pursuant to acquisition of Link Group by Mitsubishi UFJ Trust & Banking Corporation, by way of scheme of arrangement.

MATERNITY BENEFITS

Your Company is committed to upholding the rights and welfare of its women employees. During the year under review, the Company continued to comply with the provisions of the Maternity Benefit Act, 1961, as amended from time to time.

The Company provides maternity benefits to eligible female employees, including paid maternity leave, nursing breaks, and other necessary facilities, in accordance with the law. The Company also supports a conducive and inclusive workplace environment to ensure the health, safety, and dignity of women employees during and after maternity.

PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

There were no instances of non-compliance by the Company on any matters related to the capital markets or penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

ACKNOWLEDGEMENT

The Board wishes to place on record their sincere appreciation to all the bankers, customers, employees at all levels and stakeholders for the continued support and patronage during the year under review.

**For And on Behalf of The Board of Directors
Kamadgiri Fashion Limited**

**Sd/-
Pradip Kumar Goenka
Chairman & Executive Director
DIN: 00516381**

**Sd/-
Tilak Pradip Goenka
Managing Director
DIN: 00516464**

**Place: Mumbai
Date: 15th July, 2025**

ANNEXURE A

Annual Report on CSR Activities for Financial Year 2024-25

1. Brief outline on CSR Policy of the Company

The CSR Policy of the Company inter-alia includes CSR activities to be undertaken by the Company in line with Schedule VII of the Companies Act, 2013 ("the Act"), read with applicable rules thereto.

2. Composition of CSR Committee

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Pradip Kumar Goenka	Chairman	NA	NA
2.	Mrs. Neha Anshul Agrawal	Member	NA	NA
3.	Mr. Aryan Kejriwal	Member	NA	NA

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

i. <https://www.kflindia.com/committee-of-directors/>

ii. <https://www.kflindia.com/wp-content/uploads/2019/01/CORPORATE-SOCIAL-RESPONSIBILITY.pdf>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): **Not Applicable**

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

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1.	N.A	Nil	Nil
TOTAL		Nil	Nil

6. Average net profit of the company as per section 135(5). : Nil

7. (a) Two percent of average net profit of the company as per section 135(5) : Nil

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. : Nil

(c) Amount required to be set off for the financial year, if any : Nil

(d) Total CSR obligation for the financial year (7a+7b- 7c). : Nil

8. a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in Lakh ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
Not Applicable	Nil	-	Nil	Nil	Nil

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Project duration.	Amount allocated for the project (in ₹).	Amount spent in the current financial Year (in ₹).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹).	Mode of Implementation Direct (Yes/No).	Mode of Implementation- Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
	TOTAL	-	-	-	-	-	-	-	-	-	-	-

(c) Details of CSR amount spent against other than ongoing projects for the financial year: Not Applicable

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Project duration.	Amount allocated for the project (in ₹).	Amount spent in the current financial Year (in ₹).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹).	Mode of Implementation Direct (Yes/No).	Mode of Implementation-Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
	TOTAL	-	-	-	-	-	-	-	-	-	-	-

(d) Amount spent in Administrative Overheads : Nil

(e) Amount spent on Impact Assessment, if applicable : Not Applicable

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

(g) Excess amount for set off, if any : Nil

Sr. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	Nil
(ii)	Total amount spent for the Financial Year	Nil
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years: **Not Applicable**

Sr. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹).	Date of transfer.	
-	-	-	-	-	-	-	-
-	TOTAL	-	-	-	-	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s) : **Not Applicable**10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (**asset-wise details**).(a) Date of creation or acquisition of the capital asset(s). **Not Applicable**(b) Amount of CSR spent for creation or acquisition of capital asset. **Nil**

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

Not Applicable

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

Not ApplicableMr. Tilak Goenka
(Managing Director)Mr. Pradip Kumar Goenka
(Chairman CSR Committee)Place: Mumbai
Date: 15th July, 2025

ANNEXURE III TO DIRECTOR REPORT
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,
Kamadgiri Fashion Limited
202/ 2nd Floor, Rajan House,
Appasaheb Marathe Marg,
Maharashtra-400025, Mumbai, India.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Kamadgiri Fashion Limited** formerly known as (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit by using appropriate Information technology tools like virtual data sharing by way of data room and remote desktop access tools, we hereby report that in our opinion, the Company has, during the audit period 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 place to the extent, in the manner and subject to the reporting made hereinafter. The physical Inspection or Verification of documents and records were taken to the extent possible.

We have examined the books, papers and minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2025, to the extent 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 thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company: -
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
 - The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period);
 - 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)
 - The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the Company during the audit period)
 - 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).
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during the audit period)
 - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable to the Company during the audit period)
 - The Company has complied with the requirements under the Equity Listing Agreement entered into with BSE Limited.
- vi) The Management has identified and confirmed the applicable Acts, Laws and Regulations specifically applicable to the Company being in Textile Sector as given in Annexure -I.

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

- I. Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India with respect to board and general meetings respectively

- II. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI LODR")

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

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

We further report that during the audit period:

- I. The Company obtained shareholders' approval through postal ballot on May 28, 2024, for the following matter:
 - a. Approval for transfer of its business undertaking comprising the fabric distribution division and made-to-measure business, to tritoma fashion lab private limited (formerly known as tritoma hotels private limited) ("transferee")
- II. The Company has obtained Shareholder's approval in the 37th Annual General Meeting held on 03rd September 2025 for the following matter:
 - a. An Ordinary Resolution pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors, Ms. Ketki D. Visariya, Cost Accountant was appointed for the financials ended March 31, 2025.
 - b. An Ordinary Resolution pursuant to Section 149, 150, 152 read with schedule IV and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (hereinafter referred to as "the Act") (including any statutory modifications or re-enactment thereof for the time being in force), Ms. Neha Agrawal (DIN: 10720820) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 30th July, 2024,
- III. The Company obtained shareholders' approval through postal ballot on March 02, 2025, for the following:
 - a. Change in Designation of Mr. Pradip Kumar Goenka (DIN: 00516381) from the position of Managing Director to Chairman and Executive Director of the Company and Revision in Remuneration.;
 - b. Change in Designation of Mr. Tilak Goenka (DIN: 00516464), from Executive Director to Managing Director and fixing Remuneration payable to him as Managing Director;
- IV. Board transferred 8,001 (Eight Thousand and One) equity shares and Rs. 88,966/- (Rupees Eighty-eight Thousand Nine Hundred and Sixty-Six Only) as unpaid/unclaimed dividend and shares lying against them to Investor Education and Protection Fund authority for the financial year ended 2016-17 pursuant to Section 124(5) of the Act read with applicable rules made thereunder.
- V. Board accepted resignation of Mr. Jagdish Prasad Dave, the Chief Financial Officer w.e.f August 23, 2024. While, Board in meeting held on November 09, 2024 appointed Mr. Narendra Joshi as Chief Financial Officer of the Company w.e.f November 09, 2024.
- VI. Mrs. Neha Agrawal (DIN: 10720820) was appointed as a Non-Executive Independent Director of the Company in the Board meeting held on July 30, 2024. Her appointment was subsequently regularized at the 37th Annual General Meeting for a term of five consecutive years, effective from July 30, 2024 to July 29, 2029.

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

**FOR HD AND ASSOCIATES
COMPANY SECRETARIES**

**HARDIK DARJI
PRACTICING COMPANY SECRETARY
PROPRIETOR
ACS NO. 47700 C.P.NO.: 21073
FRN: S2018MH634200**

**PLACE: MUMBAI
DATE: 15TH JULY, 2025
UDIN: A047700G000785382
PEER REVIEW NO: 2208/2022**

ANNEXURE-1 (A)

Sector Specific Laws as Applicable to the Company:

- Environment (Protection) Act, 1986 and Rules made there ;
- Air (Prevention and Control of Pollution) Act, 1981 and Rules issued by the State Pollution Control Boards;
- Water (Prevention and Control of Pollution) Act, 1974 and Rules issued by the Sate Pollution Control Boards.

ANNEXURE-1 (B)

To,
The Members,
Kamadgiri Fashion Limited
202/ 2nd Floor, Rajan House,
Appasaheb Marathe Marg,
Maharashtra-400025, Mumbai, India.

My report of even date is to be read along with this letter:

Management's Responsibility

1. It is the responsibility of the Management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We have conducted the Audit as per the applicable Auditing Standards issued by the Institute of Company Secretaries of India.
4. We believe that audit evidence and information obtained from the Company's Management is adequate and appropriate for us to provide a basis for our opinion.
5. Wherever required, we have obtained reasonable assurance about whether the statements prepared, documents or Records, in relation to Secretarial Audit, maintained by the Auditee, are free from misstatement.
6. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, etc

Disclaimer

7. 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.
8. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

FOR HD AND ASSOCIATES
COMPANY SECRETARIES

HARDIK DARJI
PRACTICING COMPANY SECRETARY
PROPRIETOR
ACS NO. 47700 C.P.NO.: 21073
FRN: S2018MH634200

PLACE: MUMBAI
DATE: 15TH JULY, 2025
UDIN: A047700G000785382
PEER REVIEW NO: 2208/2022

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)

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **KAMADGIRI FASHION LIMITED** having CIN **L17120MH1987PLC042424** and having registered office at **202/ 2nd Floor, Rajan House, Appasaheb Marathe Marg , Mumbai, Maharashtra, India - 400025** (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
1.	Neha Agrawal	10720820	30/07/2024
2.	Pradip Kumar Goenka	00516381	26/08/2015
3.	Tilak Goenka	00516464	14/08/2018
4.	Bindu Shah	07131459	21/03/2015
5.	Amit Somani	06901790	10/08/2022
6.	Aryan Kejriwal	07155798	11/02/2023
7.	Abhishek Agarwal	11194248	15/07/2025

**FOR HD AND ASSOCIATES
COMPANY SECRETARIES**

HARDIK DARJI
PRACTICING COMPANY SECRETARY
PROPRIETOR
ACS NO. 47700 C.P.NO.: 21073
FRN: S2018MH634200

PLACE: MUMBAI
DATE: 15TH JULY, 2025
UDIN: A047700G000785470
PEER REVIEW NO: 2208/2022

ANNEXURE C

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO ETC

Information on conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

(A) Conservation of Energy	
(i) the steps taken or impact on conservation of energy	The operations of your Company are not energy intensive however adequate measures have been taken to reduce energy consumption.
(ii) the steps taken by the Company for utilising alternate sources of energy	All efforts are made to use more natural lights in offices/ store premises to optimize the consumption of energy.
(iii) the capital investment on energy conservation equipments	Nil
(B) Technology absorption	
(i) the efforts made towards technology absorption	N.A.
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	N.A.
(a) the details of technology imported;	
(b) the year of import;	
(c) whether the technology been fully absorbed;	
(d) if not fully absorbed, areas where absorption has not taken place and the reasons thereof.	
(iv) the expenditure incurred on Research and Development	Nil
(C) Foreign exchange earnings and Outgo	Nil

For and on behalf of the Board

Date: 15th July, 2025
 Place: Mumbai

Sd/-
Pradip Kumar Goenka
 Chairman & Executive Director

ANNEXURE D**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- I. The percentage increase in remuneration of Managing Director, Chief Financial Officer and Company Secretary during the financial year 2024-25, ratio of the remuneration of Managing Director to the Median Remuneration of the Employees (MRE) of the Company for the financial year 2024-25 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Name of the Director/ KMP and Designation	Remuneration/Sitting fees of Director/KMP for financial year 2024-25 (₹ in Lakh)	% increase in remuneration in the Financial Year 2024-25	Ratio of remuneration of each Director to MRE for Financial Year 2024-25
Mr. Pradip Kumar Goenka (Chairman & Executive Director)	55.34	Nil	25.71%
Mr. Tilak Goenka (Managing Director)	62.47	Nil	51.42%
Mr. Rahul Mehta (Independent Director)	0.80	N.A.	N.A.
Ms. Bindu Shah (Independent Director)	1.20	N.A.	N.A.
Mrs. Neha Agrawal (Independent Director)	0.13	N.A.	N.A.
Mr. Aryan Kejriwal (Non-Executive Director)	0.30	N.A.	N.A.
Mr. Amit Somani (Independent Director)	1.20	N.A.	N.A.
Mr. Jagdish Prasad Dave (Chief Financial Officer) Resigned on 23 rd August, 2024	9.75	Nil	N.A.
Mr. Siddhant Singh (Company Secretary)	3.00	Nil	N.A.
Mr. Narendra Joshi (Chief Financial Officer) Appointed on 09 th November, 2024	3.94	Nil	N.A.

- II. The MRE of the Company during the financial year was ₹ 2.45 Lakhs previous year it was ₹ 2.45 Lakhs.
- III. The Increase in MRE in the financial year 2024-25, as compared to the financial year 2023-24 by 27.51%.
- IV. There were 310 permanent employees on the rolls of Company as on March 31, 2025.
- V. Average percentage Increase made in the salaries of employees other than the managerial personnel in financial year i.e. 2024-25 as 4.28%. As regards, comparison of managerial remuneration of 2024-25 over 2023-24, details of the same are given in the above table at sr. no. I.
- VI. The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

For and on behalf of the Board

Date: 15th July, 2025
Place: Mumbai

Sd/-
Pradip Kumar Goenka
Chairman & Executive Director

MANAGEMENT DISCUSSION AND ANALYSIS

GLOBAL ECONOMY AND OUTLOOK

During 2024, the global economy showed stability despite navigating economic, international relations, and governmental challenges. The World Economic Outlook report by the International Monetary Fund (IMF) indicated global GDP growth at 3.3%. While expansion slowed in more established nations, developing economies, particularly in Asia, generally sustained stable growth.

Real GDP Growth	2024	2025 (P)	2026 (P)
World Output	3.3	2.8	3.0
Advance Economies	1.8	1.4	1.5
Emerging Markets and Developing Economies	4.3	3.7	3.9

The global economic landscape in 2024 was characterized by persistent difficulties. Key among these were ongoing geopolitical tensions, including the conflict in Ukraine and disruptions impacting shipping in the Red Sea. Additionally, complications in international supply chains and trade disputes between major economies presented continued challenges.

Global inflation is showing a positive trend, with the estimated rate for 2024 projected at 5.7%, down from 6.7% in the previous year. Developed economies are expected to reach their inflation targets sooner, averaging 2.6% in 2024, while emerging markets will experience a slower decline in price increases. In response to these economic pressures, leading central banks made significant cuts to interest rates to stimulate economic activity.

The global economic landscape in 2024 was characterized by persistent difficulties. Key among these were ongoing geopolitical tensions, including the conflict in Ukraine and disruptions impacting shipping in the Red Sea. Additionally, complications in international supply chains and trade disputes between major economies presented continued challenges.

United States growth is forecast at 1.8% in 2025 and 1.7% in 2026, influenced by expected labour market changes and potential lower consumer spending. The Eurozone predicts a recovery, with growth reaching 0.8% in 2025 and improving to 1.2% in 2026, linked to increased consumer spending and reduced inflation.

While global price increases are generally slowing, some regions face stagnant conditions. Global inflation is projected to decline to 4.3% in 2025 and 3.6% in 2026. Developed economies should hit inflation targets sooner. Monetary policies will vary regionally, reflecting diverse economic situations.

INDIAN ECONOMY AND OUTLOOK

India's real Gross Domestic Product (GDP) recorded a growth of 6.5% in FY25, indicating sustained economic momentum despite ongoing global uncertainties. The international economic environment remains fragile, with persistent geopolitical tensions, conflicts, and volatile trade policies continuing to pose significant challenges. On the domestic front, retail inflation has moderated, easing from 5.4% in FY24 to 4.9% during the April–December 2024 period, signalling improved price stability. Reflecting India's expanding role in the global economy, the country now holds the seventh-largest share in global services exports.

Additionally, merchandise exports, excluding petroleum and gems & jewellery, recorded a 9.1% growth in the same period, underscoring the sector's resilience and adaptability amid a complex global trade landscape. For FY26, GDP was initially projected to grow at 6.7%; however, due to the impact of tariff-related factors, the Reserve Bank of India has revised the forecast downward to 6.5%. The Union Budget 2025-26 unveils a range of bold reforms and targeted initiatives focussed on strengthening India's textile sector, MSMEs, exports, and agriculture. It also introduces tax relief measures designed to boost disposable income and drive overall economic growth.

Indian Textile and Apparel Industry

The textile industry contributes approximately 2.5% to the national GDP, around 7% to industrial output, and nearly 12% of the country's total export earnings. It is also one of the largest employment-generating sectors, providing livelihoods to over 45 million people, both directly and indirectly, across the entire value chain – from cotton cultivation and yarn production to garment manufacturing and retail.

With the global apparel market expected to reach USD 2.37 trillion by 2030, a CAGR of 8% and the global textile and apparel trade projected to grow to USD 1.2 trillion, opportunities for international expansion are set to increase. Domestically, the Indian textile and apparel market is anticipated to grow at a strong CAGR of 10%, reaching USD 350 billion by 2030, with exports contributing USD 100 billion – offering a significant boost to companies with global ambitions. Additionally, the technical textiles sector is poised for substantial expansion, with the global market projected to hit USD 309 billion by 2047. Specifically, the Indian medical textiles segment, expected to grow at 15% annually, signals rising demand in high-value, specialised applications. For companies in the textile industry, this growth trajectory highlights an ideal environment for scaling operations, diversifying product lines, and tapping into both traditional and emerging high-margin markets.

OPPORTUNITIES AND THREATS OPPORTUNITIES

- Growth potential in the Indian market.
- Government thrust on infrastructure and development expected to boost demand.
- Rising urbanization and youthful demographic supporting casual wear consumption.
- Technological advancement and digitization offer new market access.

THREATS

- Competitive manufacturing costs affecting margins.
- Volatility in raw material prices and global supply chains.
- Changes in government regulatory norms.
- Rising labour costs and operational expenses.
- Market uncertainty and geopolitical tensions.

PERFORMANCE REVIEW & OUTLOOK

Our Company continues to strengthen its presence in the casual wear segment, aligning with youth preferences and evolving fashion trends. This strategic focus has fueled our growth and market penetration.

The weaving division maintained its strong performance, reflecting our dedication to quality and consistent innovation. Similarly, the finished fabric unit, a key supplier to major garment manufacturers and brands, has enhanced our industry position through dependable supply and quality excellence.

In the upcoming financial year, we aim to:

- Enhance operational efficiency by eliminating redundancies.
- Leverage advanced technologies to upgrade production capabilities.
- Focus on cost optimization and process improvement.
- Expand market reach, both domestically and internationally.

These initiatives will drive sustainable growth, ensure profitability, and create long-term value for our stakeholders. Our strategic roadmap positions the Company well to navigate evolving market dynamics.

RISK MANAGEMENT

Risk is inherent to all businesses. Our Company employs a proactive approach to identify, assess, and mitigate risks—be they operational, regulatory, financial, or industry-specific.

A comprehensive crisis management plan is in place to ensure preparedness and resilience. Regular audits and assessments are conducted to monitor emerging risks, enabling swift responses when necessary.

INTERNAL CONTROL SYSTEMS

The Company has a robust internal financial control system, aligned with the complexity and scale of its operations. These controls ensure:

- Protection of assets,
- Accuracy in transaction recording,
- Prevention of frauds and errors, and
- Compliance with statutory requirements.

The Internal Auditors conduct thorough reviews of key functions and submit quarterly reports to the Audit Committee, which oversees implementation of corrective actions. No material weaknesses in the internal controls were reported during the year.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE SALES

The Company's Sales were at 17,750.26 Lakhs for the financial year ended March 31, 2025 as against 21,760.03 Lakhs in the previous financial year.

PROFIT/ LOSS BEFORE TAX

Profit Before Tax of the Company for the financial year ended March 31, 2025 stood at ₹ 160.00 Lakhs as against Loss before tax of ₹ 177.12 Lakhs in the previous financial year.

INTEREST

Interest & other borrowing cost outflow is 388.74 Lakhs for the financial year ended March 31, 2025 as against 742.90 Lakhs in the previous financial year.

NET PROFIT/ LOSS

Net Profit of the Company for the financial year ended March 31, 2025 stood at ₹ 119.93 Lakhs as against Loss of ₹ 140.90 Lakhs in the previous financial year.

DIVIDEND

The Board of Directors have not proposed any dividend for the year.

CAPITAL EMPLOYED

The capital employed in the business is 12,105.11 Lakhs as at March 31, 2025 Return on Capital employed during 2024-25 is 6.76% as compared to 4.67% during the previous financial year 2023–24.

SURPLUS MANAGEMENT

The Company had incurred cash profit of 485.02 Lakhs for the financial year ended March 31, 2025 as compared to cash profit 280.51 Lakhs in the previous financial year.

SIGNIFICANT FINANCIAL RATIOS

Particulars	2024-25	2023- 24
Operating profit margin (%)	13.42	18.53
Net profit margin (%)	0.67	-0.63
Debtors turnover (times)	5.98	5.17
Inventory turnover (times)	2.18	1.85
Debt equity ratio (times)	0.03	0.22
Current ratio (times)	1.47	1.30
Interest service coverage ratio (times)	1.41	1.46
Return on Net worth (%)	0.04	-0.05

EARNINGS PER SHARE ('EPS')

The Company's Basic EPS has increased from (2.40) in the previous financial year to 2.04 and Diluted EPS has increased from (2.40) in the previous financial year to 2.04 for the financial year ended as on March 31, 2025.

HUMAN RESOURCE

Your Company firmly believes that its employees are its greatest assets, playing a crucial role in its growth. As of March 31, 2025, the Company has a permanent employee strength of 310. Emphasizing inclusive growth, the Company strives to be an employer of choice. With three distinct operating units, effective human resource management and strong employee relations are vital for smooth operations.

The Company is dedicated to addressing the development and social needs of its workforce. Ongoing initiatives focus on evaluating, training, motivating, and rewarding employees for their exceptional performance and contributions. This continuous investment ensures sustained commitment and excellence from employees, benefiting the Company in the long term.

CAUTIONARY STATEMENT

Estimates and expectations stated in this Management Discussion and Analysis may be 'forward-looking' within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations, include economic conditions in the Government regulations, tax laws, other statutes and other incidental factors.

The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise and forward-looking statements, on the basis of any subsequent development, information or events.

CORPORATE GOVERNANCE REPORT

The Board of Directors (**'the Board'**) of the Company lays great emphasis on the broad principles of Corporate Governance. Thus, Directors present the Company's Report on Corporate Governance for the year ended March 31, 2025, in terms of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**). Your Company ensures compliance with the regulations 17 to 27 read with Chapter V and clause (b) to (i) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also the applicable provisions of the Companies Act, 2013 including amendments thereto (the **"Act"**).

1. COMPANY'S PHILOSOPHY ON CODE ON GOVERNANCE

Company's policy on Corporate Governance is based on the principles of accountability, integrity and transparency. The Company reiterates its commitment to adhere to the highest standards of Corporate Governance.

The Company recognizes that good Corporate Governance is a continuing exercise and is committed to pursue the highest standard of governance in the overall interest of the stakeholders.

2. BOARD OF DIRECTORS

The composition of the Board is in conformity with the provisions of the Companies Act, 2013 (**'the Act'**) and Regulation 17 of Listing Regulations. The strength of the Board as on March 31, 2025 is 6 (Six) Directors comprising of 2 (two) Promoter Directors, 1 (One) Non-Executive Director and 3 (Three) Independent Directors *.

Name of Director & Category	Name of other Listed entities where he/ she is a director & (category of directorship)	No. of Directorships#		No. of Memberships/ Chairmanships of Committees in other public companies	
		Public	Private/ Non-profit	Memberships	Chairmanship
Mr. Pradip Kumar Goenka (Promoter & Executive)	None	0	1	-	-
Mrs. Neha Agrawal (Non-Executive - Independent Director)	None	0	0	-	-
Mr. Amit Somani (Non-Executive & Independent)	None	0	0	-	-
Ms. Bindu Shah (Non-Executive & Independent)	1. Sunil Industries Limited 2. Fineotex Chemical Limited	1	1	6	2
Mr. Tilak Goenka (Promoter & Executive)	None	0	2	-	-
Mr. Aryan Kejriwal (Non-Executive & Non-Independent)	None	0	1	-	-
Mr. Abhishek Agarwal * appointed w.e.f 15 th July 2025 (Non-Executive & Independent)	None	0	0	-	-

No. of directorships held by the Directors does not include directorships in foreign companies

In accordance with Regulation 26 of Listing Regulations, Memberships/Chairmanships of only Audit Committee and Stakeholders' Relationship Committee in all other public limited companies have been considered.

Board Meetings

During the financial year 2024-2025, 7 (Seven) Board Meetings were held i. e. on 11th April, 2024, 22nd April, 2024, 29th May, 2024, 30th July, 2024, 09th November, 2024, 15th January, 2025, 20th March, 2025. The time gap between two meetings did not exceed maximum period mentioned under the Section 173 of the Act and the Regulation 17(2) of the Listing Regulations. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes.

Name of Directors	No. of Board meetings attended	Attendance at last Annual General Meeting	No. of shares held
Mr. Pradip Kumar Goenka	7	Present	7,70,147
Ms. Neha Agrawal	3	Present	Nil
Mr. Aryan Kejriwal	7	Present	Nil
Ms. Bindu Shah	7	Present	Nil
Mr. Tilak Goenka	7	Present	4,96,102
Mr. Amit Somani	7	Present	Nil
Mr. Rahul Mehta	4	Present	Nil

Independent Directors confirmation by the Board

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. During the year under review, no Independent Director ceased to be Director of the Company. The Board is of the opinion that all of the Independent Directors are free from any relationship or circumstances that could affect, or appear to affect, their independent judgement and they continued to demonstrate these characteristics during 2024-25

Chart/matrix setting out the skills/expertise/competence

The Board comprises qualified members who bring in the required skills, competence and expertise such as working in cohesion, management and strategy, financial knowledge and leadership, these allow them to make effective contributions to the Board and its committees.

However, the Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

Name of the Director	Skills/Expertise/Competencies in specific functional area
Mr. Pradip Kumar Goenka	Manufacturing and operations in textile industry, Effective capacity utilization, cost control, Strategic decision making
Mr. Rahul Mehta	Manufacturing and operations in garments and consumer industry, Regulatory updates, Policy making, Market and technology know-how
Mr. Amit Somani	Finance, Taxation, Audit, Governance and Compliance
Mrs. Bindu Shah	Legal and Corporate Laws, Corporate Governance and ethics
Mr. Tilak Goenka	Business development and administration, Ready Made garments, Product development, Sale
Mr. Aryan Kejriwal	Manufacturing and operations in textile industry
Mrs. Neha Agrawal	Finance, Taxation, Audit.
Mr. Abhishek Agarwal	Skilled in fabric sourcing, vendor development, and supply chain optimization with expertise in cost-effective, quality-driven procurement.

Further, a certificate from a Company Secretary in Whole time Practice certifying that none of the Directors on the Board of the Company has been debarred or disqualified by the SEBI/ MCA or any such statutory authority from being appointed or continuing as a Director of the Company is annexed herewith.

Code of conduct for Directors and Senior Management

The Code of conduct as applicable to the Directors and the members of the Senior Management had been approved by the Board and it is being abided by all of them. The Annual report contains declaration to this effect from the Chairman & Managing Director. It is also available on the website of the Company at the following link <https://www.kflindia.com/policies-and-codes/>.

Familiarisation Programme for Directors

The details of programme for familiarisation of Independent Directors with the Company are available on the website of the Company at the following link <https://www.kflindia.com/familiarisation.programme/>.

Inter-se relationships among Directors

Except Mr. Tilak Goenka and Mr. Pradip Kumar Goenka who are relatives, no other Directors of the Company are inter-se related.

3. AUDIT COMMITTEE

The Company has an Audit Committee at the Board level with powers and role that are in accordance with the provisions of the Section 177 of the Act and Regulation 18 of Listing Regulations. The Committee acts as a link between the management, the statutory auditors and the Board and oversees the financial reporting process.

The Audit Committee presently comprises of 3(Three) Independent Directors. The members of the Committee are well versed in finance matters, accounts, Company law and general business practices.

The functions of the Audit Committee are as per the Act and the Listing Regulations. These include the review of accounting and financial policies and procedures, review of financial reporting system, internal control system and procedures and ensuring compliance of statutory requirements.

The Audit Committee reviews the financial statements with the Statutory Auditors and the Management with reference to the accounting policies and practices before commending the same to the Board for its approval.

The Committee met 7 (Seven) times during the financial year 2024-25, i.e. on 11th April, 2024, 22nd April, 2024, 29th May, 2024, 30th July, 2024, 09th November, 2024, 15th January, 2025, 20th March, 2025.

Composition of Audit Committee and details of the meetings attended:

Sr. No.	Name of the Directors	Director Category	Designation in the Committee	No. of Meetings attended
1.	Mr. Amit Somani	Independent & Non-Executive	Chairman	7
2.	Mr. Rahul Mehta (Term Expired on 25 th September, 2024)	Independent & Non-Executive	Member	4
3.	Mrs. Bindu Shah	Independent & Non-Executive	Member	7
4	Mrs. Neha Agrawal (Appointed on 30 th July, 2024)	Independent & Non-Executive	Member	3
5.	Mr. Abhishek Agarwal (Appointed on 15 th July, 2025)	Independent & Non-Executive	Member	NA

The terms of reference of the Audit Committee includes:

- The recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Review and monitor the auditor's independence and performance and effectiveness of the audit process;
- Examination of financial statement and the auditor's report thereon;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans & investments;
- Valuation of undertakings or assets of the Company, whenever it is necessary;
- Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Evaluation of internal financial controls and risk management system;
- Monitoring the end use of funds raised through public offers and related matters;
- Reviewing the functioning of the Whistle Blower mechanism;
- Approval of payment to statutory auditors for any other services rendered by them;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate.

4. NOMINATION & REMUNERATION COMMITTEE ('NRC')

The NRC presently comprises of 3 (Three) Independent Directors. The Company's remuneration policy is based on 3 factors, pay for responsibility, pay for performance and potential and pay for growth. The Company's NRC is vested with all necessary powers and authority to ensure appropriate disclosure on the remuneration of Whole-Time Directors and to deal with all the elements of remuneration package of all such Directors.

As for non-whole-time directors their appointment is for utilizing their professional expertise in achieving the goals of the Company. Accordingly, the service contract, notice period and severance fees, if any, are not applicable to such non-whole-time directors.

During the year under review, the Committee met 3 (Three) time on 30th July, 2024, 09th November, 2024, 15th January, 2025.

Composition of NRC and details of the meetings attended:

Sr. No.	Name of the Directors	Director Category	Designation in the Committee	No. of Meetings attended
1.	Mr. Rahul Mehta (Term Expired on 25 th September, 2024)	Non-Executive - Independent Director	Chairperson	1
2.	Mrs. Neha Agrawal (Appointed on 30 th July, 2024)	Non-Executive - Independent Director	Chairperson	1
3.	Mr. Amit Somani	Non-Executive - Independent Director	Member	3
4.	Ms. Bindu Shah	Non-Executive - Independent Director	Member	3
5.	Mr. Abhishek Agarwal (Appointed on 15 th July, 2025)	Non-Executive - Independent Director	Member	NA

The terms of reference of the NRC includes:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board;
- Devising a policy on diversity of the Board;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- Whether to extend or continue the term of appointment of the Independent Director(s) on the basis of the report of performance evaluation of Independent Director(s);
- Recommendation by NRC to the Board for all remuneration, in whatever form, payable to senior management.

Remuneration Policy

The Company believes that human resource is the key for the continuous growth and development of the Company. The Company's remuneration policy is designed to attract, retain and motivate employees by offering appropriate remuneration packages and retirement benefits. The remuneration policy is in consonance with the existing industry practice.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) to its Executive Director(s) and CEO, as approved by the Board and the Members of the Company. In determining the remuneration package of the Executive Director(s), the NRC evaluates the remuneration paid by the comparable organisation and thereafter makes its recommendation to the Board. Annual increments are decided by the NRC within the scale of remuneration approved by the Members of the Company. NRC also reviews and decides on revision of remuneration payable to the Senior Management as per terms of appointment and based on the performance of the individual as well as the Company.

Non-Executive Directors are paid sitting fees of INR 7,500 for attending any Meeting of the Board, Audit Committee and Meeting of Independent Directors and INR 5000 for attending any meeting of Nomination and Remuneration Committee, Stakeholders Relationship Committee and no sitting fees is paid for attending meeting of Corporate Social Responsibility Committee. The Board shall from time to time decide sitting fees payable to any new committees, if constituted or revision of sitting fees, if any.

Performance Evaluation

The Company has devised a process for performance evaluation of Independent Directors, the Board, Committees and other individual Directors. The Independent Directors are evaluated on the criteria such as engagement, leadership, analytical, quality of decision-making, interaction, governance, etc.

5. REMUNERATION OF DIRECTORS

The Company has no pecuniary relationship or transaction with its Non-Executive Directors other than payment of sitting fees to them, if any, for attending the Board and Committee Meetings.

The Company does not have an incentive plan, which is linked to performance and achievement of the Company's objectives. The Company has no stock option and pension scheme.

The details of remuneration paid to the Executive Directors of the Company during the year ended March 31, 2025 are given as under:

Name of Director	Salary p.a. (₹ in Lakh)	Fixed Component – Contribution to Provident Fund (₹ in Lakh)	Bonus, Benefits & Other Allowances	Service Contract (Years)	Notice Period (Months)	Severance Fees (₹)
Mr. Pradip Kumar Goenka	55.34	-	Nil	3	3	Nil
Mr. Tilak Goenka	62.47	-	Nil	3	3	Nil

The details of sitting fees paid to the Non-Executive Directors of the Company during the year ended March 31 2025 are given as under:

Name of the Director	Mr. Rahul Mehta	Mr. Aryan Kejriwal	Mrs. Bindu Shah	Mr. Amit Somani	Mrs. Neha Agrawal
Sitting fees (₹ in Lakh)	0.80	0.30	1.20	1.20	0.13

6. STAKEHOLDERS RELATIONSHIP COMMITTEE ('SRC')

The SRC comprises of 3 (three) Non-Executive Directors including 2 (two) Independent Directors. The SRC meets at frequent intervals to consider, inter alia, shareholders complaints like non-receipt of share certificate or delay in transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc. and provide satisfactory solution to the complainant's except for disputed cases and sub-judice matters which would be solved on final disposal by the Courts.

During the year under review, the SRC met 1 (One) times i.e. on 15th January, 2025.

Composition of SRC and details of the meetings attended:

Sr. No.	Name of the Directors	Director Category	Designation in the Committee	No. of Meetings attended
1.	Mrs. Bindu Shah	Non-Executive - Independent Director	Chairperson	1
2.	Mr. Rahul Mehta (Term Expired on 25 th September, 2024)	Non-Executive - Independent Director	Member	1
3.	Mrs. Neha Agrawal (Appointed on 30 th July, 2024)	Non-Executive - Independent Director	Member	1
4.	Mr. Aryan Kejriwal	Non-Independent & Non-Executive	Member	1
5.	Mr. Abhishek Agarwal (Appointed on 15 th July, 2025)	Non-Independent & Non-Executive	Member	NA

The terms of reference of the SRC includes:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Compliance officer

During the year 2024-25, Mr. Siddhant Singh, Company Secretary acted as the compliance officer of the Company.

During the financial year 2024-25, there were no complaints received by the Company. There was no complaint pending as on March 31, 2025.

7. CORPORATE SOCIAL RESPONSIBILITY ('CSR') COMMITTEE

The CSR Committee presently comprises of 3 (three) Directors. During the year, the CSR Committee not applicable.

Composition of CSR Committee and details of the meeting attended:

Sr. No.	Name of the Directors	Director Category	Designation in the Committee	No. of Meetings attended
1.	Mr. Pradip Kumar Goenka	Promoter & Executive	Chairman	NA
2.	Mr. Rahul Mehta (Term Expired on 25 th September, 2024)	Independent & Non-Executive	Member	NA
3.	Mrs. Neha Agrawal (Appointed on 30 th July, 2024)	Independent & Non-Executive	Member	NA
4.	Mr. Aryan Kejriwal	Non-Independent & Non-Executive	Member	NA

The terms of reference of the CSR Committee includes:

- formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act;

- recommend the amount of expenditure to be incurred on the CSR activities;
- monitor the CSR expenditure spent from time to time.

8. Particulars of Senior Management

Sr No	Name of Senior Management and Functional Head	Designation
01	Mr. Siddhant Singh	Company Secretary
02	Mr. Narendra Joshi	CFO

During the Financial Year 2024-25, Mr. Jagdish Prasad Dave was resigned from the post of CFO with effect from 23rd August, 2024 and Mr. Narendra Joshi was appointed as CFO with effect from 09th November, 2025.

9. COMMITTEE OF DIRECTORS

The Board has constituted a Committee of Directors and delegated powers to transact certain regular matters relating to the business of the Company. A total of 2 (Two) meetings of the Committee were held during the year under review.

10. GENERAL BODY MEETINGS

The details of the Annual General Meeting held during the last 3 (three) financial years are as under:

Financial Year	Date	Time	Venue	No. of Special Resolution(s) passed
2023-24	September 03, 2024	11:00 A.M	Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM')	02
2022-23	September 18, 2023	10.00 AM	Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM')	01
2021-22	September 24, 2022	10:00 AM	Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM')	01

Postal ballot: During the year, two Extra- Ordinary General Meeting held through Postal Ballot and the results of the same were declared on 29th May, 2024 and 03rd March, 2025.

11. MEANS OF COMMUNICATION

Annual Report notice of the meetings and other communications to the Shareholders are generally sent through e-mail, post or courier.

the Ministry of Corporate Affairs ('MCA') has vide its circular no 20/2020 dated May 05, 2020 and Securities and Exchange Board of India Circular dated May 12, 2020, No. 02/2021 dated January 13, 2021 and No. 10/2021 dated, June 23, 2021 ('SEBI Circular') directed the Companies to send the Annual Report only by e-mail to all the Members of the Company whose e-mail address is registered with the Company/Registrar and Share Transfer Agent/Depository Participants. Therefore, the Annual Report for FY 2024-25 and Notice of 38th AGM of the Company is being sent to the Members at their registered e-mail addresses in accordance with MCA and SEBI Circulars.

The results of the Company are furnished to the BSE Limited on a periodic basis (quarterly, half yearly and annually) after the approval of the Board. The results are normally published in "Free Press" or "Business Standard" - English Newspaper and "Mumbai Lakshadeep" - Marathi Newspaper within 48 hours after the approval of the Board. These were not sent individually to the shareholders. However, the Company furnishes the same on receipt of a request from the shareholder.

A separate dedicated section under "Investor" on the Company's website <https://www.kflindia.com/> gives information on shareholding pattern, quarterly/half yearly results and other relevant information of interest to the investors/public.

Presentations, if any, are first discussed to the stock exchange before they are communicated to the institutional investor & analysis.

They are also hosted on the website of the company.

12. GENERAL SHAREHOLDERS INFORMATION

a) Annual General Meeting

Day, Date and Time: Thursday, 21st August, 2025 at 11:00 a.m. through Video Conferencing / Other Audio-Visual Means

b) Financial Year

The financial year covers the period from April 01 of every year to March 31 of the next year.

c) Listing on Stock Exchange

The Company's shares are listed on BSE Limited ('BSE'), P. J. Towers, Dalal Street, Mumbai - 400001.

d) Listing Fees

Listing fees for the year 2024-25 has been paid to BSE where shares of the Company are listed.

e) Stock Code & ISIN

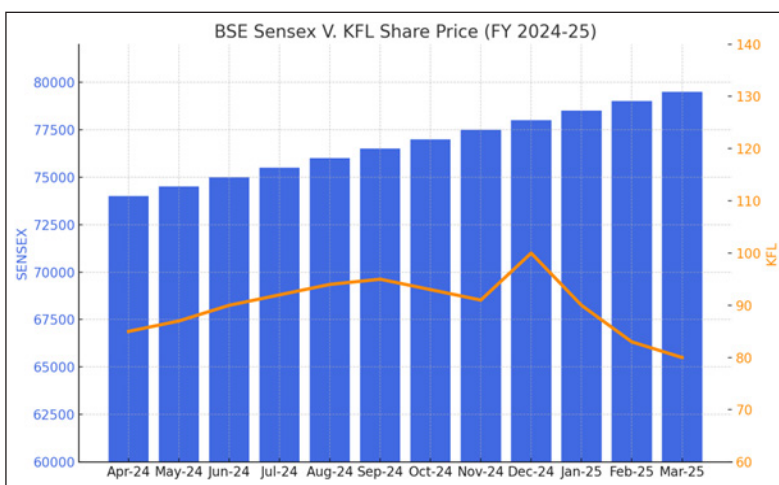
Stock Code at BSE is 514322. ISIN is INE535C01013.

f) Market Price Data

- i. The monthly high and low quotations of shares of the Company traded on BSE for the financial year ended March 31, 2025 was as follows:

Month	(Amount in ₹)		Volume
	High	Low	
April, 2024	82.5	72.03	11310
May, 2024	82.52	72.79	5075
June, 2024	82.29	61.35	352247
July, 2024	85.6	67.23	34341
August, 2024	87.56	73.35	19486
September, 2024	92.9	76.05	23699
October, 2024	127.49	92	45010
November, 2024	116.45	91.75	70300
December, 2024	111.35	80.1	168060
January, 2025	104.07	80.06	68278
February, 2025	98.8	83.11	6872
March, 2025	93.2	76.9	13086

Performance of the stock in comparison to BSE Sensex

**g) Registrar and Share Transfer Agent**

The Company has appointed Link Intime India Private Limited for processing and approving the transfer of shares. Their contact details are as follows:

MUFG Intime India Private Limited

C-101, Embassy 247, L. B. S. Marg, Vikhroli (West), Mumbai – 400083.

Tel No.: (022) 49186270

Fax No.: (022) 49186060

Email: rnt.helpdesk@linkintime.co.in

h) Share Transfer System

Shares held in the dematerialised form are electronically traded by Depository Participants and the Registrar and Share Transfer Agents of the Company periodically receive from the Depository Participants the beneficiary holdings which enables them to update their records and to send all corporate communications, dividend warrants etc.

i) Distribution of shareholding as on March 31, 2025

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholding
Upto 500	1390	88.5350	146745	2.5002
501 – 1000	85	5.4140	65561	1.1170
1001 – 5000	35	2.2293	51601	0.8792
5001 – 10000	19	1.2102	48727	0.8302
10001 and above	23	0.3822	21722	0.3701
Total	1412	100.00	5869371	100.00

Categories of Shareholders as on March 31, 2025

Category	Number of shares	% of Shareholding
Promoters	22,01,856	37.51
Banks/MFs/FIs/NBFCs/Central Govt./State Govt./ Institution/IEPF	33,005	0.56
Private Bodies Corporate	24,07,440	41.02
Indian Public	9,88,565	16.84
NRIs/OCBs	5,945	0.10
Any Other	232560	3.97
Total	58,69,371	100.00

j) Dematerialisation of shares

About 99.34% of the shares have been dematerialised as on March 31, 2025. The equity shares of the Company are traded at BSE. The equity shares of the Company are permitted to be traded in dematerialised form only.

k) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

There is no outstanding GDRs/ADRs/Warrants or any convertible instruments.

l) Credit ratings

During the year under review, the Company had not obtained the rating from any agencies as the borrowing of the Company was less than INR 50 Crore.

m) Plant Locations

The Company's plants are located at:

- 43/2 & 42/1, Ganga Devi Road, Umbergaon - 396 171, Dist. Valsad (Gujarat) ;
- 766/1, Plot No. 01, Krishna Ind Park, Umbergoan, Valsad, Gujarat - 396 230.

n) Address for investor correspondence

For any assistance regarding dematerialisation of shares, share transfers, transmissions, change of address, payment of dividend on shares and any other query relating to shares of the Company, Registrar & Share Transfer Agent may be contacted at the following address:

Registered Office

202/ 2nd Floor, Rajan House,
Appasaheb Marathe Marg,
Mumbai- 400025, Maharashtra, India
Tel: (+91 22) 69433000
Email: cs@kflindia.com
Website : www.kflindia.com

MUFG Intime India Pvt. Ltd.

Unit: **Kamadgiri Fashion Limited**
C-101, Embassy 247, L. B. S. Marg,
Vikhroli (West), Mumbai – 400083.
Tel No.: (022) 49186270
Fax No.: (022) 49186060
Email: rnt.helpdesk@linkintime.co.in

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

13. CEO/CFO Certification

As per requirement of Part B of Schedule II of Regulation 17(8) of the Listing Regulations, the Managing Director and CFO of the Company have certified to the Board regarding Financial Statements for the year ended March 31st, 2025.

14. DISCLOSURES

- a) There were no other related party transactions of material nature with the Promoters, Directors, the management or relatives during the year that may have potential conflict with the interest of the Company at large.
- b) There were no instances of non-compliance on any matter related to the capital market during the past three years and that no penalties or strictures were imposed on the Company by Stock Exchange or SEBI.
- c) The Company has a Whistle Blower Policy and Vigil Mechanism in place. The policy also provides a direct access to the Chairperson of the Audit Committee in exceptional cases. The Board affirms that no personnel have been denied access to the Audit Committee during the year in terms of the Whistle Blower Policy.
- d) The Company has complied with mandatory provisions of corporate governance and is in the process of adopting the non-mandatory provisions of corporate governance. A certificate has been obtained from the Statutory Auditors of the Company regarding compliance of corporate governance and is attached to this report.
- e) The policy on dealing with material subsidiaries is not applicable to the Company as there are no material subsidiaries.
- f) The web link of policy on dealing with related party transactions is available on the website of the Company at the following link <https://www.kflindia.com/policies-and-codes/>.
- g) There were no equity shares lying in the demat suspense account/ unclaimed suspense account as on March 31st, 2025.
- h) **Commodity price risks & Commodity hedging activities**
The Company has adequate risk assessment and minimisation system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out.
- i) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the Listing Regulations: Not Applicable
- j) A certificate has been received from M/s. HD and Associates, Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.
- k) During the year under review, there were no instances where the Board had not accepted any recommendations of any of the Committees of the Board.
- l) Total fees paid to the statutory auditor for all services:

Sr. No.	Particulars of Service	Amount (₹ in Lakhs)
1.	Statutory Audit	5.00
2.	Tax Audit	1.00
3.	Limited Review	1.50
4.	Company Law Matters	1.00
Total		8.50

- m) **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:** During the year under review, there were no complaints filed/received in terms of sexual harassment.

No. of complaints filed during 2024-25	No. of complaints disposed of during 2024-25	No. of complaints pending as at March 31, 2025
Nil	N.A.	Nil

15. DISCRETIONARY REQUIREMENTS

- a) **The Board:** The Company has an Executive Chairman and hence the requirement pertaining to reimbursement of expenses to a Non-Executive Chairman does not arise.
- b) **Shareholders' Right:** As the financial results of the Company are published every quarter in English and Marathi newspapers having a wide circulation, the same need not be sent to shareholders individually. However, the Company furnishes the quarterly and half yearly results on receipt of a request from the shareholders.
- c) **Audit Qualifications:** There are no audit qualifications or observations on the Financial Statements for the year 2024-25.
- d) **Separate posts of Chairman and CEO:** The position of Chairman and Managing Director are not separately held.

- e) **Reporting of Internal Auditor:** The Internal auditors are invited to Audit Committee Meetings to make their presentation directly to the Audit Committee.

16. COMPLIANCE

A certificate from the Statutory Auditors of the Company regarding compliance of corporate governance and a declaration signed by the Chief Executive Officer stating that the members of the Board and senior management personnel have affirmed compliance to the Company's code of conduct for the board of directors and senior management has been obtained and is attached to this report.

DECLARATION REGARDING COMPLIANCE WITH CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

The Directors and Senior Managerial Personnel of the Company have affirmed compliance with the Code of Conduct applicable to them as laid down by the Company in terms of regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the year ended March 31, 2025.

Registered Office:

202/ 2nd Floor, Rajan House,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai, India, 400025

Date: 15th July, 2025

Place: Mumbai

**By order of the Board of Directors
For Kamadgiri Fashion Limited**

**Sd/-
Pradip Kumar Goenka
Chairman**

**Independent Auditor's Certificate on Compliance with the Corporate Governance requirements under SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

To
The Members
Kamadgiri Fashion Limited

1. We, DMKH & Co, Chartered Accountants, the Statutory Auditors of Kamadgiri Fashion Limited ("the Company") have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2025, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations").

Managements' Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. The responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Auditor's Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representation provided by the Management, except for the matter referred in other matter paragraph in para 7 and 8 above, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the SEBI Listing Regulations during the year ended 31st March, 2025.
8. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on Use

9. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this certificate for any event or circumstances occurring after the date of this certificate.

For DMKH & Co.
Chartered Accountants
Firm Registration Number: 116886W

Anant Nyatee
Partner
Membership Number: 447848
UDIN: 25447848BMNWFQ3296

Place: Mumbai
Date: May 20th, 2025

INDEPENDENT AUDITOR'S REPORT

To
The Members
Kamadgiri Fashion Limited

REPORT ON THE AUDIT OF THE Ind AS FINANCIAL STATEMENTS

Opinion

We have audited the Ind AS financial statements of **Kamadgiri Fashion Limited** (the "Company"), which comprise the balance sheet as at March 31, 2025, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended, and notes to the Ind AS financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 as amended (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Ind AS financial statements section of our report, including in relation to this matter. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying Ind AS financial statements.

Key Audit Matters	
1. Carrying value of Trade Receivables	How our audit addressed the key audit matter
<p>The recoverability of Trade Receivables and the level of provisions for doubtful debts are considered to be a significant risk due to the pervasive nature of these balances to the Financial Statements and the importance of cash collection with reference to the working capital management of the business.</p> <p>As at March 31, 2025, Trade receivables constitutes approximately 31.06% of total assets of the Company.</p> <p>Expected credit loss involves judgement as it must reflect information about past events, current conditions and forecasts of future conditions, as well as the time value of money. Management has made provision for expected credit loss of ₹ 9.74 lacs.</p> <p>The company is required to regularly assess the recoverability of its Trade Receivables, Hence it is a key audit matter in our audit of INDAS Financial Statements.</p>	<p>Our audit procedures in respect evaluation of receivables included the following:</p> <ul style="list-style-type: none"> Tested the ageing of trade receivables and receipts subsequent to the year-end; Evaluated Management's assessment of the current financial situation of the major entities whose balances are receivable as the year-end. Assessed the company's expected credit loss calculations made in determining the recoverable amount. Sent and obtained confirmations for major parties possible. Assessed the design and implementation of key Controls around the monitoring of recoverability.

2. Revenue Recognition & Subsidy Income	How our audit addressed the key audit matter
<p>Revenue is an important measure used to evaluate the performance of the company. There is a risk that the revenue is presented for amounts higher than what has been actually generated by the company.</p> <p>Consequently We Considered Revenue Recognition To Be A Significant Key Audit Matter.</p>	<p>Our audit procedures in respect to Revenue Recognition included the following;</p> <ul style="list-style-type: none"> Inspecting underlying documentation for any book entries which were considered to be material on a sample basis. Inspecting the key terms and conditions of agreements with major customers on a sample basis to assess if there were any terms and conditions that may have affected the accounting treatment of the revenue recognition. The accuracy and completeness of revenue was verified through Cut-Off testing and Analytical Reviews.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report and Shareholder's Information, but does not include the Ind AS financial statements and our auditor's report thereon.

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

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

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

Management's Responsibilities for the Ind AS Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS Financial Statements, including the disclosures, and whether the Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding Ind AS Financial Statements of the Company to express an opinion on the same.

Materiality is the magnitude of misstatements in the Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS 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 Ind AS 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 Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- As required by Section 143(3) of the Act, based on our audit we report that:
 - 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;
 - 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;
 - The balance sheet, the statement of profit and loss including other comprehensive income, statement of changes in equity and the statement of cash flows dealt with by this report are in agreement with the relevant books of account.
 - In our opinion, the aforesaid Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rule issued there under to the extent applicable to the Company.
 - On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - The Company has disclosed the impact of pending litigations on its financial position in its Ind AS Financial Statements. Refer Note 34 to the Ind AS financial statements;
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.
 - iv.
 - a) The management has represented that, to the best of its knowledge and belief, 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 persons or entities, 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;
 - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, 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; and
 - c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. The company has neither declared nor paid any dividend during the year. Hence, reporting the compliance with section 123 of the Act is not applicable.
 - vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except for one division i.e. True Value where audit trail is not yet implemented as the same is under testing phase. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with respect of the accounting software.
2. As **required by the Companies (Auditor's Report) Order, 2020** ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DMKH & CO.

Chartered Accountants

Firm Registration Number: 116886W

Anant Nyatee

Partner

Membership Number: 447848

UDIN: 25447848BMNWFP6122

Place: Mumbai

Date: May 20th, 2025

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Kamadgiri Fashion Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”).

We have audited the internal financial controls over financial reporting of KAMADGIRI FASHION LIMITED (the “Company”) as of March 31, 2025 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Ind AS 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 with reference to Ind AS financial statements.

Meaning of Internal Financial Controls With Reference to Ind AS Financial Statements

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal financial 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 DMKH & CO.

Chartered Accountants

Firm Registration Number: 116886W

Anant Nyatee

Partner

Membership Number: 447848

UDIN: 25447848BMNWFP6122

Place: Mumbai

Date: May 20th, 2025

Annexure 'B' to the Independent Auditor's Report

(Referred to in Paragraph 2 under the heading of "Report on other Legal and Regulatory Requirements" of our report to the members of Kamadgiri Fashion Limited of even date)

Report on the Companies (Auditor's Report) Order, 2020, with reference to Ind AS financial statements, issued in terms of Section 143(11) of the Companies Act, 2013 ("the Act") of the Kamadgiri Fashion Limited ("the Company"):

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

- i. In respect of company's property, plant and equipment:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) The Company has a regular program of physical verification of its property, plant and equipment (PPE), right of use assets and investment property under which the assets are physically verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment, right of use assets and investment property were verified during the year and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given by the management, the title deeds of all the immovable properties included in property, plant and equipment (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (d) The Company has not revalued its property, plant and equipment's (including Right of use assets) or intangible assets during the year ended March 31, 2025.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) The inventory has been physically verified by the management during the year except for goods-in-transit and inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate and no discrepancies of 10% or more in aggregate for each class of inventory were noticed. Inventories lying with third parties have been confirmed by them as at March 31, 2025 and discrepancies of 10% or more in aggregate for each class of inventory were not noticed in respect of such confirmations.
- (b) As disclosed in Note 19 to the Ind AS financial statements, the Company has been sanctioned cash credit / working capital limits in excess of INR five Crores in aggregate from banks during the year on the basis of security of current assets of the Company. On account of the size and nature of the transactions, the quarterly returns / statements filed by the Company does not tally with the books of accounts of the Company, but the management has prepared a reconciliation of the same for the quarter ended as on 31st March, 2025 which is in agreement with the books of accounts of the company.
- iii. (a) During the year the Company has provided loans, advances in the nature of loans, stood guarantee and provided security to companies, firms, limited liability partnerships or any other parties listed in the register maintained under Section 189 of the Companies Act, 2013 as follows:

(Figures in INR Lakhs)

Particulars	Guarantees	Loans
Aggregate amount granted / provided during the year-to other parties	-	11.93
Balance outstanding as at balance sheet date in respect of above cases- to other parties	-	4.94
Aggregate amount granted / provided during the year -Associated Concern	-	-
Balance outstanding as at balance sheet date in respect of above cases - Associated Concern	-	-

- (b) During the year, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees to companies, firms, limited liability partnerships or any other parties are not prejudicial to the Company's interest.
- (c) The Company has granted loans during the year to a company-where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.
- (d) There are no amounts of loans and advances in the nature of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, limited liability partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues 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 to companies, firms, limited liability partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, Loans, investments, guarantees and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of the Company's products, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- vii. According to the information and explanation given to us, in respect of statutory dues:
- (a) The Company is regular in depositing with appropriate authorities 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 other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of Statute	Nature of Dues	Amount in ₹ (In Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	33.49	2018-2019*	CIT (Appeals)
Gujarat Sales Tax Act, 1969	Sales Tax	31.02	2001-2002, 2002-2003.	Commissioner (Appeals)
Maharashtra Value Added Tax Act, 2002	VAT	815.06	2014-2015 2015-2016	Joint Commissioner (Appeals)
Central Sales Tax Act, 1956	CST	32.15	2014-2015	Joint Commissioner (Appeals)

- viii. In our opinion and according to the information and explanations given to us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- ix. In our opinion and according to the information and explanations given by the management:
- (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) Term loans were applied for the purpose for which the loans were obtained.
- (d) On an overall examination of the Ind AS financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the Ind AS financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- x. In our opinion and according to the information and explanation given by the management, we are of the opinion that:
- (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company
- (b) The Company has not made any preferential allotment or private placement of shares / fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- xi. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that:

- (a) No fraud / material fraud by the Company or no fraud / material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by the cost auditor or secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Therefore, paragraph 3(xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the Ind AS financial statements, as required by the applicable accounting standards.
- xiv. (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company
- (b) The Company has not conducted any Nonbanking Financial or Housing Finance activities without obtained a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses in the current financial year as well as in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- xix. On the basis of the financial ratios disclosed in Note 41 to the Ind AS financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Ind AS financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.
- (b) There are no ongoing projects, for which the Company is required to transfer unspent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year, to a Special account within a period of 30 days from the end of the said financial year in compliance with the provisions of Section 135(6) of the Act. Accordingly, clause 3(xx)(b) of the Order is not applicable.
- xxi. The reporting under clause (xxi) is not applicable in respect of audit of Ind AS financial statements of the Company. Accordingly, no comment has been included in respect of said Clause under this report.

For DMKH & CO.

Chartered Accountants

Firm Registration Number: 116886W

Anant Nyatee**Partner****Membership Number: 447848****UDIN: 25447848BMNWFP6122****Place: Mumbai****Date: May 20th, 2025**

BALANCE SHEET FOR THE YEAR ENDED MARCH 31, 2025

(₹ in Lakhs)

PARTICULARS	Note No.	As at March 31, 2025	As at Mar 31, 2024
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	1,392.45	1,661.05
Capital work-in-progress	2	34.97	26.70
Right of use Assets	2.1	477.08	69.38
Intangible Assets	2	14.83	50.31
Intangible Assets under development		-	-
Financial Assets			
Other Financial Assets	3	248.85	263.81
Deferred tax assets (net)	4	241.02	284.16
Income tax assets (Net)	12	-	99.53
Other non current assets	5	-	6.65
Total Non-Current Assets		2,409.20	2,461.59
Current Assets			
Inventories	6	2,656.26	5,308.74
Financial Assets			
Trade Receivables	7	2,521.33	3,416.10
Cash and Cash Equivalents	8	5.29	6.40
Bank Balances other than above	9	30.75	46.49
Loans	10	4.94	19.95
Others Financial Assets	11	2.40	53.65
Other Current Assets	13	488.65	792.19
Total Current Assets		5,709.62	9,643.52
Total Assets		8,118.82	12,105.11
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	14	586.94	586.94
Other Equity	15	2,979.70	2,850.65
Total Equity		3,566.64	3,437.59
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	16	92.49	772.34
Lease Liability	38	340.88	-
Other financial liabilities	17	-	384.40
Provisions	18	63.40	108.85
Income Tax Liabilities (Net)	19	37.87	-
Total Non-Current Liabilities		534.64	1,265.59
Current Liabilities			
Financial Liabilities			
Borrowings	20	1,852.16	2,853.14
Lease Liability		145.17	135.34
Trade Payables			
(a) total outstanding dues of micro enterprises and small enterprises	21	65.59	646.99
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	21	1,520.79	2,243.60
Other Financial Liabilities	22	399.47	1,426.28
Other Current Liabilities	23	31.42	88.01
Provisions	24	2.94	8.57
Total Current Liabilities		4,017.54	7,401.93
Total Equity and Liabilities		8,118.82	12,105.11

Notes along with significant accounting policies form an integral part of the financial statements 1 to 45

As per our Report of even date.

For **DMKH & Co.**
Chartered Accountants
ICAI FRN No. 116886W

For and on behalf of the Board

Anant Nyatee
Partner
Membership No. 447848

Date : May 20, 2025
Mumbai

Pradip Kumar Goenka
Chairman & Executive Director
DIN No. 00516381

Narendra J Joshi
Chief Financial Officer

Tilak Pradip Goenka
Managing Director
DIN No. 00516464

Siddhant Singh
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2025

(₹ in Lakhs)

PARTICULARS	Note No.	Year Ended March 31, 2025	Year Ended March 31, 2024
REVENUE			
I. Revenue From Operations	25	17,750.26	21,760.03
II. Other Income	26	108.95	511.70
III. Total Income (I+II)		17,859.21	22,271.73
IV. EXPENSES			
Cost of Materials Consumed	27	9,310.58	7,087.69
Purchases of Stock-in-Trade	-	1,191.72	3,477.84
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	28	(93.31)	3127.71
Employee Benefits Expense	29	1,135.32	2,082.63
Finance Costs	30	388.74	742.90
Depreciation and Amortization Expenses	2	325.02	457.63
Other Expenses	31	5,441.15	5,472.45
Total Expenses (IV)		17,699.21	22,448.85
V. Profit / (Loss) Before Exceptional Items and Tax (III-IV)		160.00	(177.12)
VI. Exceptional Items		-	-
VII. Profit / (Loss) Before Exceptional Items and Tax (V-VI)		160.00	(177.12)
VIII. Tax Expense			
(1) Current Tax	40	-	-
(2) Deferred Tax (Net)	40	40.07	(36.22)
		40.07	(36.22)
IX. Profit / (Loss) For The Year (VII-VIII)		119.93	(140.90)
X. Other Comprehensive Income			
(i) Items that will not be reclassified subsequently to profit or loss			
a) Remeasurement of defined employee benefit plans	33(a)	12.19	(3.62)
b) Income tax relating to above		(3.07)	0.91
Other Comprehensive Income For The Year		9.12	(2.71)
XI. Total Comprehensive Income For The Year (IX+X)		129.05	(143.61)
Earnings Per Equity Share of Face Value of ₹ 10/- each			
Basic	34	2.04	(2.40)
Diluted	34	2.04	(2.40)

Notes along with significant accounting policies form an integral part of the financial statements 1 to 45

As per our Report of even date.

For **DMKH & Co.**

Chartered Accountants

ICAI FRN No. 116886W

For and on behalf of the Board

Anant Nyatee

Partner

Membership No. 447848

Pradip Kumar Goenka

Chairman & Executive Director

DIN No. 00516381

Tilak Pradip Goenka

Managing Director

DIN No. 00516464

Date : May 20, 2025

Mumbai

Narendra J Joshi

Chief Financial Officer

Siddhant Singh

Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

(₹ in Lakhs)

PARTICULARS		Year Ended March 31, 2025	Year Ended March 31, 2024
(A)	CASH FLOWS FROM OPERATING ACTIVITIES		
	Profit / (Loss) before tax after exceptional items	153.73	(177.10)
	Adjustments for :		
	Depreciation and amortisation expense	329.24	457.63
	(Gain) / Loss on sale of Property, Plant and Equipments (Net)	(61.35)	(487.08)
	Interest income	(34.65)	(1.07)
	Finance costs	388.74	742.90
	Allowance for Bad and Doubtful Debts	-	-
		621.98	712.38
	Operating Profit before Working Capital changes	775.71	535.28
	Movement in working capital :		
	Decrease / (Increase) in Inventories	2,652.48	414.44
	(Increase)/Decrease in Trade Receivable	894.77	1,579.94
	(Increase) in Loans & Advances	15.01	(5.96)
	(Increase)/Decrease in Others Financial Assets	68.05	(57.36)
(B)	(Increase) in Other Current and Non Current Assets	409.72	574.52
	(Decrease) in Trade Payable	(1,304.21)	(307.76)
	(Decrease) / Increase in Other Current and Non-Current Liabilities	(36.33)	(140.30)
	(Decrease) in Other financial liabilities	(1,410.32)	(406.18)
	Increase in Provisions	(51.08)	249.60
	Cash generated from operations	2,013.82	2,436.22
	Proceeds from Income Tax Refund	207.43	-
	NET CASH GENERATED FROM OPERATING ACTIVITIES	2,221.25	2,436.22
	CASH FLOW FROM INVESTING ACTIVITIES		
	Inflow:		
	Sale of Property, Plant and Equipments	174.56	882.97
	Proceeds from Business Transfer	591.00	-
	Proceeds from Business Transfer for Loan Settlement	1,108.00	-
	Interest Received/(Paid)	34.65	1.07
		1,908.21	884.04
	Outflow:		
	Purchase of Property, Plant and Equipments	(181.00)	(95.07)
	Purchase of Intangible Assets	(15.56)	(26.70)
	Investment in Shares (Subsidiary Company)	-	-
	NET CASH GENERATED USED IN INVESTING ACTIVITIES	1,711.66	762.27
(C)			
	CASH FLOW FROM FINANCING ACTIVITIES		
	Inflow:		
	Proceeds from Government subsidy	128.79	-
	Proceeds from Short Term Borrowings (Net)	2,262.81	-
	Proceeds from Long Term Borrowings (Net)	403.97	-
		2,795.57	-
	Outflow:		
	Repayment of Long Term Borrowings	(1,171.59)	(358.41)
	Repayment of Short Term Borrowings	(3,245.99)	(1,939.06)
	Repayment of bank Borrowings	(1,699.00)	-
	Interest Paid	(388.74)	(742.90)
	Payment of Lease Liability	(202.81)	(160.20)
		(6,708.13)	(3,200.57)
	NET CASH USED IN FINANCING ACTIVITIES	(3,912.57)	(3,200.57)
	Net Increase In Cash And Cash Equivalents (A+B+C)	20.33	(2.07)
	Opening Balance Of Cash And Cash Equivalents	11.24	13.31
	Closing Balance Of Cash And Cash Equivalents	31.57	11.24
	Notes to Cash Flow Statements:		
	Cash & Cash Equivalents comprise of:		
	Cash on hand	3.42	6.40
	Bank Balances with Scheduled Banks:		
	In Current Accounts	28.15	4.84
	TOTAL	31.57	11.24

Note 1 : The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind-AS 7) - Statement of Cash Flow.

Changes in liabilities arising from financial activities

Particulars	As at March 31, 2024	Net Cash Flow	Non Cash Changes		As At March 31, 2025
			Fair Value Changes	Current/Non Current Classification	
Borrowings Non current	772.34	-	-	(679.85)	92.49
Other Financial Liabilities	412.80	487.72	-	(679.85)	220.67
Borrowings current	2,853.14	(1,000.98)	-	-	1,852.16

As per our Report of even date.

For **DMKH & Co.**
Chartered Accountants
ICAI FRN No. 116886W

For and on behalf of the Board

Anant Nyatee
Partner
Membership No. 447848

Pradip Kumar Goenka
Chairman & Executive Director
DIN No. 00516381

Tilak Pradip Goenka
Managing Director
DIN No. 00516464

Date : May 20, 2025
Mumbai

Narendra J Joshi
Chief Financial Officer

Siddhant Singh
Company Secretary

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2025

EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	2024-2025	2023-2024
Balance as at the beginning of the year	586.94	586.94
Add/Less: Change in equity share capital during the year	-	-
Balance as at end of the year	586.94	586.94

OTHER EQUITY

(₹ in Lakhs)

Particulars	Other Equity				Total Other Equity
	Reserves and surplus				
	Securities premium reserve	Capital reserve	General reserve	Retained Earnings	
As at April 1, 2023	731.66	37.00	670.02	1,555.56	2,994.24
Loss for the year	-	-	-	(140.90)	(140.90)
Dividends on equity shares	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Other Comprehensive Income					
Remeasurement of defined benefit obligation (net of tax)	-	-	-	(2.69)	(2.69)
As at March 31, 2024	731.66	37.00	670.02	1,411.97	2,850.65
Profit for the year	-	-	-	119.93	119.93
Dividends on equity shares	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Other Comprehensive Income					
Remeasurement of defined benefit obligation (net of tax)	-	-	-	9.12	9.12
As at March 31, 2025	731.66	37.00	670.02	1,541.02	2,979.70

As per our Report of even date.

For **DMKH & Co.**

Chartered Accountants

ICAI FRN No. 116886W

For and on behalf of the Board

Anant Nyatee

Partner

Membership No. 447848

Date : May 20, 2025

Mumbai

Pradip Kumar Goenka

Chairman & Executive Director

DIN No. 00516381

Narendra J Joshi

Chief Financial Officer

Tilak Pradip Goenka

Managing Director

DIN No. 00516464

Siddhant Singh

Company Secretary

Notes to Standalone Financial Statements for the year ended March 31, 2025

1. Corporate Information

Kamadgiri Fashion Limited (KFL) ("the Company") is a public limited company, incorporated and domiciled in India which is mainly engaged in the business of manufacturing and job work in Textile Industry. The Company is listed on the Bombay Stock Exchange (BSE).

The registered office of the Company is located at 202, Rajan House, 2nd Floor, Appa Saheb Marathe Marg, Prabhadevi, Mumbai - 400 025.

The financial statements for the year ended March 31, 2025 were approved by the Board of Directors and authorised for issue on May 20, 2025.

1.1 Significant Accounting Policies

i. Basis of Preparation of Financial Statements

The financial statements are prepared on historical cost except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

ii. Statement of Compliance with Indian Accounting Standards (Ind AS)

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

iii. Current and Non-current Classification

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle (not exceeding twelve months) and other criteria set out in Schedule III to the Act and IND-AS 1- Presentation of Financial Statements.

iv. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh as per the requirement of Schedule III, unless otherwise stated.

1.2 Summary of significant accounting policies

I. Foreign currency translation

(i) Functional and presentation currency

The company's financial statements are presented in INR, which is also the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the Statement of profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis under the head other expenses.

Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss (i.e. translation differences on items whose fair value gain or loss is recognised in Other Comprehensive Income or Statement of Profit and Loss are also recognised in Other Comprehensive Income or Statement of Profit and Loss, respectively).

II. Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price including import duties and other non-refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if future economic benefit will flow to the entity and cost can be reliably measured.

All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Borrowing costs directly attributable to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

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

Depreciation method, estimated useful lives and residual values

Depreciation is calculated on straight line basis using the useful lives estimated by the management, which are equal to those prescribed under Schedule II to the Companies Act, 2013.

Particulars	Useful Life
Buildings	30 Years
Plant and Equipments	7.5 Years to 15 Years
Electrical Installation	10 Years
Furniture and Fixtures	10 Years
Office Equipments	5 Years
Computer	3 Years
Vehicles	8 Years

The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

III. Intangible assets and Amortisation

Intangible Assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

Amortisation method and estimated useful life

Intangible assets comprising of software is amortized on a straight-line basis over the useful life of three years to six years which is estimated by the management.

Intangible assets under development

It includes assets not ready for the intended use and are carried at cost, comprising direct cost and related incidental expenses.

IV. Capital Work In Progress

Cost of assets not ready for intended use, as on the balance sheet date, is shown as capital work in progress.

V. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

VI. Leases:**The Company as a lessee**

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: (1) the contract involves the use of an identified asset (2) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (3) 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 includes 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.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter period of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

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

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 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.

Transition

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the standard Ind AS 116, but discounted at the lessee's incremental borrowing rate at the date of initial application.

The following is the summary of practical expedients elected on initial application:

- Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
- Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
- Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

VII. Investment

- Long term Investment are being valued at cost of acquisition.
- Short term investment are being valued at cost or market value whichever is lower.

VIII. Inventories

- Raw Materials (Including goods in transit) are valued at cost. However, materials and other items held for use in production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.
- Stores and Spares are valued at cost.
- Work in process is valued at cost which includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.
- Finished Stocks are valued at lower of cost or net realizable value. Cost for this purpose includes direct cost and attributable overheads.
- Cost is ascertained on the FIFO basis as applicable. Cost comprises of all cost of purchase, cost of conversion and other cost incurred in bringing inventories to their present location and condition.
- Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

IX. Revenue recognition

The Company derives revenue primarily from sale of manufactured goods, traded goods and related services.

Revenue is measured at the value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, discounts. Goods and service Tax (GST) is collected by the seller on behalf of the government; accordingly, it is excluded from the revenue.

(i) Sale of goods

Revenue from sale of goods is recognized when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

(ii) Sale of Services

Revenue from services are recognised as they are rendered based on agreements/ arrangements with the concerned parties.

(iii) Interest Income

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

X. Financial Instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- The entity's business model for managing the financial assets and
- The contractual cash flow characteristics of the financial asset.

a) Amortised Cost

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

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

b) Fair Value through other comprehensive income

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Fair Value through Profit or Loss

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

d) Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

e) Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

f) Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

g) Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

h) Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Equity investment in subsidiaries, joint ventures and associates

The Company does not have investment in subsidiaries, joint ventures and associates.

i) Offsetting of financial instruments

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

j) Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

k) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received.

l) 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.

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

- Level 1 — Quoted prices in active markets for identical assets or liabilities
- Level 2 — Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3 — Inputs for the asset or liability that are not based on observable market data.

XI. Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

Entitlements to annual leave are recognized when they accrue to employees subject to a restriction on the maximum number of accumulation of leave. Expenses related to other long term employee benefits is recognized in the Statement of Profit and loss (including actuarial gain and loss).

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Post-employment obligations

The Company operates the following post-employment schemes:

- (i) defined benefit plans viz. gratuity,
- (ii) defined contribution plans viz. provident fund.

Defined benefit plans

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the statement of profit or loss as past service cost.

Defined contribution plans

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(iii) Termination benefits

Termination benefits are payable when employment is terminated by the company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits.

XII. Income Tax (includes current tax as well as deferred tax)

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The Company's liability for current tax is calculated using the Indian tax rates and laws that have been enacted or substantially enacted as on the reporting date.

The Company periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretations and provisions where appropriate.

Deferred tax is provided in full, using the Balance Sheet Approach on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statements.

Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and current tax liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

XIII. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are

also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non -occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements.

XIV. Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

XV. Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker (CODM) to make decisions for which discrete financial information is available Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by geographic segments.

XVI. Government Grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions. Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

Government grants relating to an expense item are recognised in the Statement of Profit and Loss by way of a deduction to the related expense on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

XVII. Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential equity
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

XVIII. Cash and cash equivalents

Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks having original maturity of three months or less which are subject to insignificant risk of changes in value.

XIX. Cash Flow Statement

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Significant accounting judgements, estimates and assumptions

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

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

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are in respect of impairment of non-current assets, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities and fair value measurement.

a) Impairment of financial assets

Trade receivables are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not collectable. Impairment is made on the expected credit loss model, which is the present value of the cash shortfall over the expected life of the financial assets. The impairment provisions for financial assets are based on assumption about the risk of default and expected loss rates. Judgement in making these assumptions and selecting the inputs to the impairment calculation are based on past history, existing market condition as well as forward looking estimates at the end of each reporting period.

b) Impairment of non - financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a Discounted Cash Flow ('DCF') model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the Cash Generating unit ('CGU') being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to disclosure of fair value of investment property recorded by the Company.

c) Useful lives of property, plant and equipment and intangible assets

The Company reviews the useful life of property, plant and equipment and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation/ amortisation expense in future periods.

d) Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note (xii) above.

e) Defined benefit plans

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

f) Claims, Provisions & Contingent Liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

g) Fair value measurement

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

XX. Standard issued but not yet effective

There are no standards that are issued but not yet effective on March 31, 2025.

2. PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

Particulars	Freehold Land	Buildings	Plant and Equipments	Electrical Installation	Furniture and Fixtures	Office Equipments	Computer	Vehicles	Total
Gross Carrying amount									
As at April 1, 2023	47.68	855.46	3,471.31	207.85	160.92	76.64	86.91	47.52	4,954.29
Additions	-	-	131.22	0.21	1.72	3.40	7.38	-	143.93
Disposals	-	(601.58)	(463.81)	-	-	-	(1.16)	(9.12)	(1,075.67)
Balance at March 31, 2024	47.68	253.88	3,138.72	208.06	162.64	80.04	93.13	38.40	4,022.55
As at April 1, 2024	47.68	253.88	3,138.72	208.06	162.64	80.04	93.13	38.40	4,022.55
Additions	-	5.00	133.39	3.21	-	2.97	7.42	30.13	182.11
Disposals	-	-	(398.13)	(1.54)	(145.82)	(61.49)	(79.32)	(26.06)	(712.36)
Balance at March 31, 2025	47.68	258.88	2,873.98	209.72	16.82	21.52	21.23	42.47	3,492.30
Accumulated Depreciation									
As at April 1, 2023	-	286.26	2,038.15	88.57	90.42	47.77	72.07	12.64	2,635.88
Depreciation charge for the year	-	34.50	228.65	17.48	12.20	6.63	17.47	6.79	323.72
Disposals	-	(211.57)	(384.94)	-	-	-	-	(1.59)	(598.10)
Balance at March 31, 2024	-	109.19	1,881.86	106.05	102.62	54.40	89.54	17.83	2,361.50
As at April 1, 2024	-	109.19	1,881.86	106.05	102.62	54.40	89.54	17.83	2,361.50
Depreciation charge for the year	-	15.54	168.40	12.42	10.82	4.69	8.52	1.92	222.31
Disposals	-	-	(185.33)	(1.44)	(130.57)	(49.31)	(109.91)	(7.40)	(483.96)
Balance at March 31, 2025	-	124.73	1,864.93	117.03	(17.12)	9.78	(11.85)	12.35	2,099.85
Net carrying amount									
As at March 31, 2025	47.68	134.15	1,009.05	92.70	33.94	11.73	33.09	30.12	1,392.45
As at March 31, 2024	47.68	144.69	1,256.86	102.01	60.02	25.64	3.59	20.57	1,661.05

2. CAPITAL WORK-IN-PROGRESS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Carrying amount at the beginning of the year	26.70	-
Additions during the year	8.27	26.70
Capitalised during the year	-	-
Carrying amount at the end of the year	34.97	26.70

2. INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	Amount
Software	
Gross Carrying amount	
As at April 1, 2023	120.25
Additions	6.28
Disposals	-
Balance as at March 31, 2024	126.53
Additions	14.44
Disposals	64.73
Balance as at March 31, 2025	76.24

(₹ in Lakhs)

Particulars	Amount
Accumulated Amortisation	
As at April 1, 2023	71.57
Amortisation charge for the year	4.65
Disposals	-
Balance at March 31, 2024	76.22
Amortisation charge for the year	4.48
Disposals	19.29
Balance at March 31, 2025	61.41
Net carrying amount	
As at March 31, 2025	14.83
As at March 31, 2024	50.31

2.1. RIGHT OF USE ASSETS

(₹ in Lakhs)

Particulars	Amount
Office Premises	
Gross Carrying amount	
Balance as at April 1, 2024	551.12
Recognition on transition to Ind AS 116 (Refer Note 41)	-
Additions	511.22
Disposals	511.22
Balance as at March 31, 2025	551.12
Accumulated Amortisation	
Balance as at April 01, 2024	481.74
Depreciation charge for the year	98.22
Disposals and Transfer	(505.92)
Balance as at March 31, 2025	74.04
Net carrying amount	
Balance as at March 31, 2025	477.08
Balance as at March 31, 2024	69.38

The company has adopted Ind AS 116 “Leases” and applied the standard to all lease contracts existing on the date of initial application date, i.e. 1st April, 2019. The company has used the modified retrospective approach for transitioning to Ind AS 116 with right of use asset recognized at an amount equal to the lease liability adjusted for any prepayments/accruals recognized in the balance sheet immediately before the date of initial application. Accordingly, comparatives for the year ended 31st March, 2019 have not been retrospectively adjusted.

The operating leases recorded in the balance sheet following implementation of Ind AS 116 are principally in respect of leasehold land representing right to use as per contracts excluding low value assets and short term leases of 12 months or less.

3. OTHER NON CURRENT FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Deposit with others	150.98	138.41
Electricity deposits	45.19	49.28
Fixed Deposits with Bank	52.68	76.12
TOTAL	248.85	263.81

4. DEFERRED TAX ASSETS (NET)

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Gratuity	53.70	25.66
Provision for Compensated absences	21.98	3.90
Property , Plant and Equipment	(151.14)	(112.13)
Unabsorbed tax losses	287.71	287.71
Others	28.77	79.02
TOTAL	241.02	284.16

5. OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Capital Advance	-	-
Prepaid Expenses	-	6.65
TOTAL	-	6.65

6. INVENTORIES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(Charged by way of hypothecation against borrowings of the Company.)		
Raw Materials and components	1,545.87	1,352.06
Work-in-progress	357.39	803.09
Finished goods	679.66	3,036.94
Stores, Spares and Others	73.34	116.65
(Refer Note No. 1.2 Point No. VII)		
TOTAL	2,656.26	5,308.74

7. TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(Charged by way of hypothecation against borrowings of the Company.)		
Unsecured, considered good	2,521.33	3,416.10
Credit impaired	3.38	9.74
TOTAL	2,524.71	3,425.84
Less: allowance for bad and doubtful debts receivables	(3.38)	(9.74)
TOTAL	2,521.33	3,416.10

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2025						
(i) Undisputed Trade receivables – considered good	2,509.60	1.04	10.69	-	-	2,521.33
As at 31 March 2024						
(i) Undisputed Trade receivables – considered good	3,285.75	69.47	60.88	-	-	3,416.10

8. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with Banks		
On Current Accounts	-	-
Cash on Hand	5.29	6.40
TOTAL	5.29	6.40

9. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Unclaimed Dividend account *	4.48	5.37
Balances with banks to the extent held as margin money	26.27	4.84
Fixed deposits with original maturity for more than 3 months but less than 12 months	-	36.28
TOTAL	30.75	46.49

* Earmarked for payment of unclaimed dividend

10. LOANS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Others		
<u>Loans receivables considered good-Unsecured</u>		
Advance to Staff	4.94	19.95
TOTAL	4.94	19.95

11. OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Interest Accrued But Not Due	1.84	6.87
Interest Receivable	-	41.10
Security Deposits and Other Advances	0.56	5.68
TOTAL	2.40	53.65

12. INCOME TAX ASSETS (NET)

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Income Tax [(Net of Advance tax)]	-	99.53
TOTAL	-	99.53

13. OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Advance other than capital advances		
Prepaid Expenses	20.44	22.56
Balances with Government Authorities	269.48	390.60
Government Grants receivable	182.35	311.14
Other Advances	16.38	67.89
TOTAL	488.65	792.19

14. EQUITY SHARE CAPITAL

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of Shares	(₹ in Lakhs)	Number of Shares	(₹ in Lakhs)
Authorised				
Equity Shares of ₹ 10/- each	2,00,00,000	2,000	2,00,00,000	2,000
TOTAL	2,00,00,000	2,000	2,00,00,000	2,000
Issued, Subscribed and Fully Paid up				
Equity Shares of ₹ 10/- each	58,69,371	586.94	58,69,371	586.94
TOTAL	58,69,371	586.94	58,69,371	586.94

(i) Reconciliation of Number of Equity Shares

(₹ in Lakhs)

Particulars	Number of Shares	Amount
As at the beginning of the year	58,69,371.00	586.94
Add: issued During the Year	-	-
As at end of the year	58,69,371.00	586.94

(ii) Terms/Rights Attached to Equity Shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Details of Shareholders holding more than 5 percent shares equity shares in the Company

Name of Shareholder	As at March 31, 2025		As at March 31, 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
Ananddeep Cotsyn LLP	5,06,984	8.64	4,36,800	7.44
NU Business Venture Private Limited	14,66,755	24.99	14,66,755	24.99
Surplus Finvest Pvt Ltd	5,69,000	9.69	5,69,000	9.69
Tritoma Fashion Lab Pvt. Ltd.	-	-	68,000	1.16
Pradip Kumar Goenka	7,70,147	13.12	7,70,147	13.12
Tilak Pradip Goenka	4,96,102	8.45	4,96,102	8.45

Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date - NIL (PY - NIL)

(iv) Details of Promoter & Promoters group holding equity shares in the Company

Name of Shareholder	As at March 31, 2025		As at March 31, 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
Pradip Kumar Goenka	7,70,147	13.12	7,71,147	13.12
Tilak Pradip Goenka	4,96,102	8.45	4,96,102	8.45
Asha Devi Goenka	3,33,694	5.69	2,61,694	4.46
Ananddeep Cotsyn LLP	5,06,984	8.64	4,36,800	7.44
Jagruti Synthetics Private Limited	94,929	1.62	31,600	0.54

15. OTHER EQUITY

(₹ in Lakhs)

Particulars	Other Equity				Total Other Equity
	Reserves and surplus				
	Securities premium reserve	Capital reserve	General reserve	Retained Earnings	
As at April 1, 2023	731.66	37.00	670.02	1,555.56	2,994.24
Loss for the year	-	-	-	(140.90)	(140.90)
Dividends on equity shares	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Other Comprehensive Income					
Remeasurement of defined benefit obligation (net of tax)	-	-	-	(2.69)	(2.69)
As at March 31, 2024	731.66	37.00	670.02	1,411.97	2,850.65
Loss for the year	-	-	-	119.93	119.93
Dividends on equity shares	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Other Comprehensive Income					
Remeasurement of defined benefit obligation (net of tax)	-	-	-	9.12	9.12
As at March 31, 2025	731.66	37.00	670.02	1,541.02	2,979.70

NON-CURRENT FINANCIAL LIABILITIES

16. BORROWINGS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Secured		
From Bank		
Term Loans	66.93	659.22
Vehicle Loans (Refer Note 16.2)	25.56	8.76
Unsecured		
Inter Corporate Demand Loan	-	104.36
TOTAL	92.49	772.34

16.1 Term Loans from bank amounting of ₹ 415.44 Lakhs sanctioned during the FY 2024-2025 and end on FY 2026-2027. The Same is repayable in 60 Monthly installments of ₹ 18.38 Lakhs each along with interest. The Loan is secured by equitable mortgage of Factory Land and Building and hypothecation of Plant and Equipments.

The rate of interest on the above mentioned Term Loans ranges between 9.00 % p.a to 15 % p.a.

16.2 Vehicle Loan taken from Bank of Baroda amounting of ₹ 29.00 Lakhs was carried interest @ 9.00% sanctioned during the FY 2024-2025 and end on FY 2026-2027. The loan is repayable in 60 instalments of ₹ 0.92 Lakh including the interest, from the proceeding month of the approval letter, the loan is secured by hypothecation of specific vehicle.

17. OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Deposits from Dealers & Agent	-	384.40
TOTAL	-	384.40

18. PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Employee Benefits		
Gratuity (Refer Note 33)	54.09	94.59
Compensated Absence	9.31	14.26
TOTAL	63.40	108.85

CURRENT LIABILITIES

19. INCOME TAX LIABILITIES (NET)

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Income Tax [(Net of Advance tax)]	37.87	-
TOTAL	37.87	-

20. BORROWINGS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Secured		
Loans repayable on demand (Refer Note 19.1)		
From Bank		
Cash credit from bank	1,852.16	2,853.14
Working Capital Demand Loan	-	-
TOTAL	1,852.16	2,853.14

20.1 Cash credit from banks is secured by hypothecation of present and future stock of raw materials, stock in process, finished goods, stores and spares, book debts, outstanding monies, receivable and carries interest @ 9% p.a to 15% p.a and the same is repayable on demand.

21. TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(a) total outstanding dues of micro enterprises and small enterprises (Refer Note 21.1)	65.59	646.99
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	1,520.79	2,243.60
TOTAL	1,586.38	2,890.59

21.1 Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act).

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per the MSMED Act)		
Principal amount due to micro and small enterprise	65.59	646.99
Interest due on above	-	-
(ii) Interest paid by the Company in terms of Section 16 of the MSMED Act, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(iii) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the MSMED Act	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

Dues to Micro and small Enterprises have been determined to the extent such parties have been identified on the basis of the information collected by the management.

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2025						
(i) MSME	65.59	-	-	-	-	65.59
(ii) Others	1,520.79	-	-	-	-	1,520.79
As at 31 March 2024						
(i) MSME	646.99	-	-	-	-	646.99
(ii) Others	2,243.60	-	-	-	-	2,243.60

22. OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Current Maturities of long term borrowings	220.67	412.80
Unclaimed dividend	4.48	5.37
Acceptance	-	169.75
Employee Dues	83.55	93.49
Liabilities towards Incentive & discount	-	585.22
Others Liabilities	90.77	159.65
TOTAL	399.47	1,426.28

23. OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Revenue received in advance		
Advance Received from Customers	17.45	62.60
Others		
Statutory Dues	13.97	25.41
TOTAL	31.42	88.01

24. PROVISION

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Employee Benefits		
Gratuity (Refer to Note No. 33(ii))	2.31	7.35
Compensated Absence	0.63	1.22
TOTAL	2.94	8.57

25. REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Sale of Products	17,186.36	21,060.68
Sales of services (Job charges Received)	507.25	489.88
Other operating revenues	56.65	209.47
TOTAL	17,750.26	21,760.03

(₹ in Lakhs)

Reconciliation of Gross Revenue with the Revenue from Contracts with Customers	Year Ended March 31, 2025	Year Ended March 31, 2024
Gross Revenue	17,750.26	22,369.81
Less: Incentive & Discounts	-	(609.78)
Net Revenue recognised from Contracts with Customers	17,750.26	21,760.03

26. OTHER INCOME

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Interest Income on -		
Bank Deposits	6.91	1.07
Security Deposits	6.60	13.13
Gain on Transfer of Lease	4.04	1.70
Interest on Income Tax Refund	27.73	-
Profit on Sale of Property, Plant and Equipments / Investment Properties	-	487.08
Profit on Sale of Business Transfer	57.31	-
Reversal of Allowance of Doubtful Debts	6.36	8.72
TOTAL	108.95	511.70

27. COST OF MATERIAL CONSUMED

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Inventory at the beginning of the year	4,256.57	1,519.37
Add: purchases	9,245.63	9,824.89
Less : Transfer on account of Slum Sales	(2,645.75)	-
	10,856.45	11,344.26
Less : Inventory at the end of the year	1,545.87	4,256.57
COST OF MATERIAL CONSUMED	9,310.58	7,087.69

28. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Opening Inventories		
Finished goods	372.67	3,321.74
Work-in-Progress	571.07	749.71
TOTAL	943.74	4,071.45
Closing Inventories		
Finished goods	679.66	372.67
Work-in-Progress	357.39	571.07
TOTAL	1,037.05	943.74
TOTAL	(93.31)	3,127.71

29. EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Salaries, Wages and Bonus	1,066.64	1,845.85
Contribution to Provident and Other Funds (Refer Note 33.1)	47.37	202.13
Staff Welfare Expenses	21.31	34.65
TOTAL	1,135.32	2,082.63

30. FINANCE COSTS

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Interest expenses	332.69	674.84
Other borrowing cost	56.05	68.06
TOTAL	388.74	742.90

31. OTHER EXPENSES

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Consumption of stores,spare parts and others	305.49	315.63
Consumption of Packing Materials	73.37	262.12
Power and fuel	512.98	508.12
Job Work Charges	3,425.86	2,767.18
Repairs and Maintenances-Buildings.	0.84	1.19
Repairs and Maintenances-Machinery.	47.17	31.52
Repairs and Maintenances-Others.	109.17	113.66
Travelling and conveyance	58.22	122.17
Brokerage and commission	158.19	273.98
Advertisement and marketing expenses	98.60	177.72
Freight outward charges	164.89	213.21
Rent	93.53	100.11
Lease rent amortization	4.12	5.53
Legal and professional fees	194.36	212.90
Loss on Sale of Property, Plant and Equipments	37.65	1.76
Bad Debts Written Off	-	182.41
Insurance	24.00	42.53
Payment to the auditor (Refer note 31)	8.70	10.27
Miscellaneous expenses	124.01	130.44
TOTAL	5,441.15	5,472.45

32. PAYMENT TO THE AUDITORS

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
(a) Audit Fees	5.00	6.00
(b) For Taxation matters	1.00	1.50
(c) Company Law matters	1.50	1.50
(d) Other services	1.00	1.00
(e) Reimbursement of expenses	0.20	0.27
TOTAL	8.70	10.27

33. Disclosure in respect of Employee Benefits

(i) Defined contribution plans:

The Company has recognized the following amounts in the statement of profit and loss:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Employers' contribution to provident fund	20.63	109.12

Annual Leave Liabilities

The Company records an obligation for compensated absences in the period in which the employee renders the services that increase his entitlement. The scheme is unfunded and liability for the same is recognized on the basis of actuarial valuation carried out by using Projected Unit Credit (PUC).

(ii) Disclosure in respect of defined benefit plans (Gratuity) is as under

The principal assumptions used for the purpose of actuarial valuation were as under:

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Discount rate per annum	7.10%	7.38%
Expected rate of salary increase	4.00%	4.00%
Mortality rate	IALM (20012-14) ultimate, duly modified	IALM (20012-14) ultimate, duly modified

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Withdrawal rates:		
- Upto 30 years	3% to 5%	3% to 5%
- 31 to 44 years	2%	2%
- above 44 years	1%	1%
- Retirement age*	58 Years	58 Years

The Directors, CEO retirement age is 75

(a) Amount recognised in statement of profit and loss in respect of the defined benefit plan are as follows:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Current Service Cost	9.54	12.74
Past Service Cost	-	-
(Gain) / Loss on Settlements	-	-
Reimbursement Service Cost	-	-
Total Service Cost	9.54	12.74
Interest Expense on DBO	5.52	12.65
Interest (Income) on Plan Assets	-	-
Interest (Income) on Reimbursement Rights	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-
Total Net Interest Cost	5.52	12.65
Reimbursement of Other Long Term Benefits	-	-
Defined Benefit Cost included in P & L	15.06	25.38
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	2.23	2.51
Remeasurements - Due to Experience Adjustments	(14.42)	1.11
(Return) on Plan Assets (Excluding Interest Income)	-	-
(Return) on Reimbursement Rights	-	-
Changes in Asset Ceiling / Onerous Liability	-	-
Total Remeasurements in OCI	(12.19)	3.62
Total Defined Benefit Cost recognized in P&L and OCI	2.87	29.00
Discount Rate	7.10%	7.10%
Salary Escalation Rate	4.00%	4.00%

The current service cost and the net interest expense for the year are included in the salaries, wages, bonus, gratuity etc. in note 28 "Employee Benefits expense". The actuarial(gain)/loss on remeasurement of the net defined benefit liability is included in other comprehensive income.

(b) The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit plans is as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Net Defined Benefit Liability / (Asset) at the beginning	101.94	269.77
Defined Benefit Cost included in P & L	15.06	25.38
Total Remeasurements included in OCI	(12.19)	3.62
Net Transfer In / (Out) (Including the effect of any business combination / divestiture)	-	-
Amount recognized due to Plan Combinations	-	-
Employer Contributions	-	-
Employer Direct Benefit Payments	(48.41)	(196.83)
Employer Direct Settlement Payments	-	-
Credit to Reimbursements	-	-
Net Defined Benefit Liability / (Asset) at the end	56.40	101.94

(c) Movements in the fair value of plan assets are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening fair value of plan assets	-	-
Expected return on plan assets	-	-
Employer contribution	48.41	196.83
Remeasurement gains/(losses):	-	-
- Return on plan assets (higher)/lower than discount rate	-	-
Benefits paid	(48.41)	(196.83)
Closing fair value of plan assets	-	-

(d) Movements in the present value of defined benefit obligations are as follows:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Opening defined benefit obligation	101.94	269.77
Current service cost	9.54	12.74
Past service cost *	-	-
Interest cost	5.52	12.65
Remeasurement (gains)/losses:		
- Actuarial (gain)/loss from changes in financial assumptions	2.23	2.51
- Actuarial (gain)/loss from changes in demographic assumptions	-	-
- Actuarial (gain)/loss arising from experience adjustments	(14.42)	1.11
Benefits paid by employer	(48.41)	(196.83)
Benefits paid from plan assets	-	-
Closing defined benefit obligations	56.40	101.94

(e) Sensitivity analysis

Summary of Financial & Demographic Assumptions

Discount Rate, Salary Escalation Rate and Withdrawal Rate are significant actuarial assumptions. The change in the Present Value of Defined Benefit Obligation for a change of 100 Basis Points from the assumed assumption is given below:

Scenario	DBO	Percentage Change
Under Base Scenario	56.40	0.00%
Salary Escalation - Up by 1%	61.09	8.90%
Salary Escalation - Down by 1%	52.30	-7.80%
Withdrawal Rates - Up by 1%	58.22	2.90%
Withdrawal Rates - Down by 1%	54.22	-3.40%
Discount Rates - Up by 1%	51.32	-8.30%
Discount Rates - Down by 1%	62.39	9.70%

(f) Movements in the present value of defined benefit obligations are as follows:

Expected Cash flow for following years:

Year 1	2.31
Year 2	3.30
Year 3	6.72
Year 4	4.84
Year 5	2.54
Year 6 to 10	32.36

The weighted average duration of the defined benefit obligation is 8.68

(g) The average expected future working life of members of the defined benefit obligation as at March 31, 2025 is 16.00 years (as at March 31, 2024: 21.00 years)

(h) Best Estimate of Contribution during the next year

The Best Estimate Contribution for the Company during the next year would be ₹ 56.40 Lakhs

- 1) The Company has a defined benefit gratuity plan in India. The company's defined benefit gratuity plan is a final salary plan for employees. Gratuity is paid from company as and when it becomes due and is paid as company's scheme for Gratuity.
- 2) Gratuity is a defined benefit plan and company is exposed to the following risks:

Interest Risk Interest rate risk: A fall in the discount rate which is linked to the Government Securities Rate will increase the present value of the liability requiring higher provision.

Salary Risk The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability

Investment Risk The present value of defined benefit plan liability calculated using a discount rate which is determined by reference to market yields as at the end of the reporting period on government bonds. If the return on plan assets is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

Assets Liability Matching Risk The plan faces the ALM risk as to the matching cash flow. Company has to manage pay-out based on pay as you go basis from own funds.

Mortality Risk Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Concentration Risk Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.

34. EARNINGS PER SHARE

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
(i) Profit after taxes as per statement of profit and loss attributed to equity shareholders (₹ in Lakhs)	119.93	(140.90)
(ii) Weighted Average Number of equity shares used as denominator for calculation of EPS	58,69,371	58,69,371
Weighted Average Number of equity shares (including dilutive shares) used as denominator for calculation of DPS	58,69,371	58,69,371
(iii) Basic Earning per share	2.04	(2.40)
(iv) Diluted Earning per share	2.04	(2.40)
(v) Face value per equity share	10.00	10.00

35. CONTINGENT LIABILITIES AND OTHER COMMITMENTS

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Contingent Liabilities		
a) Claims against the Company not acknowledged as debt	1,100.43	1,100.43
b) Bank Guarantees	35.09	35.09
c) Bonus Payable (As Per Revised Bonus Act)	-	-
	35.09	1,135.52
Commitments		
a) Other commitments - pending obligation under EPCG scheme	37.30	37.30
	37.30	37.30
TOTAL	72.39	1,172.82

36. Disclosure in respect of Related Party Disclosures as per Ind AS 24

As Per Indian Accounting Standard (Ind AS 24), the disclosures of the transactions with the related parties as defined in the Accounting Standard are given below

(i) List of Related Parties where control exists and related parties with whom transactions have taken place and relationship:

List of Related Parties		Relationship
1	NU Business Venture Private Limited	Enterprises having significant influence in the Company
2	Jagruti Synthetics Pvt Limited	Other Related Parties (Enterprises-KMP having significant influence/Owned by Major Shareholders)
3	Mr. Pradip Kumar Goenka (Chairman & Executive Director)	Key Management Personnel (KMP)
4	Mr. Tilak Pradip Goenka (Managing Director)	
5	Mr. Rahul Mehta (Non-Executive Director)	
6	Mr. Amit Somani (Non-Executive Director)	
7	Mr. Aryan Kejriwal (Non-Executive Director)	
8	Mrs. Bindu Shah (Non-Executive Director)	
9	Mr. Narendra Joshi (Chief Financial Officer)*	
10	Mr. Jagdish Dave (Chief Financial Officer)#	
11	Mr. Siddhant Singh (Company Secretary)	

(ii) Related Party Transactions

(₹ in Lakhs)

Particulars		Transaction during the year		Outstanding Balance 31 st March 2025		Outstanding Balance 31 st March 2024	
		March 31, 2025	March 31, 2024	Receivable	Payable	Receivable	Payable
a) Sales of Products							
	Jagruti Synthetics Pvt Limited	17.75	15.99	-	-	1.00	-
b) Purchase of Yarn / Job Charges							
	Jagruti Synthetics Limited	796.72	881.51	-	-	-	153.21
d) Rent Expenses							
	Jagruti Synthetics Pvt Limited	75.60	89.21	-	-	-	-
	Mrs. Jyoti Kumat	0.94	5.64	-	-	-	-
	Ananddeep Cotsyn LLP	9.00	-	-	-	-	-
	Mr. Pradip Kumar Goenka	9.91	9.00	-	-	-	-
	Mr. Tilak Goenka	9.91	9.00	-	-	-	-
e) Managerial Remuneration							
	Mr. Pradip Kumar Goenka	55.34	54.00	-	-	-	-
	Mr. Tilak Goenka	62.47	46.00	-	-	-	-
f) Salary							
	Mr. Abhay Kumat	15.68	94.10	-	-	-	3.86
	Mr. Abhas Kumat	5.35	32.12	-	-	-	1.28
i) Rent Deposit							
	Mr. Pradip Kumar Goenka	-	-	3.00	-	3.00	-
	Ananddeep Cotsyn LLP	-	-	25.00	-	-	-
	Jagruti Synthetics Pvt Limited	-	-	40.00	-	40.00	-
	Mr. Tilak Goenka	-	-	3.00	-	3.00	-

(iii) Directors Sitting Fees

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Mr. Rahul Mehta	0.80	1.60
Mr. Neha Agarwal	0.13	-
Mrs. Bindu Shah	1.20	1.60
Mr. Amit Somani	1.20	1.60
Mr. Aryan Kejriwal	0.30	0.60
Total	3.63	5.40

37. Disclosure in respect of Operating Segments as per Ind AS 108

The company is engaged in manufacturing (in house and outsourced) fabrics, ready to wear garments, considering the overall nature, the management is of the opinion that the entire operation of the company falls under one segment i.e. Textiles and as such there is no separate reportable segment for the purpose of disclosure as required under Indian Accounting Standards (Ins AS 108) - Operating Segments.

38. Disclosure in respect of operating leases as per Ind AS 116 'Leases'

This note provides the information for lease and right to use where the company is a lessee.

Following are the changes in the carrying value of right of use assets:

(₹ in Lakhs)

As at April 01, 2024	Office Premises	Total
Gross carrying amount		
Opening gross carrying amount	551.12	551.12
Additions	511.22	511.22
Disposals and transfers	(551.12)	(551.12)
Closing gross carrying amount	511.22	511.22
Accumulated depreciation		
Opening accumulated depreciation	481.74	481.74
Depreciation charged	103.52	103.52
Disposals and transfers	(551.12)	(551.12)
Closing accumulated depreciation	34.14	34.14
Net carrying amount as at March 31, 2025	477.08	477.08

The aggregate depreciation expense on ROU assets is included under depreciation and amortization in the statement of profit and loss. The weighted average lessee's incremental borrowing rate applied to the lease liabilities is 11.00 %.

Following are the changes in the carrying value of Lease Liability:

(₹ in Lakhs)

Particulars	As at 31 March 2025
Balance as at beginning	135.34
Additions	511.22
Finance cost accrued during the year	-
Deletions	(46.46)
Payment of lease liabilities	114.05
Balance as at end	486.05
Non- Current	340.88
Current	145.17

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

(₹ in Lakhs)

Particulars	As at 31 March 2025
Less than one year	145.17
One to five years	340.88
More than five years	-
TOTAL	486.05

Rental expense recorded for short-term leases was ₹ 228.73 Lakhs and ₹ 180.28 Lakhs for the year ended March 31, 2025 and March 31, 2024 respectively. There are no rental expense recorded for low-value assets or for any of variable lease payments for any of the reporting year.

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

39. FAIR VALUE MEASUREMENTS

i. Categorywise classification of Financial Instruments

(₹ in Lakhs)

Particulars	Carrying Amount	
	March 31, 2025	March 31, 2024
FINANCIAL ASSETS		
Amortised cost		
Other Non Current Financial Assets	248.85	263.81
Current		
Trade Receivables	2,521.33	3,416.10
Cash and Cash Equivalents	5.29	6.40
Bank Balances other than above	30.75	46.49
Loans	4.94	19.95
Other Financial Assets	2.40	53.65
Total	2,813.56	3,806.40

(₹ in Lakhs)

Particulars	Carrying Amount	
	March 31, 2025	March 31, 2024
FINANCIAL LIABILITIES		
Amortised cost		
Non Current		
Borrowings	92.49	772.34
Lease Liability	486.05	-
Other Financial Liabilities	-	384.40
Current		
Borrowings	1,852.16	2,853.14
Lease Liability	-	135.34
Trade Payables	1,586.38	2,890.59
Other financial liabilities	399.47	1,426.28
Total	4,416.55	8,462.09

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3.

iii. Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

iv. Valuation processes

The accounts and finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee. Discussions of valuation processes and results are held between the CFO, AC and the valuation team regularly in line with the company's reporting requirements.

40. INCOME TAX EXPENSES

(₹ in Lakhs)

Particulars	For year Ended March 31, 2025	For year Ended March 31, 2024
(a) Income tax Expenses	-	-
(b) Deferred tax	40.07	(36.22)
Total Tax Expenses	40.07	(36.22)

(b) Reconciliation of tax Expenses and Accounting Profits

(₹ in Lakhs)

Particulars	For year Ended March 31, 2025	For year Ended March 31, 2024
Profit / (Loss) for the year	160.00	(177.12)
Tax Rates	25.168%	25.168%
Income tax expense calculated	40.27	(44.58)
(ii) Impact of adoption of new Tax regime U/s 115 BAA on Deferred Tax Liabilities	-	-
(iii) Tax adjustment for earlier year	-	-
(iv) Others	(0.20)	8.36
Income Tax Expense	40.07	(36.22)

(c) Deferred Tax Movements

Major Components of Deferred tax Movements arising on account of timing difference are as follows

(₹ in Lakhs)

Particulars	Provision for gratuity	Provision for Compensated absences	Property, Plant and Equipment	Unabsorbed tax losses	Others	Total
As at March 31, 2023	67.90	24.48	(158.96)	287.71	25.89	247.02
(Charged)/credited to:	-	-	-	-	-	-
Profit or loss	42.24	20.58	-46.83	-	-53.13	(37.14)
Other comprehensive income	-	-	-	-	-	-
As at March 31, 2024	25.66	3.90	(112.13)	287.71	79.02	284.16
(Charged)/credited to:	-	-	-	-	-	-
Profit or loss	(28.04)	(18.08)	39.01	-	50.25	43.14
Other comprehensive income	-	-	-	-	-	-
As at March 31, 2025	53.70	21.98	(151.14)	287.71	28.77	241.02

41. Financial Risk Management

Risk Management Framework

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the managing board.

41.1 Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including loans and borrowings, foreign currency receivables and payables.

The Company manages market risk through treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures and borrowing strategies.

41.1.1 Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk as at the respective reporting dates.

Sensitivity

Variable interest rate loans are exposed to Interest rate risk, the impact on profit or loss before tax may be as follows:

(₹ in Lakhs)

Particulars	Impact on Profit before tax	
	As at March 31, 2025	As at March 31, 2024
Interest rate - increase by 100 basis points (100 bps)*	(21.65)	(40.38)
Interest rate - decrease by 100 basis points (100 bps)*	21.65	40.38

* Holding all other variable constant

41.1.2 Foreign Currency Risk

The Company's exposure to exchange fluctuation risk is very limited for its purchase from overseas suppliers in various foreign currencies. Foreign Currency Risk is risk that fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchanges rates. The Company entered into forward exchanges contract average maturity of 90-180 days to hedge against its foreign currency exposures relating to underlying liabilities firm commitments. The Company has not entered into any Derivatives instruments for trading and speculative purposes.

There is no foreign currency exposure during the year (P.Y. NIL).

41.2 Credit Risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹ 2521.33 lakhs and ₹ 3416.10 lakhs as of March 31, 2025 and March 31, 2024 respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors and the Company's historical experience for customers.

The average credit period on sale of goods is 90 to 180 days.

Trade Receivables

a) Ageing

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
0-180 days	2,505.98	3,285.74
More than 180 days	15.35	130.36
Total	2,521.33	3,416.10

Credit risk on cash and cash equivalents is limited as we generally invest in deposits with banks with high credit ratings assigned by international and domestic credit rating agencies.

(₹ in Lakhs)

Movement in expected credit loss allowance on trade receivables	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	9.74	18.46
Add/(Less): Provision	(6.36)	(8.72)
Balance at the end of the year	3.38	9.74

41.3 Liquidity Risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

As of 31st March 2025, The Company had a working capital of ₹ 1471.25 Lakhs including cash and cash equivalent of ₹ 5.29 Lakhs.

As of 31st March 2024, The Company had a working capital of ₹ 2654.39 Lakhs including cash and cash equivalent of ₹ 11.24 Lakhs.

41.3.1 Maturities of Financial Liabilities

The table below analyse the Company's financial liabilities into relevant maturity grouping based on their contractual maturities. The amount disclosed in the tables are contractual undiscovered cash flow.

(₹ in Lakhs)

Particulars	Less than 1 year	Between 1 Year to 5 Year	Over 5 Year	Total
As 31 March 2025				
Borrowings	2,072.83	92.49	-	2,165.32
Lease Liability	-	486.05	-	486.05
Trade Payables	1,586.38	-	-	1,586.38
Other Financial Liabilities	178.80	-	-	178.80
As 31 March 2024				
Borrowings	3,265.94	772.34	-	4,038.28
Lease Liability	135.34	-	-	135.34
Trade Payables	2,890.59	-	-	2,890.59
Other Financial Liabilities	1,013.48	384.40	-	1,397.88

41.4 Capital Management

The Company manages its capital to ensure that Company will be able to continue as going concern while maximizing the return to shareholders by striking a balance between debt and equity. The capital structure of the Company consists of net debts (offset by cash and bank balances) and equity of the Company (Comprising issued capital, reserves, retained earnings).

The Company is not subject to any externally imposed capital requirements except financial covenants agreed with lenders. In order to optimize capital allocation, the review of capital employed is done considering the amount of capital required to fund capacity expansion, increased working capital commensurate with increase in size of business and also fund investments in new ventures which will drive future growth. The Chief Financial Officer ("CFO") reviews the capital structure of the Company on a regular basis. As part of this review, the CFO considers the cost of capital and the risks associated with each class of capital.

(₹ in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Total borrowings	2,165.32	4,038.28
Less : Cash and cash equivalents	(31.57)	(11.24)
Adjusted net debt	2,133.75	4,027.04
Total equity	3,566.64	3,437.59
Adjusted equity	3,566.64	3,437.59
Adjusted net debt to adjusted equity ratio	0.60	1.17

42. RATIO ANALYSIS

Sr No.	Ratio	Formula	As at March 31, 2025	As at March 31, 2024	% Changes	Reason for variance
			Ratio			
1	Current Ratio	Current Assets / Current Liabilities	1.47	1.30	13.17%	Refer Note (a)
2	Debt Equity Ratio	Long term debt / Equity Shareholder's Fund	0.03	0.22	-88.46%	Refer Note (b)
3	Debt Service Coverage Ratio	Net Operating Income / Total Debt Services	0.10	(0.16)	-163.76%	
4	Return on Equity Ratio	Net Income / Shareholder's Equity	0.03	(0.04)	-182.21%	
5	Inventory turnover ratio	Cost of goods sold / Average inventory	2.40	1.85	29.46%	
6	Trade Receivables turnover ratio	Net Annual Credit Sales / Average Accounts Receivables	5.98	5.17	15.65%	
7	Trade payables turnover ratio	Net Annual Credit Purchases / Average Accounts Payable	4.13	3.23	27.87%	
8	Net capital turnover ratio	Net Annual Sales / Shareholder's Equity	8.70	8.28	5.12%	
9	Net profit ratio	Net Profit' / Revenue	0.67%	-0.63%	-206.15%	
10	Return on Capital employed	EBIT / Capital Employed*	0.13	0.12	7.42%	
11	Return on investment	1) Net Return on Investment / Cost of Investment ×100%	0.00%	0.00%	-	

Notes :

- The decrease in current assets and current liabilities aligns with the reduced level of business activities during the year.
- During the year, the company's situation has deteriorated, resulting in reduced cash flows and profitability compared to the previous year. Consequently, all ratios related to cash flows, revenue, and profitability have declined compared to the previous year.

43. Government Grant Receivable of ₹ 182.35 Lakhs under Gujarat Apparel Policy 2017.

44. Other statutory information

- The Company does not have any benami property, where any proceeding have been initiated or pending against the company for holding any benami property.
- There were borrowings by the company from Banks or Financial Institution against the current assets. The quarterly statements submitted have been in line with financial statement.
- The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
- The Company does not fall under the eligibility Criteria of Section -135 of Companies Act, 2013(CSR)
- The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.)
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

- ix) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - a) 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
 - b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- x) There were no transaction during a year with struck off Company.
- xi) Previous year's figures have been regrouped/rearranged wherever considered necessary to make them comparable with current year's figure.

45. Audit Trail

Enhancing Accountability and Transparency: Implementation of Audit Trail

The company had implemented an audit trail system within our company's software which has impact on books of accounts with effect from [FY 2023]. This implementation underscores our commitment to transparency, accountability, and data integrity. Audit trail has been implemented for all transactions recorded in the software throughout the year.

By capturing and documenting critical events and activities within our systems, we ensure a comprehensive record that enhances security, facilitates compliance, and supports effective decision-making.

In addition, audit trail data is preserved in the system as per statutory requirement for record retention. The company's dedication to maintain a robust audit trail reflects ongoing efforts to uphold the highest standards of governance and security across all aspects of business operations.

Backup Schedule and Data Preservation:

The company is following a backup schedule and data preservation protocol within the organization. The company's backup schedule entails frequent and systematic backups of critical data assets to safeguard against potential data loss or corruption. This proactive approach ensures that valuable information remains protected and accessible in the event of unforeseen circumstances. The Backup for the accounting software Tally ERP is done on a daily basis and preserved at Disaster Recovery (DR) site located at HO Mumbai.

As per our Report of even date.

For **DMKH & Co.**

Chartered Accountants

ICAI FRN No. 116886W

For and on behalf of the Board

Anant Nyatee

Partner

Membership No. 447848

Pradip Kumar Goenka

Chairman & Executive Director

DIN No. 00516381

Tilak Pradip Goenka

Managing Director

DIN No. 00516464

Date : May 20th, 2025

Mumbai

Narendra J Joshi

Chief Financial Officer

Siddhant Singh

Company Secretary



KAMADGIRI FASHION LIMITED

Manufacturers of Fabric & Apparel



Apparel

- 5 million pieces p. a
- Woven apparel
- Casual shirts, Formal shirts, Dress pants, Chinos





Kamadgiri Fashion Limited

CIN: L17120MH1987PLC042424

Registered Office:

202, Rajan House, 2nd Floor,
Appa Saheb Marathe Marg,
Prabhadevi, Mumbai - 400025

Tel. No.: (+91 22) 6666 2904

Website: www.kflindia.com



KAMADGIRI FASHION LIMITED

CIN: L17120MH1987PLC042424

Registered Office: 202, Rajan House, 2nd Floor, Appa Saheb Marathe Marg, Prabhadevi, Mumbai - 400025

Tel. No.: (+91 22) 69433000

Website: www.kflindia.com | E-mail: cs@kflindia.com

NOTICE

NOTICE is hereby given that the 38th (Thirty Eighth) Annual General Meeting of the members of Kamadgiri Fashion Limited will be held on Thursday, 21st August, 2025 at 11.00 AM (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') 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 Board of Directors and Auditors thereon.

To consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board and Independent Auditors thereon and other Annexures and attachment therewith, as circulated to the members be and are hereby received, considered, approved and adopted."

2. To appoint a director in place of Mr. Pradip Kumar Goenka (DIN: 00516381), Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

To consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Pradip Kumar Goenka (DIN: 00516381) who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation."

3. To re-appoint the Statutory Auditors of the Company, and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Board, M/s. DMKH & Co., Chartered Accountants (Firm Registration No.116886W) be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office for a period of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 43th Annual General Meeting of the Company to be held in the financial year 2030-2031, at such remuneration as may be determined by the Board in consultation with the auditors in addition to reimbursement of all out-of pocket expenses to be incurred by them in connection with the audit.

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

Special Business

4. Ratification of Remuneration payable to Cost Auditors for the financial year ending March 31, 2025

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors, Ms. Ketki D. Visariya, Cost Accountant, appointed by the Board of Directors of the Company, to conduct the audit of the cost records maintained by the Company in respect of textiles products for the financial year ending March 31, 2025 on a remuneration of ₹ 0.75 Lakh excluding applicable taxes thereon and other out of pocket expenses, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Approval for appointment of HD & Associates as Secretarial Auditor of the Company:

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration

of Managerial Personnel) Rules, 2014 and SEBI FAQ issued on April 23 2025, and upon recommendation of the Audit Committee and the Board of Directors, the appointment of HD & Associates, a Peer Reviewed Firm of Company Secretaries in Practice, having Registration No. S2018MH634200, as the Secretarial Auditor of the Company, for a period of five years i.e. to hold office from the conclusion of 38th Annual General Meeting of the Company till the conclusion of 43rd Annual General Meeting of the Company, be and is hereby approved to conduct the Secretarial Audit of the Company for a period of five consecutive financial years (i.e. from FY 2025-26 to FY 2029-30), in compliance with applicable laws.”.

“FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to fix the remuneration and other terms and conditions for the Secretarial Auditor, as may be mutually agreed upon between the Company and M/s Kala Agarwal, and to do all such acts, deeds, and things as may be necessary or incidental to the appointment of M/ of HD & Associates as Secretarial Auditor for the term of five years.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. Regularize the Appointment of Mr. Abhishek Agarwal as a Non- Executive independent Director:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (hereinafter referred to as “the Act”) (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Abhishek Agarwal (DIN: 11194248) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 15th July, 2025, pursuant to Section 161 of the Act and who holds office upto the date of this Annual General Meeting of the Company and in respect of whom, the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company and who is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as a Non-Executive & Independent Director of the Company, on the Board of the Company to hold office for a term upto 5 (five) consecutive years from the date of appointment i.e. 15th July, 2025 to 14th July, 2025, not liable to retire by rotation,

RESOLVED FURTHER THAT the Board of Directors or any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be deemed necessary to give effect to this resolution.”

Registered Office:
202/ 2nd Floor, Rajan House,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai, India, 400025

By order of the Board of Directors
For Kamadgiri Fashion Limited

Sd/-
Siddhant Singh

Date: 15th July, 2025
Place: Mumbai

Company Secretary Cum Compliance Officer
ACS 40488

NOTES:

The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 38th Annual General Meeting (“Meeting” or “AGM”) of the Company is being held through VC / OAVM on Thursday, 21st August, 2025 at 11.00 AM (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company.

2. Normally- pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. since this AGM is being held pursuant to MCA circulars and SEBI circular through VC / OAVM, physical attendance of members has been dispensed with. accordingly, the facility for the appointment of proxies by the members will not be available for the AGM and hence the proxy form, attendance slip and route map are not annexed to the notice.
3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 issued by the ICSI, the proceedings of the AGM through VC / OAVM shall be deemed to be conducted at the Registered Office of the Company at 202/ 2nd Floor, Rajan House, Appasaheb Marathe Marg, Prabhadevi, Mumbai, Maharashtra, India, 400025.

4. In compliance with the aforesaid MCA circulars and SEBI circular Notice of the AGM along with Annual Report 2024-25 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and the Annual Report 2024-25 will also be available on the Company's website i.e. <https://www.kflindia.com/>, websites of the stock exchanges i.e. BSE Limited at www.bseindia.com and on the website of MUFG Intime India Pvt. Ltd. i.e <https://instavote.linkintime.co.in/>.
5. The Explanatory Statement pursuant to Section 102(1) of the Act in respect of item nos.3 & 4 of the Notice set out above, is hereto annexed.
6. Members are requested to send all their documents and communications pertaining to shares to MUFG Intime India Pvt. Ltd ('LIPL'), Share Transfer Agent of the Company at their address at C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083 (Maharashtra) Telephone No. 022 - 4918 6000, Fax No. 022 - 4918 6060 for both physical and demat segments of Equity Shares. Please quote on all such correspondence: "Unit – Kamadgiri Fashion Limited." For Shareholders queries : Telephone No. : 022 – 4918 6270 Email ID : rnt.helpdesk@linkintime.co.in.
7. The Register of Members and Transfer Books of the Company in respect of the Equity Shares of the Company will remain closed from Friday, 15th August, 2025 to Thursday, 21st August, 2025, both days inclusive.
8. Pursuant to the provisions of Sections 124 and 125 of the Act, the dividends for the financial year ended 31st March, 2016 and thereafter, which remain unpaid or unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund ('IEPF') constituted by the Central Government. Members, who have not encashed their dividend warrant(s) for the financial year ended 31st March, 2016 or any subsequent financial year(s) are requested to claim such amount from the Secretarial Department of the Company or from Share Transfer Agent. The unclaimed dividend amount for the financial year ended 31st March, 2016 to IEPF of the Central Government transferred.
9. Pursuant to Rule 5(8) of Investor Education and Protection Fund Authority (Accounts, Audit, Transfer and Refund) Rules, 2016, ('IEPF Rules') the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on 03rd September, 2024 (the date of the last Annual General Meeting) on the website of the Company www.kflindia.com/ and also on the website of the Ministry of Corporate Affairs.
10. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated 16th March, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 dated 03rd November, 2021 and 14th December, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank Account details and specimen Signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after 01st October, 2023, shall be frozen by the RTA. The security holder(s) whose folio(s) frozen shall be eligible:
 - i. To lodge any grievance or avail of any service request from RTA, only after furnishing the complete documents/ details as mentioned above;
 - ii. To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode w.e.f. 01st April, 2024) only after compliance with the above stated requirements.

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on Company's website i.e. www.kflindia.com. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has dispatched a letter to the Members holding shares in physical form in relation to the above referred SEBI Circular vide letter dated 29th May, 2023. Members who hold shares in Dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31st December, 2025, the Share Transfer Agent / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. SEBI has made it mandatory for all companies to use the bank account details furnished by the Shareholders / Depositories for depositing of dividends.
12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ('DP') in case the shares are held by them in electronic form and with LIPL in case the shares are held by them in physical form.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, any requests for transfer, transmission or transposition of securities of the Companies shall be effected only in dematerialized form. To eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Share Transfer Agent for assistance in this regard.

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code etc., to their DPs in case the shares are held by them in electronic form and to LIIP in case the shares are held by them in physical form.
16. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. Members seeking any information about the financial statements or any matter to be placed at the AGM are requested to write to the Company on or before Saturday, 16th August, 2025, through e-mail on cs@kflindia.com. The same will be replied by the Company suitably.

GENERAL INFORMATION AND INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- b) Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab

- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG Intime/ Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non –Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide 'D' above*

***Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

❖ Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

❖ Enter Image Verification (CAPTCHA) Code

❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on "**Login**" under 'SHARE HOLDER' tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit"

d) Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".

B. Select 'View' icon.

C. E-voting page will appear.

D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

a) Visit URL: <https://instavote.linkintime.co.in>

b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

b) Click on "**Investor Mapping**" tab under the Menu Section

c) Map the Investor with the following details:

A. 'Investor ID' –

i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.

B. 'Investor's Name - Enter Investor's Name as updated with DP.

- C. 'Investor PAN' - Enter your 10-digit PAN.
- D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.
**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Votes Entry**" tab under the Menu section.
- c) Enter the "**Event No.**" for which you want to cast vote.
 Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "**16-digit Demat Account No.**" for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.
 A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select "**View**" icon for "**Company's Name / Event number**".
- d) E-voting page will appear.
- e) Download sample vote file from "**Download Sample Vote File**" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
 (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Registered Office:

202/ 2nd Floor, Rajan House,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai, India, 400025

By order of the Board of Directors
For Kamadgiri Fashion Limited

Date: 15th July, 2025
Place: Mumbai

Sd/-
Siddhant Singh
Company Secretary Cum Compliance Officer
ACS 40488

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 3 : To re-appoint the Statutory Auditors of the Company, and to fix their remuneration

The incumbent auditor M/s. DMKH & Co., Chartered Accountants, having Firm Registration No. FRN-116886W were appointed u/s 139 as Statutory Auditors of the Company in the financial year 2020-21 to hold office from the conclusion of the 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting to be held in the financial year 2025-26.

In view of the same, the Company needs to re-appoint them as the Statutory Auditors of the Company in the ensuing Annual General Meeting of the Company for the period of 5 years i.e. from the conclusion of 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company.

Further, the Company has received consent and eligibility certificate from M/s DMKH & Co, Chartered Accountants, having Firm Registration No. FRN-116886W, to the effect that their appointment, if made, would be in accordance with the Companies Act, 2013 and the Rules framed there under and that they satisfy the criteria provided in section 141 of the Companies Act, 2013. The Members are requested to consider the re-appointment of M/s DMKH & Co, Chartered Accountants, for the office of the Statutory Auditors of the Company to hold the office from the conclusion of the 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting.

No Director and Key Managerial Personnel of the Company nor their respective relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out at Item no. 3 for the approval by the shareholders of the Company

Annexure I

PARTICULAR OF STATUTORY AUDITOR

Sr. No.	Particulars	Disclosure
1	Reason for Appointment	The First term of office of M/s DMKH & Co., Chartered Accountants, Statutory Auditors of the Company, will expire on the conclusion of the ensuing 38 th Annual General Meeting of the Company. The Board of Directors of the Company at its meeting held on July 15, 2025, have approved and recommended the appointment of M/s DMKH & Co, Chartered Accountants, as the statutory Auditors of the Company for the Second term of 5 (Five) consecutive years.
2	Date & term of appointment	Subject to the approval of the Shareholders, the Second term of M/s DMKH & Co, Chartered Accountants, as the statutory Auditors of the Company, for a period of five consecutive years shall commence from the conclusion of the ensuing 38 th Annual General Meeting of the Company till the conclusion of the 43 rd Annual General Meeting of the Company
3	Brief profile (in case of appointment)	DMKH is a firm of Chartered Accountants based Mumbai found by Mr. Durgesh Kumar Kabra Fellow Member of the Institute of Chartered Accountants of India and an Insolvency Practitioner in the year. DMKH has 15 partners and team of more than 150 professionals. DMKH provides a whole range of services including Audit & Assurance, Direct and Indirect Taxation, Internal Controls Review & Audit, Financial and Management Consultancy, Risk Advisory, Mergers & Acquisitions and Business Valuations. DMKH has its branch networks in major cities like Bhilwara, Gandhinagar, Ankleshwar, Jaipur, Surat, Udaipur, Pune, New Delhi. Their Head office is situated at 803-804, Ashok Heights, Nicco Circle, Near Bhuta School, Old Nagardas X Road, Gundavali Andheri (East), Mumbai – 400069.
4	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable

Item No. 4 : Ratification of Remuneration payable to Cost Auditors for the financial year ending March 31, 2025

The Board on the recommendation of the Audit Committee has approved the appointment of Ms. Ketki D. Visariya, Cost Accountant, Mumbai as Cost Auditor for the financial year ending March 31, 2025 at a remuneration of Rs. 0.75 lakh excluding applicable taxes thereon and other out of pocket expenses.

Pursuant to provisions of Section 148 of the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders. Accordingly, the consent of the shareholders is sought for passing a resolution as set out at Item no 3 for ratification of appointment and payment of remuneration payable to the Cost Auditor.

No Director and Key Managerial Personnel of the Company nor their respective relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out at Item no. 4 for the approval by the shareholders of the Company

Item No. 5. Approval for appointment of HD & Associates as Secretarial Auditor of the Company

Background & Rationale for Appointment:

Pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company is required to annex a Secretarial Audit Report issued by a qualified Peer Reviewed Company Secretary in Practice to its Annual Report. In light of the amendments notified by SEBI effective from April 1, 2025, regarding the eligibility, tenure, and disqualifications of Secretarial Auditors, it is imperative for the Company to comply with the revised regulatory framework.

On the recommendation of the Audit Committee, the Board of Directors proposes the appointment of M/s. HD and Associates, a Practicing Company Secretaries firm, as Secretarial Auditor of the Company for a term of five consecutive financial years, i.e. from FY 2025-26 to FY 2029-30, to hold office from the conclusion of the 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company.

2. Eligibility & Qualifications of the Secretarial Auditor

I. Peer Reviewed Firm

M/s. HD and Associates is a Peer Reviewed Firm, holding a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI) and is compliant with regulatory and governance standards.

II. Qualified & Experienced Professionals

The firm consists of a team of experienced professionals with domain expertise in corporate laws, governance matters, and SEBI Regulations, and has a robust track record in conducting Secretarial Audits for listed entities.

III. No Disqualifications

The proposed firm meets all the criteria laid out under Regulation 24A(1A) of the SEBI Listing Regulations and Annexure-2 of SEBI Circular SEBI/HO/CFD-POD-2/CIR/P/2024/185 dated December 31, 2024, specifically:

- Independent of Kamadgiri Fashion Limited, its promoters, directors, and KMPs.
- Neither the firm nor its partners hold securities in, have financial indebtedness with, or offer guarantees to the Company or its group entities beyond the permitted thresholds.
- No disqualified business relationships exist other than permitted professional engagements.
- No relative of the firm's partners is a Director or KMP in Kamadgiri Fashion Limited.
- The firm and its partners comply with the 15 audit engagements per partner limit.
- No past convictions for fraud, nor involvement in rendering prohibited services.

3. Tenure & SEBI Compliance

In line with Regulation 24A(1)(b), the firm may be appointed for two terms of five years each. The proposed appointment represents the first term of five years and is fully compliant with tenure limits prescribed under SEBI regulations.

4. Independence & Prohibited Services

As per Regulation 24A(1B) and Annexure-3 of the above SEBI Circular, the Secretarial Auditor is prohibited from rendering services such as internal audit, compliance systems design, investment advisory, investment banking, outsourced compliance, management services, or any other services that may impair independence.

M/s. HD and Associates has provided a written confirmation that none of the prohibited services are being rendered to the Company or its group entities.

5. Audit Committee & Board Recommendation

The Audit Committee and the Board of Directors have evaluated the qualifications, experience, regulatory standing, and independence of M/s. HD and Associates and recommend their appointment as Secretarial Auditor for a term of five years.

6. Financial Implications & Shareholders' Approval

- The remuneration payable will be mutually agreed upon between the Audit Committee/Board and the firm, within the limits approved by the Members.
- The Board recommends passing an Ordinary Resolution as set out in Item No. 4 of the Notice.
- None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested in the resolution.

No Director and Key Managerial Personnel of the Company nor their respective relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out at Item no. 5 for the approval by the shareholders of the Company.

Item No. 6. Regularize the appointment of Mr. Abhishek Agarwal as an Independent Director

The Board of Directors of the Company at their meeting held on July 15th, 2025, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Abhishek Agarwal (DIN: 11194248), as an Additional Director (Category: Non-Executive & Independent) of the Company. However, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

In terms of provisions of Section 149, 150, 152 read with schedule IV and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (hereinafter referred to as "the Act") (including any statutory modifications or re-enactment thereof for the time being in force), the Board of Directors at their meeting held on July 30th, 2024 further recommended appointment of Mr. Abhishek Agarwal as an Independent Director, not liable to retire by rotation, to hold office for 5 (Five) consecutive years for a term up to the conclusion of Annual General Meeting of the Company for the financial year 2030.

The Company has received the consent and requisite declarations from Mr. Abhishek Agarwal as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 {1(b)} of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Accordingly, the Board recommends the resolution as set out at Item No. 06 of this Notice for approval of the Members of the Company as a Ordinary Resolution.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Abhishek Agarwal including his profile and specific areas of expertise are given in this Annual General Meeting Notice as "Annexure".

Except Mr. Abhishek Agarwal and his relatives, no other director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Registered Office:
202/ 2nd Floor, Rajan House,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai, India, 400025

Date: 15th July, 2025
Place: Mumbai

By order of the Board of Directors
For Kamadgiri Fashion Limited

Sd/-
Siddhant Singh
Company Secretary Cum Compliance Officer
ACS 40488

Additional Details of Directors seeking re-appointment at the 38th Annual General Meeting [Pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS – 2 (Secretarial Standards on General Meetings)] are as follows:

Name of Director	Mr. Abhishek Agarwal
Age	34 years
Nationality	Indian
Date of appointment	July 15, 2025
Qualification	He holds a Bachelor of Commerce degree from Mumbai University and a Master's degree from the University of Westminster, London.
Director Identification Number (DIN)	11194248
Expertise in specific functional areas	Mr. Abhishek Agarwal specializes in fabric sourcing, vendor development, and supply chain optimization, with over a decade of experience in the textile industry. His strong grasp of global markets and negotiation skills drive cost-effective and quality-focused procurement.
Other Directorships	None
Terms and conditions of appointment	The appointments are governed under the provisions of the Companies Act, 2013
Committee Membership / Chairmanship Committee in other companies	None
Any relationships between directors inter-se	None
Last Remuneration Paid (2024- 25)	NA
Shareholding (no. of equity shares)	Nil
Number of Meetings of the Board attended during the year 2024-25	NA