

CIN L17200GJ2014PLC078738

GSTIN NO. : 24AAMCA4484F1ZM Dt. 25-09-2017



Date: 29<sup>th</sup> August, 2025

To,  
**BSE Limited**  
PhirozeJeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001.

Respected Sir/Ma'am

**Sub: Submission of Annual Report for Financial Year 2024-25**

**Ref.: Angel Fibers Limited (Scrip Code: 541006)**

With reference to captioned subject and pursuant to Regulation 34 of SEBI (LODR) Regulation 2015 we hereby submit to the stock exchange 12<sup>th</sup> Annual Report of Angel Fibers Limited.

Kindly disseminate the same on your website and oblige us.

For, **Angel Fibers Limited**

**Reena Kanabar**  
**Company Secretary & Compliance Officer**

Place: Haripar, Jamnagar

**Encl : 12<sup>th</sup> Annual Report**

# 12 ANNUAL REPORT

Period of Reporting  
F.Y. : 2024-25



**Angel**  
Fibers Limited

SURVEY NO. 100/1, PLOT NO.1,  
AT. HARIPAR, KALAVAD-RANUJA ROAD,  
JAMNAGAR, GUJARAT 361013  
+91 97261 11118 | [info@angelfibers.com](mailto:info@angelfibers.com)

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## MESSAGE FROM CHAIRMAN

Dear Shareholders,

I am gracefully presenting 11<sup>th</sup> Annual Performance Report of your company for the F.Y. 2023-24.

In continuation to the last year, this year also we have observed a slowdown. For this year, we aimed to set a new benchmark, but due to industry stress, geopolitical uncertainties, and increased raw material prices, we concluded the financial year with minimal profit.

In the initial half year only, your company recovered the entire loss of previous year and booked profit of approx. Rs. 50 lakhs, however in the subsequent half year, due to above stated reasons company ruined approx. 90% of its profit. Further one major fire accident also occurred in our company, in which raw

material stock stored in one godown got burned and hence, we suffered slight scarcity of raw material for few days. However, it didn't disturb the routine working cycle of the company as we have enough stock of raw material in another godown, but it affected the average price of raw material purchased during the year. company will not suffer any financial loss due to this accident as Company has adequate insurance coverage. In the current financial year, my team is continuously working to achieve the targeted profit.

I express my sincere gratitude to our Shareholders, Bankers, Customers, Suppliers, Governments Bodies, Board of Directors and Committed Employees, who supported us during the year, we hope for such assistance in the future also.

Regards,

Rameshkumar Ranipa

## MESSAGE FROM MANAGING DIRECTOR

Dear Shareholders,

I would like to review the highlights and challenges of the reporting financial year.

The primary reason for the downturn is geopolitical tension, which has led to reduced export demand, lower yarn prices, and increased freight charges. Times of India in its report published on 19<sup>th</sup> April, 2024 reported that India's textile export declined to USD 34.4 billion in the FY 2023-24 due to geopolitical issues. Exports of textile products are declined by approx. 3% as compared to previous financial year and approx. 16.3% fall as compared to penultimate year.

Despite challenging local and international market conditions, we successfully reduced approximately 32% of our outstanding debt and demonstrated positive results in our profit and loss account.

Our company is confident in its ability to generate sufficient cash flows to meet interest payments and debt repayments on schedule. we successfully fulfilled our promise of previous year for recovering the loss, but due to unforeseen challenges we could not met the desired profit level. All the stakeholders can be assured that we are committed to delivering positive outcomes in the coming years.

I would like to conclude by extending my sincere gratitude to all our stakeholders for their continued support."

Regards,

Rohankumar Raiyani





## **CORPORATE INFORMATION**

### **ANGEL FIBERS LIMITED**

CIN: L17200GJ2014PLC078738

#### **BOARD OF DIRECTORS**

<b>Name</b>	<b>DIN</b>	<b>Designation</b>
Mr. Rameshkumar Jivrajbhai Ranipa	03339532	Whole-time Director & Chairman
Mr. Jitendra Gopalbhai Raiyani	00284527	Executive Director
Mr. Pankaj Becharbhai Bhimani	08818741	Whole-time Director
Mr. Rohankumar Jitendra Raiyani	08814726	Managing Director
Ms. Jyoti Jashvantray Kataria	08817525	Non-Executive Independent Director
Mr. Hiteshkumar Chhaganbhai Chaniyara	08814531	Non-Executive Independent Director
Mr. Rutvikkumar Prabhudas Bhensdadiya	09306285	Non-Executive Independent Director
Mr. Chandrakant Bhimjibhai Gopani	09306307	Non-Executive Independent Director

#### **KEY MANAGERIAL PERSONNEL**

<b>Name</b>	<b>DIN/PAN</b>	<b>Designation</b>
Mr. Rohankumar Jitendra Raiyani	08814726	Managing Director
Mr. Rameshkumar Jivrajbhai Ranipa	03339532	Whole-time Director & Chairman
Mr. Pankaj Becharbhai Bhimani	08818741	Whole-time Director
Mr. Ashish Dhirajbhai Desai	-	Chief Financial Officer
Ms. Reena Kanabar	-	Company Secretary & Compliance Officer

#### **AUDIT COMMITTEE**

<b>Name</b>	<b>DIN</b>	<b>Designation</b>
Mr. Hiteshkumar Chhaganbhai Chaniyara	08814531	Chairperson
Ms. Jyoti Jashvantray Kataria	08817525	Member
Mr. Jitendra Gopalbhai Raiyani	00284527	Member

#### **STAKEHOLDER'S RELATIONSHIP COMMITTEE**

<b>Name</b>	<b>DIN</b>	<b>Designation</b>
Mr. Hiteshkumar Chhaganbhai Chaniyara	08814531	Chairperson
Ms. Jyoti Jashvantray Kataria	08817525	Member
Mr. Jitendra Gopalbhai Raiyani	00284527	Member

#### **NOMINATION & REMUNERATION COMMITTEE**

<b>Name</b>	<b>DIN</b>	<b>Designation</b>
Mr. Hiteshkumar Chhaganbhai Chaniyara	08814531	Chairperson
Ms. Jyoti Jashvantray Kataria	08817525	Member
Mr. Rutvikkumar Prabhudas Bhensdadiya	09306285	Member

## CSR COMMITTEE

Name	DIN	Designation
Mr. Hiteshkumar Chhaganbhai Chaniyara	08814531	Chairperson
Ms. Jyoti Jashvantray Kataria	08817525	Member
Mr. Jitendra Gopalbhai Raiyani	00284527	Member

STATUTORY AUDITORS	COST AUDITORS
<b>M/s. Chetan Agarwal &amp; Co.</b> Chartered Accountants 601/602, Swagat Complex, Opp. Hotel Regency, P. N. Marg, Jamnagar - 361001 E-mail : <a href="mailto:chetanagarwalandco@gmail.com">chetanagarwalandco@gmail.com</a>	<b>CMA Manish B Analkat,</b> Cost Accountants, I-302, Safal Parivesh, Nr. Royal Orchid, Corporate Road, Prahladnagar, Ahmedabad – 380015, Gujarat, India <b>Mail Id :</b> <a href="mailto:mba7103@yahoo.co.in">mba7103@yahoo.co.in</a>
	<b>SECRETARIAL AUDITOR</b>  <b>SCS AND CO. LLP</b> Practicing Company Secretaries Office No. B- 1310, Thirteenth floor, “Shilp Corporate Park” Rajpath Rangoli Road, Thaltej, Ahmedabad-380054  E-mail : <a href="mailto:scsandcollp@gmail.com">scsandcollp@gmail.com</a> Website:- <a href="http://www.scsandcollp.com">www.scsandcollp.com</a>

REGISTRAR & SHARE TRANSFER AGENT	BANKERS TO THE COMPANY
<b>M/s Bigshare Services Pvt. Ltd.</b> Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai-400093, Maharashtra. PHONE: 022- 62638200 E-mail: <a href="mailto:info@bigshareonline.com">info@bigshareonline.com</a> Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>	<b>STATE BANK OF INDIA</b> Dhebar Road (SME) Branch, Nr. Kanta Stri Vikash Building Rajkot-360002, Gujarat, India <b>Tel. Number :</b> 0281-227995 <b>Email Id :</b> <a href="mailto:sbi60068@sbi.co.in">sbi60068@sbi.co.in</a> <b>Website :</b> <a href="http://www.sbi.co.in">www.sbi.co.in</a>

REGISTERED OFFICE	PLANT LOCATION
Survey No. 100/1, PLOT NO.1, Kalavad-Ranuja Road, Hariapar, Tal: Kalavad, Dist: Jamnagar-361112  <b>Email:</b> <a href="mailto:info@angelfibers.com">info@angelfibers.com</a> <b>Website :</b> <a href="http://www.angelfibers.com">www.angelfibers.com</a>	<b>Unit:</b> Survey No. 100/1, PLOT NO.1, Kalavad-Ranuja Road, Hariapar, Tal: Kalavad, Dist: Jamnagar-361112

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 12<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF ANGEL FIBERS LIMITED WILL BE HELD ON SATURDAY, 20<sup>TH</sup> DAY OF SEPTEMBER, 2025 AT 11.00 A.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO. 100/1, PLOT NO.1, HARIPAR, JAMNAGAR, GUJARAT, INDIA - 361112 TO TRANSACT THE FOLLOWING BUSINESSES:

### ORDINARY BUSINESSES

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2025, TOGETHER WITH THE DIRECTORS AND AUDITORS REPORT**

*In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution;*

“RESOLVED THAT the audited financial statement of the Company for the financial year ended on 31<sup>st</sup> March, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. **TO REAPPOINT MR. JITENDRA GOPALBHAI RAIYANI (DIN: 00284527), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT**

**Explanation:** Based on the terms of appointment, office of executive directors and the non-executive & non independent directors are subject to retirement by rotation, Mr. Jitendra Gopalbhai Raiyani (DIN: 00284527), who was appointed on August 06, 2020 as non-executive Director and then changed his designation from executive to non-executive director w.e.f. October 1, 2022 and whose office is liable to retire by rotation at the ensuing AGM, being eligible, seeks re-appointment. Based on performance evaluation and the recommendation of the nomination and remuneration committee, the Board recommends his re-appointment. Therefore, members are requested to consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary resolution:-

“RESOLVED THAT Mr. Jitendra Gopalbhai Raiyani (DIN: 00284527), who Retires by Rotation in terms of section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as executive director of the company whose office shall be liable to retirement by rotation”.

### SPECIAL BUSINESSES

3. **APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH REDECO FIBERS PRIVATE LIMITED**

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, (“Listing Regulations”) and other applicable provisions thereof, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and based on the approval and recommendation of the Audit committee and the Board of Directors of the Company, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/ or carrying out and/or



continuing with contracts, arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Redeco Fibers Private Limited, a related party within the meaning of Section 2(76) of the Companies Act 2013 for Purchase of Raw Materials, Purchase of Products, Sale of Raw Material and Sale of Products and for any other purchase/sale transactions as the companies mutually decides, on such terms and conditions as the Board of Directors may deem fit, the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, up to a maximum aggregate value of Rs.100 Crore for financial year 2025-26 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to and perform all such acts, deeds, matters and things, as may be necessary and as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents as may be required and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**4. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH MURLIDHAR WORLDTRADE PRIVATE LIMITED**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, (“Listing Regulations”) and other applicable provisions thereof, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and based on the approval and recommendation of the Audit committee and the Board of Directors of the Company, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/ or carrying out and/or continuing with contracts, arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Murlidhar Worldtrade Private Limited, a related party within the meaning of Section 2(76) of the Companies Act 2013 for Purchase of Raw Materials, Purchase of Products, Sale of Raw Material and Sale of Products and for any other purchase/sale transactions as the companies mutually decides, on such terms and conditions as the Board of Directors may deem fit, the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, up to a maximum aggregate value of Rs.100 Crore for the financial year 2025-26 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to and perform all such acts, deeds, matters and things, as may be necessary and as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents as may be required and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**5. APPROVAL OF REMUNERATION OF COST AUDITOR**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Manish Bhagvandas Analkat, Cost Auditor (Firm Registration No. 100261) appointed by the Board on the recommendation of the Audit Committee of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms and documents with the Registrar of Companies.”

**6. TO REAPPOINT MR. ROHANKUMAR JITENDRA RAIYANI (DIN: 08814726) AS MANAGING DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Shareholders of the Company be and is hereby accorded for reappointment of Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) as Managing Director of the Company for further period of 5(five) years w.e.f. 25<sup>th</sup> September, 2025 to 24<sup>th</sup> September, 2030 liable to retire by rotation, upon such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its power conferred by this Resolution) to alter and vary the terms and conditions of the said reappointment, and/or remuneration, subject to the same shall not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, the remuneration mentioned in the Explanatory Statement hereunder shall be paid to Mr. Rohankumar Jitendra Raiyani as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force);

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to undertake all such steps, as may be deemed necessary in this matter.

**RESOLVED FURTHER THAT** the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

**7. TO REAPPOINT MR. RAMESHKUMAR JIVRAJBHAI RANIPA (DIN: 03339532), AS WHOLE TIME DIRECTOR & CHAIRMAN OF THE COMPANY AND PAYMENT OF REMUNERATION**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for reappointment of Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532) as Whole time director & Chairman of the Company for further period of 5(five) years w.e.f. 25<sup>th</sup> September, 2025 to 24<sup>th</sup> September, 2030 liable to retire by rotation, upon such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its power conferred by this Resolution) to alter and vary the terms and conditions of the said reappointment, and/or remuneration, subject to the same shall not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, the remuneration mentioned in the Explanatory Statement hereunder shall be paid to Mr. Rameshkumar Jivrajbhai Ranipa as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force);

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to undertake all such steps, as may be deemed necessary in this matter.

**RESOLVED FURTHER THAT** the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

**8. TO REAPPOINT MR. PANKAJ BECHARBHAI BHIMANI (DIN: 08818741), WHOLE TIME DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Shareholders of the Company be and is hereby accorded for reappointment of Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) as Whole time director of the Company for further period of 5(five) years w.e.f. 25<sup>th</sup> September, 2025 to 24<sup>th</sup> September, 2030 liable to retire by rotation, upon such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board



constituted to exercise its power conferred by this Resolution) to alter and vary the terms and conditions of the said reappointment, and/or remuneration, subject to the same shall not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, the remuneration mentioned in the Explanatory Statement hereunder shall be paid to Mr. Pankaj Becharbhai Bhimani as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to undertake all such steps, as may be deemed necessary in this matter.

**RESOLVED FURTHER THAT** the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

**Date: 28.08.2025**

**Place: Haripar, Jamnagar**

**For and on Behalf of the Board of Directors,  
Angel Fibers Limited**

**Mr. Rohankumar Raiyani**  
**Managing Director**  
**(DIN :08814726)**

**Mr. Rameshkumar Ranipa**  
**Chairman & Wholetime Director**  
**(DIN :03339532)**

## IMPORTANT NOTES :

1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses under Item Nos. 3 to 8 of the Notice, is annexed hereto.
2. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard-2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation or Directors seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure to this Notice.
3. **A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.**  

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before September 18, 2025, 11:00 a.m.). A proxy form for the AGM is enclosed. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.
4. Members/Proxies should bring their Attendance slip duly signed and completed for attending the AGM. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
5. Corporate members, intending to send their authorized representatives to attend the AGM, are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.
6. In case of joint holders attending the AGM together, only holder whose name appearing first will be entitled to vote.
7. Holding of Company is fully in Demat Mode therefore Closure of Register of Members and Share Transfer Books of the Company is not applicable.
8. The route map showing directions to reach the venue of the 12<sup>th</sup> AGM is provided at the end of this Notice.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. In accordance with the MCA General Circular No. 14/2020 dated April 08, and subsequent circulars issued in this regard, and latest being 09/2024 dated September 19, 2024 ("MCA Circulars") the financial statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended 31<sup>st</sup> March 2025 pursuant to section 136 of the Act & Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose email addresses are registered with the Company/ bigshare services private limited or the Depository Participant(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same. Members may note that this Notice and the Annual Report 2024-25 will also be available on the Company's website viz. [www.angelfibers.com](http://www.angelfibers.com).
11. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
13. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
14. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
16. All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.
17. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by National Security Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through remote e-voting is deemed to have been passed as if they have been passed at the AGM.
18. The remote e-voting period commences on Wednesday, September 17, 2025 (09:00 a.m.) and ends on Friday, September 19, 2025 (05:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Monday, September 15, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
19. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper if voting not done by Electronic means. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date Monday, September 15, 2025.
20. The facility for voting through polling paper shall be made available at the AGM venue and the Members attending the AGM and holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Monday, September 15, 2025 and who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM.
21. The Members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

22. The Board of Directors has appointed M/s SCS and CO LLP, Practicing Company Secretary (Membership No. ACS 41942 COP 23630) as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM and in a fair and transparent manner.
23. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
24. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, & provide the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
25. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.angelfibers.com](http://www.angelfibers.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER :-

The remote e-voting period begins on Wednesday, September 17, 2025 - 09:00 A.M. and ends on Friday, September 19, 2025 - 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 15, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 15, 2025.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. 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 and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



	<p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically on NSDL e-Voting system

### How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer & Company by e-mail to [scsandcollp@gmail.com](mailto:scsandcollp@gmail.com) & [cs@angelfibers.com](mailto:cs@angelfibers.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@angelfibers.com](mailto:cs@angelfibers.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@angelfibers.com](mailto:cs@angelfibers.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



## EXPLANATORY STATEMENT

(Pursuant to section 102 of Companies Act, 2013 and Secretarial Standard – II on General Meetings)

### ITEM NO. 3

#### APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH REDECO FIBERS PRIVATE LIMITED: ORDINARY RESOLUTION

Section 188 of the Companies Act 2013 & other applicable provisions of SEBI (LODR) Regulations, 2018 provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Redeco Fibers Private Limited is related party with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013.

The value of proposed aggregate transactions with Redeco Fibers Private Limited is likely to exceed the said threshold limit during the financial year 2025-26.

Accordingly, transaction(s) entered with Redeco Fibers Private Limited comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder.

Hence, approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s) proposed to be entered by our Company with Redeco Fibers Private Limited in the financial year 2025-26.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related party are in the ordinary course of business and at the arm's length basis the same is being sought as an abundant precautionary measure.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with RPT Industry Standards dated June 26, 2025, particulars of the transactions with Redeco Fibers Private Limited are as follows:

Sr.	Particulars	Remarks
<b>PART A. Details of the related party and transactions with the related party</b>		
<b>A(1). Basic details of the related party</b>		
1.	<b>Name of Related Parties</b>	Redeco Fibers Private Limited
2.	<b>Country of incorporation of the related party</b>	India
3.	<b>Nature of business of the related party</b>	Manufacturing of cotton yarn
<b>A(2). Relationship and ownership of the related party</b>		
1.	<b>Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party.</b>  - Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or	Relationship between Angel Fibers Limited and Redeco Fibers Private Limited are described below:

<p>indirect, in the related party.</p> <p>- Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)</p> <p><i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.</i></p>					
	<b>Name of Director</b>	<b>Position in Angel Fibers Limited</b>	<b>% of holding in Angel Fibers Limited</b>	<b>Position in Redeco Fibers Private Limited</b>	<b>% of holding in Redeco Fibers Private Limited</b>
	Rameshkumar Jivrajbhai Ranipa	Director / Shareholder	59.13%	Director / Shareholder	6.94%
	Prafulaben Rameshbhai Ranipa	Relative of Director	-	Relative of Director	3.44%
	Dharmikbhai Rameshbhai Ranipa	Relative of Director	-	Relative of Director	3.49%
	Jivrajbhai Premjibhai Ranipa	Relative of Director	-	Relative of Director	3.38%
	Radhikaben Hemangbhai Faldu	Relative of Director	-	Relative of Director	1.33%
	Hemangbhai Rashikbhai Faldu	Relative of Director	-	Relative of Director	2.56%
	Vanitaben Dhirajbhai Desai	Relative of Director	-	Relative of Director	0.62%
	Manjuben Sundarjibhai Godhani	Relative of Director	-	Relative of Director	0.22%
	Dayaben Nathalal Gadara	Relative of Director	-	Relative of Director	0.22%
	Kanchanben Mukeshbhai Thoriya	Relative of Director	-	Relative of Director	0.80%
	Jitendrabhai Gopalbhai Raiyani	Director / Shareholder	17.78%	Director	-
	Pravinbhai Gopalbhai Raiyani	Relative of Director	-	Relative of Director	3.56%
	Parthbhai Jitendrabhai Raiyani	Relative of Director	-	Relative of Director	2.00%
	Pankajbhai Becharbhai Bhimani	Director	-	Shareholder	3.38%
	Jyotshnaben Pankajbhai Bhimani	Shareholder	0.51%	Shareholder	0.56%
	Arvindbhai Becharbhai Bhimani	Relative of Director	-	Relative of Shareholder	3.00%

**A(3). Details of previous transactions with the related party**

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year			
		<b>Year</b>	<b>Nature of Transaction</b>	<b>Amount of Transaction</b>
		2024-25	Sale / Purchase	Rs. 10,65,07,901
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.			
		<b>Quarter</b>	<b>Nature of Transaction</b>	<b>Amount of Transaction</b>
		30.06.2025	Sale / Purchase	Rs. 5,31,87,378

3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	N.A	
A(4). Amount of the proposed transaction(s)			
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 100 Cr. For Purchase/ Sale Transaction	
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	50%	
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	N.A	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1.48% of total turnover of Redeco Fibers Private Limited	
6.	Financial performance of the related party for the immediately preceding financial year	Particulars	FY 2023-24
		Turnover	289,12,80,653
		Profit After Tax	25,08,116
		Net Worth	42,65,51,704
A(5). Basic details of the proposed transaction			
16.	Specific type of the proposed transaction (e.g.	sale of goods/services, purchase of goods/services	

	sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	
2.	Details of each type of the proposed transaction	Sale and Purchase of Goods/Services collectively upto Rs. 100 Cr.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year (in accordance with Master circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024)
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 100 Cr
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed RPT is in the best interest of the listed entity as both parties operate in the same line of business, allowing for strong operational synergy and better coordination. In case of any shortfall in raw materials or finished goods, the related party can ensure timely supply, enabling the company to meet customer requirements without delay. This helps maintain business continuity, customer satisfaction, and market reputation. The transactions will be conducted at arm's length and in the ordinary course of business, ensuring transparency and compliance. Overall, these arrangements support efficient operations and add strategic value to the listed entity.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i>	Refer Point No. 1 in section A (2) above.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A
9.	Other information relevant for decision making	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act forming part of this Notice.
<b>PART B. Details for specific transactions</b>		
<b>B(1). Disclosure relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>		
17	1. Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Each and all transactions with related party are in the ordinary course of business and on arm's length basis.

		Hence, the Management is of the view that bids are not required to be solicited for the said transactions.
2.	<b>Basis of determination of price.</b>	The basis of price determination for the proposed transactions is that the same rate is applied as offered to non-related entities on the same day, for the same quality of goods or services. This ensures consistency in pricing, adherence to market standards, and that all transactions are conducted at arm's length.
3.	<b>In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:</b> <b>a. Amount of Trade advance</b> <b>b. Tenure</b> <b>c. Whether same is self-liquidating?</b>	N.A
<b>B (2). Disclosure relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary – N.A</b>		
<b>B (3). Disclosure relating to investment made by the listed entity or its subsidiary – N.A</b>		
<b>B (4). Disclosure relating guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary. – N.A</b>		
<b>B (5). Disclosure relating to borrowings by the listed entity or its subsidiary. – N.A</b>		
<b>B (6). Disclosure relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate. – N.A</b>		
<b>B (7). Disclosure relating to payment of royalty. – N.A</b>		
<b>PART C. specific type of material RPT transactions not covered in Part A and B – N. A</b>		

All executive directors, promoters and entire Promoter Group are, in any way, concerned or interested in the said resolution.

*Since, entire Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company shall abstain from voting for this resolution.*

The Board of Directors recommends passing of the resolution as set out item no. 3 of this Notice as Ordinary Resolution.

#### ITEM NO. 4

#### APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH MURLIDHAR WORLDTRADE PRIVATE LIMITED: ORDINARY RESOLUTION

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.



Murlidhar Worldtrade Private Limited is related party with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013.

The value of proposed aggregate transactions with Murlidhar Worldtrade Private Limited is likely to exceed the said threshold limit during the financial year 2025-26.

Accordingly, transaction(s) entered with Murlidhar Worldtrade Private Limited comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder.

Hence, approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s) proposed to be entered by our Company with Murlidhar Worldtrade Private Limited in the financial year 2025-26.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related party are in the ordinary course of business and at the arm's length basis the same is being sought as an abundant precautionary measure.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended till date and in accordance with RPT Industry Standards dated June 26, 2025, particulars of the transactions with Murlidhar Worldtrade Private Limited are as follows:

Sr.	Particulars	Remarks										
PART A. Details of the related party and transactions with the related party												
A(1). Basic details of the related party												
1.	Name of Related Parties	Murlidhar Worldtrade Private Limited										
2.	Country of incorporation of the related party	India										
3.	Nature of business of the related party	Trading in all types of textile items including yarn										
A(2). Relationship and ownership of the related party												
1.	<p>Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party.</p> <p>- Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</p> <p>- Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)</p>	<p>Relationship between Angel Fibers Limited and Murlidhar Worldtrade Private Limited are described below:</p> <table><tr><th>Name of Director</th><th>Position in Angel Fibers Limited</th><th>% of holding in Angel Fibers Limited</th><th>Position in Murlidhar Worldtrade Private Limited</th><th>% of holding in Murlidhar Worldtrade Private Limited</th></tr><tr><td>Dharmikbhai Rameshbhai Ranipa</td><td>Relative of Director</td><td>-</td><td>Director / Shareholder</td><td>50 %</td></tr></table>	Name of Director	Position in Angel Fibers Limited	% of holding in Angel Fibers Limited	Position in Murlidhar Worldtrade Private Limited	% of holding in Murlidhar Worldtrade Private Limited	Dharmikbhai Rameshbhai Ranipa	Relative of Director	-	Director / Shareholder	50 %
Name of Director	Position in Angel Fibers Limited	% of holding in Angel Fibers Limited	Position in Murlidhar Worldtrade Private Limited	% of holding in Murlidhar Worldtrade Private Limited								
Dharmikbhai Rameshbhai Ranipa	Relative of Director	-	Director / Shareholder	50 %								

	<p><i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.</i></p>							
<b>A(3). Details of previous transactions with the related party</b>								
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	<table> <tr> <th>Year</th><th>Nature of Transaction</th><th>Amount of Transaction</th></tr> <tr> <td>2024-25</td><td>Sale / Purchase</td><td>Rs. 49,92,18,884</td></tr> </table>	Year	Nature of Transaction	Amount of Transaction	2024-25	Sale / Purchase	Rs. 49,92,18,884
Year	Nature of Transaction	Amount of Transaction						
2024-25	Sale / Purchase	Rs. 49,92,18,884						
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table> <tr> <th>Quarter</th><th>Nature of Transaction</th><th>Amount of Transaction</th></tr> <tr> <td>30.06.2025</td><td>Sale / Purchase</td><td>Rs. 19,34,86,545</td></tr> </table>	Quarter	Nature of Transaction	Amount of Transaction	30.06.2025	Sale / Purchase	Rs. 19,34,86,545
Quarter	Nature of Transaction	Amount of Transaction						
30.06.2025	Sale / Purchase	Rs. 19,34,86,545						
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	N.A						
<b>A(4). Amount of the proposed transaction(s)</b>								
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 100 Cr. For Purchase/ Sale Transaction						
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes						
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	50%						
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity	N.A						

	is not a party to the transaction)	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	40.69% of total turnover of Murlidhar Worldtrade Private Limited.
6.	Financial performance of the related party for the immediately preceding financial year	Murlidhar Worldtrade Private Limited incorporated on 02 <sup>nd</sup> July, 2024 and FY 2024-25 is its first reporting year, for which audited figures are not available as of now.
<b>A(5). Basic details of the proposed transaction</b>		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	sale of goods/services, purchase of goods/services
2.	Details of each type of the proposed transaction	Sale and Purchase of Goods/Services collectively upto Rs. 100 Cr.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year (in accordance with Master circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024)
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 100 Cr
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed RPT is in the best interest of the listed entity as Murlidhar Worldtrade Private Limited has been specifically formed to focus on the core area of marketing in both domestic and international markets. It plays a strategic role in enhancing market reach and strengthening the brand's presence globally. Additionally, it is engaged in the trading of all types of textile products, purchase cotton yarn from the listed entity which supports business growth and diversification. The related party also gives priority to the listed entity at the time of its cotton yarn purchases, ensuring consistent demand and support. These transactions will help optimize resources, improve market penetration, and are conducted at arm's length, ensuring compliance and fairness.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Refer Point No. 1 in section A (2) above.

	<i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i>	
8.	<b>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</b>	N.A
9.	<b>Other information relevant for decision making</b>	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act forming part of this Notice.
<b>PART B. Details for specific transactions</b>		
<b>B(1). Disclosure relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>		
1.	<b>Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.</b>	Each and all transactions with related party are in the ordinary course of business and on arm's length basis. Hence, the Management is of the view that bids are not required to be solicited for the said transactions.
2.	<b>Basis of determination of price.</b>	The basis of price determination for the proposed transactions is that the same rate is applied as offered to non-related entities on the same day, for the same quality of goods or services. This ensures consistency in pricing, adherence to market standards, and that all transactions are conducted at arm's length.
3.	<b>In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:</b> a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	N.A
<b>B (2). Disclosure relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary – N.A</b>		
<b>B (3). Disclosure relating to investment made by the listed entity or its subsidiary – N.A</b>		
<b>B (4). Disclosure relating guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary. – N.A</b>		
<b>B (5). Disclosure relating to borrowings by the listed entity or its subsidiary. – N.A</b>		
<b>B (6). Disclosure relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate. – N.A</b>		
<b>B (7). Disclosure relating to payment of royalty. – N.A</b>		
<b>PART C. specific type of material RPT transactions not covered in Part A and B – N. A</b>		

All executive directors, promoters and entire Promoter Group are, in any way, concerned or interested in the said resolution.

*Since, entire Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company shall abstain from voting for this resolution.*

The Board of Directors recommends passing of the resolution as set out item no. 4 of this Notice as Ordinary Resolution.

#### ITEM NO. 5

##### **APPROVAL OF REMUNERATION OF COST AUDITOR: ORDINARY RESOLUTION**

The Board at its meeting held on May 28, 2025, on the recommendation of the Audit Committee has approved the appointment of M/s Manish Bhagvandas Analkat, Cost Auditor (FRN: 100261) at remuneration of Rs. 40,000/- plus taxes as applicable and reimbursement of out-of pocket expenses, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company; accordingly consent of the members is sought by way of ordinary resolution.

The Directors recommends the resolution for member's approval as an Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends the matter and the resolution set out under Item No. 5 for the approval of the Members by way of passing Ordinary Resolution(s).

#### ITEM NO. 6

##### **TO REAPPOINT MR. ROHANKUMAR JITENDRA RAIYANI (DIN: 08814726) AS MANAGING DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION : SPECIAL RESOLUTION**

Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) was regularized and designated as Managing Director for a period of 5 years w.e.f. September 25, 2020 in the Annual General Meeting held on September 24, 2020 with a remuneration of Rs. 1,00,000 (one lac) per month including allowances. Further, in the Annual General Meeting held on September 29, 2021 his remuneration was revised to Rs. 60,00,000/- per annum excluding perquisite, which was fixed under Schedule V of Companies Act, 2013, therefore approval of Shareholders was sought for remuneration of director for his remaining term. The other terms and conditions of his appointment, as approved by the Shareholders remained unchanged.

Accordingly, term of Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) expires on September 24, 2025 and upon recommendation by Nomination and Remuneration Committee, Board of Directors at its meeting held on August 28, 2025 has approved his reappointment as Managing Director of the company for a further period of 5 (five) years w.e.f. 25<sup>th</sup> September, 2025 to 24<sup>th</sup> September, 2030, subject to the approval of the members in the General Meeting upon the terms and conditions for the reappointment and payment of remuneration by way of salary, perquisites and allowances in accordance with Schedule V of Companies Act, 2013 of w.e.f. 25<sup>th</sup> September, 2025 as mentioned below.

The Board of Directors has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

It is proposed to seek the members' approval for the appointment of and remuneration payable Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) as Managing Director of the company, in terms of the applicable provisions of the Act.



Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the minimum Remuneration payable to Mr. Rohankumar Jitendra Raiyani (DIN: 08814726), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, remuneration payable to Mr. Rohankumar Jitendra Raiyani (DIN: 08814726), as Managing Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

#### General Information

**Nature of Industry:** The Company is engaged in manufacturing of varied cotton yarn from raw cotton.

**Date or expected date of commencement of commercial production:** The Company has already started the commercial production.

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

Financial performance based on given indicators:

(Amount in Rupees)

Particulars	FY 2024-25	FY 2023-24
Revenue from operations	2,00,91,41,654.00	189,26,44,330.00
Other income	4,71,38,616.00	4,52,57,784.00
Total revenue	2,05,62,80,271.00	1,93,79,02,114.00
EBITDA	12,57,94,612.00	11,47,46,375.00
Less:		
Finance Costs	4,26,99,803.00	4,14,59,419 .00
Depreciation	6,36,57,076.00	7,58,47,246.00
Profit before tax, exceptional and extraordinary items	1,94,37,733.00	(25,60,290.00)
Add/(Less): Exceptional/Extraordinary income/(expense)	0.00	0.00
Profit before tax	1,94,37,733.00	(25,60,290.00)
Less: Taxes on income	10,56,659.00	(30,34,976.00)
Current Tax	35,00,000	
Deferred tax	(24,43,341)	(30,34,976)
Profit after tax	1,83,81,074.00	4,74,686.00
EPS – Basic	0.74	0.02
EPS – Diluted	0.74	0.02

**Export performance and net foreign exchange:** During the year under review, the company has no direct export.

**Foreign Investment and collaborations, if any:** No collaborations has been made by the Company with any of foreign entity. Further, as at March 31, 2025 total holding of Foreign Shareholders was 1,92,000 Equity Shares.

#### Information about the Managing Director:

**Background Details:** Mr. Rohankumar Jitendra Raiyani (DIN: 08814726), aged 30 years is appointed as the Managing Director of our Company. Mr. Rohankumar Jitendra Raiyani has successfully managed businesses in manufacturing. He has vast experience in business management, formulation of business strategies, planning and implementation.

**Past Remuneration:** Rs. 3,35,000 for the F.Y. 2024-25 & sitting fees of Rs.30,000

**Recognition of Award:** None

**Job Profile and his suitability:** He joined Angel Fibers Limited on completion of his education from LAMBTON COLLEGE, TORONTO, CANADA and achieved degree in “advance project management and strategic leadership”. He is Director of the Company since last 5years & is well versed with the business of the company & has contributed in the growth of the Company.

**Terms and conditions of Remuneration: -**

Basic Salary up to Rs. 60,00,000 P.A. excluding perquisite mentioned hereunder for the existing term.

**Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person:**

Taking into consideration the size of the Company, the profile of Mr. Rohankumar Jitendra Raiyani, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:**

Mr. Rohankumar Jitendra Raiyani has pecuniary relationship to the extent he is director & he is son of Company's Executive Director Mr. Jitendra Gopalbhai Raiyani and son-in-law of Company's Chairman and Whole-time Director naming Mr. Rameshkumar Jivrajbhai Ranipa.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the appointment of Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) as a Managing Director of the Company are now being placed before the Members for their approval & remuneration proposed above in accordance with Schedule V of Companies Act, 2013 of w.e.f. 25<sup>th</sup> September, 2025.

Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) for the term as Managing Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 06 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) and his relatives to the extent of their shareholding in the Company & Mr. Rameshkumar Jivrajbhai Ranipa and Mr. Jitendra Gopalbhai Raiyani, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

**Reasons of loss or inadequate profits:**

We are working as per industry standards. The profit margin is low in commodity segment. The remuneration to be given is decided based on industry standards, looking to their profile the remunerations is justified.

**Steps taken or proposed to be taken for improvement:**

The Company has initiated various steps to improve its administrative performance, including lowering its administrative costs.

**Expected increase in productivity and profits in measurable terms:**

The management continues to be optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are as follows:

<b>Name of Director</b>	Mr. Rohankumar Jitendra Raiyani (DIN: 08814726)
<b>Date of Birth</b>	August 31, 1995
<b>Date of Initial Appointment</b>	August 06, 2020
<b>Date of Appointment (at current term)</b>	Re-designated as Managing Director w.e.f. September 25, 2020 subsequent to approval of Shareholders in the Annual General Meeting.
<b>Educational Qualifications</b>	Masters in Management from Canada
<b>Terms &amp; Conditions</b>	As given above
<b>Remuneration last drawn</b>	Rs. 3,35,000 for the F.Y. 2024-25 & sitting fees of Rs.30,000
<b>Remuneration sought to be paid</b>	As given above
<b>Number of Board Meetings attended during the Financial Year 2024-25</b>	06/06
<b>Experience - Expertise in specific functional areas - Job profile and suitability</b>	He joined Angel Fibers Limited on completion of his education from LAMBTON COLLAGE, TORONTO, CANADA and achieved degree in “advance project management and strategic leadership”. He is Director of the Company since last 5years & is well versed with the business of the company & has contributed in the growth of the Company.
<b>Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)</b>	Nil
<b>Memberships / Chairmanships of committees of other public companies</b>	Nil
<b>Shareholding in the Company:</b>	Nil
<b>Inter-se Relationship with other Directors</b>	Mr. Rohankumar Jitendrabha Raiyani is son of Mr. Jitendrabhai Raiyani and son-in-law of Mr. Rameshbhai Ranipa.
<b>Information as required pursuant to BSE Circular No. L1ST/COMP/14/2018- 19 dated June 20, 2018</b>	Mr. Rohankumar Jitendrabha Raiyani is not debarred from holding the office of director pursuant to any SEBI order

The Board of Directors is of the view that the appointment of Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) as Managing Director of the Company will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommends the Special Resolution of the accompanying Notice for approval by the Members of the Company.

Mr. Rameshkumar Jivrajbhai Ranipa and Mr. Jitendra Gopalbhai Raiyani, directors of the Company and their relatives to the extent their shareholding in the Company are interested, in the resolution.

Members may note that in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Rohankumar Jitendra Raiyani will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of re-appointment and remuneration of Mr. Rohankumar Jitendra Raiyani (DIN: 08814726) as Managing Director of the Company.

The Board recommends the matter and the resolution set out under Item No. 6 for the approval of the Members by way of passing Special Resolution(s).

#### ITEM NO. 07

#### **TO APPROVE PAYMENT OF REMUNERATION PAYABLE TO MR. RAMESHKUMAR JIVRAJBHAI RANIPA (DIN: 03339532), WHOLE TIME DIRECTOR & CHAIRMAN OF THE COMPANY FOR HIS REMAINING TERM: SPECIAL RESOLUTION**

Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532) was designated as whole-time director & chairman for a period of 5 years w.e.f. September 25, 2020 in the Annual General Meeting held on September 24, 2020 with a remuneration of Rs. 1,00,000 (one lac) per month including allowances. Further, in the Annual General Meeting held on September 29, 2021, his remuneration was revised to Rs. 60,00,000/- per annum excluding perquisite, which was fixed under Schedule V of Companies Act, 2013. The other terms and conditions of his appointment, as approved by the Shareholders remained unchanged.

Accordingly, term of Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532) expires on September 24, 2025 and upon recommendation by Nomination and Remuneration Committee, Board of Directors at its meeting held on August 28, 2025 has approved his reappointment as Managing Director of the company for a further period of 5 (five) years w.e.f. 25<sup>th</sup> September, 2025 to 24<sup>th</sup> September, 2030, subject to the approval of the members in the General Meeting upon the terms and conditions for the reappointment and payment of remuneration by way of salary, perquisites and allowances in accordance with Schedule V of Companies Act, 2013 of w.e.f. 25<sup>th</sup> September, 2025 as mentioned below.

The Board of Directors has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

It is proposed to seek the members' approval for the appointment of and remuneration payable Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532) as whole time director & chairman of the company, in terms of the applicable provisions of the Act.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the minimum Remuneration payable to Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, remuneration payable to Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532), as whole time director & chairman is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

#### General Information

**Nature of Industry:** The Company is engaged in manufacturing of varied cotton yarn from raw cotton.

**Date or expected date of commencement of commercial production:** The Company has already started the commercial production.

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

Financial performance based on given indicators:

(Amount in Rupees)

Particulars	FY 2024-25	FY 2023-24
Revenue from operations	2,00,91,41,654.00	189,26,44,330.00
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Total revenue	2,05,62,80,271.00	1,93,79,02,114.00
EBITDA	12,57,94,612.00	11,47,46,375.00
Less:		
Finance Costs	4,26,99,803.00	4,14,59,419 .00
Depreciation	6,36,57,076.00	7,58,47,246.00
Profit before tax, exceptional and extraordinary items	1,94,37,733.00	(25,60,290.00)
Add/(Less): Exceptional/Extraordinary income/(expense)	0.00	0.00
Profit before tax	1,94,37,733.00	(25,60,290.00)
Less: Taxes on income	10,56,659.00	(30,34,976.00)
Current Tax	35,00,000	
Deferred tax	(24,43,341)	(30,34,976)
Profit after tax	1,83,81,074.00	4,74,686.00
EPS – Basic	0.74	0.02
EPS – Diluted	0.74	0.02

**Export performance and net foreign exchange:** During the year under review, the company has no direct export.

**Foreign Investment and collaborations, if any:** No collaborations has been made by the Company with any of foreign entity. Further, as at March 31, 2025 total holding of Foreign Shareholders was 1,92,000 Equity Shares.

**Information about the Whole Time Director:**

**Background Details:** Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532), aged 53 years is appointed as the whole time director & chairman of our Company. Mr. Rameshkumar Jivrajbhai Ranipa is responsible for activities related to manufacturing.

**Recognition of Award:** None

**Past Remuneration:** In the F.Y. 2024-25 Mr. Rameshkumar Jivrajbhai Ranipa received 35,000 as sitting fees.

**Job Profile and his suitability:** Mr. Rameshkumar Jivrajbhai Ranipa took franchise of Mahindra Tractor under the name Murlidhar Tractors in the year 2001. Firm is running successfully since inception. He entered in the Ceramic industry also and became director in Redstone Granito Private Limited since 2010. Moving forward he entered in textile industry in 2015 and started Sanvi Spinning Mill Private Limited. To further increase capacity in spinning industries he has acquire Angel Fibers Limited in the year 2020. Then after in 2020 he started another spinning mill with more capacity naming Redeco Fibers Private Limited and in 2021 third spinning mill naming Haripriya Spinning Mill Private Limited.

**Terms and conditions of Remuneration: -**

Basic Salary up to Rs. 60,00,000 P.A. excluding perquisite mentioned hereunder for the existing term.

**Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person:**

Taking into consideration the size of the Company, the profile of Mr. Rameshkumar Jivrajbhai Ranipa, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:**

Mr. Rameshkumar Jivrajbhai Ranipa has pecuniary relationship to the extent he is director and Promoter of the Company. Mr. Rameshkumar Jivrajbhai Ranipa is father-in-law of Company's Managing Director naming Mr. Rohankumar Jitendra Raiyani.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the appointment of Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532) as whole time director & chairman of the Company are now being placed before the Members for their approval in accordance with Schedule V of Companies Act, 2013 of w.e.f. 25<sup>th</sup> September, 2025.

Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532) for the term as whole time director & chairman will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 07 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532) and his relatives to the extent of their shareholding in the Company & Mr. Rohankumar Jitendra Raiyani and Mr. Jitendra Gopalbhai Raiyani, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

**Reasons of loss or inadequate profits:**

We are working as per industry standards. The profit margin is low in commodity segment. The remuneration to be given is decided based on industry standards, looking to their profile the remunerations is justified.

**Steps taken or proposed to be taken for improvement:**

The Company has initiated various steps to improve its administrative performance, including lowering its administrative costs.



**Expected increase in productivity and profits in measurable terms:**

The management continues to be optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are as follows:

<b>Name of Director</b>	Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532)
<b>Date of Birth</b>	April 21, 1971
<b>Date of Initial Appointment</b>	May 08, 2020
<b>Date of Appointment (at current term)</b>	Appointed cum re-designated as Whole -Time Director and Chairman in Board Meeting held on August 31, 2020 subject to approval of Shareholders in the ensuing Annual General Meeting.
<b>Educational Qualifications</b>	S.S.C
<b>Terms &amp; Conditions</b>	As given above
<b>Remuneration last drawn</b>	Sitting fees of Rs.35,000 for the F.Y. 2024-25
<b>Remuneration sought to be paid</b>	As given above
<b>Number of Board Meetings attended during the Financial Year 2024-25</b>	06/06
<b>Experience &amp; Expertise in specific functional areas - Job profile and suitability</b>	Mr. Rameshkumar Jivrajbhai Ranipa started his carrier as a clerk in Agriculture co-operative society then took franchise of Mahindra Tractor under the name Murlidhar Tractors in the year by 2001. Firm is running successfully since inception. He entered in the Ceramic industry also and became director in Redstone Granito Private Limited since 2010. Moving forward he entered in textile industry in 2015 and started Sanvi Spinning Mill Private Limited. To further increase capacity in spinning industries he has acquire Angel Fibers Limited in the year 2020. Then after in 2020 he started another spinning mill with more capacity naming Redeco Fibers Private Limited and in 2021 third spinning mill naming Haripriya Spinning Mill Private Limited.
<b>Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)</b>	1. Redeco Fibers Private Limited CIN - U17299GJ2020PTC118191 2. Redstone Granito Private Limited CIN - U26914GJ2010PTC063247 3. Haripriya Spinning Mill Private Limited CIN - U17309GJ2021PTC127548
<b>Memberships / Chairmanships of committees of other public companies</b>	Nil
<b>Shareholding in the Company:</b>	1,47,82,700 equity shares
<b>Inter-se Relationship with other Directors</b>	Mr. Rameshkumar Jivrajbhai Ranipa is father-in-law of Mr. Rohankumar Raiyani
<b>Information as required pursuant to BSE Circular No. L1ST/COMP/14/2018- 19 dated June 20, 2018</b>	Mr. Rameshkumar Jivrajbhai Ranipa is not debarred from holding the office of director pursuant to any SEBI order.

The Board of Directors is of the view that the appointment of Mr. Rameshkumar Jivrajbhai Ranipa (DIN: 03339532) as Chairman & Whole-time Director of the Company will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommends the Special Resolution of the accompanying Notice for approval by the Members of the Company.

Mr. Rohankumar Jitendra Raiyani and Mr. Jitendra Gopalbhai Raiyani, directors of the Company and their relatives to the extent their shareholding in the Company are interested, in the resolution.

Members may note that in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Rameshkumar Jivrajbhairanipa will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of re-appointment and remuneration of Mr. Rameshkumar Jivrajbhairanipa (DIN: 03339532) as Chairman & Whole-time Director of the Company.

The Board recommends the matter and the resolution set out under Item No. 7 for the approval of the Members by way of passing Special Resolution(s).

## ITEM NO. 8

### **TO REAPPOINT MR. PANKAJ BECHARBHAI BHIMANI (DIN: 08818741) AS WHOLE TIME DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION: SPECIAL RESOLUTION**

Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) was designated as Whole-time Director for a period of 5 years w.e.f September 25, 2020 in the Annual General Meeting held on September 24, 2020 with a remuneration of Rs. 1,00,000 (one lac) per month including allowances. Further, in the Annual General Meeting held on September 29, 2021 his remuneration was revised to Rs. 36,00,000/- per annum excluding perquisite, which was fixed under Schedule V of Companies Act, 2013, therefore approval of Shareholders was sought for remuneration of director for his remaining term. The other terms and conditions of his appointment, as approved by the Shareholders remained unchanged.

Accordingly, term of Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) expires on September 24, 2025 and upon recommendation by Nomination and Remuneration Committee, Board of Directors at its meeting held on August 28, 2025 has approved his reappointment as Managing Director of the company for a further period of 5 (five) years w.e.f. 25<sup>th</sup> September, 2025 to 24<sup>th</sup> September, 2030 subject to the approval of the members in the General Meeting upon the terms and conditions for the reappointment and payment of remuneration by way of salary, perquisites and allowances in accordance with Schedule V of Companies Act, 2013 of w.e.f. 25<sup>th</sup> September, 2025 as mentioned below.

The Board of Directors has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

It is proposed to seek the members' approval for the appointment of and remuneration payable Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) as Whole-time Director of the company, in terms of the applicable provisions of the Act.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the minimum Remuneration payable to Mr. Pankaj Becharbhai Bhimani (DIN: 08818741), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, remuneration payable to Mr. Pankaj Becharbhai Bhimani (DIN: 08818741), as Whole-time Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

#### **General Information**

**Nature of Industry:** The Company is engaged in manufacturing of varied cotton yarn from raw cotton.

**Date or expected date of commencement of commercial production:** The Company has already started the commercial production.

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

Financial performance based on given indicators:

(Amount in Rupees)

Particulars	FY 2024-25	FY 2023-24
Revenue from operations	2,00,91,41,654.00	189,26,44,330.00
Other income	4,71,38,616.00	4,52,57,784.00
Total revenue	2,05,62,80,271.00	1,93,79,02,114.00
EBITDA	12,57,94,612.00	11,47,46,375.00
Less:		
Finance Costs	4,26,99,803.00	4,14,59,419 .00
Depreciation	6,36,57,076.00	7,58,47,246.00
Profit before tax, exceptional and extraordinary items	1,94,37,733.00	(25,60,290.00)
Add/(Less): Exceptional/Extraordinary income/(expense)	0.00	0.00
Profit before tax	1,94,37,733.00	(25,60,290.00)
Less: Taxes on income	10,56,659.00	(30,34,976.00)
Current Tax	35,00,000	
Deferred tax	(24,43,341)	(30,34,976)
Profit after tax	1,83,81,074.00	4,74,686.00
EPS – Basic	0.74	0.02
EPS – Diluted	0.74	0.02

**Export performance and net foreign exchange:** During the year under review, the company has no direct export.

**Foreign Investment and collaborations, if any:** No collaborations has been made by the Company with any of foreign entity. Further, as at March 31, 2025 total holding of Foreign Shareholders was 1,92,000 Equity Shares.

#### Information about the Whole-time Director:

**Background Details:** Mr. Pankaj Becharbhai Bhimani, aged 43 years, is Whole-time Director of our Company. He has been on the Board of our Company since August 06, 2020. He has wide knowledge of more than 25 years. He is a partner in Murlidhar Tractors (partnership firm) since last 20 years and hence having wide experience in sales and market research. He is actively involved with production and marketing management of the company and his skills are very useful to the company.

**Past Remuneration:** In the F.Y. 2024-25 Mr. Pankaj Becharbhai Bhimani received 30,000 as sitting fees.

**Recognition of Award:** None

#### Job Profile and his suitability:

**Mr. Pankaj Becharbhai Bhimani** He is a partner in Murlidhar Tractors (partnership firm) since last 25 years and hence having wide experience in sales and market research.

#### Terms and conditions of Remuneration: -

Basic Salary up to Rs. 36,00,000 P.A. excluding perquisite mentioned hereunder for the existing term.

#### Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Pankaj Becharbhai Bhimani, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

#### Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:

Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) has pecuniary relationship to the extent he is relative of the directors of the Company.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the appointment of Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) as whole time director of the Company are now being placed before the Members for their approval in accordance with Schedule V of Companies Act, 2013 of w.e.f. 25<sup>th</sup> September, 2025

The Board of Directors is of the view that the revision in Remuneration payable to Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) for the existing term as Whole-time Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 8 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Pankaj Becharbhai Bhimani himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

**Reasons of loss or inadequate profits:**

We are working as per industry standards. The profit margin is low in commodity segment. The remuneration to be given is decided based on industry standards, looking to their profile the remunerations is justified.

**Steps taken or proposed to be taken for improvement:**

The Company has initiated various steps to improve its administrative performance, including lowering its administrative costs.

**Expected increase in productivity and profits in measurable terms:**

The management continues to be optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are as follows:

<b>Name of Director</b>	Mr. Pankaj Becharbhai Bhimani (DIN: 08818741)
<b>Date of Birth</b>	November 22, 1981
<b>Date of Initial Appointment</b>	August 06, 2020
<b>Date of Appointment (at current term)</b>	Appointed cum re-designated as Whole -Time Director in Board Meeting held on August 31, 2020 subject to approval of Shareholders in the ensuing Annual General Meeting.
<b>Educational Qualifications</b>	Graduation
<b>Terms &amp; Conditions</b>	As given above
<b>Remuneration last drawn</b>	Sitting fees of Rs.35,000 for the F.Y. 2024-25
<b>Remuneration sought to be paid</b>	As given above
<b>Number of Board Meetings attended during the Financial Year 2024-25</b>	06/06
<b>Expertise in specific functional areas - Job profile and suitability</b>	He is a partner in Murlidhar Tractors (partnership firm) since last 25 years and hence having wide experience in sales and market research.
<b>Directorships held in other companies (excluding foreign companies, Section 8 companies and Struck off Companies and our Company)</b>	Nil
<b>Memberships / Chairmanships of committees of other public companies</b>	Nil
<b>Shareholding in the Company:</b>	Nil
<b>Inter-se Relationship with other Directors</b>	Mr. Pankajbhai Becharbhai Bhimani is cousin brother of Mr. Rameshbhai Ranipa.
<b>Information as required pursuant to BSE Circular No. L1ST/COMP/14/2018- 19 dated June 20, 2018</b>	Mr. Pankajbhai Becharbhai Bhimani is not debarred from holding the office of director pursuant to any SEBI order.

The Board of Directors is of the view that the appointment of Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) as Whole-time Director of the Company will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommends the Special Resolution of the accompanying Notice for approval by the Members of the Company.

Except Mr. Pankaj Becharbhai Bhimani himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

Members may note that in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Pankaj Becharbhai Bhimani will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of re-appointment and remuneration of Mr. Pankaj Becharbhai Bhimani (DIN: 08818741) as Whole-time Director of the Company.

The Board recommends the matter and the resolution set out under Item No. 8 for the approval of the Members by way of passing Special Resolution(s).

**Date: 28.08.2025**

**Place: Haripar, Jamanagar**

**For and on Behalf of the Board of Directors,  
ANGEL FIBERS LIMITED**

**Mr. Rohankumar Raiyani**  
**Managing Director**  
**(DIN :08814726)**

**Mr. Rameshkumar Ranipa**  
**Chairman &**  
**Whole-time Director**  
**(DIN :03339532)**



**ANNEXURE TO THE NOTICE DATED AUGUST 28, 2025**

The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are as follows:

<b>Name</b>	<b>Mr. Jitendra Gopalbhai Raiyani</b>
<b>Date of Birth</b>	June 01, 1969
<b>Qualification</b>	Graduation
<b>Experience - Expertise in specific functional areas - Job profile and suitability</b>	Mr. Jitendra Gopalbhai Raiyani serves as a director in three private limited companies - one engaged in spinning mills, another in the solar industry, and the third in the chemical sector. His directorship across these diverse industries reflects his expertise in the manufacturing of a wide range of products.
<b>No. of Shares held as on March 31, 2025 including shareholding as a Beneficial Owner.</b>	36,95,680 equity shares
<b>Terms &amp; Conditions</b>	Liable to retire by rotation
<b>Remuneration Last Drawn</b>	Sitting Fees of Rs. 30,000
<b>Remuneration sought to be paid</b>	As per his present terms & conditions
<b>Number of Board Meetings attended during the Financial Year 2023-24</b>	6 Meeting out of 6 Board Meetings
<b>Date of Original Appointment</b>	August 06, 2020
<b>Date of Appointment in current terms</b>	September 28, 2022
<b>Directorships held in public companies including deemed public companies and this company</b>	01
<b>Memberships / Chairmanships of committees of public companies*</b> <small>*Considered Audit Committee &amp; Stake Holders Relationship Committee</small>	Chairmanship : 0 Membership: 0
<b>Inter-se Relationship with other Directors.</b>	Mr. Jitendra Gopalbhai Raiyani is father of Mr. Rohankumar Raiyani, Managing Director and father-in-law of daughter of Mr. Rameshkumar Jivrajbhai Ranipa, Chairman & Whole-time Director of the company.
<b>Listed entities from which the person has resigned in the past three years</b>	Nil
<b>Information as required pursuant to BSE Circular No. L1ST/COMP/14/2018- 19 dated June 20, 2018</b>	Mr. Jitendra Gopalbhai Raiyani is not debarred from holding the office of director pursuant to any SEBI order.

**FORM NO. MGT-11**

**PROXY FORM**

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

Name of the member(s): .....

Registered Address:

.....  
.....

E-mail ID: .....

Folio/ DP ID - Client ID No.: .....

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ....., or failing him,

2. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ....., or failing him,

3. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ....., or failing him,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12<sup>TH</sup> Annual general meeting of the company, to be held on 20<sup>th</sup> September, 2025 At 11.00 A.M. At the registered office of The Company Situated At Survey No. 100/1, Plot No.1, Haripar, Tal: Kalavad, Dist: Jamnagar-361112 (Gujarat). For all the resolutions as mentioned in AGM notice.

Signed this..... day of..... 2025

Signature of shareholder

Signature of Proxy holder(s)

Affix revenue stamp

**NOTE:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details of member(s) in the above box before submission.

**ATTENDANCE SLIP**

**12<sup>th</sup> ANNUAL GENERAL MEETING**

Folio No. .... DP ID No.\* ..... Client ID No.....

I hereby record my presence at the 12<sup>th</sup> Annual General Meeting of the Company to be held on 20<sup>th</sup> September, 2025 at 11.00 A.M. At the registered office of The Company Situated at Survey No. 100/1, Plot No.1, Haripar, Tal: Kalavad, Dist: Jamnagar-361112 (Gujarat)

Name of the Shareholder :

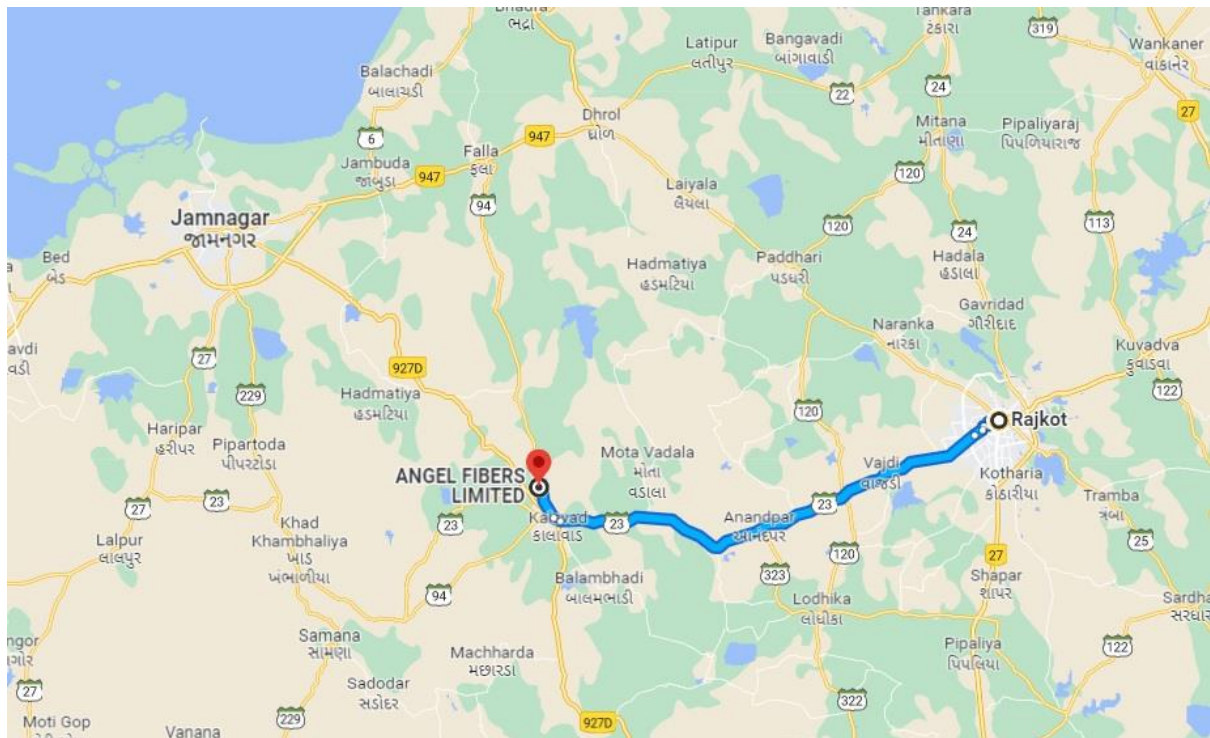
Name of the Proxy :

Signature of member/proxy :

**NOTE:**

1. To be signed at the time of handing over this slip.
2. Members are requested to register their names at least 15 minutes prior to the commencement of the meeting.

**ROUTE MAP TO THE VANUE OF ANNUAL GENERAL MEETING**



## **DIRECTORS' REPORT**

**To  
The Members**

Your Directors here by presenting their 12<sup>th</sup> Annual Report of your Company on the business and operations of the Company and the Audited Financial Statements for the financial year ended March 31, 2025.

### **1. PERFORMANCE HIGHLIGHTS (STANDALONE)**

Your Company has performed during the reporting period as follows:

	<b>(In Rs.)</b>	
<b>Particulars</b>	<b>FY 2024-25</b>	<b>FY 2023-24</b>
Revenue from operations	2,00,91,41,654.00	189,26,44,330.00
Other income	4,71,38,616.00	4,52,57,784.00
<b>Total revenue</b>	<b>2,05,62,80,271.00</b>	<b>1,93,79,02,114.00</b>
EBITDA	12,57,94,612.00	11,47,46,375.00
Less:		
Finance Costs	4,26,99,803.00	4,14,59,419 .00
Depreciation	6,36,57,076.00	7,58,47,246.00
<b>Profit before tax, exceptional and extraordinary items</b>	<b>1,94,37,733.00</b>	<b>(25,60,290.00)</b>
Add/(Less): Exceptional/Extraordinary income/(expense)	0.00	0.00
<b>Profit before tax</b>	<b>1,94,37,733.00</b>	<b>(25,60,290.00)</b>
Less: Taxes on income	10,56,659.00	(30,34,976.00)
Current Tax	35,00,000	-
Deferred tax	(24,43,341)	(30,34,976)
<b>Profit after tax</b>	<b>1,83,81,074.00</b>	<b>4,74,686.00</b>
EPS – Basic	0.74	0.02
EPS – Diluted	0.74	0.02

Note: Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

### **Company's Performance**

The Total income from Operations (net) of the Company for the year under review is Rs. 2,00,91,41,654 as compared to Rs. 189,26,44,330 of the previous year. Revenue from Operations is increase by approx. 6.16% as compared to previous year. Profit for the year stood at Rs. 1,83,81,074 as compared to profit of Rs. 4,74,686 in the previous year.

During the reporting year, the company achieved an approximate increase of 3,772.26% in profit compared to the previous year.

### **Transfer To Reserves**

Your Directors do not propose to transfer any amount to the General Reserves. Full amount of profit carried to reserve & Surplus account of the Company.

### **2. SHARE CAPITAL**

During the year under review, no changes were carried out in the authorized and paid-up share capital of the Company. The Present Capital of the company is as follows:

#### **Authorised Share Capital**

The Authorised Share Capital of the Company as at 31<sup>st</sup> March, 2025 was Rs. 25,00,00,000.00 consists of 2,50,00,000 equity shares of Rs. 10 each.

#### **Issued Paid Up and Subscribed Capital**

The Issued, Paid Up and Subscribed Share Capital of the Company as at 31<sup>st</sup> March, 2025 was Rs. 25,00,00,000.00 consists of 2,50,00,000 equity shares of Rs. 10 each.

### 3. DIVIDEND

In the reporting financial, the Company opted to conserve funds; accordingly, the Board of Directors has not recommended any dividend for the financial year Year 2024-25.

### 4. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO –

*(Pursuant to Section 134 (3) (m) of the Companies (Accounts) Rules, 2014 and rules made there under)*

#### A. Conservation of energy –

- i.) **The steps taken or impact on conservation of energy:** The Company has taken measures and applied strict control system to monitor day to day power consumption, to endeavor to ensure the optimal use of energy with minimum extent possible wastage as far as possible. The day to day consumption is monitored and various ways and means are adopted to reduce the power consumption in an effort to save energy.
- ii.) **The steps taken by the Company for utilizing alternate sources of energy:** The Company has not taken any step for utilizing alternate sources of energy.
- iii.) **The capital investment on energy conservation equipment:** During the year under review, Company has not incurred any capital investment on energy conservation equipment.

#### B. Technology absorption –

- i.) **The effort made towards technology absorption:** The Company has not imported any technology and hence there is nothing to be reported here.
- ii.) **The benefit derived like product improvement, cost reduction, product development or import substitution:** None
- iii.) **in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –**
  - a. The details of technology imported: None
  - b. The year of import: None
  - c. Whether the technology has been fully absorbed: None
  - d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: None
- iv.) **The expenditure incurred on Research and Development:** During the year under review, the Company has not incurred any Expenditure on Research and Development

#### C. Foreign Exchange Earnings & Expenditure:

##### i.) Details of Foreign Exchange Earnings: (in ₹)

Sr. No.	Particulars	F.Y. 2024-25	F.Y. 2023-24
1.	Foreign Exchange Earnings	-	-

##### ii.) Details of Foreign Exchange Expenditure: (in ₹)

Sr. No.	Particulars	F.Y. 2024-25	F.Y. 2023-24
1.	Foreign Exchange Expenditure	-	-

### 5. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

The Company does not have any subsidiaries, joint ventures or associates in the period under review.

### 6. SIGNIFICANT EVENTS AFTER BALANCE SHEET DATE

There has been no significant events occurred after preparation of the balance sheet.

### 7. CHANGE IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company in the period under review.

## 8. CHANGE IN THE REGISTERED OFFICE

There has been no change in the registered office of the Company in the period under review.

## 9. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### Constitution of Board:

As on the date of this report, the Board comprises of following Directors;

Name of Director	Category Cum Designation	Date of Original Appointment	Date of Appointment at current Term	Total Directorship <sup>2</sup> including our Company	No. of Committee <sup>1</sup>		No. of Shares held as on March 31, 2025
					in which Director is Member	in which Director is Chairman	
Mr. Rameshkumar Jivrajibhai Ranipa	Chairman & Whole-time Director	May 08, 2020	September 24, 2020	4	-	-	1,47,82,700
Mr. Jitendrabhai Gopalbhai Raiyani	Executive Director	August 06, 2020	October 01, 2022	4	2	-	36,95,680
Mr. Pankajbhai Becharbhai Bhimani	Whole-time Director	August 06, 2020	September 24, 2020	1	-	-	NIL
Mr. Rohankumar Jitendrabhai Raiyani	Managing Director	August 06, 2020	September 24, 2020	1	-	-	NIL
Mr. Hiteshkumar Chhaganbhai Chaniyara	Non-Executive Independent Director	July 29, 2020	September 24, 2020	1	2	2	NIL
Ms. Jyoti Jashvantray Kataria	Non-Executive Independent Director	July 30, 2020	September 24, 2020	2	2	2	NIL
Mr. Rutvikumar Prabhudas Bhensdadiya	Non-Executive Independent Director	September 03, 2021	September 29, 2021	1	-	-	NIL
Mr. Chandrakant Bhimjibhai Gopani	Non-Executive Independent Director	September 03, 2021	September 29, 2021	1	-	-	NIL

<sup>1</sup> Committee includes Audit Committee and Stakeholder's Relationship Committee across all Public Companies.

<sup>2</sup> Excluding LLPs, Section 8 Company & Struck Off Companies.

The composition of Board complies with the requirements of the Companies Act, 2013 ("Act"). Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from the requirement of having composition of Board as per Regulation 17 of Listing Regulations.

None of the Director of the Company is serving as a Whole-Time Director in any other Listed Company and the number of their directorship is within the limits laid down under section 165 of the Companies Act, 2013.

## 10. DISCLOSURE BY DIRECTORS

The Directors on the Board have submitted notice of interest under Section 184(1) i.e. in Form MBP 1, intimation under Section 164(2) i.e. in Form DIR 8 and declaration as to compliance with the Code of Conduct of the Company.



## 11. AUDITORS' QUALIFICATIONS, RESERVATIONS, ADVERSE REMARKS IN THE AUDITORS' REPORT

The Auditors Report contains unmodified opinion on the financial statements for the period ended March 31, 2025. The statements made by the Auditors in their Report are self-explanatory and do not call for any further comments.

During the year, BSE imposed a fine for late submission of modified audit report relating to one observation, which in view of the auditor was unmodified opinion and was also not marked as modified opinion in the audit report issued by the auditor for March 31, 2024. The results were initially filed within due time with an unmodified opinion, in accordance with the auditor's report. However, later resubmitted with the modified opinion upon receipt of notice from the Exchange. The Company had applied for a waiver of the fine as there was no late submission in actual, which is presently under consideration by BSE.

## 12. CORPORATE SOCIAL RESPONSIBILITY

As per the provisions of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company was not required to comply with the requirement of CSR (Corporate Social Responsibility) provisions for the Financial 2024-25 as the company had profit of only Rs. 4,74,686 & also networth and turnover was below the threshold limits in the Previous FY 2023-24. Annual Report on Corporate Social Responsibility is attached as Annexure-A to the Board Report.

## 13. ANNUAL RETURN

Pursuant to Section 92 of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company as on March 31, 2025 is available on the Company's website and can be accessed at <https://angelfibers.com/investor/>

## 14. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

Regular meetings of the Board are held at least once in a quarter. Additional Board meetings are called & convened, as and when required, to discuss and decide on various business policies, strategies and other businesses

During the year under review, 6 Board meetings were convened and held, details of which are as follows:

Sr. No.	Date of Board meeting	No. of Directors entitled to attend the meeting	No. of Directors present
01	27-05-2024	08	08
02	02-09-2024	08	08
03	21-09-2024	08	08
04	14-11-2024	08	08
05	18-02-2025	08	08
06	28-02-2025	08	08

Name of Director	Number of Board Meeting held	Number of Board Meetings Eligible to attend	Number of Board Meeting attended	Presence at the previous AGM of F.Y. 2023-2024
Rameshkumar Jivrajbhai Ranipa	06	06	06	YES
Jitendrabhai Gopalbhai Raiyani	06	06	06	YES
Pankajbhai Becharbhai Bhimani	06	06	06	YES
Rohankumar Jitendrabhai Raiyani	06	06	06	YES
Hiteshkumar Chhaganbhai Chaniyara	06	06	06	YES
Jyoti Jashvantray Kataria	06	06	06	NO
Rutvikumar Prabhudas Bhensdadiya	06	06	06	YES
Chandrakant Bhimjibhai Gopani	06	06	06	NO

**15. GENERAL MEETINGS**

During the year under review, only one meeting of members was held and that was Annual General Meetings held on 25<sup>th</sup> September, 2024.

**16. INDEPENDENT DIRECTORS**

The Company has received necessary declaration from each Independent Director under Section 149 (7) of the act that they meet the criteria of independence laid down in Section 149 (6) of the Act. In the opinion of the Board, all our Independent Directors possess requisite qualifications, experience, expertise including the Proficiency and hold high standards of integrity for the purpose of Rule 8(5)(iiia) of the Companies (Accounts) Rules, 2014.

A separate meeting of Independent Directors was held on 28<sup>th</sup> February, 2025 to review the performance of Non-Independent Directors and Board as whole and performance of chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board.

**17. INFORMATION ON DIRECTORATE**

During the year under review, there were no change in constitution of the Board of Directors of the Company.

In accordance with the provisions of Section 152 and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mr. Jitendra Gopalbhai Raiyani (DIN: 00284527) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, have offered himself for re-appointment.

**18. DETAILS OF KEY MANAGERIAL PERSONNEL**

In terms of Section 203 of the Companies Act, 2013, during the FY 2024-25, the Company had, Mr. Rameshkumar Jivrajbhai Ranipa, Chairman and Whole Time Director, Mr. Pankaj Becharbhai Bhimani, Whole Time Director, Mr. Rohankumar Jitendra Raiyani, Managing Director, Mr. Ashish Dhirajbhai Desai, Chief Financial officer and Ms. Reena Jayantilal Kanabar as Company Secretary and Compliance Officer of the Company as Key Managerial Personnel.

**19. PERFORMANCE EVALUATION**

The Board of Directors has carried out an annual evaluation of its own performance board committees and individual directors pursuant to the provisions of the Act.

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

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

The Board and the Nomination and Remuneration Committee and Independent Directors in their separate meeting has reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed meaningful and constructive contribution and inputs in meetings etc. In addition, the chairman was also evaluated on the key aspects of his role.

Separate meeting of independent directors was held to evaluate the performance of non-independent directors, performance of the board as a whole and performance of the chairman, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

## 20. COMMITTEES OF BOARD

The Board of Directors, in line with the requirement of the act, has formed various committees, details of which are given hereunder.

### A. Audit Committee: -

The Board of Directors had constituted Audit Committee in line with the provisions of Section 177 of the Companies Act, 2013.

During the year under review, the Audit Committee met 5 (Five) times during the Financial Year 2024-25, on 27-05-2024, 02-09-2024, 21-09-2024, 14-11-2024 and on 28-02-2025.

The composition of the Committee and the details of meetings attended by its members are given below:

Name of the Directors	Category	Designation	Number of meetings during the Financial Year 2024-25		
			Held	Eligible to attend	Attended
Mr. Hiteshkumar Chhaganbhai Chaniyara	Non-Executive Independent Director	Chairperson	5	5	5
Ms. Jyoti Jashvantray Kataria	Non-Executive Independent Director	Member	5	5	5
Mr. Jitendrabhai Gopalbhai Raiyani	Executive Director	Member	5	5	5

The Statutory Auditors & Chief Financial Officer of the Company are invited in the meeting of the Committee wherever requires. Further, the Company Secretary of the Company is acting as Company Secretary to the Audit Committee.

Recommendations of Audit Committee wherever/whenever given have been accepted by the Board.

### Other information

Executives from Accounts, Finance and Secretarial Departments and representatives of Statutory and Internal Auditors invited to attend Audit Committee Meetings as and when required.

The Chairman of the Audit Committee was present at the previous Annual General Meeting of the Company held on 25-09-2024.

### Vigil Mechanism:

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behaviour actual or suspected fraud or violation of Company's Code of Conduct.

Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company at <https://angelfibers.com/wp-content/uploads/2022/11/WHISTLE-BLOWE-POLICY.pdf>

### B. Stakeholder's Relationship Committee:-

The Stakeholder's Relationship Committee had duly formed mainly to focus on the redressal of Shareholders' / Investors' Grievances if any like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc. The Stakeholders Relationship Committee shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company.

During the year under review, Stakeholder's Relationship Committee met 4 (Four) times on 27-05-2024, 02-09-2024, 14-11-2024 and on 28-02-2025. The composition of the Committee and the details of meetings attended by its members are given below:

Name of the Directors	Category	Designation	Number of meetings during the Financial Year 2024-25		
			Held	Eligible to attend	Attended
Mr. Hiteshkumar Chhaganbhai Chaniyara	Non-Executive Independent Director	Chairperson	4	4	4
Ms. Jyoti Jashvantray Kataria	Non-Executive Independent Director	Member	4	4	4
Mr. Jitendrabhai Gopalbhai Raiyani	executive Director	Member	4	4	4

The Company Secretary of the company acts as secretary for the Committees & was present in meetings of Stakeholder's Grievance & Relationship Committee held during the year.

During the year under review, the Company had not received any complaint.

### C. Nomination and Remuneration Committee

The Nomination and Remuneration committee had duly formed in line with the provisions of Section 178 of the Companies Act 2013. Nomination and Remuneration Committee meetings are generally held for identifying the persons who are qualified to become Directors and may be appointed in senior management and recommending their appointments and removal.

During the year under review Nomination and Remuneration Committee met 02 (two) times on 02-09-2024 and on 28-02-2025. The composition of the Committee and the details of meetings attended by its members are given below:

Name of the Directors	Category	Designation	Number of meetings during the Financial Year 2024-25		
			Held	Eligible to attend	Attended
Mr. Hiteshkumar Chhaganbhai Chaniyara	Non-Executive Independent Director	Chairperson	2	2	2
Ms. Jyoti Jashvantray Kataria	Non-Executive Independent Director	Member	2	2	2
Mr. Rutvikumar Prabhudas Bhensdadiya	Non-Executive Independent Director	Member	2	2	2

### D. Corporate Social Responsibility Committee

The Corporate Social Responsibility committee had duly formed in line with the provisions of Section 135 of the Companies Act 2013.

During the year under review Corporate Social Responsibility committee met 01 (one) time i.e. on 02-09-2024. The composition of the Committee and the details of meetings attended by its members are given below:

Name of the Directors	Category	Designation	Number of meetings during the Financial Year 2024-25		
			Held	Eligible to attend	Attended
Mr. Hiteshkumar Chhaganbhai Chaniyara	Non-Executive Independent Director	Chairperson	1	1	1
Ms. Jyoti Jashvantray Kataria	Non-Executive Independent Director	Member	1	1	1
Mr. Jitendrabhai Gopalbhai Raiyani	executive Director	Member	1	1	1

As per the provisions of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company was not required to comply with the requirement of CSR (Corporate Social Responsibility) provisions for the Financial 2024-25 as the company had profit of only Rs. 4,74,686 & also networth and turnover was below the threshold limits in the Previous FY 2023-24. However, company decided not to dissolve the CSR committee.

## **21. NOMINATION AND REMUNERATION POLICY**

The Board of Directors has formulated a Policy to create a high-performance culture. It enables the Company to attract motivated and retained manpower in competitive market, and to harmonize the aspirations of human resources consistent with the goals of the Company. The policy lays down a framework for selection, appointment of Directors and Senior Management and for determining qualifications, positive attributes and independence of Directors. The Board has also formulated a Policy relating to remuneration of Directors, members and Senior Management and Key Managerial Personnel.

The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Executive Directors and Key Managerial Personnel.

The policy is placed on the website of the company at <https://angelfibers.com/wp-content/uploads/2023/02/NOMINATION-REMUNERAION-POLICY.pdf>

## **22. REMUNERATION OF DIRECTORS**

The details of remuneration paid during the Financial Year 2024-25 to Directors of the Company is provided in Form MGT-7 available on website of the company at <https://angelfibers.com/investor/>

## **23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Particulars of loan given, investments made, guarantees given and securities provided covered under the provisions of Section 186 of the Companies Act, 2013 are provided in the notes to the Financial Statements.

## **24. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY**

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions which are of repetitive nature and/or entered in the Ordinary Course of Business and are at Arm's Length. There were no contracts, arrangements or transactions which was executed not in ordinary course of business and/or not at arm's length basis. Further, there were no related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and at Arm's Length basis. There were no Material Related Party Transactions, i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statement, except as mentioned in AOC-2 attached with the report as annexure – B. Although approval of the shareholders was taken under the provisions of Section 188 of the Companies Act, 2013 and the rules made thereunder and as amended from time-to-time inspite of transactions with related party in the ordinary course of business and at the arm's length basis as an abundant precautionary measure. Members may refer to the notes to the accounts for details of related party transactions entered as per Accounting Standard – 18.

In line with the requirements of the Companies Act, 2013 and the Listing Regulations, your Company has formulated a Policy on Related Party Transactions. The Policy on Materiality of and dealing with Related Party Transactions as approved by the Board is uploaded on the Company's website and can be accessed at the Web-link: <https://angelfibers.com/wp-content/uploads/2024/09/RELATED-PARTY-TRANSACTION-1.pdf>. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

## 25. PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules made there under.

### A. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- a) The ratio of remuneration of each director to the median remuneration of employees for the Financial Year and the Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year:

Sr. No.	Name	Designation	Nature of Payment	Ratio against median employee's remuneration	Percentage Increase/ Decrease as compared to median
1.	Mr. Rameshkumar J Ranipa	Chairman & Whole Time Director	Remuneration	-	Not Applicable
2.	Mr. Jitendrabhai G Raiyani	Executive Director	Remuneration	0.64:1	100%
3.	Mr. Pankajbhai B Bhimani	Whole Time Director	Remuneration	-	Not Applicable
4.	Mr. Rohankumar J Raiyani	Managing Director	Remuneration	1.07:1	100%
5.	Mr. Rameshkumar J Ranipa	Chairman & Whole Time Director	Sitting Fees	0.11:1	Not Applicable
6.	Mr. Jitendrabhai G Raiyani	Executive Director	Sitting Fees	0.10:1	Not Applicable
7.	Mr. Pankajbhai B Bhimani	Whole Time Director	Sitting Fees	0.10:1	Not Applicable
8.	Mr. Rohankumar J Raiyani	Managing Director	Sitting Fees	0.10:1	Not Applicable
9.	Mr. Hiteshkumar C Chaniyara	Non-Executive Independent Director	Sitting Fees	0.10:1	Not Applicable
10.	Ms. Jyoti J Kataria	Non-Executive Independent Director	Sitting Fees	0.10:1	Not Applicable
11.	Mr. Rutvikumar Prabhudas Bhensdadiya	Non-Executive Independent Director	Sitting Fees	0.10:1	Not Applicable
12.	Mr. Chandrakant Bhimjibhai Gopani	Non-Executive Independent Director	Sitting Fees	0.10:1	Not Applicable
13.	Ms. Reena Kanabar	Company Secretary & Compliance Officer	Remuneration	1.36:1	-1.87 %
14.	Mr. Ashish D Desai	Chief Financial Officer	Remuneration	2.31:1	100%

\*Median of only those employees are considered who were in employment for at least 6 months.



*\*\* During the year under review, company has paid remuneration to two Executive Directors and paid sitting fees to all Executive & Non-executive directors, hence, remuneration and sitting fees both are compared separately.*

*\*\*\* We have taken Median of all the Employees which were on roll for more than 6 months during the year.*

**b) The percentage increase in the median remuneration of employees in the financial year:**

The median remuneration of the employees in current financial year was increased by 63.51% over the previous financial year.

**c) The number of permanent employees on the rolls of the Company: 25 permanent Employees as on March 31, 2025.**

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

The average salary of employees has increased by 46.50% during the financial year. The ratio of managerial remuneration to the median employee remuneration stands at 1.71:1. It is pertinent to note that there has been a 100% increase in managerial remuneration compared to the previous financial year, as none of the directors drew any remuneration in that period due to the company's minimal profit.

**e) Affirmation that the remuneration is as per the remuneration policy of the company:**

The Company affirms remuneration is as per the Remuneration Policy of the Company.

**26. REPORTING OF FRAUD**

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

**27. SUBSIDIARIES ASSOCIATES AND JOINT VENTURE OF THE COMPANY**

The company does not have any Subsidiary, Associate or Joint Venture.

**28. MATERIAL CHANGES AND COMMITMENT DURING THE YEAR UNDER REVIEW**

There was no material change during the year under review.

**29. DETAILS OF MATERIAL CHANGES FROM THE END OF THE FINANCIAL YEAR**

There were no Material Changes that took place from the end of Financial Year till the date of this report.

**30. INSURANCE**

The assets of your Company have been adequately insured.

**31. SIGNIFICANT AND MATERIAL ORDERS**

There are no significant and material orders passed by the regulators or courts or tribunals which impact the going concern status and the Company's operations in future.

**32. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

To foster a positive workplace environment free from harassment of any nature we have framed Prevention of Sexual Harassment Policy through which we address complaints of sexual harassment at all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate. Further, the company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Details of sexual harassment complaint during the financial year 2024-25:

Number of complaint received: 0

Number of complaint disposed of: 0

Number of complaint pending more than 90 days: 0

**33. COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT, 1961:**

During the year under review, the company had complied with The Maternity Benefit Act, 1961.

**34. COMPLIANCE WITH THE SECRETARIAL STANDARDS OF ICSI**

The company is in compliance with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government.

**35. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has adequate and efficient internal and external control system, which provides protection to all its assets against loss from unauthorized use and ensures correct reporting of transactions. The internal control systems are further supplemented by internal audits carried out by the respective Internal Auditors of the Company and Periodical review by the management. The Company has put in place proper controls, which are reviewed at regular intervals to ensure that transactions are properly authorised, correctly reported and assets are safeguarded.

**36. PUBLIC DEPOSIT:**

The company has not accepted any deposits from the public. Hence the directives issued by the Reserve Bank of India & the Provision of Section 73 to 76 of the Company Act 2013 or any other relevant provisions of the Act and the Rules there under are not applicable.

**37. CORPORATE GOVERNANCE**

Integrity and transparency are key factors to our corporate governance practices to ensure that we achieve and will retain the trust of our stakeholders at all times. Corporate governance is about maximizing shareholder value legally, ethically and sustainably. Our Board exercises its fiduciary responsibilities in the widest sense of the term. Our disclosures seek to attain the best practices in international corporate governance. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

As our company has been listed on BSE SME Platform of Bombay Stock Exchange Limited (BSE), by virtue of Regulation 15 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the compliance with the corporate Governance provisions as specified in regulation 17 to 27 and Clause (b) to (i) and (t) of sub regulation (2) of Regulation 46 and Para C D and E of Schedule V are not applicable to the company. Hence Corporate Governance Report does not form a part of this Board Report, though we are committed for the best corporate governance practices.

**38. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

In terms of Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 a review of the performance of the Company for the year under review Management Discussion and Analysis Report is presented in a separate section which is annexed to this Report as Annexure -C.

**39. RISK MANAGEMENT POLICY**

The Company has a robust Risk Management framework to identify measure and mitigate business risks and opportunities. This framework seeks to create transparency, minimise adverse impact on the business objective and enhance the Company's competitive advantage. This risk framework thus helps in managing market, credit and operations risks and quantifies exposure and potential impact at a Company level.

**40. DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to section 134(5) of the Companies Act, 2013 the Board of Directors to the best of their knowledge and ability confirm that:

- a. in the preparation of the annual financial statements for the year ended March 31, 2025, the applicable accounting standards have been followed with no material departures;

- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit of the Company for the year ended on that date;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual financial statements on a going concern basis;
- e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- f. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### 41. STATUTORY AUDITORS

In accordance with provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company has appointed M/s. Chetan Agarwal & Co., Chartered Accountants (FRN: 120447W) as Statutory Auditors of the Company to hold the office till conclusion of 15<sup>th</sup> Annual General Meeting to be held on the year 2028.

The Notes to the financial statements referred in the Auditors Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013. The Auditors' Report is enclosed with the financial statements in this Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

#### 42. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and the Rules made thereunder, the Company has appointed M/s SCS and Company LLP, Practicing Company Secretaries as the Secretarial Auditor of the Company. The Secretarial Audit Report is annexed to the Board's Report and forms an integral part of this Report as Annexure-D.

Remarks mentioned in Secretarial Audit Report and reply of the management are as follows:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary	Reply from Management										
1.	Compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 w.r.t. maintenance of UPSI in Structured Digital Database (SDD)	Due to incorrect name capturing, two UPSI sharing records were modified in the software. The necessary corrections were made subsequently; however, the entries are	<p>Following entries were modified due to incorrect name capturing and later the entries were corrected and hence, considered delayed by us:</p> <table border="1"> <thead> <tr> <th>Provider name</th><th>Recipient name</th><th>Purpose of sharing</th><th>Mode of sharing</th><th>Date of sharing</th></tr> </thead> <tbody> <tr> <td>Ashish Dhirajbhai Desai</td><td>Chetan Agarwal &amp; Co.</td><td>Tally data sharing to statutory auditor of the company for the purpose of audit for the financial year ended</td><td>Email</td><td>08-05-2024  Modified (26-05-2025)</td></tr> </tbody> </table>	Provider name	Recipient name	Purpose of sharing	Mode of sharing	Date of sharing	Ashish Dhirajbhai Desai	Chetan Agarwal & Co.	Tally data sharing to statutory auditor of the company for the purpose of audit for the financial year ended	Email	08-05-2024  Modified (26-05-2025)	Due to an oversight, the name of the person sharing the UPSI was entered incorrectly. The error was subsequently corrected
Provider name	Recipient name	Purpose of sharing	Mode of sharing	Date of sharing										
Ashish Dhirajbhai Desai	Chetan Agarwal & Co.	Tally data sharing to statutory auditor of the company for the purpose of audit for the financial year ended	Email	08-05-2024  Modified (26-05-2025)										

		considered delayed as a result			31st March, 2024.			
			Chirag Rajeshbhai Kundariya	Rohankumar Jitendra Raiyani, Rameshkumar Jivrajbhai Ranipa, Jitendra Gopalbhai Raiyani, Pankaj Becharbhai Bhimani, Hiteshkumar Chhaganbhai Chaniyara, Jyoti Jashvantray Kataria, Chandrakant Bhimjibhai Gopani, Rutvik Kumar P Bhensdadiya	Shared audited financial result received from the statutory auditor of the company for the year ended 31.03.2024	Physical Copies	27-05-2024	Modified (26-05-2025)
			Narration of entries were not mentioned in the proper tab.					

#### 43. COST AUDIT

The Company has appointed M/s Manish Bhagvandas Analkat, Cost Auditor (Firm Registration No. 100261) as cost auditor for conducting the cost audit in respect of the products manufactured by the Company as per the provisions of Section 148 of the Companies Act, 2013 for the period under review. Further, as per Section 148 of the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be ratified at the ensuing Annual General Meeting.

Further, The Company has maintained cost accounts and records in accordance with provisions of Section 148 of the Companies Act, 2013 and rules thereof.

#### 44. WEBSITE

As per Regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 the Company has maintained a functional website namely "www.angelfibers.com" containing the information about the Company. The website of the Company is containing information like Policies, Shareholding Pattern, Financial and information of the designated officials of the Company who are responsible for assisting and handling investor grievances for the benefit of all stakeholders of the Company etc.

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

During the Financial Year 2024-25, there was no application made and proceeding initiated /pending under the Insolvency and Bankruptcy Code, 2016, by any Financial and/or Operational Creditors against your Company. As on the date of this report, there is no application or proceeding pending against your company under the Insolvency and Bankruptcy Code, 2016.

#### 46. GENERAL DISCLOSURE

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules 2014 and other applicable provisions of the act and listing regulations to the extent the transactions took place on those items during the year. Your

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

- (i) Details relating to deposits covered under Chapter V of the Act;
- (ii) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- (iii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- (iv) There is no revision in the Board Report or Financial Statement;
- (v) the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof;
- (vi) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;

#### **47. INTERNAL AUDITOR**

Pursuant to Section 138 of Companies Act 2013, the Company had appointed M/s J V Sitapara & Associates, Practicing Chartered Accountants as an internal auditors of the Company.

#### **48. ACKNOWLEDGEMENTS**

We take this opportunity to thank the employees for their dedicated service and contribution to the Company.

We also thank our banks, business associates and our shareholders for their continued support to the Company.

**Date: 28.08.2025**  
**Place: Haripar, Jamanagar**

**For and on Behalf of the Board of Directors,**  
**ANGEL FIBERS LIMITED**

**Mr. Rohankumar Raiyani**  
**Managing Director**  
**(DIN :08814726)**

**Mr. Rameshkumar Ranipa**  
**Chairman & Wholetime Director**  
**(DIN :03339532)**

ANNEXURE-A

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY**

[Pursuant to clause (o) of Sub-Section 3 of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

**1. Brief Outline on the CSR Policy of the Company:**

The purpose of Corporate Social Responsibility (CSR) Policy of the Company is to devise an appropriate strategy and focus for its CSR initiatives and lay down the broad principles on the basis of which it will fulfill its CSR objectives. The main objective of CSR Policy of the Company is to demonstrate commitment to the common good through responsible business practices and good governance; set appropriate standards of quality in the delivery of services in the social sector by creating robust processes and replicable models; to operate its business in an economically, socially and environmentally sustainable manner, while recognizing the interests of all its stakeholders.

**2. #Composition of CSR Committee:**

The Company's CSR Committee consist of one Executive Director and two Independent Directors of the Company, and is chaired by an Independent Director. The composition of the Committee is set out below:

Name of Members		Designation/Nature of Directorship		No. of CSR Committee Meetings held during the F.Y. 2024-25	No. of CSR Committee Meetings attended during the F.Y. 2024-25
Hiteshbhai Chhaniyara	C	Independent Non-Executive Director	Chairman	1	1
Jitendrabhai Raiyani	G	Executive Director	Member	1	1
Jyotiben J Kataria		Independent Non-Executive Director	Member	1	1

**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:**

The Composition of CSR Committee, Company's CSR Policy and CSR projects are available on the website of the Company

Composition of CSR Committee : <http://angelfibers.com/wp-content/uploads/2022/11/COMPOSITION-OF-VARIOUS-COMMITTEES-1.pdf>

Company's CSR Policy : <http://angelfibers.com/wp-content/uploads/2022/11/CORPORATE-SOCIAL-RESPONSIBILITY.pdf>



4. 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: 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) Rules, 2014 and amount required for set off for the financial year, if any: 34,993 + 5,00,000 = 5,34,993
6. Average Net Profit of the Company as per Section 135(5): NA
7. #(a) Two percent of average net profit of the Company as per section 135(5): NA
8. (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NA  
(c) Amount required to be set off for the financial year, if any: NA  
(d) #Total CSR obligation for the financial year (7a+7b-7c): NA

*#MCA vide its amendment of Companies (Corporate Social Responsibility Policy) Amendment Rules, 2022 omitted sub rule (2) of Rule 3 of Companies (Corporate Social Responsibility Policy) Rules, 2014. Hence, limits of 135(1) required to be checked every year for the compliance requirements for Section 135 of the Act. Accordingly, in the F.Y. 2024-25 company is not liable to constitute CSR Committee & spend any amount towards CSR expenditure as company had profit of only Rs. 4,74,686 in the previous financial year i.e. 2023-24 net worth & turnover is also below the threshold mentioned under section 135 of the Act. However, company decided not to dissolve the CSR committee. As the company does not meet any of the criteria specified under Section 135 of the Companies Act, 2013 for the reporting year, no expenditure has been incurred towards CSR during the reporting year.*

9. (a) Details of CSR Amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (In Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of Fund	Amount	Date of Transfer
-	-	-	-	-	-

- (b) Details of CSR Amount spent against Ongoing Projects for the financial year: Nil
- (c) Details of CSR Amount spent against other than Ongoing Projects for the financial year:

Sr No.	Name of Project	Item from the list of activities in Schedule VII to the Act.	Local Area (Yes / No)	Location of the Project		Amount spent for the project (in Rs.)	Mode of Implementation – Direct (Yes/ No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration Number
-	-	-	-	-	-	-	-	-	-

(d) Amount spent in Administrative Overheads: Nil

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

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

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

Sr. No.	Particular	Amount (In Rs.)
1.	Two percent of average net profit of the company as per section 135(5)	NIL
2.	Total amount spent for the Financial Year	NIL
3.	Excess amount spent for the financial year [(ii)-(i)]	NIL
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
5.	Amount available for set off in succeeding financial years [(iii)-(iv)]	Rs. 5,34,993/-

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

Sr No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs. )	Amount spent in the reporting Financial Year (in Rs. )	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (In Rs.)
				Name of the Fund	Amount (In Rs.)	Date of transfer	
Not Applicable							

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

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

11. 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): Not Applicable
12. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per section 135(5): Not Applicable

**Date: 28.08.2025**

**Place: Haripar, Jamanagar**

**For and on Behalf of the Board of Directors,  
ANGEL FIBERS LIMITED**

<b>Mr. Rohankumar Raiyani</b>	<b>Mr. Hiteshkumar Chhaniyara</b>
<b>Managing Director</b>	<b>Chairman of CSR committee</b>
<b>(DIN :08814726)</b>	<b>(DIN : 08814531)</b>

**ANNEXURE-B**

**RELATED PARTY TRANSACTIONS**

**FORM NO. AOC-2**

**PARTICULARS OF CONTRACTS/ARRANGEMENTS MADE WITH RELATED PARTIES**

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arm's length transactions under forth proviso thereto**

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

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

There were no contracts or arrangements or transactions entered in to by the Company during the financial year ended on March 31, 2023, which were not at arm's length basis:

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

Sr. No.	Particulars	RPT – 1
1.	Corporate identity number (CIN) of the related party	U46909GJ2024PTC153076
2.	Name(s) of the related party and nature of relationship	Murlidhar Worldtrade Private Limited
3.	Nature of contracts/ arrangements/ transactions	Purchase of Goods
4.	Duration of the contracts / arrangements/ transactions	F.Y. 2024-25
5.	Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
6.	Date(s) of approval by the Board	May 27, 2024
7.	Amount paid as advances, if any	N.A.
8.	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	September 25, 2024

**Date: 28.08.2025**  
**Place: Haripar, Jamanagar**

**For and on Behalf of the Board of Directors,**  
**ANGEL FIBERS LIMITED**

**Mr. Rohankumar Raiyani      Mr. Rameshkumar Ranipa**  
**Managing Director              Chairman**  
**(DIN :08814726)              (DIN :03339532)**

## ANNEXURE-C

**MANAGEMENT DISCUSSION AND ANALYSIS****COMPANY'S BUSINESS**

The Company's principal line of business is manufacturing and marketing of Cotton Yarn, The Company has spinning units located near Rajkot, a well-developed cotton-growing region of Gujarat with an installed capacity of 39648 spindles.

**INDUSTRY STRUCTURE AND DEVELOPMENTS**

The global textile industry is undergoing transformation driven by sustainability trends, automation, and shifting trade dynamics. Demand for cotton yarn remains strong, particularly from Asia, Europe, and the U.S., where Indian spinners continue to maintain a competitive edge.

India is the second-largest producer and exporter of textiles globally, with cotton yarn forming a key segment. The country benefits from a large cotton-growing base, low-cost skilled labour, and an integrated textile value chain.

The domestic market is also growing, driven by rising disposable incomes, urbanization, and increased demand for garments and home textiles. Government support through schemes like PLI and PM-MITRA is fostering growth and modernization.

Gujarat, as the leading cotton-producing state, plays a pivotal role in cotton yarn manufacturing. Its well-established infrastructure, port connectivity, and cotton availability make it an ideal hub for spinning units. Technological upgrades and policy incentives have further strengthened Gujarat's position in the textile value chain.

Challenges persist in the form of raw material price fluctuations, international competition, and logistics costs. However, with continued investments and policy support, the sector remains poised for sustainable growth.

In FY 2024-25, India's **cotton yarn exports** rose to approximately **USD 12.04 billion**, up by **3.1%** from USD 11.68 billion in FY 2023-24.

This growth followed robust demand from key markets such as Bangladesh, China, and Vietnam, which together contribute around 60% of Indian cotton yarn export volumes.

Export-led growth was supported by competitive cotton yarn pricing and a 25% decline in domestic fiber prices in FY24, making Indian yarn globally attractive

Though export growth in FY25 was modest compared to FY24, it reflects sustained global demand and improved competitiveness amid geopolitical shifts, such as sourcing away from Xinjiang cotton

Cotton yarn exports account for nearly **30% of the industry's revenue**, underscoring their importance in driving sectoral performance

Source – Livemint, smartinfoindia, textiletradebuddy, theuttamhindu

## OPPORTUNITIES

India's cotton yarn industry is expected to register a 7–9 % revenue growth in FY 2025–26, driven by a rebound in exports—especially to China—and steady domestic demand, underpinned by improved cotton availability through Cotton Corporation of India interventions. A recovery in exports to China—projected to grow 9–11 %—is significant, as China accounts for around 14 % of India's cotton yarn export revenues. Additionally, favorable domestic market growth with 6–8 % volume gains and mild realization upticks is expected to support profitability and bottom-line recovery. Robust procurement by CCI is ensuring raw material stability, reducing inventory risk and improving operating margins by 50–100 basis points. The evolving China-Plus-One trade realignment presents export expansion possibilities to key markets like Bangladesh, Vietnam, and emerging Asian destinations. Trade agreements such as the India-UK FTA are expected to open new markets with reduced tariffs, boosting export competitiveness of cotton yarn and related textile sectors. Rising global demand for sustainable and technical cotton yarns—including anti-microbial and specialty variants—offers entry into higher-value market segments. Lastly, moderate capex and improved credit profiles across the sector suggest spinners can expand selectively without over-leveraging, making growth more sustainable.

Source – crisilrating, The Economic Times, linseed, The Times of India

## THREATS

The cotton yarn industry faces multiple threats impacting its global competitiveness and sustainability. One major concern is the volatility in raw cotton prices, which affects profit margins, as raw materials make up nearly 70% of production costs (Indian Textile Journal). The industry also grapples with rising energy and input costs, which reduce overall profitability (Times of India). Environmental concerns, including high water usage and pollution, are drawing increased regulatory scrutiny and demand for sustainability (Business Research Insights). Furthermore, health hazards like byssinosis, caused by cotton dust exposure in mills, raise both ethical and compliance challenges (Wikipedia).

## SEGMENTAL REVIEW AND ANALYSIS

Company is engaged in manufacturing of only one product i.e. cotton yarn and hence there is single segment reporting. The accounting policies adopted for segment reporting are in line with the accounting policies of the Company.

## RISKS AND CONCERNS

The yarn industry faces **volatile raw material costs**, especially in cotton and synthetics, which impact pricing stability and profitability. Frequent **supply chain disruptions**, due to shipping delays and geopolitical tensions, have further strained delivery timelines and raised costs. Increasing **environmental and regulatory pressures**, including emissions and wastewater norms, are inflating compliance and operational costs. Strong **global competition** from low-cost regions like Vietnam and Bangladesh is eroding traditional producers' market share. Finally, **economic and political uncertainties**—like tariff shifts and energy price volatility—challenge long-term planning and profitability.

Source – P Market Research, Textile Trade Buddy, Fortune Business Insights, Accio



The global yarn market is on a steady growth trajectory, projected to grow from around **USD 14.98 billion in 2025** to **USD 18.70 billion by 2030** at a CAGR of approximately 4.5%. The **cotton yarn segment** is particularly strong, expected to reach **USD 117.79 billion by 2032** with a

CAGR of approx. 4%, and potentially up to **USD 149.61 billion by 2034** at a higher CAGR of around 7.5%. Growth is being driven by rising **demand for sustainable and eco-friendly fibers, technological innovations in spinning**, and expanding **e-commerce and emerging market consumption**.

The **global cotton yarn market** expanded from **USD 69.05 billion in 2023** to **USD 73.93 billion in 2024**, reflecting a strong CAGR of 7.1%. Growth is expected to continue, with projections placing the market at **USD 78.52 billion in 2025**, representing a 6.9% annual increase. The broader **yarn, fiber, and thread market** followed suit, rising from **USD 97.13 billion in 2024** and projected to reach **USD 133.42 billion by 2029** at a CAGR of 6.55%. These trends are propelled by surging demand for **sustainable fibers, technical and recycled yarns**, and the rise of **e-commerce-driven consumption**, especially in Asia-Pacific—the dominant regional hub with 70%+ market share. The yarn industry's growth outlook remains robust, anchored by innovation, sustainability, and rising consumption in emerging markets.

Source – Mordor Intelligence, Fortune Business Insights, Market Research Future, The Business Research Company. Globe News Wire.

## INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The company has established a robust internal control system designed to ensure the accuracy and reliability of financial reporting, safeguard assets, and promote operational efficiency. These controls are aligned with statutory requirements and are regularly reviewed to adapt to the evolving business environment. Internal audits are conducted periodically by an independent audit team to assess the effectiveness of controls and identify any areas for improvement. The audit committee, comprising members of the Board, reviews audit findings and ensures timely corrective actions. Standard operating procedures and authorization protocols are in place to prevent fraud and unauthorized transactions. Adequate checks and balances exist across departments, ensuring transparency and accountability. Continuous monitoring and automation of key control processes further strengthen the system. Overall, the internal control framework is adequate and provides a sound foundation for risk management and compliance.

## FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company operates in a Single Segment of Textiles; brief of the financial performance is here-in-below.

Particulars	FY 2024-25	FY 2023-24
Revenue from operations	2,00,91,41,654.00	189,26,44,330.00
Other income	4,71,38,616.00	4,52,57,784.00
Total revenue	2,05,62,80,271.00	1,93,79,02,114.00
EBITDA	12,57,94,612.00	11,47,46,375.00
Less:		
Finance Costs	4,26,99,803.00	4,14,59,419 .00
Depreciation	6,36,57,076.00	7,58,47,246.00
Profit before tax, exceptional and extraordinary items	1,94,37,733.00	(25,60,290.00)
Add/(Less): Exceptional/Extraordinary income/(expense)	0.00	0.00
Profit before tax	1,94,37,733.00	(25,60,290.00)
Less: Taxes on income	10,56,659.00	(30,34,976.00)
Current Tax	35,00,000	-
Deferred tax	(24,43,341)	(30,34,976)
Profit after tax	1,83,81,074.00	4,74,686.00
EPS – Basic	0.74	0.02
EPS – Diluted	0.74	0.02

For financial performance concerning operational performance, please refer to the Board's Report.

#### DETAILS OF SIGNIFICANT CHANGES

i.e. change of 25% or more as compared to the immediately previous financial year, in key financial ratios, along with detailed explanations, thereof :

Ratio	FY 2024-25	FY 2023-24	% Change	Reason For Change
<b>Debtors Turnover Ratio</b>	20.48 days	22.14 days	7.50%	The reduction in the average collection period indicates improved receivables management and faster cash collection without negatively impacting sales.
<b>Inventory Turnover Ratio</b>	0.10	0.10	-	-
<b>Interest Coverage Ratio</b>	1.60 times	0.93 Times	-72.04%	Due to Increase in earnings before interest and tax in the year under consideration as compared to previous year.
<b>Current Ratio</b>	1.32 times	1.24 Times	-6.45%	Due to Increase in Current Assets as compared to previous year
<b>Debt-Equity Ratio</b>	1.59	1.81	12.15%	Due to Decrease in debt during the year under considerations.
<b>Net Profit Ratio</b>	0.91%	0.02 %	4450.00%	Due to increase in profit in the year under consideration as compared to previous year.
<b>Operating Profit Margin Ratio</b>	7.61%	7.25%	-4.97%	Due to Increase in turnover & Operating profit
<b>Return on Net Worth</b>	7.04%	0.18%	100.00%	Revenue grew by 6.2%, supported by efficient employee benefit expenses and reduced capital expenditure, which resulted in lower depreciation.

#### MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS

The Company has maintained cordial and harmonious relations with its employees, recognizing that its workforce is one of its most valuable assets. It considers its people to be the driving force behind its growth and expansion. The Company acknowledges that its employees are its principal asset and has consistently invested in their development. To support this, it has undertaken extensive initiatives in both formal and informal training to enhance skills, boost productivity, and foster long-term engagement.

The total number of on roll office employees in the Company was 25, while factory workforce consist approx. 275 employees for the reporting financial year. The Company will continue to create opportunity and ensure recruitment of diverse candidates without compromising on meritocracy. Industrial relations were quite pleasant throughout the year.

**HEALTH, SAFETY AND SECURITY MEASURES**

The Company continues to place the highest priority on the health and safety of its employees and the communities in which it operates. It remains fully committed to complying with all applicable laws and regulations, while upholding the highest standards of Occupational Health and Safety. To ensure a safe working environment, the Company regularly conducts safety audits, risk assessments, and periodic safety awareness campaigns, along with comprehensive training programs for employees. We firmly believe that the well-being of our employees is fundamental to our success.

**Date: 28.08.2025****Place: Haripar, Jamanagar****For and on Behalf of the Board of Directors,  
ANGEL FIBERS LIMITED****Mr. Rohankumar Raiyani**  
**Managing Director****(DIN :08814726)****Mr. Rameshkumar Ranipa**  
**Chairman &  
Whole-time Director**  
**(DIN :03339532)**

**ANNEXURE-D****SECRETARIAL AUDIT REPORT****FORM NO. MR-3****FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

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

To,

**The Members,****Angel Fibers Limited****(CIN: L17200GJ2014PLC078738)**

Survey no. 100/1, Plot No.1,

Haripar, Jamnagar-361112, Gujarat

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Angel Fibers Limited** (hereinafter called 'the Company') for the Financial Year ended March 31, 2025. 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, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that, in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 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.

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made there under as applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made there under to the extent of Foreign Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and circulars/ guidelines/Amendments issued there under;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines/Amendments issued there under;
  - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars/ guidelines/Amendments issued there under; and
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and circulars/ guidelines/Amendments issued there under.
  - e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (to the extent applicable)

**SCS and Co. LLP, a Limited Liability Partnership with LLP Identity No. AAV-1091****Firm Registration Number: - L2020GJ008700, Peer Review No. 5333/2023****Regd. Office: - Office No. B- 1310, Thirteenth floor, "Shilp Corporate Park" Rajpath Rangoli Road,  
Thaltej, Ahmedabad, 380054.****T: 079-40051702, Email: -scsandcollp@gmail.com Website: [www.scsandcollp.com](http://www.scsandcollp.com)**

vi. Revised Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules made there under, Regulations, guidelines etc. mentioned above except:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary															
1.	Compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 w.r.t. maintenance of UPSI in Structured Digital Database (SDD)	Due to incorrect name capturing, two UPSI sharing records were modified in the software. The necessary corrections were made subsequently; however, the entries are considered delayed as a result	<p>Following entries were modified due to incorrect name capturing and later the entries were corrected and hence, considered delayed by us:</p> <table><tr><th>Provider name</th><th>Recipient name</th><th>Purpose of sharing</th><th>Mode of sharing</th><th>Date of sharing</th></tr><tr><td>Ashish Dhirajbhai Desai</td><td>Chetan Agarwal &amp; Co.</td><td>Tally data sharing to statutory auditor of the company for the purpose of audit for the financial year ended 31st March, 2024.</td><td>Email</td><td>08-05-2024  Modified (26-05-2025)</td></tr><tr><td>Chirag Rajeshbhai Kundariya</td><td>Rohankumar Jitendra Raiyani, Rameshkumar Jivrajbhai Ranipa, Jitendra Gopalbhai Raiyani, Pankaj Becharbhai Bhimani, Hiteshkumar Chhaganbhai Chaniyara, Jyoti Jashvantray Kataria, Chandrakant Bhimjibhai Gopani, Rutvikkumar P Bhensdadiya</td><td>Shared audited financial result received from the statutory auditor of the company for the year ended 31.03.2024</td><td>Physical Copies</td><td>27-05-2024  Modified (26-05-2025)</td></tr></table> <p>Narration of entries were not mentioned in the proper tab.</p>	Provider name	Recipient name	Purpose of sharing	Mode of sharing	Date of sharing	Ashish Dhirajbhai Desai	Chetan Agarwal & Co.	Tally data sharing to statutory auditor of the company for the purpose of audit for the financial year ended 31st March, 2024.	Email	08-05-2024  Modified (26-05-2025)	Chirag Rajeshbhai Kundariya	Rohankumar Jitendra Raiyani, Rameshkumar Jivrajbhai Ranipa, Jitendra Gopalbhai Raiyani, Pankaj Becharbhai Bhimani, Hiteshkumar Chhaganbhai Chaniyara, Jyoti Jashvantray Kataria, Chandrakant Bhimjibhai Gopani, Rutvikkumar P Bhensdadiya	Shared audited financial result received from the statutory auditor of the company for the year ended 31.03.2024	Physical Copies	27-05-2024  Modified (26-05-2025)
Provider name	Recipient name	Purpose of sharing	Mode of sharing	Date of sharing														
Ashish Dhirajbhai Desai	Chetan Agarwal & Co.	Tally data sharing to statutory auditor of the company for the purpose of audit for the financial year ended 31st March, 2024.	Email	08-05-2024  Modified (26-05-2025)														
Chirag Rajeshbhai Kundariya	Rohankumar Jitendra Raiyani, Rameshkumar Jivrajbhai Ranipa, Jitendra Gopalbhai Raiyani, Pankaj Becharbhai Bhimani, Hiteshkumar Chhaganbhai Chaniyara, Jyoti Jashvantray Kataria, Chandrakant Bhimjibhai Gopani, Rutvikkumar P Bhensdadiya	Shared audited financial result received from the statutory auditor of the company for the year ended 31.03.2024	Physical Copies	27-05-2024  Modified (26-05-2025)														

SCS and Co. LLP, a Limited Liability Partnership with LLP Identity No. AAV-1091

Firm Registration Number: - L2020GJ008700, Peer Review No. 5333/2023

Regd. Office: - Office No. B- 1310, Thirteenth floor, "Shilp Corporate Park" Rajpath Rangoli Road, Thaltej, Ahmedabad, 380054.

T: 079-40051702, Email: -scsandcollp@gmail.com Website: [www.scsandcollp.com](http://www.scsandcollp.com)

During Financial year 2024-25, Two E-forms MGT 14, MGT-7 were filed delayed along with additional fees.

During the year, BSE imposed a fine for late submission of modified audit report relating to one observation, which in view of the auditor was unmodified opinion and was also not marked as modified opinion in the audit report issued by the auditor for March 31, 2024. The results were initially filed within due time with an unmodified opinion in accordance with the auditor's report. However, later resubmitted with the modified opinion upon receipt of notice from the Exchange. The Company had applied for a waiver of the fine as there was no late submission in actual which is presently under consideration by BSE.

Further, the company being engaged in the business of Manufacturing of varied Cotton Yarn from raw cotton, there are few specific applicable acts to the Company, we have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances of the following law specifically applicable to company: -

1. The Gujarat Textile Policy, 2012
2. The textile Committee Act, 1963
3. Textile (Development & Regulation) Order, 2001 (Textile Order)

We have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances of the said laws.

**Further, during the period under review, provisions of the following Acts, Rules, Regulations and Standards were not applicable to the Company,**

- i. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and circulars/ guidelines/Amendments issued there under;
- ii. 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 with respect to issue of securities; - the Company is not registered as Registrar to an Issue & Share Transfer Agent. However, the Company has appointed Bigshare Services Private Limited as Registrar & Share Transfer Agent as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- iv. Securities and Exchange Board of India (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations, 2008;
- v. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- vi. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; and
- vii. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of External Commercial Borrowings.

**We further report that –**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Director, Independent Directors and Woman Director. The changes in the composition of the Board of Directors / appointment / re-appointments 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 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.

Since none of the members have communicated dissenting views in the matters / agenda proposed from time to time for consideration of the Board and Committees thereof, during the year under the report, hence were not required to be captured and recorded as part of the minutes.

**SCS and Co. LLP, a Limited Liability Partnership with LLP Identity No. AAV-1091**

**Firm Registration Number: - L2020GJ008700, Peer Review No. 5333/2023**

**Regd. Office: - Office No. B- 1310, Thirteenth floor, "Shilp Corporate Park" Rajpath Rangoli Road,  
Thaltej, Ahmedabad, 380054.**

**T: 079-40051702, Email: -scsandcollp@gmail.com Website: [www.scsandcollp.com](http://www.scsandcollp.com)**



### 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.

There was no event/action which had major bearing on the Company's affairs in pursuance to the above referred laws, rules, regulations, guidelines, standards, etc.

### We further report that during the period under review—

1. Major fire accident took place at one of the raw material warehouses along with the Factory of the company on Saturday, February 03, 2024 at around 09:00 P.M. On September 04, 2024 the Insurance Company i.e. SBI General Insurance Company Limited granted partial payment of Rs.3,59,70,788 (Three Crore Fifty Nine Lakhs Seventy Thousand Seven Hundred Eighty-Eight Rupees only) and Company is further following the procedure for the remaining claim amount.

For, SCS and Co. LLP

Company Secretaries

Firm Registration Number: - L2020GJ008700

Peer Review Number: - 5333/2023

Sd/-

Anjali Sangtani

Partner

M. No. A41942, COP: - 23630

UDIN: - A041942G001108581

Date: - August 29, 2025

Place: - Ahmedabad

**Note:** This Report is to be read with my letter of even date which is annexed as **Annexure I** and this Annexure form integral part of this report.

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SCS and Co. LLP, a Limited Liability Partnership with LLP Identity No. AAV-1091

Firm Registration Number: - L2020GJ008700, Peer Review No. 5333/2023

Regd. Office: - Office No. B- 1310, Thirteenth floor, "Shilp Corporate Park" Rajpath Rangoli Road,  
Thaltej, Ahmedabad, 380054.

T: 079-40051702, Email: -scsandcollp@gmail.com Website: [www.scsandcollp.com](http://www.scsandcollp.com)

**ANNEXURE I**

To,  
The Members,  
**Angel Fibers Limited**  
**(CIN: L17200GJ2014PLC078738)**  
Survey no. 100/1, Plot No.1,  
Haripar, Jamnagar-361112, Gujarat

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

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

**For, SCS and Co. LLP**  
**Company Secretaries**  
**Firm Registration Number: - L2020GJ008700**  
**Peer Review Number: - 5333/2023**

**Sd/-**  
**Anjali Sangtani**  
**Partner**  
**M. No. A41942, COP: - 23630**  
**UDIN: - A041942G001108581**

**Date: - August 29, 2025**  
**Place: - Ahmedabad**

## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of**

**Angel Fibers Limited**

**Report on the Audit of the financial Statement**

### **Opinion**

We have audited the accompanying financial statements of Angel Fibers Limited ("the Company"), which comprise the Balance sheet as at March 31 2025, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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

### **Basis for Opinion**

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

### **Key Audit Matters**

Key Audit Matters are those matters that, in our professional judgment, were of most significant in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statement as a whole, and in forming our opinion thereon, and we do not provide separate opinion on these matters.

There are no key audit matters reportable as per SA701 Issued by ICAI.

### **Information Other than the Financial Statement 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 Annual report, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact.

### **Responsibilities of the Management for the 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 financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the 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 of the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent and the design, implementation and maintenance of adequate internal financial controls, ~~that~~ were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in exercise of powers conferred by section 143(11) of the Act, we enclose in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Accounts) Rules, 2014;
  - e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;



- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) 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;
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has intimated that there is no pending litigation which has any probability of impact on the financial position in its financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- k) The Company has used accounting software "Tally Prime System" For maintaining its books of account which has a feature of recording audit trail facility and the same has been operated throughout the year for all transaction recorded in the software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirement for record retention.

**For Chetan Agarwal & Co.**  
**Chartered Accountants**

**CA Dipak C Dama**  
**Partner**  
**M.No. 138142**  
**Firm Reg.No. 120447W**  
**Place: Jamnagar**  
**Date: 28-05-2025**  
**UDIN: 25138142BMHVJO8387**



**ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

**Referred to in the section Report on Other Legal and Regulatory Requirements on of the independent Auditor’s Report of even date to the members of Angel Fibers Limited on the Financial Statements as of and for the year ended March 31, 2025**

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

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (b) The Company has maintained proper records showing full particulars of intangible assets.
- (c) Some of the Property, Plant and Equipment, were physically verified during the year by the Management in accordance with a program of verification, which in our opinion provides for physical verification of all the Property, Plant and Equipment, at reasonable intervals having regard to the size of the Company and the nature of its activities. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (d) With respect to immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the Company) disclosed in the financial statements included in property, plant and equipment, according to the information and explanations given to us and based on the examination of the registered title deed provided to us, we report that, the title deeds of such immovable properties are held in the name of the Company as at the balance sheet date. The Company has not revalued any of its property, plant and equipment and intangible assets during the year.
- (e) The Company has not revalued any of its property plant equipment (including right-of-use assets) and Intangible assets during the year.
- (f) No proceedings have been initiated during the year or are pending against the Company as at 31 March, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies were noticed on such physical verification of inventories when compared with books of account.
- (b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions on the basis of security of current assets, and hence reporting under clause(ii)(b) of the Order is not applicable.
- (iii) The Company has not made investments in, provided guarantee or security and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year.  
The Company has not provided any advances in the nature of loans, guarantee or security to any other entity during the year.  
The Company has not made any investments, no guarantees provided, no security given hence reporting under clauses (b) (c) (d) (e) and (f) are not applicable.

- (iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- (vi) Pursuant to the Rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of the business activity carried out by the Company. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) In respect of statutory dues:

The company is regular in depositing with appropriate authorities undisputed statutory dues, including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to the Company, though there has been a delay in respect of remittance of Professional Tax.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Sales Tax, Service Tax, duty of Custom, Duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2025 except income tax for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and the records of the Company examined by us, there are dues which have been disputed and not paid as outlined below:

Name of Statute	Nature of Dues	Disputed Amount (in lacs.)	Period to which the amount relates	Forum where dispute is pending
Income-Tax Act, 1961	Income Tax	1043.67	A.Y. 2015 - 16	Commissioner Of Income Tax (Appeal)

- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) In our opinion, the Company has not defaulted in the repayment of dues to debenture holders. The Company has not taken any loans or borrowings from financial institutions and Government.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

- (c) The Company has been granted (GECL) Guaranteed Emergency Credit Line facility by State Bank of India and there are no unutilized term loans at the beginning of the year and hence, reporting under clause (ix) (c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the 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 and hence reporting on clause (ix) (f) of the Order is not applicable.
- (x) (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x) (a) of the Order is not applicable.  
(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x) (b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.  
(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.  
(c) We have taken into consideration the whistle blower complaints received by the Company during the year and provided to us, when performing our audit.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) Of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.  
(b) We have considered, the internal audit reports issued to the Company during the year covering the period up to 31 March 2025 for the period under audit.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi) (a), (b) (C) and (d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.



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

**For Chetan Agarwal & Co.**  
**Chartered Accountants**

**CA Dipak C Dama**  
**Partner**  
**M.No. 138142**  
**Firm Reg.No. 120447W**  
**Place: Jamnagar**  
**Date: 28-05-2025**  
**UDIN: 25138142BMHVJO8387**

**Annexure B**

**Referred to in point f. of the section Report on Other Legal and Regulatory Requirements of the Independent Auditors' Report of even date to the members of Angel Fibers Limited on the financial statements for the year ended March 31, 2025**

**Report on the Internal Financial Controls under Clause (i) of Subsection 3 of Section 143 of the Act**

We have audited the internal financial controls over financial reporting of Angel Fibers Limited (The Company) as of 31<sup>st</sup> march 2025, in conjunction with our audit of the accounting standard financial statements of the company for the period ended on that date.

**Opinion**

We have audited the internal financial control with reference to financial statement of Angel Fibers Limited (the Company) as of 31st march 2025, in conjunction with our audit of the financial statement of the company at and for the period ended on that date.

In our opinion , to the best of our information and according to the explanations given to us, the company has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2025 based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance note on Audit of Internal Financial control over Financial Reporting issued by the Institute of chartered Accountants of India.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on 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 Act.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with the 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 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 assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

### **Meaning of Internal Financial Controls over Financial Reporting**

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

**For Chetan Agarwal & Co.**  
**Chartered Accountants**

**CA Dipak C Dama**  
**Partner**  
**M.No. 138142**  
**Firm Reg.No. 120447W**  
**Place: Jamnagar**  
**Date: 28-05-2025**  
**UDIN: 25138142BMHVJO8387**



**ANGEL FIBERS LIMITED**  
**Balance Sheet as at 31st March, 2025**

(Amt Rs. In Lakhs)

Particulars	Note No	As On 31st March, 2025		As On 31st March, 2024	
<b>I. EQUITY AND LIABILITIES</b>					
<b>(1) Shareholder's Funds</b>					
(a) Share Capital	3	2,500.00		2,500.00	
(b) Reserves and Surplus	4	295.85	2,795.85	112.04	2,612.04
(c) Money received against share warrants					
<b>(2) Share application money pending allotment</b>					
<b>(3) Non-Current Liabilities</b>					
(a) Long-term borrowings	5	2,634.26		2,913.28	
(b) Deferred tax liabilities (Net)		-		-	
(c) Other Long term liabilities					
(d) Long term provisions	6	38.66	2,672.93	39.69	2,952.98
<b>(4) Current Liabilities</b>					
(a) Short-term borrowings	7	1,818.92		1,820.44	
(b) Trade payables	8				
Total Out standing dues of MSMEs		-		18.36	
Total Out standing due of creditors other than MSME		1,193.10		1,361.04	
(c) Other current liabilities	9	282.11		152.48	
(d) Short-term provisions	10	10.82	3,304.95	5.36	3,357.69
<b>Total</b>			<b>8,773.73</b>		<b>8,922.71</b>
<b>II. Assets</b>					
<b>(1) Non-current assets</b>					
(a) Fixed assets					
(i) Tangible assets	11	3,736.78		4,368.87	
(ii) Intangible assets	11	0.19		0.25	
		3,736.96		4,369.12	
(b) Non-current investments	12	59.80		59.80	
(c) Deferred tax assets (net)	13	185.24		160.81	
(d) Long term loans and advances	14	-		-	
(e) Other non-current assets	15	426.58	4,408.58	171.95	4,761.69
<b>(2) Current assets</b>					
(b) Inventories	16	2,308.27		1,685.34	
(c) Trade receivables	17	1,081.50		1,173.53	
(d) Cash and Cash Equivalents	18	15.18		6.21	
(e) Short-term loans and advances	19	223.01		227.65	
(f) Other current assets	20	737.18	4,365.15	1,068.30	4,161.03
<b>Total</b>			<b>8,773.73</b>		<b>8,922.71</b>
Summary Of significant accounting policies	2				
Contingent liabilities and commitment	21				
The accompanying notes are an integral part of the financial statement					

This is the balance sheet referred to in our report of event date

For, Chetan Agarwal & Co  
Chartered Accountant

For and on behalf of Angel Fibers Limited,

For and on behalf of Angel Fibers Limited,

CA Dipak C Dama  
Partner  
M. No.138142  
Firm Reg. No. 120447W

Jitendrabhai G Raiyani  
Executive Director  
DIN: 00284527

Rohanbhai J Raiyani  
Managing Director  
DIN: 08814726

Place : Jamnagar  
Date: 28/05/2025

Reena Kanabar  
Company Secretary & Compliance Officer  
ICSI M. No. F12724

Ashish Dhirajbhai Desai  
CFO  
PAN: CEFPD1282N

# ANGEL FIBERS LIMITED

## STATEMENT OF PROFIT AND LOSS

Profit and Loss statement for the year ended 31st March, 2025

(Amt Rs. In Lakhs)

Particulars	Note No	As On 31st March, 2025	As On 31st March, 2024
<b>1. Income</b>			
Revenue from operations	22	20,091.42	18,926.44
Other Income	23	471.39	452.58
Total Revenue		20,562.80	19,379.02
<b>2. Expenses:</b>			
Cost of Materials Consumed	24	16,163.24	14,543.10
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	25	(44.53)	883.26
Employee Benefit Expense	26	761.01	672.75
Financial Costs	27	427.00	414.59
Depreciation & Amortization Expenses	11	636.57	758.47
Other Expenses	28	2,425.13	2,132.45
Total Expenses		20,368.43	19,404.62
3.Profit/(loss) before tax		194.38	(25.60)
4. Less: Tax expenses			
Current Tax		35.00	-
MAT Credit Availment/(entitlement)		-	-
Prior period Tax		-	-
Deferred Tax		(24.43)	(30.35)
5 Profit/(loss) for continuing operations		183.81	4.75
6. profit/(loss) from discontinuing operation(after tax)			
7. profit/(loss) for the period		183.81	4.75
8. Earing Per Share ( FV Rs. 10 per Share )	29		
Basic		0.74	0.02
Diluted		0.74	0.02
The accompanying notes are an integral part of the Financial Statements.			

This is the statement of Profit & Loss referred to in our report of even date.

For, Chetan Agarwal & Co  
Chartered Accountant

For and on behalf of Angel Fibers Limited,

CA Dipak C Dama  
Partner  
M. No.138142  
Firm Reg. No. 120447W

Jitendrabhai G Raiyani  
Executive Director  
DIN: 00284527

Rohanbhai J Raiyani  
Managing Director  
DIN:08814726

Place : Jamnagar  
Date: 28/05/2025

Reena Kanabar  
Company Secretary & Compliance  
Officer  
ICSI M. No. F12724

Ashish Dhirajbhai Desai  
CFO  
PAN: CEFPD1282N

**ANGEL FIBERS LIMITED**  
**Cash Flow statement for the year ended March 31, 2025**

(Amt Rs. In Lakhs)

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
<b>A. Cash Flow from operating activities</b>		
<b>Profit/(loss) before tax</b>	194.38	(25.60)
<u>Adjustment For</u>		
Finance cost	427.00	414.59
Depreciation and amortization cost	636.57	758.47
Interest income from non-current investments	(11.56)	(10.90)
Interest income from current investments	-	-
Net gain on sale of current investments	-	-
Net gain / loss on disposal/discarding of tangible assets	-	-
Bad debts written off	-	-
Other assets /deposits written off	-	29.14
<b>Operating profit/(loss) before working capital changes</b>	<b>1,246.39</b>	<b>1,165.71</b>
<b>Adjustment for changes in working capital</b>		
<u>Adjustment for (increase)/decrease in operating assets</u>		
Inventories	(622.94)	227.89
Trade receivables	92.03	(50.77)
Long term loans and advances	-	-
Short term loan and advances	4.64	(9.36)
other current assets	331.11	(580.43)
<u>Adjustment For increase/(Decrease) in operating liabilities</u>		
Trade payables	(186.30)	384.96
Short term Provisions	5.46	0.62
Long Term provisions	(1.03)	19.79
Other Current liabilities	94.64	33.28
Cash generated from/(used in) operating activities	964.00	1,191.68
Direct taxes paid(net of refunds)	-	-
<b>Net cash generated from/(used in) operating activities</b>	<b>964.00</b>	<b>1,191.68</b>
<b>B Cash flow from investing activities</b>		
Proceeds from sale of tangible assets	-	-
Purchase of tangible assets	(4.41)	(7.53)
Interest received	11.56	10.90
Cash and bank balances not classified as cash and cash equivalents	-	-
Capital advances(net)	(254.63)	37.03
Non Current investments(net)	-	-
Cash generated from /(used in) investing activities	(247.48)	40.40
Direct tax paid (not of refunds)	-	-
<b>Net cash generated from/(used in) investing activities</b>	<b>(247.48)</b>	<b>40.40</b>

C. Cash flow from financing activities		
Proceeds from/ (Repayment) to Long-term borrowings	(279.02)	(1,644.08)
Proceeds from/ (Repayment) to Short-term borrowings	(1.53)	830.83
Finance cost paid	(427.00)	(414.59)
Cash generated from /(used in) Financing activities	(707.55)	(1,227.84)
Direct tax paid (not of refunds)	-	-
<b>Net Cash generated from /(used in) Financing activities</b>	<b>(707.55)</b>	<b>(1,227.84)</b>
Net increase/(decrease) in cash and cash equivalents(A+B+C)	8.97	4.24
Cash and cash equivalents at beginning of the period	6.21	1.97
Cash and cash equivalents at End of the period	15.18	6.21

Note: The above cash flow statements have been prepared as per "Indirect Method" as set out in Ind AS 7 on Statement of Cash Flow.

The accompanying notes are an integral part of the financial statement.

For, Chetan Agarwal & Co  
Chartered Accountant

For and on behalf of Angel Fibers Limited,

CA Dipak C Dama  
Partner  
M. No.138142  
Firm Reg. No. 120447W

Jitendrabhai G Raiyani  
Executive Director  
DIN: 00284527

Rohanbhai j Raiyani  
Managing Director  
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Place : Jamnagar  
Date: 28/05/2025

Reena Kanabar  
Company Secretary &  
Compliance Officer  
ICSI M. No. F12724

Ashish Dhirajbhai Desai  
CFO  
PAN: CEFPD1282N

## **ANGEL FIBERS LIMITED**

### **Notes to Financial Statements for the period ended March 31, 2025**

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#### **1. General Information**

Angel Fibers Limited (the Company) is engaged in the business of Spinning of cotton yarns. The Company is a public limited company and is listed on the SME platform of BSE.

#### **2. Summary of Significant Accounting Policies**

##### **2.1. Basis of Preparation**

The financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. The financial statements have been prepared to comply in all material aspects with the accounting standards notified under Companies (Accounts) Rules, 2014, as amended from time to time and other relevant provisions of the Companies Act, 2013 except as stated in the notes below.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

The preparation of the financial statements is in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known/materialize.

##### **2.2. Presentation of Financial Statements**

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Cash Flow Statement has been prepared and presented as per the Requirements of Accounting Standard (AS) 3 "Cash Flow Statements. The disclosure requirements with respect to items in the

**ANGEL FIBERS LIMITED**  
**Notes to Financial Statements for the period ended March 31, 2025**

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Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

**2.3. Plant, Property and Equipment and Depreciation**

**2.3.1. Plant, Property and Equipment**

**a. Tangible Assets**

All tangible assets are stated at cost of acquisition, less accumulated depreciation and accumulated impairment losses, if any. Direct costs are capitalized until the assets are ready for use and includes freight, duties, taxes and expenses to acquisition and installation.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets which are carried at cost are recognized in the Statement of Profit and Loss.

**b. Intangible Assets**

Intangible assets are stated at acquisition cost, net of accumulated amortization 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 new disposal proceeds and the carrying amount of the asset and are recognized as income or expense in the Statement of Profit and Loss.

**2.3.2. Depreciation**

**a. Tangible Assets**

Depreciation is provided on a pro-rata basis on the written-down value method (WDV) over the useful lives of the assets specified in Schedule II of the Companies Act, 2013.



**ANGEL FIBERS LIMITED**  
**Notes to Financial Statements for the period ended March 31, 2025**

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The following tangible asset classes have a useful life different from the useful life stated in Schedule II of the Companies Act, 2013:

<b>Tangible Asset</b>	<b>Useful life (in years) *</b>
Machinery	16 years

\*Based on future projections, the Company has estimated the economic life of these assets as stated above and accordingly these assets have been amortized.

**b. Intangible Assets**

Intangible Assets are amortized on a written-down value basis over their estimated useful lives.

**c. Impairment**

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. For the purposes of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss And is recognized in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists or may have decreased, the recoverable amount is reassessed, and the asset is reflected at the recoverable amount.

**2.4. Investments**

Investments that are readily realizable and intended to be held for not more than a year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments.

Long-term investments are stated at cost, except where there is a diminution in value (other than temporary) in which case the carrying

## ANGEL FIBERS LIMITED

### Notes to Financial Statements for the period ended March 31, 2025

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value is reduced to recognize such a decline. Current investments are carried at lower of cost and fair value, computed separately in respect of each category of investment.

#### **2.5. Inventories**

Inventories comprise of raw materials, work-in-progress, finished goods (manufactured and traded) Inventories are valued at the lower of cost and the net realizable value after providing for obsolescence and other losses, where considered necessary. Cost is determined on Weighted Average basis Cost includes all charges in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. The cost of work-in-progress and manufactured finished goods comprises of materials, direct labor, other direct costs and related production overheads and other fixed overheads as applicable.

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

#### **2.6. Employee Benefits**

##### **a. Defined Contribution Plans**

The company's contribution to provident fund (in case of contributions to the Regional Provident Fund office), pension and employee state insurance scheme are considered as defined contribution plans, as the Company does not carry any further obligations apart from the contributions made on a monthly basis and are charged as an expense based on the amount of contribution required to be made.

##### **b. Defined Benefit Plans**

The Company contributes to Defined Benefit Plans comprising of Gratuity Fund and/or Leave Encashment.

##### **Gratuity**

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan"), administered by an insurer, covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The

## ANGEL FIBERS LIMITED

### Notes to Financial Statements for the period ended March 31, 2025

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Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the Statement of Profit and Loss in the year in which they arise.

#### **Leave Encashment,**

The Company provides for leave encashment on actual payment basis only.

#### **c. Short-term Employee Benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized in the year during which the employee rendered the services.

#### **2.7. Provisions and Contingent Liabilities**

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

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

#### **2.8. Revenue Recognition**

Sale of goods: Sales are recognized when the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognized net of trade discounts, rebates, sales taxes and excise duties.

Sale of services: In contracts involving the rendering of services, revenue is measured using the proportionate completion method and is recognized net of taxes.

Revenue in respect of other types of income is recognized when no significant uncertainty exists regarding realization of such income.

**2.9. Government Grants**

Government grants in the nature of revenue receipts are recognized in the Statement of Profit and Loss when there is reasonable certainty of its receipt from the Government in the period to which they relate.

Government grants in the nature of capital receipts are deducted from the cost of assets against which such grants have been recognized. Such grants are recognized when there is reasonable certainty of its receipt from the Government.

**2.10. Taxes on Income**

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. However, if there is unabsorbed depreciation and carry forward of losses, deferred tax assets are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize the assets. Deferred tax assets are reviewed at each balance sheet date for their realisability.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternate Tax credit is recognized as an asset only when and to the extent that there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit is written down to the extent that there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

**2.11. Cash and Cash Equivalents**

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks and other short-term highly liquid investments with original maturities of three months or less.

**2.12. Borrowing Costs**

Borrowing costs, if any, directly attributable to acquisition or construction of qualifying assets (i.e. those fixed assets which necessarily take a substantial period of time to get ready for their intended use) are capitalized. Other borrowing costs are recognized as an expense in the period in which they are incurred.

**2.13. Deferred Revenue and Unbilled Revenue**

Amounts received from customers or billed to customers, in advance of services performed are recorded as deferred revenue under Other Current Liabilities. Unbilled revenue included in Other Current Assets, represents amounts recognized in respect of services performed in accordance with contract terms, not yet billed to customers as at the year end.

**2.14. Segment Reporting**

The Company operates under a single operating segment in accordance with Accounting Standard 17 - 'Segment Reporting' and hence, segment reporting is not applicable to the Company.

**2.15. Prior Period Items, Exceptional and Extraordinary Items**

The Company follows the practice of making adjustments through 'prior year adjustments' in respect of all material transactions pertaining to the period prior to the current accounting year. The prior period adjustments, if any, are shown by way of notes to financial statements.

## ANGEL FIBERS LIMITED

### Notes to Financial Statements for the period ended March 31, 2025

Exceptional and Extra Ordinary Items, if any, are shown separately as per applicable accounting standards.

#### 2.16. Earnings per Share

The Company reports basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20.

#### 2.17 Ratios Analysis

Particulars	As on March 31, 2025	As on March 31 2024	Variance	Variance in %	Reason
(a) Current Ratio	1.32	1.24	0.08	6.45	Increase in Current Assets as compared to previous year
(b) Debt-Equity Ratio	1.59	1.81	-0.22	-12.15	Due to Decrease in debt during the year under considerations.
(c) Debt Service Coverage Ratio	1.01	1.00	0.01	1.00	Due to Increase in earnings before interest and tax in the year under consideration as compared to previous year.
(d) Return on Equity Ratio	6.57%	0.18%	6.39	3550	Due to Increase in profit as compared to previous year.
(e) Inventory turnover ratio	0.10	0.10	-	-	-
(f) Trade Receivables turnover ratio	0.06	0.06	-	-	-

# ANGEL FIBERS LIMITED

## Notes to Financial Statements for the period ended March 31, 2025

(g) Trade payables turnover ratio	0.06	0.09	-0.03	-37.65	Frequency of payment to creditors have Increased compared to previous year.
(h) Net capital turnover ratio	7.19	7.25	-0.06	-0.83	Due to Increase in turnover as compared to previous years.
(i) Net profit ratio	0.91%	0.02%	0.01	4450	Due to increase in profit in the year under consideration as compared to previous year.
(j) Return on Capital employed	6.57%	0.18%	6.39	3550	Due to Increase in profit this year and also due to Increase in sales as compared to previous year.
(k) Return on investment	3.22%	4.35%	-1.13	-25.98	Due to Increase in the investment as compared to previous year.
(l) Operating Profit margin ratio	7.61%	7.25%	0.0036	4.97	Due to Increase in turnover & Operating profit
(m) Interest Service Coverage Ratio	1.60	0.93	0.67	72.04	Due to Increase in earnings before interest and tax in the year under consideration as compared to previous year.



**ANGEL FIBERS LIMITED****Notes to Financial Statements for the period ended March 31, 2025**

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**2.18 Formulas for computation of ratios are as follows:**

<b>Particulars</b>	<b>Formula</b>
(a) Current Ratio	$\frac{\text{Current Assets}}{\text{Current liabilities}}$
(b) Debt-Equity Ratio	$\frac{\text{Debt}}{\text{Equity}}$
(c) Debt Service Coverage Ratio	$\frac{\text{Earnings before interest and tax}}{\text{Interest Expense} + \text{Principal repayments made for long term loans}}$
(d) Return on Equity Ratio	$\frac{\text{Net profit after Tax}}{\text{Capital employed}}$
(e) Inventory turnover ratio	$\frac{\text{Stock in Trade}}{\text{Turnover}}$
(f) Trade Receivables turnover ratio	$\frac{\text{Trade receivables}}{\text{Turnover}}$
(g) Trade payables turnover ratio	$\frac{\text{Trade payables}}{\text{Purchases}}$
(h) Net capital turnover ratio	$\frac{\text{Capital employed}}{\text{Turnover}}$
(i) Net profit ratio	$\frac{\text{Net profit after Tax}}{\text{Turnover}}$
(j) Return on Capital employed	$\frac{\text{Net profit after Tax}}{\text{Capital employed}}$
(k) Return on investment	$\frac{\text{Interest income}}{\text{Avg. investments}}$
(l) Operating Profit margin ratio	$\frac{\text{Operating Profit}}{\text{Turnover}}$
(m) Interest Service Coverage Ratio	$\frac{\text{Earnings before interest and tax}}{\text{Interest Expense}}$

## ANGEL FIBERS LIMITED

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

### 3.0 Share Capital

Authorized Capital	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh.		Amount in Lakh.	
2,50,00,000 (2,50,00,000) equity share of rs 10 each	2,500.00		2,500.00	
<b>Issued subscribed and paid up</b>				
2,50,00,000 (2,50,00,000) equity share of rs 10 each	2,500.00		2,500.00	

### 3.1 Reconciliation of share outstanding at the beginning and end of the period

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh.		Amount in Lakh.	
At the commencement of the period	2,500.00		2,500.00	
<u>addition during the period</u>	-		-	
Total addition during the period	-		-	
<u>Reduction during the period</u>	-		-	
Total reduction during the period	-		-	
At the end of the period	2,500.00		2,500.00	

### 3.2 Shareholding of Promoters

Shares held by the Promoters at the end of the year;				% Change during the year
Sr. No.	Promoter name	No. of shares	% of total shares	
1	Rameshkumar Jivajbhai Ranipa	14782700	59.13	-
2	Jitendra Gopalbhai Raniipa	3695680	14.78	-

### 3.2 Detail of shareholder holding more than 5% share in the company

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	No of share	% of holding	No of share	% of holding
Rameshkumar Jivajbhai Ranipa	14,782,700	59.13%	14,782,700	59.13%
Jitendra Gopalbhai Raniipa	3,695,680	14.78%	3,695,680	14.78%

**3.3 Aggregate no. of bonus share issued for consideration other then cash and share bought back during the period of 5 year (or less) immediately preceding the reporting date-not applicable**

### 3.4 Right preference and restrictions attached to share

#### Equity shares

The company has one class of equity share having face value of Rs 10per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution to all preferential amount, in proportion to their shareholding.

### 4. Reserve and Surplus:

Particulars	As on 31st March 2025		As on 31st March 2024	
	Amount in Lakh.	Amount in Lakh.	Amount in Lakh.	Amount in Lakh.
Surplus/(Deficit) in statement of p &L				
As per balance sheet	112.04		107.30	
<b>profit /loss for the period</b>	183.81	295.85	4.75	112.04

### 5. Long term borrowings

Particulars	As on 31st March 2025		As on 31st March 2024	
	Amount in Lakh.	Amount in Lakh.	Amount in Lakh.	Amount in Lakh.
<b>Secured Loan</b>				
<u>Rupee Term Loan:</u>				
From Bank	949.73	949.73	1,826.63	1,826.63
<b>Unsecured loan</b>				
<u>Loans &amp; Advances from Related Party:</u>				
From Directors/ Promoters	1,684.53		1,028.08	
From Others	-	1,684.53	58.56	1,086.65
<b>Total</b>		2,634.26		2,913.28

### 5.1 Terms of repayment , nature of security and rate of interest in case of secured loan

Financier/ Category	Nature of Security	Term of Repayment	Personal Security of Promoters, shareholders, 3rd party etc.	Rate of interest	Guarantee by	
					Directors	Other
Rupee loan from bank	All the immovable properties and movable assets(except current assets and intangible assets) of company	84 monthly instalment	YES	10.25%	Yes	Yes
Term loan from banks	P&M and other fixed assets of company(excluding FA of unit 2 funded exclusively by SBI	84 Monthly Instalment	YES	10.25%	Yes	Yes
Sbi Covid Term loan	Second charges with Stock, Book debts and other current assets of the company and second charge over existing Plant and machinery and all fixed assets of the company	48 Monthly instalment	YES	9.25%	Yes	Yes

### 5.2 Amount Of secured Loan Outstanding

Secured Financier	Out standing (In Rs.)	
	31st March, 2025	31st March, 2024
SBI	949.73	1,826.63
Total	949.73	1,826.63

### 5.3 Terms of repayment and rate of interest in case of unsecured loans

Financier/ category	Term of repayment	Personal security of promoters, shareholders, 3rd party etc.	Rate of interest	Guarantee by		Outstanding (In Rs)	
				Director	others	As At March 31, 2025	As At March 31, 2024
Loans From Directors	Repayment schedule is not specified	No	0%	No	No	1,684.53	1,028.08
Loans from relative of Directors	Repayment schedule is not specified	No	0%	No	No	-	58.56
Loans from other	Repayment schedule is not specified	No	0%	No	No	-	-
Total						1,684.53	1,086.65

**6. Long Term Provision**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh.	Amount in Lakh.	Amount in Lakh.	Amount in Lakh.
Provision for Employee Benefits	38.66	38.66	39.69	39.69
<b>Total</b>		38.66		39.69

**7. Short term Borrowings**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh.	Amount in Lakh.	Amount in Lakh.	Amount in Lakh.
(a) Loans repayable on demand				
(A) From Banks	965.20		966.73	
(B) From Other Parties	-		-	
(b) Loans and advances from related parties	-		-	
(c) Deposits	-		-	
(d) Other loans and advances	-		-	
(e) Current maturities of Long term borrowings	853.71	1,818.92	853.71	1,820.44
<b>Total</b>		1,818.92		1,820.44

**7.1 Terms of repayment , nature of security and rate of interest in case of secured loan**

Financier/ Category	Nature of Security	Term of Repayment	Personal Security of Promoters, shareholders, 3rd party etc.	Rate of Interest	Guaranteed by	
					Directors	other
Working Capital Loan from Banks	Secured against the entire current assets of company	Repayable on demand	Yes	10.25%	Yes	Yes

**7.2 Amount of Secured Loan Outstanding:**

Secured Financier	Outstanding (In Lakh.)	
	31st March, 2025	31st March, 2024
SBI	965.20	966.73
<b>Total</b>	965.20	966.73

**8. Trade payables**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh.	Amount in Lakh.	Amount in Lakh.	Amount in Lakh.
Trade Payables Dues for Payment		1,193.10		1,379.40
<b>Total</b>		1,193.10		1,379.40

**8.1 Trade Payables ageing schedule for the year ended March 31, 2025**

Particulars	Outstanding for following periods from				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-				-
(ii) Others	1,193.10	-			1,193.10
(iii) Disputed	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

**9. Other Current Liabilities**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh.	Amount in Lakh.	Amount in Lakh.	Amount in Lakh.
Statutory Dues (Including withholding Taxes)	84.01		44.00	
Accrued Expenses Payable	76.02		61.21	
Advances from Customers	66.29		-	
Employee Related Liabilities	55.80	282.11	47.27	152.48
<b>Total</b>		282.11		152.48

**10. Short term Provision**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh.	Amount in Lakh.	Amount in Lakh.	Amount in Lakh.
Provision for Employee Benefits	7.51		0.84	
Provision for Audit fees	3.31		2.07	
Provision for Director sitting fees	-	10.82	2.45	5.36
Total		10.82		5.36

Financial Year : 2024-25

Assessment Year : 2025-26

11. Property Plant and Equipment:

Amount In Lakh

SR. NO.	BLOCK OF ASSETS	Gross Block					Depreciation/Amortization				Net Block		
		OPENING WDV.01-04-2024	ADDITIONS	DEDUCTION	OTHER ADJUSTMENT	AT 31/03/2025	OPENING WDV.01-04-2024	Depreciation/Amortization	DEDUCTION	OTHER ADJUSTMENT	AS AT 31/03/2025	AS AT 31/03/2025	AS AT 31/03/2024
A	<u>TANGIBLE ASSETS :</u>												
1	Freehold	68.47	-	-	-	68.47	-	-	-	-	-	68.47	68.47
	Sub total	68.47	-	-	-	68.47	-	-	-	-	-	68.47	68.47
2	Building(Owned)	2,683.67	-	-	-	2,683.67	1,323.95	129.17	-	-	1,453.12	1,230.55	1,359.72
	Sub total	2,683.67	-	-	-	2,683.67	1,323.95	129.17	-	-	1,453.12	1,230.55	1,359.72
3	Plant and equipment(Owned)	9,789.55	-	-	-	9,789.55	6,893.78	494.31	-	-	7,388.09	2,401.46	2,895.77
	Sub total	9,789.55	-	-	-	9,789.55	6,893.78	494.31	-	-	7,388.09	2,401.46	2,895.77
4	Furniture and Fixture(Owned)	412.61	-	-	-	412.61	374.27	9.92	-	-	384.20	28.41	38.33
	Sub total	412.61	-	-	-	412.61	374.27	9.92	-	-	384.20	28.41	38.33
5	Motor vehicle(Owned)	10.36	-	-	-	10.36	5.20	1.61	-	-	6.81	3.55	5.16
	Subtotal	10.36	-	-	-	10.36	5.20	1.61	-	-	6.81	3.55	5.16
6	Computer (Owned)	16.49	-	-	-	16.49	16.48	0.01	-	-	16.49	0.00	0.01
	Subtotal	16.49	-	-	-	16.49	16.48	0.01	-	-	16.49	0.00	0.01
7	Office equipment (Owned)	31.38	4.41	-	-	35.79	29.98	1.48	-	-	31.46	4.34	1.41
	Subtotal	31.38	4.41	-	-	35.79	29.98	1.48	-	-	31.46	4.34	1.41
	TOTAL - A (1) TO (7)	13,012.53	4.41	-	-	13,016.94	8,643.66	636.51	-	-	9,280.16	3,736.78	4,368.87
B	<u>INTANGIBLE ASSETS :</u>												
8	Computer software	1.50	-	-	-	1.50	1.25	0.06	-	-	1.32	0.19	0.25
	Subtotal	1.50	-	-	-	1.50	1.25	0.06	-	-	1.32	0.19	0.25
	TOTAL - 8	1.50	-	-	-	1.50	1.25	0.06	-	-	1.32	0.19	0.25
	GRAND TOTAL - (A +B)	13,014.03	4.41	-	-	13,018.44	8,644.91	636.57	-	-	9,281.48	3,736.96	4,369.12

Financial Year : 2023-24

Assessment Year : 2024-25

11.Property Plant and equipment

Amount In Lakh

SR. NO.	BLOCK OF ASSETS	Gross Block					Depreciation/Amortization					Net Block	
		OPENING WDV.01-04-2023	ADDITIONS	DEDUCTION	OTHER ADJUSTMENT	AT 31/03/2024	OPENING WDV.01-04-2023	Depreciation/Amortization	DEDUCTION	OTHER ADJUSTMENT	AS AT 31/03/2024	AS AT 31/03/2024	AS AT 31/03/2023
A	<u>TANGIBLE ASSETS :</u>												
1	Freehold	68.47	-	-	-	68.47	-	-	-	-	-	68.47	68.47
	Sub total	68.47	-	-	-	68.47	-	-	-	-	-	68.47	68.47
2	Building(Owned)	2,699.88	-	16.21	-	2,683.67	1,179.52	144.43	-	-	1,323.95	1,359.72	1,520.36
	Sub total	2,699.88	-	16.21	-	2,683.67	1,179.52	144.43	-	-	1,323.95	1,359.72	1,520.36
3	Plant and equipment(Owned)	9,801.28	1.20	12.93	-	9,789.55	6,295.78	598.00	-	-	6,893.78	2,895.77	3,505.49
	Sub total	9,801.28	1.20	12.93	-	9,789.55	6,295.78	598.00	-	-	6,893.78	2,895.77	3,505.49
4	Furniture and Fixture(Owned)	412.61	-	-	-	412.61	360.88	13.39	-	-	374.27	38.33	51.73
	Sub total	412.61	-	-	-	412.61	360.88	13.39	-	-	374.27	38.33	51.73
5	Motor vehicle(Owned)	4.03	6.33	-	-	10.36	3.80	1.39	-	-	5.20	5.16	0.23
	Subtotal	4.03	6.33	-	-	10.36	3.80	1.39	-	-	5.20	5.16	0.23
6	Computer (Owned)	16.49	-	-	-	16.49	16.47	0.01	-	-	16.48	0.01	0.02
	Subtotal	16.49	-	-	-	16.49	16.47	0.01	-	-	16.48	0.01	0.02
7	Office equipment (Owned)	31.38	-	-	-	31.38	28.82	1.15	-	-	29.98	1.41	4.66
	Subtotal	31.38	-	-	-	31.38	28.82	1.15	-	-	29.98	1.41	4.66
	TOTAL - A (1) TO (7)	13,034.14	7.53	29.14	-	13,012.53	7,885.27	758.39	-	-	8,643.66	4,368.87	5,150.97
B	<u>INTANGIBLE ASSETS :</u>												
8	Computer software	1.50	-	-	-	1.50	1.16	0.09	-	-	1.25	0.25	0.34
	Subtotal	1.50	-	-	-	1.50	1.16	0.09	-	-	1.25	0.25	0.34
	TOTAL - 8	1.50	-	-	-	1.50	1.16	0.09	-	-	1.25	0.25	0.34
	GRAND TOTAL - (A +B)	13,035.64	7.53	29.14	-	13,014.03	7,886.44	758.47	-	-	8,644.91	4,369.12	5,151.30



**12. Non Current Investment**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
<b>Non Current Investment</b>				
Sbi Mutual Fund	59.80		59.80	
		59.80		59.80
<b>Total</b>		<b>59.80</b>		<b>59.80</b>

**13. Deferred Tax Assets on account of Timing Differences;**

Depreciation	174.12		151.26	
Employee Benefits	11.12	185.24	9.55	160.81

**Deferred Tax Liabilities on account of timing differences**

Depreciation	-		-	
<b>Total</b>		<b>185.24</b>		<b>160.81</b>

**13.1 Notes**

6.1 Deferred tax assets and deferred tax liabilities have been offset as they related to the same governing taxation Law

**14. Long Term Loans & Advances;**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
<b>Unsecured</b>	-	-		
<b>Security deposit</b>	-			
considered goods	-	-	-	-
<b>Total</b>		<b>-</b>		<b>-</b>

**15. Other Non-Current Assets;**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
<b>Unsecured</b>				
Long term deposit with bank having maturity period more than 12 month	424.58	424.58	171.95	171.95
Other Deposits	2.00	2.00		
(Considered Good)				
<b>Total</b>		<b>426.58</b>		<b>171.95</b>

**16. Inventories**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
Raw material	1,450.35		871.94	
WIP	327.53		246.94	
Finish goods	452.01		499.09	
Waste	78.38	2,308.27	67.37	1,685.34
<b>Total</b>		<b>2,308.27</b>		<b>1,685.34</b>

**16.1 Details of Inventories**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
<b>Raw Material</b>				
Cotton bales	1,032.29		534.97	
Packing Material	418.06	1,450.35	336.97	871.94
<b>WIP</b>				
Cotton yarn (semi finished)	327.53	327.53	246.94	246.94
<b>Finish goods</b>				
Cotton yarn	452.01	452.01	499.09	499.09
<b>Total</b>		2,229.89		1,617.97

**16.2 Notes**

1. Inventories have been certified by the management of the company

**17 Trade Receivables**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
Out standing for a period exceeding six months from the date they are due for payment				
<b>Unsecured</b>				
Considered Goods	1,081.43	1,081.43	1,173.53	1,173.50
	-		-	
Other	0.07	0.07	0.03	0.03
<b>Total</b>		1,081.50		1,173.53

**17.1 Trade Receivables ageing schedule for the year ended March 31, 2025**

Outstanding for following periods from due date of payment		(i) Undisputed Trade receivables – considered good	(ii) Undisputed Trade receivables – considered doubtful	(iii) Disputed Trade receivables – considered good	(iv) Disputed Trade receivables – considered doubtful
Less than 6 months		51.92	-	-	-
6 months - 1 year		1,029.57	-	-	-
1-2 years		-	-	-	-
2-3 years		-	-	-	-
more than 3 years		-	-	-	-
<b>Total</b>		<b>1,081.50</b>	-	-	-

**18 Cash & Bank Balance;**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
<b>Cash and cash equivalents</b>				
<b><u>Balance with bank</u></b>				
Bank Balance	-	-	-	-
Cash on Hand	15.18	15.18	6.21	6.21
<b>Total</b>		15.18		6.21

**19 Short Term Loans & Advances;**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
<b>Unsecured</b>				
<b><u>Capital advances</u></b>				
Considered good	-	-	-	-
<b><u>Advances to suppliers</u></b>				
Considered good	18.66	18.66	17.65	17.65
<b><u>Advances recoverable in cash or in kind or for value to be received</u></b>				
Considered good	1.00	1.00	1.00	1.00
<b><u>Prepaid expenses</u></b>				
Considered good	30.60	30.60	6.69	6.69
<b><u>Interest income accrued but not due</u></b>				
Considered good	18.58	18.58	14.04	14.04
<b><u>Other</u></b>				
Advance tax-TDS	38.64		27.70	27.70
MAT Credit entitlement	-		-	
Balances with statutory Authorities	115.54	154.18	160.57	160.57
<b>Total</b>		223.01		227.65

**20 Other current Assets**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
<b>Other current Assets</b>				
Insurance Receivable	369.37		729.08	
Government Grants Receivables	367.82	737.18	339.22	1,068.30
<b>Total</b>		737.18		1,068.30

**21 Contingent Liabilities & Commitments;**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
<b>Other Contingent liabilities</b>				
<i>Appeals filed in respect of disputed demands of Income Tax where company is in appeal</i>	1,043.67	1,043.67	1,043.67	1,043.67
<b>Total</b>		1,043.67		1,043.67

**22.Revenue from Operations**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
<b>Revenue from sale of products</b>				
Revenue from sale of products	20,089.43	20,089.43	18,925.75	18,925.75
<b>Other operating revenue</b>				
Other misc. operating revenue	1.99	1.99	0.69	0.69
<b>Total</b>		20,091.42		18,926.44

**22.1 Disclosure of categories of products/ services****Revenue from product( net of taxes, if any)**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Manufacture	Trade	Manufacture	Trade
<b>Revenue from export sales</b>	-	-	-	-
<b>Sub total</b>	-	-	-	-
<b>Revenue from domestic sales</b>				
<b><u>Finished goods</u></b>				
Cotton yarn	18,394.21		17,148.41	-
<b><u>Raw Materials</u></b>				
Cotton Bales	50.55		21.80	-
<b>Waste</b>	1,652.03		1,759.53	-
<b>Sub total</b>	20,096.80	-	18,929.74	-
<b>Total gross sales(export+domestic)</b>		<b>20,096.80</b>		<b>18,929.74</b>
Less: Discounts/rebates on sale of products		-		-
Less: other allowance and deductions form sale of products		7.37		3.98
<b>revenue from sale of products</b>		<b>20,089.43</b>		<b>18,925.75</b>

**23 Other Income**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
<b>Interest Income</b>				
From Current sources	-		-	
From Non Current Sources	11.56	11.56	10.90	10.90
	-		-	
<b>Other non operating Income</b>	-		-	
Income from government	459.50		427.66	
Other excess provisions written back	-		-	
Misc. other non-operating income	0.33	459.83	14.02	441.68
<b>Total</b>		<b>471.39</b>		<b>452.58</b>

**24. Cost of Materials Consumed;**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
<b>Opening Inventory</b>		871.94		216.58
Add: Purchase		16,741.65		15,198.47
Less: Closing Inventory		1,450.35		871.94
<b>Total</b>		<b>16,163.24</b>		<b>14,543.10</b>

**24.1 Materials Consumed Consists of;**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
Cotton Bales		16,028.23		14,610.26
Packing Material		135.01		64.71
<b>Total</b>		<b>16,163.24</b>		<b>14,674.97</b>

**25 Change in Inventories of Finished Goods, Work-in-progress and Stock-in-trade;**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
<b>Opening Inventory</b>				
Finished goods	499.09		1,257.54	
WIP	246.94		311.48	
Other Inventories	67.37	813.40	127.63	1,696.65
<b>Closing Inventory</b>				
Finish Goods	452.01		499.09	
WIP	327.53		246.94	
Other Inventory	78.38	857.93	67.37	813.40
<b>Total</b>		<b>(44.53)</b>		<b>883.26</b>

**26. Employee Benefit Expense**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
Salaries & Wages		738.10		645.62
Contribution to provident fund and other fund		3.74		3.78
Gratuity Expense		5.64		20.57
Staff welfare expenses		8.18		2.79
Director Remuneration Expenses		5.35		-
<b>Total</b>		<b>761.01</b>		<b>672.75</b>

**27 Finance Costs**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
<b>Interest Expense</b>				
<u>On Long Term loan</u>				
From Bank	221.55	221.55	283.44	283.44
Other Short term loans				
From Bank	100.39	100.39	96.69	96.69
On other borrowing and / or late payments	105.06	105.06	34.47	34.47
Stamp duty expense	-	-	-	-
Other borrowing cost		-	-	-
<b>Total</b>		<b>427.00</b>		<b>414.59</b>

**28. Other Expenses**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
Consumption of Tools & Spares		296.44		227.25
Electricity Exp		1,813.87		1,662.42
<u>Repair and maintenance</u>				
Buildings	0.47		4.58	
Plant and machinery	17.71		7.50	
Others	0.27	18.45	0.12	12.19
Insurance		51.35		11.05
Telephone and Postage & Courier		1.10		1.29
Printing & Stationery		0.81		1.97
Donations and related subscriptions		0.11		5.00
Labour Bonus Expenses		-		-
Legal and Professional charges		11.58		8.96
Bank charges		17.07		11.95
Laboratory Expense		3.75		2.82
Catering and Canteen Expenses		47.32		40.00
Vehicle running expenses		16.74		18.67
Director Sitting fees expenses		2.45		2.45
GST Expense		7.63		-
Information technology expenses		-		0.47
Internet Expense		0.36		
<u>Payment to Auditors</u>				
Audit services	1.24		1.24	
Taxation matters	-		-	
Company law matters	-	1.24	-	1.24
Rounding Off (-)/ +		-		-
Advertising and sales promotion		-		0.12
Commission to selling agents(other then sole selling agents)		60.98		59.46
Transportation & Distribution Expenses		67.58		59.46
Secondary packing expenses		-		0.03
MCA Expense		0.03		-
Software Service Charges		0.04		-
Security Charges		0.41		-
Office Expense		-		0.70
Interest on TDS & TCS Late payment		0.83		0.49
Miscellaneous expenses		5.00		2.74
Fire expenses		-		1.73
<b>Total</b>		<b>2,425.13</b>		<b>2,132.45</b>



**29.Earning per share**

Particulars	Period ended March 31,2025	Period ended March 31,2024
Net profit/(loss) for basic EPS	183.81	-
Calculation (in Rs)		4.75
Weighted Avg. No. of equity share for basic EPS Calculation	250.00	-
Basic EPS (in Rs per share)	0.74	0.02
Basic EPS from continuing operation(in Rs per share)	0.74	0.02
Diluted EPS (In Rs. Per share)	0.74	0.02
Diluted EPS from continuing Operations (in Rs per share)	0.74	0.02

**30. Source wise bifurcation of materials stores and spares consumed**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	%	Amount in Lakh	%
<b>Material Consumed</b>				
Imported	-	-	-	0.00%
Indigenous	16,163	100.00%	14,543	100.00%
	16,163	100.00%	14,543	100.00%
<b>Stores and spares Consumed</b>				
Imported	-	-	-	0.00%
Indigenous	-	-	-	0.00%
	-	-	-	0.00%

**31 Related Party Transection****31.1 List of related parties****Other related parties where common control exists***Redren Energy Private Limited**Raison Bio Tech Private Limited**Haripriya Spinning Mill Private Limited**Redstone Granito Private Limited**Murlidhar Tractors**Jyoti Katariya and Associates**Avadh Tractors**H K Patel and Associates**Redeco Fibers Private Limited**Murlidhar Worldtrade Private Limited*

**Key Management personnel and their relative**

**Whole time Directors/ Executive Directors/ Non Executive Directors etc**

*Rohankumar Jitendrabhai Raiyani*

*Jitendra Gopalbhai Raiyani*

*Rameshkumar J Ranipa*

*Jyoti J Kataria*

*Hiteshkumar C Chaniyara*

*Pankaj B Bhimani*

*Rutvikbhai P Bhensdadiya*

*Chandrakantbhai B Gopani*

**Other KMPs and their relatives**

*Reena Jayantilal Kanabar*

*Ashish Dhirajbhai Desai*

*Jivrajbhai P Ranipa*

*Jyotsana Pankajbhai Bhimani*

*Prafulaben Rameshbhai Ranipa*

*Rekhaben Jitendrabhai Raiyani*

**There are no other transaction during the year with the above entities except mentioned in the report**

**32.2 Details of transaction with related parties**

(In Lakh)

Details of transaction	Subsidiaries / JCEs/Asso/Controling Co. /intermediated		Other related pary		Key management personnel and relatives		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
<b>Purchase Goods</b>								
Redeco Fibers Private Limited		109.48	-	-	-	-	-	109.48
Murlidhar Worldtrade Private Limited	4,992.19	-	-	-	-	-	4,992.19	-
<b>Sales Of Goods</b>								
Redeco Fibers Private Limited	1,065.08	-					1,065.08	-
<b>Total</b>	<b>6,057.27</b>	<b>109.48</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,057.27</b>	<b>109.48</b>
<b>Loans /advances accepted</b>	-	-	-	-	-	-	-	-
Jitendra Gopalbhai Raiyani	-	-	-	-	80.00	100.00	80.00	100.00
Rameshkumar J Ranipa	-	-	-	-	1,115.00	300.00	1,115.00	300.00
Jivrajbhai P Ranipa	-	-	-	-	-	-	-	-
Jyotsanaben P Bhimani	-	-	-	-	-	-	-	-
Pankajbhai B Bhimani	-	-	-	-	80.00	185.00	80.00	185.00
Rohan J Raiyani	-	-	-	-	161.00	183.00	161.00	183.00
Prafulaben R Ranipa	-	-	-	-	-	-	-	-
Rekhaben Jitendrabhai Raiyani	-	-	-	-	50.00	50.00	50.00	50.00
Redeco Fibers Private Limited	-	56.60	-	-	-	-	-	56.60
<b>Total</b>	<b>-</b>	<b>56.60</b>	<b>-</b>	<b>-</b>	<b>1,486.00</b>	<b>818.00</b>	<b>1,486.00</b>	<b>874.60</b>

<b>Accepted Loan s/advances repaid</b>						-		
Ashokbhai mavjibhai Dudhagara	-	-	-	-	29.06	295.00	29.06	295.00
Jitendra Gopalbhai Raiyani	-	-	-	-	42.00	185.00	42.00	185.00
Jivrajbhai p Ranipa	-	-	-	-	-	200.00	-	200.00
Jyotsanaben P Bhimani	-	-	-	-	-	11.75	-	11.75
Rameshkumar J Ranipa	-	-	-	-	223.55	790.94	223.55	790.94
Redeco Fibers Private Limited		56.60	-	-	-	-	-	56.60
Rohankumar J Raiyani	-	-	-	-	473.00	-	473.00	-
Rekhaben Jitendrabhai Raiyani	-	-	-	-	80.00	50.00	80.00	50.00
Pankajbhai B Bhimani	-	-	-	-	41.00	70.54	41.00	70.54
<b>Total</b>	-	56.60	-	-	888.61	1,603.24	888.61	1,659.84
<b>Sitting Fee to KMPs</b>								
Chandrakant Bhimjibhai Gopani	0.30	0.30					0.30	0.30
Hiteshkumar C Chaniyara	0.30	0.30					0.30	0.30
Jitendra Gopalbhai Raiyani	0.30	0.30					0.30	0.30
Jyoti J Kataria	0.30	0.30					0.30	0.30
Pankajbhai B BHimani	0.30	0.30					0.30	0.30
Rameshbhai Jivrajbhai Ranipa	0.35	0.35					0.35	0.35
Rohan Jitendrabhai Raiyani	0.30	0.30					0.30	0.30
Rutvikumar prabhudas								
Bhensadadiya	0.30	0.30					0.30	0.30
<b>Total</b>	2.45	2.45	-	-			2.45	2.45
<b>Remuneration to KMPs</b>								
Rohankumar J. Raiyani	3.35	-	-	-	-	-	3.35	-
Jitendrabhai Gopalbhai Raiyani	2.00	-	-	-	-	-	2.00	-
<b>Total</b>	5.35	-	-	-	-	-	5.35	-

**32.3 Details of account balances with related party**

Details of transaction	Subsidiaries /		Other related party		Key management personnel and		Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
<b>Loan from related party</b>								
Ashokbhai M Dudhagara	-	-	-	-	-	28.56	-	28.56
Jitendra Gopalbhai Raiyani	-	-	-	-	130.42	92.42	130.42	92.42
Jivrajbhai P Ranipa	-	-	-	-	-	-	-	-
Rameshkumar J Ranipa	-	-	-	-	1,263.33	371.88	1,263.33	371.88
Pankaj b Bhimani	-	-	-	-	219.79	180.79	219.79	180.79
Jyotsanaben P Bhimani	-	-	-	-	-	-	-	-
Prafulaben R Ranipa	-	-	-	-	-	-	-	-
Rohan J Raiyani	-	-	-	-	71.00	383.00	71.00	383.00
Rekhaben j Raiyani	-	-	-	-	-	30.00	-	30.00
Redeco Fibers Private Limited	-	-	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	1,684.53	1,086.65	1,684.53	1,086.65

**33 Segment reporting**

The company operates under a single reporting segment" Spinning of cotton Yarns" and hence, segment reporting is not applicable to the company as per AS 17-Segment reporting

**34. Employee Benefits**

1.In Case of funded scheme, the fund are recognized by the income tax authorities and administered through trustees. The company's defined contribution plans are provident fund(in case of certain employees),(under the provident funds and miscellaneous provision act 1952).The company has no further obligation beyond making the contributions to such plan. the company's defined benefit plans includes Gratuity only.

2. The company provides for leave encashment on actual payment basis only.

**34.1 change in defined benefit obligation**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
<b>Gratuities (Non-Funded)</b>				
Present Value of defined benefit obligation as at the beginning of the period		40.53		19.97
Current service cost		12.94		14.03
Interest cost		2.89		1.46
Liability transferred in/(out of) due to amalgamations actuarial(gain/loss)		(10.19)		5.09
Contribution by plan participants		-		-
benefits paid		-		-
past service cost		-		-
curtailments		-		-
settlement		-		-
exchange differences on foreign plan		-		-
<b>present value of defined benefit obligation as at the end of the period</b>		<b>46.17</b>		<b>40.53</b>

**34.2 Reconciliation of present value of defined benefit obligation and fair value of plan assets**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
<b>Gratuities (Non-Funded)</b>				
present value of defined benefit obligation as at the end of the period		46.17		40.53
<b>Unfunded liability/(assets) recognized in the balance sheet</b>		<b>46.17</b>		<b>40.53</b>
<b>Liability recognized under</b>				
Long term provisions (see note 7)		38.66		39.69
Short term provision (see note 10)		7.51		0.84

**34.3 Reconciliation of present value of defined benefit obligation and fair value of plan assets**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
<b>Gratuities (Non-Funded)</b>				
Current service cost		12.94		14.03
Interest cost		2.89		1.46
Net actuarial (gain)/loss		(10.19)		5.09
Total expenses/(income) recognized in statement of p&l		-		20.57

**34.4 Principal actuarial assumption used:**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	%		%	
<b>Gratuities (Non-Funded)</b>				
Discount rate(per annum)		6.55%		7.20%
Expected rate of increase in salaries		7.00%		7.00%

**34.5 Amount recognized in the current period and four previous periods:**

Particulars	As on 31st March 2025	As on 31st March 2024	As on 31st March 2023	As on 31st March 2022	As on 31st March 2021
<b>Gratuities (Non-Funded)</b>					
Defined benefit obligation	46.17	40.53	19.97	13.75	7.13
Deficit/(surplus)	<b>46.17</b>	<b>40.53</b>	<b>19.97</b>	<b>13.75</b>	<b>7.13</b>
Experience adj on plan liabilities loss /(gain)	(11.33)	4.90	(5.96)	(2.65)	0.77
Experience adj on plan assets gain/(loss)	-	-	-	-	0.11

**34.6 Contribution to defined contribution plans:**

Particulars	As on 31st March, 2025		As on 31st March, 2024	
	Amount in Lakh	Amount in Lakh	Amount in Lakh	Amount in Lakh
Provident Fund		3.74		3.78
<b>Total</b>		<b>3.74</b>		<b>3.78</b>

**35 Other notes**

1. Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification/Disclosure.

Signature to notes 1 to 34 of financial statements.

For, Chetan Agarwal & Co  
Chartered Accountant

For and on behalf of Angel Fibers Limited,

CA Dipak C Dama  
Partner  
M. No.138142  
Firm Reg. No. 120447W

-----  
Jitendrabhai G Raiyani  
Executive Director  
DIN: 00284527

-----  
Rohanbhai j Raiyani  
Managing Director  
DIN:08814726

Place : Jamnagar  
Date: 28/05/2025

-----  
Reena Kanabar  
Company Secretary

-----  
Ashish Dhirajbhai desai  
CFO

Place: Jamnagar  
Date: 28/05/2025



