

Tuni Textile Mills Limited



**37TH ANNUAL REPORT
2023-24**

Corporate Identification No. L17120MH1987PLCo43996

BOARD OF DIRECTORS

Narendra Kumar Sureka	Chairman & Managing Director
Pradeep Kumar Sureka	Executive, Whole Time Director
Urmila Sureka	Non - Executive Director
Gaurishankar Ramlal Saraf	Independent Director
Mahendra S Agarwal	Independent Director
Gaurav Tibe	Independent Director

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KEY MANAGERIAL PERSONNEL

Mr. Archit Sureka	Chief Financial Officer
Ms. Jyoti Kothari	Company Secretary

AUDITORS

M/s. DBS & Associates,
Chartered Accountants, Mumbai

BANKERS

ICICI Bank Limited
Indian Overseas Bank
Union Bank of India

REGISTERED OFFICE

Unit No. 207, 2nd Floor, Building No. 3A, Mittal
Industrial Estate, Andheri Kurla Road, Andheri (E),
Mumbai 400 059

WORKS

B-5, MIDC Murbad, Dist. Thane (Maharashtra)

REGISTRAR & SHARE TRANSFER AGENT

Purva Sharegistry (India) Pvt. Ltd.
No. 9, Shiv Shakti Ind. Estate
Gr. Floor, J. R. Boricha Marg
Lower Parel, Mumbai-400 011

ANNUAL GENERAL MEETING

Date	27 th September, 2024
Time	2.00 PM
Deemed Venue	Regd. Office of Company

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AGM will be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

NOTICE

Notice is hereby given that the 37th Annual General Meeting of the members of **TUNI TEXTILE MILLS LIMITED** will be held on Friday, the 27th day of September, 2024 at 2.00 P.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses as:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024 along with the reports of the Board of Directors and the Auditors thereon.
2. To appoint Director in place of Mr. Narendra Kumar Sureka (DIN: 01963265), who retires by rotation and being eligible offers herself for re-appointment.

Explanation: Based on the terms of appointment, office of Executive Directors and the Non-Executive & Non Independent Chairman are subject to retirement by rotation. Mr. Narendra Kr. Sureka, who was appointed on July 6, 1987 and re-appointed as Chairman & Managing Director for 5 years w.e.f 1st April 2023, whose office is liable to retire 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 as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Narendra Kumar Sureka (DIN: 01963265), who retires by rotation, be and is hereby re-appointed as a Director liable to retire by rotation.”

3. Appointment of Statutory Auditors on expiry of terms of services for current Auditors:

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. K. K. Jhunjhunwala & Co., Chartered Accountants, Mumbai (FRN - 111852W), be and is hereby appointed as the Statutory Auditors of the Company, upon completion of terms of services of existing auditors M/s. DBS & Associates, Chartered Accountants, Mumbai (FRN-081627N) for a term of 5 (Five) consecutive years from the conclusion of this 37th Annual General Meeting till the conclusion of the 42nd Annual General Meeting, who have offered themselves for appointment as Auditors to the Company and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, at a remuneration of ₹ 3.00 Lakhs (₹ Three Lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred or such other amount as may be decided by the Board of Directors of the Company in consultation with the Auditors.

Mumbai, August 13, 2024

By order of the Board
For TUNI TEXTILE MILLS LIMITED

Registered Office :

Unit No. 207, 2nd Floor, Building No. 3A, Mittal Industrial Estate,
Andheri Kurla Road, Andheri (E), Mumbai 400 059

S/d-
Jyoti Kothari
Company Secretary & Compliance Officer

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), in respect of businesses to be transacted at the Annual General Meeting (“AGM”), as set out under Item No. 2 and the relevant details of the Directors as mentioned under Item No(s). 2 above as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.
2. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed with the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No.

02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and latest being 09/2023 dated September 25, 2023 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the 37th Annual General Meeting ("AGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.

3. **In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members to attend and cast vote on their behalf under Section 105 of the Act will not be available for the 37th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.** However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 37th AGM through VC/OAVM Facility and e-Voting during the 37th AGM.
4. Pursuant to Section 113 of the Act, Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to Purva Sharegistry (India) Private Limited, Registrar and Transfer Agent, by e-mail through its registered e-mail address to support@purvashare.com.
5. **In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.tunitextiles.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.**
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tunitextiles.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
9. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed at the Annual General Meeting is given in the Annexure to the Notice.
10. The Register of Member and the Share Transfer Books of the Company will remain closed from 21st September 2024 to 27th September 2024 (both days inclusive).
11. Members whose email address are not registered can register the same in the following manner:
 - Members holding share(s) in physical mode can register their e-mail ID by sending an email to the Company by providing requisite details of their holdings and documents for registering their e-mail address; and
 - Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants "DPs" for receiving all communications from the Company electronically.
12. The Company has engaged the services of NSDL as the authorized agency for conducting of the e-AGM and providing e-voting facility.
13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
14. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID info@tunitextiles.com till the date of AGM.
15. Members are advised to refer to the section titled 'Investor Information' provided in this Annual Report.
16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or

transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Purva Sharegistry (India) Private Limited ("PURVA") for assistance in this regard.

17. Shareholders/Investors are advised to send their queries/complaints through the e-mail id info@tunitextiles.com for quick and prompt redressal of their grievances.
18. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before September 20, 2024 through email on info@tunitextiles.com. The same will be replied by the Company suitably.
19. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to PURVA in case the shares are held by them in physical form.
20. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13, which is available on the website of the Company.
21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or PURVA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
22. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
23. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8th February 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.
24. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
25. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
26. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, and bank account details) and nomination details by holders of securities. Effective from 1st January 2023, any service requests or complaints received from the member will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1st April 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.tunitextiles.com.
27. Members may note that, in terms of the Listing Regulations equity shares of the Company can only be transferred in dematerialised form.
28. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act shall be made available at the commencement of the meeting and shall remain open and accessible to the

members during the continuance of the 37th AGM. During the 37th AGM, Members may access the scanned copy of these documents, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

29. Details as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) issued by The Institute of Company Secretaries of India, in respect of the appointment of Auditors and Directors seeking appointment/re-appointment at the 37th AGM, forms an integral part of the Notice of the 37th AGM. Requisite declarations have been received from the Auditors and Directors seeking appointment/ re-appointment.
30. Instructions for attending the AGM and e-voting are as follows:

A. Instructions for attending the AGM:

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
3. Facility of joining the AGM through VC / OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.

B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to RTA / Company email id at support@purvashare.com or info@tunitextiles.com.

For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to RTA / Company email id at support@purvashare.com or info@tunitextiles.com.

The Company/RTA shall co-ordinate with NSDL and provides the login credentials to the above mentioned shareholders.

C. Voting through Electronic means -

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 37th AGM and facility for those members participating in the 37th AGM to cast vote through e-Voting system during the 37th AGM. For this purpose, NSDL will be providing facility for voting through remote e-Voting, for participation in the 37th AGM through VC/ OAVM facility and e-Voting during the 37th AGM.
2. The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
3. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
4. The Members present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

5. The e-voting period commences on **Tuesday, September 24, 2024 (9:00 am) and ends on Thursday, September 26, 2024 (5:00 pm)**. 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. **September 20, 2024**, 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 **September 20, 2024**.
6. Any person, who acquires shares of the Company and become member of the Company after emailing of the notice and holding shares as of the cut-off date i.e. **September 20, 2024**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or support@purvashare.com.
7. The Board of Directors has appointed CS Kriti Daga, Practicing Company Secretary (Membership No. 26425) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

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: Log-in to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the

	remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website HYPERLINK "http://www.cdslindia.com" www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website HYPERLINK "http://www.cdslindia.com" www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on HYPERLINK "http://www.cdslindia.com" www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 HYPERLINK " mailto:evoting@nsdl.co.in " evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method 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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.
 - a) *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.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.*
4. 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:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) 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:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 by e-mail to kritisdaga@gmail.com with a copy marked to evoting@nsdl.co.in.
2. 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, AVP / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at Email ID: evoting@nsdl.co.in

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 info@tunitextiles.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 info@tunitextiles.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@tunitextiles.com. The same will be replied by the company suitably.

OTHER INSTRUCTIONS

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by her in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.tunitextiles.com and on the NSDL website <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited (BSE), where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS FORMING PART OF THE NOTICE

Item No. 3:

To appoint the Statutory Auditors of the Company upon expiry of terms of existing Auditors

Pursuant to shareholders' approval accorded at the 32nd Annual General Meeting (AGM) held on September 27, 2019, M/s DBS & Associates, Chartered Accountants, Mumbai (Firm Registration No. 081627N) were appointed as the Statutory Auditors of the Company to hold office from the conclusion of the said meeting till the conclusion of the 37th AGM.

The Board of Directors has, based on the recommendation of the Audit Committee and subject to approval of the shareholders, appointed M/s. K. K. Jhunjhunwala & Co., Chartered Accountants, Mumbai (FRN - 111852W) as Statutory Auditors of the Company for a term of five (5) years to hold office from the conclusion of the 37th AGM till the conclusion of the 42nd AGM (for the Financial Year April 1, 2024 - March 31, 2029).

K. K. Jhunjhunwala & Co. was constituted in 1991. K. K. Jhunjhunwala & Co. is registered with the Institute of Chartered Accountants of India (Registration No. - 111852W). The Firm has around 18 professionals and staff. K. K. Jhunjhunwala & Co. has offices in Mumbai and Thane City. The registered office of the Firm is Office No. 8A, 8th Floor, Astral Centre, 470-B, N. M. Joshi Marg, Chinchpokli (West), Mumbai - 400 011, Maharashtra, India. The Firm is engaged in statutory audits of different listed and unlisted companies. The firm has also professional assignments with various banks, insurance companies and other corporate sector entities.

M/s. K. K. Jhunjhunwala & Co. have given their consent to act as the Auditors of the Company and have confirmed that their appointment, if made, will be within the limit specified under sections 139 and 141 of the Act. They have also confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board, based on the recommendations of the Audit Committee, approved a fee of ₹ 3,00,000/- plus applicable taxes, towards audit of financial statements for the Financial Year 2024-25 and reimbursement of out-of-pocket expenses at actuals.

The fees for the balance period will be paid subject to the approval of Audit Committee and the Board of Directors every year.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

ANNEXURE "A"

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by ICSI, information about the Directors proposed to be appointed/re-appointed is furnished below:

Name of Director	Mr. Narendra Kr. Sureka
Directors' Identification No. (DIN)	01963265
Date of Birth	25 th April 1953
Date of Appointment on Board	6 th July 1987
Qualification	B. Com, Graduate
Experience	He is associated with the Company as Chairman & Managing Director of the Company since July 1987 and is having more than 40 years of experience in the field of Accounts, Taxation, Fabric Merchandise etc.
Terms & Conditions of Appointment / Re-appointment	Re-appointed as Chairman & Managing Director of the Company, subject to retire by rotation.
Remuneration details	₹ 9.25 Lakh per annum inclusive of all type of perquisites plus out of pocket expenses at actual.
Shareholding in Company	67,97,500 Equity Shares or 5.20% of Paid-up Capital of the Company.

Relationship with the Company & Other Directors	Part of Promoter Group & Relatives / Family member of Mr. Pradeep Kr. Sureka & Mrs. Urmila Devi Sureka.
No. of Board Meeting attended during the year	7 (Seven)
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Not Any
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies	Committee Membership – 2 Committee Chairmanship – Nil
List of Companies wherefrom the Director has resigned during last 3 years (excluding foreign, private and Section 8 Companies)	Not Any
Declaration under Regulation 36(3) of SEBI LODR Regulations, 2015	The proposed Director meets the skills and capabilities required for the role and the manner in which the candidature of Mr. Narendra Kr. Sureka is proposed for Directorship

Mumbai, August 13, 2024

By order of the Board
For TUNI TEXTILE MILLS LIMITED

Registered Office :

Unit No. 207, 2nd Floor, Building No. 3A, Mittal Industrial Estate,
Andheri Kurla Road, Andheri (E), Mumbai 400 059

S/d-
Jyoti Kothari
Company Secretary & Compliance Officer

Tuni Textile Mills Limited

CIN: L17120MH1987PLCo43996

Regd. Office: Unit No. 207, 2nd Floor, Building No. 3A, Mittal Industrial Estate, Andheri Kurla Road,
Andheri (E), Mumbai 400 059

Tel: +91 22 4970 0409, Email: info@tunitextiles.com; Website: www.tunitextiles.com

Dear Member,

Sub: Intimation to furnish valid PAN, KYC details and Nomination

The Securities and Exchange Board of India ('SEBI') has mandated vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and subsequent clarification vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 for all the security holders holding securities in physical form to furnish the below mentioned forms duly filled in along with proper details and the relevant self-attested documents with date to the Company or its Registrar and Share Transfer Agent ('RTA') Purva Shareregistry (India) Pvt. Ltd. **However, SEBI has clarified vide email dated January 11, 2022 that the aforesaid Circular is not applicable for requests received from the investors pertaining to dematerialization of securities.**

Please note that the folios, wherein any one of the below cited documents / details are not available on or after April 01, 2023, shall be frozen by the RTA.

S. No.	Form	Purpose
1.	Form ISR-1	Request for registering PAN, KYC details or changes / updation thereof.
2.	Form ISR-2	Confirmation of Signature of securities holder by the Banker
3.	Form ISR-3	Declaration Form for Opting-out of Nomination by holders of physical shares (if any)
4.	Form No. SH-13	Nomination Form
5.	Form No. SH-14	Cancellation or Variation of Nomination (if any)

Note: Above forms are available on Company website viz. www.tunitextiles.com

The modes of submission of documents to the Company/RTA are any one of the followings:

1. In Person Verification (IPV): by producing the originals to the authorized person of the RTA, who will retain copy(ies) of the document(s)
2. In hard copy: by furnishing self-attested photo copy(ies) of the relevant document, with date
3. Through e-mail address already registered with the RTA, with e-sign of scanned copies of documents
4. Service portal of the RTA with e-sign with scanned copies of documents, if the RTA is providing such facility
Explanation: E-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by eSign user. The holder/claimant may approach any of the empanelled eSign Service Provider, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology (<https://cca.gov.in/>) for the purpose of obtaining an e-sign.

Further please note that, from January 01, 2022, the RTA shall not process any service requests received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents/details are received.

In view of the above, you are advised to furnish the aforesaid documents / forms / details to the Company or the RTA at the earliest possible at the following address:

Company	Registrar & Share Transfer Agent (RTA)
The Company Secretary/Managing Director Tuni Textile Mills Limited Unit No. 207, 2 nd Floor, Building No. 3A, Mittal Industrial Estate, Andheri Kurla Road, Andheri (E), Mumbai 400 059	Purva Shareregistry (India) Pvt. Ltd. No. 9, Shiv Shakti Ind. Estate Gr. Floor, J. R. Boricha Marg Lower Parel, Mumbai-400 011

All the above mentioned forms are enclosed to this notice for your convenience as well as also available on the website of the Company (i.e. www.tunitextiles.com)

Thanking you.

Yours Faithfully,

For **Tuni Textile Mills Limited**

S/d-

Jyoti Kothari

Company Secretary & Compliance Officer

Encl.: KYC Form

KYC FORM
(Only for physical shareholding)

To,
The Secretarial Department
TUNI TEXTLE MILLS LIMITED
Unit No. 207, 2nd Floor, Building No. 3A, Mittal Industrial Estate,
Andheri Kurla Road, Andheri (E), Mumbai 400 059

Date ____/____/____

Folio No. _____

No. of Shares _____

Dear Sir/ Madam,

We wish to update the KYC and in this matter are forwarding herewith the required supporting documents by ticking in the appropriate checkbox below:

A. For registering PAN of the registered and/ or joint shareholders (as applicable)

Registered shareholder Joint holder 1 Joint holder 2 Joint holder 3

Please attach self- attested legible copy of PAN card (exempted for Sikkim Shareholders).

B. For registering Bank details of the registered shareholder**1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed**

Aadhar/ Passport/ utility bill Original cancelled cheque leaf

2. In cases wherein the original cancelled cheque leaf has the shareholder's name printed on it

Aadhar/ Passport/ Utility bill Original cancelled cheque leaf Bank Passbook/ Bank Statement

Please note that Bank passbook/ Bank Statement should be duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

C. For updating the Specimen Signature of the registered and/ or joint shareholders**1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed**

Affidavit Banker verification Original cancelled cheque leaf

2. In cases wherein cancelled cheque leaf does NOT contain the shareholder's name printed on it

Affidavit Banker verification Original cancelled cheque leaf Bank Passbook/ Bank Statement

Please note that Bank passbook/ Bank Statement should be duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

D. For Updating the email id for the purpose of receiving all communications in electronic mode**E. For updating the Mobile No**

+91										
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I /We hereby state that the above mentioned details are true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed with this letter by affixing my/our signature(s) to it

Sign: _____
Registered holder

Sign: _____
Joint holder 1

Sign: _____
Joint holder 2

Sign: _____
Joint holder 3

DIRECTORS' REPORT

To
The Members,

Your Directors have pleasure in presenting the 37th Annual Report of your Company together with the Audited Statements of Accounts for the year ended March 31, 2024.

Financial Results	Year Ended 31.03.2024	Year Ended 31.03.2023
Revenue for the Year	5664.40	4355.38
Profit/(Loss) before Tax, Depreciation and Finance Cost	220.33	187.33
Less: Financial Expenses	145.32	114.68
Profit before Depreciation/Amortization & Tax	75.01	72.65
Less: Depreciation	30.50	36.64
Net Profit before Taxation (PBT)	44.51	36.01
Less: Provision for Taxation (including Deferred Tax)	12.40	10.45
Less: Extra-Ordinary Items	-	-
Profit/(Loss) after Tax & Extra-Ordinary Items	32.11	25.56
Add/(Less): Other Comprehensive Income	4.71	2.07
Less: Provision for Dividend	-	-
Less: Transfer to General / Statutory Reserves	-	-
Profit available for Appropriation	36.82	27.63
Add : Profit/(Loss) brought forward from Previous Year	(161.23)	(186.79)
Balance carried forward	(129.12)	(161.23)

FINANCIAL HIGHLIGHTS

Total revenue for the year stood at ₹ 5664.40 lakh in comparison to last years' revenue of ₹ 4355.38 lakh. In term of Profit before taxation, the Company has earned a Profit of ₹ 44.51 lakh in comparison to last years' Profit of ₹ 36.01 lakh. Profit after Tax and Extra-Ordinary Items stood at ₹ 32.11 lakh in comparison to last financial year's Profit of ₹ 25.56 lakh.

There are no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report.

BUSINESS SEGMENT

During the year, the Company is into the business of fabric manufacturing i.e. manufacturing of Synthetic Fabric, a part of textile products in accordance with the Accounting Standard 17 notified by Companies (Accounting Standards) Rules 2006.

DIVIDEND

In order to conserve resources and to meet financial requirements to implement its future plans, your Directors do not propose any dividend for the year under review.

GENERAL RESERVES

The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to the statement of profit and loss.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2024 was of ₹ 13.17925 Crore. During the year under review, the Company has not issued any share with differential voting rights nor granted stock options nor sweat equity. As on March 31, 2024, none of the Directors and/or Key Managerial Person of the Company hold instruments convertible in to Equity Shares of the Company.

FINANCE AND ACCOUNTS

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2024 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2024.

Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis. The Company discloses standalone financial results on a quarterly basis which are subjected to limited review and publishes standalone audited financial results on an annual basis.

The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

There is no audit qualification in the standalone financial statements by the statutory auditors for the year under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments, if any, covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

SUBSIDIARY COMPANY

The Company does not have any Subsidiary/Material Subsidiary, Associate or Joint Venture Company whose net worth exceeds 20% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20% of the consolidated income of the Company during the previous financial year. Accordingly, a policy on material subsidiaries has not been formulated.

During the year, no Company has ceased to be Subsidiary, Associate or Joint Venture Company.

POLICY FOR DETERMINING MATERIAL SUBSIDIARY COMPANIES

The Company has formulated a "Policy for determining material Subsidiary Companies" of the Company. This policy is available on your Company's website at <https://www.tunitextiles.com/companyDetails-policy.html>

RELATED PARTY TRANSACTIONS

All transactions entered into with related parties as defined under the Companies Act, 2013 during the financial year, were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with the related parties during the financial year, which were in conflict with the interest of the Company. The requisite details under Form AOC-2 in Annexure III have been provided elsewhere in this Report. Suitable disclosure as required by the Accounting Standard (Ind-AS 24) has been made in the notes to the Financial Statements.

All Related Party Transactions are placed before the Audit Committee for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature. Transactions entered into pursuant to omnibus approval are verified by the Risk Assurance Department and a statement giving details of all Related Party Transactions are placed before the Audit Committee and the Board for review and approval on a quarterly basis.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company

The Company has put in place a mechanism for certifying the Related Party Transactions Statements placed before the Audit Committee and the Board of Directors from an Independent Chartered Accountant Firm.

The Policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company except remuneration and sitting fees.

In accordance with the provisions of the SEBI Listing Regulations, the Company has in place the Policy on dealing with Related Party Transactions which is available on its website at the link: <https://www.tunitextiles.com/companyDetails-policy.html>

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis on the operations of the Company as prescribed under Part B of Schedule V read with regulation 34(3) of the Listing Regulations, 2015 is provided in a separate section and forms part of the Directors' Report.

CHANGES IN THE LINE OF BUSINESS ACTIVITIES DURING THE YEAR, IF ANY

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

BOARD EVALUATION

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

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

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

In Compliance with Section 149 (7) read with Schedule IV of the Companies Act, 2013 and Regulations 25(3) of the SEBI LODR Regulations, 2015, a separate Board Meeting of Independent Directors of the Company was held on March 12, 2024 wherein, the following items in agenda were discussed:

- reviewed the performance of Non-Independent Directors and the Board as a whole.
- reviewed the performance of the Chairperson of the company, taking into account the views of Executive Directors and Non-Executive Directors;
- Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- The Board evaluates its composition to ensure that the Board has the appropriate mix of skills, experience, independence and knowledge to ensure their continued effectiveness. In the table below, the specific areas of focus or expertise of individual Board members have been highlighted.

Matrix setting out the skills/expertise/competence of the Board of Directors

Sl. No.	Essential Core skills/expertise/competencies required for the Company	Core skills/expertise/competencies of all the Directors on the Board of the Company
1.	Strategic and Business Leadership	The Directors and especially the Managing Director have many years of experience.
2.	Financial expertise	The Board has eminent business leaders with deep knowledge of finance and business.
3.	Governance, Compliance and Regulatory	The presence of Directors with qualifications and expertise in Law and Regulatory affairs lends strength to the Board.
4.	Knowledge and expertise of Trade and Technology	The Directors have profound knowledge of economic Affairs, trade and technology related matters.

NUMBER OF MEETINGS OF THE BOARD

The details of the Board Meetings and other Committee Meetings held during the financial year 2023-24 are given in the separate section of Corporate Governance Report.

BOARD COMMITTEES

All Committees of the Board of Directors are constituted in line with the provisions of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MANAGEMENT

During the year Mr. Mineketan Nayak as an Independent Director of the Company w.e.f. July 3, 2023 and his place Mr. Gaurav Tibe has been appointed as Independent Director, (Non-Executive) Director of the Company w.e.f. July 3, 2023.

Apart from above, there is no change in management of the Company during the year under review.

DIRECTORS

Further, none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

INDEPENDENT DIRECTORS & KMPs

As per provisions of Section 149 of the 2013 Act, independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

As per requirements of Regulation 25 of Listing Regulations, a person shall not serve as an independent director in more than seven listed entities: provided that any person who is serving as a whole time director in any listed entity shall serve as an independent director in not more than three listed entities. Further, independent directors of the listed entity shall hold at least one meeting in a year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of programme for familiarization of Independent Directors with the Company, nature of the business segments in which the Company operates and related matters are put up on the website of the Company

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are the persons of high integrity and repute. They fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder and are independent of the management.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are the persons of high integrity and repute. They fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder and are independent of the management.

The Independent Directors have confirmed that they have complied with the Company's Code of Business Conduct & Ethics.

There was no change in the composition of Board during the current financial nor was a change in the employees from KMP category.

DETAILS OF DIRECTORS / KMP APPOINTED AND RESIGNED DURING THE YEAR

Sl. No.	Name	Designation	Date of Appointment	Date of Resignation
1.	Mr. Mineketan Nayak	Independent Director	-	3 July 2023
2.	Mr. Gaurav Tibe	Independent Director	3 July 2023	-

DECLARATION BY INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY

The Independent Directors of the Company have confirmed compliance of relevant provisions of Rule 6 of the Companies (Appointments and Qualifications of Directors) Rules, 2014. The Nomination and Remuneration Committee had adopted principles for identification of Key Managerial Personnel, Senior Management including the Executive Directors.

Further, all the Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules. In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their liability to discharge their duties. Based on the declaration received from Independent Directors, the Board of Directors have confirmed that they meet the criteria of Independence as mentioned under Section

149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and they are independent of the management.

EVALUATION OF DIRECTORS, BOARD AND COMMITTEES

The Nomination and Remuneration Committee (NRC) of the Company has devised a policy for performance evaluation of the individual directors, Board and its Committees, which includes criteria for performance evaluation.

Pursuant to the provisions of the Act and the Listing Regulations and based on policy devised by the NRC, the Board has carried out an annual performance evaluation of its own performance, its committees and individual directors. The Board performance was evaluated based on inputs received from all the Directors after considering criteria such as Board composition and structure, effectiveness of Board and information provided to the Board, etc.

The performance of the committees was evaluated by the Board of Directors based on inputs received from all the committee members after considering criteria such as composition and structure of committees, effectiveness of committee meetings, etc.

Pursuant to the Listing Regulations, performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

A separate meeting of the Independent Directors was also held for the evaluation of the performance of non-independent Directors, performance of the Board as a whole and that of the Chairman of the Board.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, TRIBUNALS OR COURTS

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There are no significant and material changes during the period from end of FY 2023-24 up to the date of this Report, that would impact the going concern status of the Company and its future operations.

DIRECTORS RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanations obtained, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

1. that in the preparation of the Annual Accounts for the year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. the directors had 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, 2024 and of the profit/(loss) of the Company for the year ended on that date;
3. that 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;
4. the annual accounts have been prepared on a going concern basis;
5. that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BUSINESS RISK MANAGEMENT

Business risks and mitigation plans are reviewed and the internal audit processes include evaluation of all critical and high risk areas. Critical functions are rigorously reviewed and the reports are shared with the Management for timely corrective actions, if any. The main focus of internal audit is to review business risks, test and review controls, assess business processes besides benchmarking controls with best practices in the industry.

The Audit Committee of the Board of Directors, Statutory Auditors and Business Heads are periodically apprised of the internal audit findings and corrective actions.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and evaluates the recommendations of the Board. The Audit Committee suggests improvements and utilizes the reports generated from a Management Information System integral to the control mechanism.

However the Company is not required to constitute Risk Management Committee under Listing Regulations, 2015.

INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2023.

NOMINATION, REMUNERATION AND BOARD DIVERSITY POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Executive and Non-executive Directors (by way of sitting fees and commission), Key Managerial Personnel, Senior Management and other employees. The policy also provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment of Key Managerial Personnel/Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the candidates. The above policy has been posted on the website of the Company.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In Compliance of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Whistle Blower Policy / Vigil Mechanism and has established the necessary vigil mechanism for Directors, Employees and Stakeholders of the Company to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Company has disclosed the policy on the website of the Company i.e. www.tunitextiles.com

INFORMATION TECHNOLOGY

Innovation and Technology are synonymous with the Company. The investment in technology acts as a catalyst and enables the Company to be innovative.

RESEARCH & DEVELOPMENT

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

AUDITORS

Statutory Auditors

M/s. DBS & Associates Chartered Accountants, Kolkata (FRN - o81627N), who was Statutory Auditors of the Company, who were appointed as Statutory Auditors of the Company in 32nd Annual General Meeting (AGM) of the Members held on September 27, 2019 have completed their terms of 5 years and are not eligible for re-appointment. In order to fill the casual vacancy, the Company has appointed M/s K. K. Jhunjhunwala & Co., Chartered Accountants, Mumbai (FRN - 111852W) as Statutory Auditors of the Company for a period of 5 years, i.e. up to 42nd Annual General Meeting. As required under the provisions of Section 139 & 142 of the Companies Act, 2013 the Company has obtained written confirmation under Rule 4 of the Companies (Audit and Auditors) Rules, 2014 from M/s. K. K. Jhunjhunwala & Co.; that they are eligible for appointment as auditors, and are not disqualified for appointment under the Companies Act, 2013, the Chartered Accountants Act, 1949, or the rules and regulations made there-under.

The proposed appointment is as per the term and within the limits laid down by or under the authority of the Companies Act, 2013 and that there are no proceedings pending against them or any of their partners with respect to professional conduct.

Auditors' Report

The Report given by M/s. DBS & Associates on the financial statement of the Company for the FY 2023-24 is part of the Annual Report. The Notes on financial statement referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation, adverse remark or disclaimer. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mrs. Kriti Daga, Company Secretaries in Practice (C. P. No. 14023) to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report in the prescribed Form MR-3 is annexed in this Annual Report as Annexure II. The same does not contain any qualification, reservation or adverse remark in the report submitted Practicing Company Secretaries.

In addition to the above and pursuant to SEBI circular dated 8 February 2019, a report on secretarial compliance by Mrs. Kriti Daga for the FY2023-24 has been submitted with stock exchanges.

Internal Auditors

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal and operational audit is entrusted to M/s D. Thakkar & Associates, Chartered Accountants, Mumbai (FRN 132824W). The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

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

The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

EXTRACT OF ANNUAL RETURN

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is attached as Annexure III to this report.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197(12) read with Rule, 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as under -

i	the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	Directors & KMP		Ratio
		Narendra Kumar Sureka		3.84:1
		Pradeep Sureka		3.84:1
		Archit Sureka		3.88:1
		Jyoti Kothari		0.80:1
		1. The median remuneration of employees of the Company was ₹ 2,40,000/- 2. Figures has been rounded off wherever necessary		
ii	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Name	Designation	Increase/(Decrease) %
		Narendra Kumar Sureka	Managing director	Nil
		Pradeep Sureka	whole time director	Nil
		Archit Sureka	CFO	8.33%
	Jyoti Kothari	CS	Nil	
iii	the percentage increase/decrease in the median remuneration of employees in the financial year;			3.30

iv	the number of permanent employees on the rolls of Company	70 Employees as on 31.03.2024			
v	the explanation on the relationship between average increase in remuneration and company performance;	The profit before tax for the financial year ended March 31, 2024 increased by 23.60% whereas the increase in median remuneration was 3.30% in line with industry standard and the performance of the company			
vi	comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	The total remuneration of key Managerial Personnel decreased by 2.41% to ₹ 29,66,800/- in 2023-24 from ₹ 28,96,800/- in 2023-24 whereas the Profit before Tax increased by 23.60% to 44,51,039/- in 2023-24.			
vii	variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;	Particulars	31st March 2024	31st March 2023	
		Market Capitalization	2390.55	1990.07	
		Networth of the Company	1336.44	1277.56	
		The Company has not raised money via Public Issue or Right Issue or Preferential Issue or by way of any other mode, during the year.			
viii	Average percentile increase in salaries of employees other than managerial personnel	0.00%			
ix	Comparison of each remuneration of key managerial personnel against the performance of the company	Particulars	31st March 2024	% of Change	Reason against performance of the company Profit before tax increased by 23.60% and profit after tax increased by 8.12% in FY 2023-24
		Narendra Kumar Sureka	9,21,600/-	0.00%	
		Pradeep Kumar Sureka	9,21,600/-	0.00%	
		Archit Sureka	9,31,600/-	8.12%	
		Jyoti Kothari	1,92,000/-	0.00%	
x	The key parameters for any variable component of remuneration availed by the directors;	None			
xi	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	None			
xii	Affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration paid to all Employees is in accordance with the Remuneration Policy			

REPORTING OF FRAUDS

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

ENVIRONMENT, HEALTH AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules thereunder, this is to certify and declare that there was no case of sexual harassment

during the year under review. Neither there was a case pending at the opening of Financial Year, nor has the Company received any Complaint during the year.

BUSINESS RESPONSIBILITY REPORT

As the Company is not among top 500 or 1000 Companies by turnover on Stock Exchanges, the disclosure of Report under of Regulation 34(2) of the Listing Regulations is not applicable to the Company for the year under review.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has earned USD 9940/- equivalent to ₹ 8,09,265/- during the year under review.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits from the public within the meaning of section 73 of the Companies Act, 2013 and the rules there under.

MAINTENANCE OF COST RECORDS

The maintenance of cost records for the services rendered by the Company is not required pursuant to Section 148(1) of the Companies Act, 2013 read with Rule 3 of Companies (Cost Records and Audit) Rules, 2014.

STATUTORY INFORMATION

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Act, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 reported to be as under:

MURBAD UNIT- ELECTRICITY	2023-2024	2022-2023
Electricity Purchased [Units (KWH)]	799616	884936
Total Amount (₹)	4440316	4332354
Average Rate (₹)	5.55	4.90
<u>Consumption Per Unit of Production</u>		
Cloth Production (Meters)	1244998	1433400
Cost of Electricity Consumption (₹)/Meters	3.56	3.02

STATUTORY AUDITORS AND AUDITORS REPORT

The Company's Statutory Auditor, M/s DBS & Associates, Chartered Accountants, Mumbai (FRN - 081627N) was appointed as Statutory Auditor's for a period of five consecutive years at the 32nd AGM of the Company held on 27th September 2019 on remuneration to be determined by the Board of Directors.

Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017, which came into effect from 7th May 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditor has been withdrawn from the Statute.

In view of the above, ratification of the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and have not been disqualified in any manner from continuing as Statutory Auditor. The remuneration payable to the Statutory Auditor shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

The Notes on Financial Statement referred in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer for the Financial Year 2023-24.

REPORT ON CORPORATE GOVERNANCE

As per Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Board of Directors affirms that the Company has complied with the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

GENERAL

During the year, there were no transaction requiring disclosure or reporting in respect of matters relating to: (a) details relating to deposits covered under Chapter V of the Act; (b) issue of equity shares with differential rights as to dividend, voting or otherwise; (c) issue of shares (including sweat equity shares) to employees of the Company under any scheme; (d) raising of funds through preferential allotment or qualified institutions placement; (e) significant or material order passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future; (f) pendency of any proceeding under the Insolvency and Bankruptcy Code, 2016; and (g) instance of one-time settlement with any bank or financial institution.

CAUTIONARY STATEMENT

Statements in this Directors' Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

APPRECIATION

Your Directors place on record their sincere appreciation for the assistance and guidance provided by the Reserve Bank of India, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, government and other regulatory Authorities, stock exchanges, other statutory bodies, Company's bankers, Members and employees of the Company for the assistance, cooperation and encouragement and continued support extended to the Company.

Your Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. Our employees are instrumental in helping the Company scale new heights, year after year. Their commitment and contribution is deeply acknowledged. Your involvement as shareholders is also greatly valued. Your Directors look forward to your continuing support.

Mumbai, August 13, 2024

Registered Office :

Unit No. 207, 2nd Floor, Building No. 3A, Mittal Industrial Estate, Andheri Kurla Road, Andheri (E), Mumbai 400 059

By order of the Board
For TUNI TEXTILE MILLS LIMITED

S/d-
Narendra Kumar Sureka
DIN : 01963265
Chairman & Managing Director

MANAGEMENT DISCUSSIONS & ANALYSIS

GLOBAL ECONOMY AND OUTLOOK

The global economy witnessed a challenging CY2023. While fluctuations in commodity prices led to inflation in both developed and developing nations, persistent geopolitical issues resulted in supply chain disruptions. Additionally, the global economy recorded the sharpest increase in interest rates in 40 years. As a result, the global growth decreased from 3.5% in CY2022 to 3.2% in CY2023. However, several economies demonstrated resilience in these times of adversity. Emerging markets and developing nations such as India, Mexico and Vietnam observed robust growth and foreign capital inflow. Furthermore, with debottlenecking of supply chains and easing of restrictive monetary policies, global inflation rate fell from its peak in CY2022 to 6.8% in CY2023. Certain low-income and frontier economies also reclaimed their position in the market.

INDIAN ECONOMIC OVERVIEW & OUTLOOK

Despite a sluggish global economy, India maintained its trajectory as one of the fastest growing economies in the world. This economic growth can be primarily attributed to robust domestic consumption and less reliance on foreign imports. While government initiatives facilitated domestic demand, increased investments to bolster manufacturing sector and improve digital and physical infrastructure mitigated supply chain issues effectively. The government's emphasis on improving infrastructure, as evident through initiatives such as the PM Gati Shakti National Master Plan, logistics upgradation and industrial corridors, is anticipated to increase industrial competitiveness and spur future growth. In FY2024, India's GDP touched 7.6% with Current Account Deficit (CAD) at 1.9% of GDP.

With the improvement of business accessibility, the general investment climate is growing more favourable. Furthermore, with rising consumer confidence, progression of labour markets and increasing private consumption, the Government aims to improve capital investment and lower budget deficit.

INDIAN TEXTILE INDUSTRY

As one of the largest textile industries in the world, the Indian textile industry contributes approximately 2.3% to the country's GDP, 13% to industrial production and 12% to total exports earnings. India is one of the largest producers of cotton and jute in the world. It is also the 2nd largest producer of silk, with 95% of the world's hand-woven fabric comes from India. India's total textile exports are expected to reach USD 65 Billion by FY2026 and are expected to grow at 10% CAGR 2019-2020 to reach USD 190 Billion by 2025-2026. The textiles and apparel industry in India has strengths across the entire value chain from fibre, yarn, fabric to apparel. The Indian textile and apparel industry is highly diversified with a wide range of segments ranging from products of traditional handloom, handicrafts, wool and silk products. India has been observing a robust trade in technical textile products and the country has been a net exporter. The government has also launched the Production Linked Incentive Scheme with an approved outlay of H 10,683 crore to promote production of Man-Made Fibre Apparel, Man-Made Fiber Fabric and products of Technical Textiles in the country.

OPPORTUNITIES & THREATS

Opportunities

- Large, Potential Domestic and International Market
- Product development and Diversification to cater global needs
- Elimination of Quota Restriction leads to greater Market Development.
- Market is gradually shifting towards Branded Readymade Garment.
- Increased Disposable Income and Purchasing Power of Indian Customer opens New Market Development.
- Emerging Retail Industry and Malls provide huge opportunities for the Apparel, Handicraft and other segments of the industry.
- Greater Investment and FDI opportunities are available.

Threats

- Competition from other developing countries, especially China.
- Continuous Quality Improvement is need of the hour as there are different demand patterns all over the world.
- Elimination of Quota system will lead to fluctuations in Export Demand.
- Threat for Traditional Market for Power-loom and Handloom Products and forcing them for product diversification
- Geographical Disadvantages
- International labor and Environmental Laws

- To balance the demand and supply
- To make balance between price and quality

RISKS AND CONCERNS

The broader economic trends are poised to directly affect a company's growth potential. Persistent inflation has resulted in increase in commodity prices worldwide. Furthermore, the anticipated rise in central bank interest rates in the coming year may dampen growth and strain economies, especially in emerging markets. It is thereby important to manage cost pressures to sustain the Company's overall performance in these conditions.

Reduced purchasing power and increased demand could result in significant shifts in consumer behavior, negatively impacting the textile and apparel market. Consumers might seek more budget-friendly options, potentially leading to reduced growth and profitability for the Company.

LIQUIDITY AND INTEREST RATE RISK

The Company is exposed to liquidity risk principally, because of lending and investment for periods which may differ from those of its funding sources. Management team actively manages asset liability positions in accordance with the overall guidelines laid down by various regulators. The Company may be impacted by volatility in interest rates in India which could cause its margins to decline and profitability to shrink. The success of the Company's business depends significantly on interest income from its operations. It is exposed to interest rate risk, both as a result of lending at fixed interest rates and for reset periods which may differ from those of its funding sources. Interest rates are highly sensitive to many factors beyond the Company's control, including the monetary policies of the RBI, deregulation of the financial sector in India, domestic and international economic and political conditions and, inflation. As a result, interest rates in India have historically experienced a relatively high degree of volatility.

The Company seeks to match its interest rate positions of assets and liabilities to minimize interest rate risk. However, there can be no assurance that significant interest rate movements will not have an adverse effect on its financial position.

HUMAN RESOURCES

The Company takes pride in the commitment, competence and dedication of its employees in all areas of the business. The Company has a structured induction process and management development programs to upgrade skills of managers.

Your Company believes in the potential of people to go beyond and be the game-changing force for business transformation and success. This potential is harnessed by fostering an open and inclusive work culture that enables breakthrough performance and comprehensive development of employees through the three pillars of Leading Self, Leading Teams and Leading Business.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provision of the Companies Act, 2013 relating to CSR Initiatives are not applicable to the Company.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

The Company has complied with all requirements of regulatory authorities. No penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

Mumbai, August 13, 2024

By order of the Board
For TUNI TEXTILE MILLS LIMITED

Registered Office :

Unit No. 207, 2nd Floor, Building No. 3A, Mittal Industrial Estate,
Andheri Kurla Road, Andheri (E), Mumbai 400 059

S/d-
Narendra Kumar Sureka
DIN : 01963265
Chairman & Managing Director

Annexure – I

DETAILS OF RELATED PARTY TRANSACTIONS

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

All related party transactions entered during the year were in ordinary course of business and on arm's length basis and the same have been disclosed under the Notes to Financial Statements.

No material related party transactions arising from contracts/ arrangements with related parties referred to in the Section 188(1) of the Companies Act, 2013 were entered during the year by the Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

- B. Disclosures pursuant to Regulation 34(3) & 53(f) and Para A of Schedule V of SEBI (LODR) Regulations, 2015

Sl. No.	In the Account of	Disclosures of amount at the year end and the maximum amount of loans/advances/Investments outstanding during the year.	Amount
1.	Holding Company	<ul style="list-style-type: none"> o Loans and advances in the nature of loans to subsidiaries by name and amount o Loans and advances in the nature of loans to associates by name and amount o Loans and advances in the nature of loans to Firms/Companies in which directors are interested by name and amount 	Provision is not applicable as the Company was not having any Holding or Subsidiary Company during the year
		o Loans and advances in the nature of loans to subsidiaries by name and amount	
		o Loans and advances in the nature of loans to associates by name and amount	
		o Loans and advances in the nature of loans to Firms/Companies in which directors are interested by name and amount	
2.	Subsidiary	o Investment by the loanee in the shares of parent Company and subsidiary Company has made a loan or advance in the nature of loan.	
3.	Holding Company		

Mumbai, August 13, 2024

By order of the Board
For TUNI TEXTILE MILLS LIMITED

Registered Office :

Unit No. 207, 2nd Floor, Building No. 3A, Mittal Industrial Estate,
Andheri Kurla Road, Andheri (E), Mumbai 400 059

S/d-
Narendra Kumar Sureka
DIN : 01963265
Chairman & Managing Director

SECRETARIAL AUDIT REPORT**FORM NO. MR-3**FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2024

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

To
The Members,
Tuni Textile Mills Limited
Mumbai – 400 059

We have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by Tuni Textile Mills Ltd. (hereinafter called as 'the Company'). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2024, complied with the applicable 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 further report that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management and of the Company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. We have examined on test basis, the books, papers, minutes books, forms and returns filed and other records maintained by the Company and produced before us for the financial year ended 31st March, 2023 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulation, 2021; (not applicable to the Company during audit period)
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable for the period under review
 - g) 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;
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not applicable for the period under review

- i) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; Not applicable for the period under review
 - j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
 - k) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
- vi. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
 - vii. Rules, regulations and guidelines issued by the Reserve Bank of India as per Reserve Bank of India Act, 1934 and its circulars, Master circulars, directions and notifications; to the extent as applicable to Non-Deposit taking Non-Banking Financial Companies.
 - viii. Prevention of Money Laundering Act, 2002 and its circulars, notifications.
 - ix. Anti-Money Laundering Regulation issued by RBI and various circulars and Guidelines thereunder.
 - x. Employee Laws –
 - The Payment of Gratuity Act, 1972 and Payment of Gratuity (Central) Rules, 1972
 - The Payment of Bonus Act, 1965 and Payment of Bonus Rules, 1975
 - The Employees State Insurance Act, 1948
 - The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 & the scheme provided thereunder
 - xi. The Maharashtra Shops and Establishment Act, 1948
 - xii. Applicable Labour Laws in India, as amended till date.
 - xiii. The Employees State Insurance Act, 1948
 - xiv. The Negotiable Instrument Act, 1881
 - xv. The Indian Stamp Act, 1899 and the State Stamp Acts
 - xvi. Income Tax Act, 1961 and other Indirect Tax Laws – cases marked in Audit Report are still pending with respective authorities.
 - xvii. Goods & Service Tax Act, 2017 and the rules made thereunder – an appeal is pending which was filed with in the financial year 2017-18 with GST Office.

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

- i. Secretarial Standards pursuant to section 118(10) of the Act, issued by the Institute of Company Secretaries of India.
- ii. Listing Agreements entered into by the Company with BSE Ltd. as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have verified systems and mechanism which is in place and followed by the Company to ensure Compliance of these specifically applicable Laws as mentioned above, to the extent of its' applicability to the Company and we have also relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for compliances of other applicable Acts, Laws and Regulations and found the satisfactory operation of the same.

During the period under review the Company has complied with the provisions of the Act, rules, regulations, directions, guidelines, standards, etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of executive directors, non-executive directors and independent directors including one woman director.

Following appointments of Key Managerial Personnel were filled during the period under review on MCA portal:

- Mr. Gaurav Tibe was appointed as Non-Executive, Independent Director w.e.f. 3rd July 2023 in place of Mr. Mineketan Nayak who has resigned w.e.f. 3rd July 2023.

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

We also report that adequate notices have been given to all directors to schedule the Board and Committee meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the directors. The decisions were carried unanimously.

Based on the representation made by the Company and its Officers, we herewith report that majority decisions are carried through and proper system is in place which facilitates / ensure to capture and record, the dissenting member's views, if any, as part of the minutes.

Based on the representation made by the Company and its Officers explaining us in respect of internal systems and mechanism established by the Company which ensures compliances of Acts, Laws and Regulations applicable to the Company, we report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period under review, there were no specific event / action that can have a major bearing on the Company's affairs.

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

S/d-

KRITI DAGA

Practicing Company Secretaries

ACS No. 26425, C.P. No. 14023

PRC No. 2380/2022

Place: Kolkata

Date: June 7, 2024

UDIN: A026425F000547858

ANNEXURE - A

To
The Members
Tuni Textile Mills Limited
Mumbai – 400 059

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

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

S/d-

KRITI DAGA

Practicing Company Secretaries
ACS No. 26425, C.P. No. 14023
PRC No. 2380/2022

Place: Kolkata

Date: June 7, 2024

UDIN: A026425F000547858

Annexure - III

Form No. AOC-2

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

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

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

NONE; DURING THE REPORTING PERIOD, ALL TRANSACTIONS WERE AT ARM'S LENGTH BASIS.

a)	Name(s) of the related party and nature of relationship	:	N.A.
b)	Nature of contracts/arrangements/transactions	:	N.A.
c)	Duration of the contracts / arrangements/transactions	:	N.A.
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	:	N.A.
e)	Justification for entering into such contracts or arrangements or transactions	:	N.A.
f)	Date(s) of approval by the Board	:	N.A.
g)	Amount paid as advances, if any	:	N.A.
h)	Date on which the Special Resolution was passed in General Meeting as required under first proviso to Section 188	:	N.A.

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

NONE; DURING THE REPORTING PERIOD, THERE WAS NO MATERIAL * CONTRACT OR ARRANGEMENT.

(*As defined under SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and adopted by the Board of Directors in the Related Party Transactions Policy of the Company, "Material Related Party Transaction" means a transaction with a related party if the transaction / transactions to be entered into individually or taken together with previous transactions during a Financial Year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the company.)

a)	Name(s) of the related party and nature of relationship	:	N.A.
b)	Nature of contracts/arrangements/transactions	:	N.A.
c)	Duration of the contracts / arrangements/transactions	:	N.A.
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	:	N.A.
e)	Date(s) of approval by the Board	:	N.A.
f)	Amount paid as advances, if any	:	N.A.

Mumbai, August 13, 2024

By order of the Board
For TUNI TEXTILE MILLS LIMITED

Registered Office :

Unit No. 207, 2nd Floor, Building No. 3A, Mittal Industrial Estate,
Andheri Kurla Road, Andheri (E), Mumbai 400 059

S/d-
Narendra Kumar Sureka
DIN : 01963265
Chairman & Managing Director

Annexure - IV

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2024
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

FORM NO. MGT - 9

I. Registration & Other Details	
CIN	L17120MH1987PLCo43996
Registration Date	06/07/1987
Name of the Company	Tuni Textile Mills Limited
Category / Sub-Category of the Company	Category : Company having Share Capital Sub-Category : Indian Non-Government Company
Address of the Registered Office and contact details	Unit No. 207, 2 nd Floor, Building No. 3A, Mittal Industrial Estate, Andheri Kurla Road, Andheri (E), Mumbai 400 059 Tel: +91 22 4604 3970.
Whether listed company	Listed Company
Name, address and contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Pvt. Ltd. No. 9, Shiv Shakti Ind. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011 Tel : +91 22 3522 0056

II. Principal Business Activities of the Company		
All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:		
Name and Description of main Businesses	NIC Code of Business	% of Total Turnover of the Company
Manufacturing of Grey Fabrics (Cotton and Cotton mixture Fabrics)	13121	98.63%

III. Details of Subsidiary / Associate / Holding Companies				
Name & Address of Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
Not Any	Not Applicable	Not Applicable	Not Applicable	Not Applicable

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)									
Category wise Shareholding									
Category of Shareholders	No. of Shares held at the beginning of year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	28382750	-	28382750	21.73	28382750	-	28382750	21.73	-
b) Central Govt. (s)	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FIs	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub Total A(1)	28382750	-	28382750	21.73	28382750	-	28382750	21.73	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FIs	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub Total A(2)									
Total Shareholding of Promoters (A1) + (A2)	28382750	-	28382750	21.73	28382750	-	28382750	21.73	-
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds / UTI	-	494000	494000	0.38	-	494000	494000	0.38	-
b) Banks / FI	-	-	-	-	-	-	-	-	-

c) Central Govt. (s)	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub Total B(1)	-	494000	494000	0.38	-	494000	494000	0.38	-
(2) Non-Institutions									
a) Bodies Corporate									
i. Indians	3989731	75000	4064731	3.11	3958303	75000	4033303	3.11	0.31
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual Shareholders holding nominal share capital up to ₹ 2 lakh	76822082	1085500	77907582	59.64	76822082	1085500	78690555	60.24	0.60
ii. Individual Shareholders holding nominal share capital in excess of ₹ 2 lakh	16696933	-	16696933	12.78	16696933	-	16129270	12.35	-0.43
c) Others (Specify)									
i. HUF	1340090	-	1340090	1.03	1418071	-	1418071	1.09	-
ii. Clearing Members	117975	-	117975	0.02	79851	-	79851	0.06	0.04
iii. NRI	1621937	5000	1626937	1.25	1398198	5000	1403198	1.07	-0.18
iv. LLP	2	-	2	-	2	-	2	-	-
Sub Total B(2)	100588750	1165500	101754250	77.89	100588750	1165500	101754250	77.89	-
Total Public Shareholding B = B(1) + B(2)	100588750	1659500	102248250	78.27	100588750	1659500	102248250	78.27	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	128971500	1659500	130631000	100.00	128971500	1659500	130631000	100.00	-

ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding during and at the end of the year			% change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
Prabhu Dayal Sureka	8,713,000	6.67%	Nil	8,713,000	6.67%	Nil	N.A.
Narendra Kr. Sureka	6,797,500	5.20%	Nil	6,797,500	5.20%	Nil	N.A.
Pradeep Kr Sureka	5,115,500	3.92%	Nil	5,115,500	3.92%	Nil	N.A.
Narendra Kr. Sureka, HUF	3,148,500	2.41%	Nil	3,148,500	2.41%	Nil	N.A.
Urmila Devi Sureka	1,633,750	1.25%	Nil	1,633,750	1.25%	Nil	N.A.
Annpurna Devi P Sureka	1,165,500	0.89%	Nil	1,165,500	0.89%	Nil	N.A.
Archit P Sureka	1,100,000	0.84%	Nil	1,100,000	0.84%	Nil	N.A.
Pradeep Kr Sureka, HUF	648,000	0.50%	Nil	648,000	0.50%	Nil	N.A.
Neha N Sureka	36,000	0.03%	Nil	36,000	0.03%	Nil	N.A.
Ruchi N Sureka	25,000	0.02%	Nil	25,000	0.02%	Nil	N.A.

iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Date of Changes	Reason for Changes
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company		
At the beginning of the year	28382750	21.73	28382750	21.73	No Changes	
At the end of the Year	28382750	21.73	28382750	21.73		

iv) Shareholding of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs & ADRs)

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date wise increase/ decrease in Shareholding	Shareholding during and at the end of the year	
	No. of	% of total		No. of	% of total

	Shares	shares of the Company		Shares	shares of Co.
True Capital And Finance Pvt. Ltd.	2078000	1.59	No Change	2078000	1.59
Vijaya Devi	1583000	1.21	No Change	1583000	1.21
Garbeshwar Thakur	-	0.00	Refer Note 1 below	1001011	0.77
Madhavi Vemulapalli	963000	0.74	No Change	963000	0.74
Ghanshyambhai B. Gondaliya	960000	0.73	No Change	960000	0.73
Rajesh Anchalwar	1003319	0.77	Refer Note 1 below	898317	0.69
Ravindranath S. Makkal	789202	0.60	No Change	789202	0.60
Pratap Jayakaran S	540000	0.41	No Change	540000	0.41
Variath Madhupal	513000	0.39	No Change	513000	0.39
Haritha Kashi Reddy	500000	0.13	No Change	500000	0.13

Note 1: The Equity Shares of the Company are frequently traded on BSE and the Company does not procure Beneficiary Positions (BENPOS) on daily basis from Depositories. Due to this, the Company is unable to provide details of date wise changes.

v) Shareholding of Directors and Key Managerial Personnel				
For Each of Directors & KMP	Shareholding at the beginning of the year		Shareholding during the year and at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Narendra Kr. Sureka				
At the beginning of the year / at the end of year	6797500	5.20	6797500	5.20
Pradeep Kr. Sureka				
At the beginning of the year / at the end of year	5115500	3.92	5115500	3.92
Urmila Devi Sureka				
At the beginning of the year / at the end of year	1633750	1.25	1633750	1.25
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):	Not Applicable (As there is no change in Shareholding of any of the Directors and Key Managerial Person either at the beginning or at the end of year)			

V. INDEBTEDNESS

In Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	519.99	75.58	Nil	595.57
ii. Interest due but not Paid	Nil	Nil	Nil	Nil
iii. Interest Accrued but not due	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
• Addition	239.87	180.61	Nil	420.48
• Reduction	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
i. Principal Amount	759.86	256.19	Nil	1016.05
ii. Interest due but not Paid	Nil	Nil	Nil	Nil
iii. Interest Accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	759.86	256.19	Nil	1016.05

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and / or Manager:			
Sr. No.	Particulars of Remuneration	Narendra Kr. Sureka, MD	Pradeep Kr. Sureka, ED
1.	Gross Salary		
	a) Salary	9.22	9.22
	b) Value of Perquisites	Nil	Nil
	c) Profits in lieu of Salary	Nil	Nil
2.	Stock Options	Nil	Nil
3.	Sweat Equity	Nil	Nil
5.	Commission	Nil	Nil

6.	Other Allowance (Please specify)	Nil	Nil
	Total	9.22	9.22

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Urmila Devi Sureka, NED	Pramod Kr. Bajaj, ID	Mahendra S. Agarwal, ID	Gaurav Tibe, ID
1.	Gross Salary				
	d) Salary	Nil	Nil	Nil	Nil
	e) Value of Perquisites	Nil	Nil	Nil	Nil
	f) Profits in lieu of Salary	Nil	Nil	Nil	Nil
2.	Stock Options	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
5.	Commission	Nil	Nil	Nil	Nil
6.	Other Allowance (Please specify)	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD:

Sr. No.	Particulars of Remuneration	Archit Sureka, CFO	Jyoti Kohari (CS)
1.	Gross Salary		
	g) Salary	9.32	1.92
	h) Value of Perquisites	Nil	Nil
	i) Profits in lieu of Salary	Nil	Nil
2.	Stock Options	Nil	Nil
3.	Sweat Equity	Nil	Nil
5.	Commission	Nil	Nil
6.	Other Allowance (Please specify)	Nil	Nil
	Total	9.32	1.92

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. Company					
Penalty					
Punishment			No Instance		
Compounding					
B. Directors					
Penalty					
Punishment			No Instance		
Compounding					
C. Other Officers in Default					
Penalty					
Punishment			No Instance		
Compounding					

ANNEXURE TO THE DIRECTORS' REPORT

CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2024, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations").

Corporate Governance is modus operandi of governing a corporate entity which includes a set of systems, procedures and practices which ensure that the Company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance include transparency, accountability, reporting and independence. For accomplishment of the objectives of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. Corporate Governance has become a buzzword in the corporate world. Globalizations, widespread of shareholders, changing ownership structure, greater expectations, etc. have made a good Corporate Governance sin-quo-nun of modern management.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behaviour and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders and the Charter-Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

The Company's governance framework is based on the following principles:

- ✓ Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- ✓ Timely disclosure of material operational and financial information to the stakeholders;
- ✓ Availability of Information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- ✓ Systems and processes in place for internal control; and
- ✓ Proper business conduct by the Board, Senior Management and Employees.

GOVERNANCE STRUCTURE

The Corporate Governance Structure at Tuni Textile Mills Ltd. (Tuni) is as under:-

1. **Board of Directors:** The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.
2. **Committees of the Board:** The Board has constituted the following committees viz. Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee. Each of said Committee has been managed to operate within a given framework.

BOARD OF DIRECTORS

Size and Composition of Board

The Board has six members with an Executive Chairman. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Managing Director subject to supervisions and control of the Board. The Chairman of the Board is an Executive Director.

The composition and category of the Board of Directors as at March 31, 2024, the number of other Directorships/Committee memberships held by them and their other details are as under:

Name	Designation	DIN	Date of Joining Board	Committee Membership across all Listed Cos.	Committee Chairman-ship across all Listed Cos.	No. of Directorship across all Listed Cos.

Mr. Narendra Kumar Sureka*	Managing Director	01963265	6 th July 1987	2	-	1
Mr. Pradeep Kumar Sureka	Executive Director	01632706	6 th July 1987	-	-	1
Mrs. Urmila Devi Sureka	Non-Executive Director	02344028	23 rd March 2015	-	-	1
Mr. Pramod Kumar Bajaj	Independent Director	01438374	10 th April 2019	2	2	2
Mr. Mahendra S Agarwal	Independent Director	01882316	14 th Aug 2018	2	-	1
Mr. Mineketan Nayak@	Independent Director	09217847	30 th June 2021	-	-	1
Mr. Gaurav Tibe#	Independent Director	09106922	3 rd June 2023	-	-	1

*Chairman of the Board; #Appointed w.e.f 3rd July 2023; @Resigned w.e.f. 3rd July 2023

Notes:

- None of the directors hold directorships in more than twenty companies of which directorship in public companies does not exceed ten in line with the provisions of Section 165 of the Act.
- None of the directors hold membership of more than ten committees of board, nor, is a chairman of more than five committees across board of all listed entities.
- No director holds directorship in more than seven listed entities.
- None of the independent director holds the position of the independent director in more than seven listed companies as required under the Listing Regulations.
- None of the director has been appointed as an Alternate Director for Independent Director.
- The information provided above pertains to the following committees in accordance with the provisions of Regulation 26(1) (b) of the Listing Regulations: (i) Audit Committee; and (ii) Stakeholders Relationship Committee.
- The committee membership and chairmanship above excludes membership and chairmanship in private companies, foreign companies and Section 8 companies.
- Mr. Narendra Kr. Sureka, Mr. Pradeep Kr. Sureka and Mrs. Urmila Devi Sureka are family members and also part of Promoter Group. Apart from this, no other Directors are related with each other.

CHAIRMAN AND MANAGING DIRECTOR

Primary role of Chairman & Managing Director is to provide leadership to the Board in achieving goals of the Company. He is responsible for transforming the Company into a successful organization. He is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of Directors. His role, inter alia, includes:

- Provide leadership to the Board and preside over all Board and General Meetings.
- Achieve goals in accordance with Company's overall vision.
- Ensure that Board decisions are aligned with Company's strategic policy.
- Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- Monitor the core management team.

Non-Executive Directors (including Independent Directors) play a critical role in balancing the functioning of the Board by providing independent judgments on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter- alia, includes:

- Impart balance to the Board by providing independent judgment.
- Provide feedback on Company's strategy and performance.
- Provide effective feedback and recommendations for further improvements.

Disclosure of relationships between Directors inter-se

Shri Narendra Kr. Sureka, CMD is the brother of Shri Pradeep Kr. Sureka, Whole-time Director and husband of Mrs. Urmila Devi Sureka, wife and None-Executive Non-Independent Director on the Board. Further, Mr. Archit Sureka, CFO is also the family member of Sureka family. Apart from the above, there is no inter-se relationship between the Directors of the Company.

Number of Shares and Convertible Instruments held by Non-Executive Directors

Except Mrs. Urmila Devi Sureka, who holds 1633750 Shares forming 1.25% of Paid-up Capital, none of the Non-Executive Directors holds any share in the Company.

Role of the Company Secretary in Governance Process

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision making at the meetings. The Company Secretary is primarily responsible, to assist the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to Directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters. All the Directors of the Company have access to the advice and services of the Company Secretary.

BOARD INDEPENDENCE

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under and to meet with requirements of Regulation 16(b) of Listing Regulations. Further, none of the Independent Director is serving more than seven listed companies. In case he/she is serving as a Whole-Time Director in any listed company, does not hold the position of Independent Director in more than three listed companies. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulations has been issued and draft of the same has been disclosed on website of the Company.

BOARD MEETINGS

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board Meetings are pre-scheduled and a tentative annual calendar of the Board is circulated to the Directors well in advance to facilitate the Directors to plan their schedules. In case of business exigencies, the Board's calls the meeting as pre requirements of prevailing Act.

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company.

Roles, Responsibilities and Duties of the Board

The role of the Board is to provide leadership to the Company and to deliver shareholder value over the long term. The Board sets the Company's strategic objectives, making sure they align with its values and standards and the desired business culture. The Board of Directors have the responsibility of ensuring effective management, implementation of the business strategy, monitor the performance of the Company, its compliance efficacy and the effectiveness of the Company's corporate governance practices. The Managing Director & CEO reports to the Board of Directors and is in charge of running the Company's operations, executing the business strategy in consultation with the Board and achieving annual and long-term business goals.

Compliance

Our compliance philosophy upholds integrity, fair dealing, accountability, objectivity, independence, good governance, transparency and collaboration. We acknowledge the importance of compliance with regard to our legal, regulatory and ethical obligations and the fact that these affect our operations and accountability to all stakeholders. Our Compliance function adopts a risk-based approach that considers the nature, scale and complexity of business while enforcing good governance, efficiency and effectiveness.

Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

Minutes of the Meeting

The draft Minutes of the proceedings of the Meetings are circulated amongst the Members of the Board / Committees. Comments and suggestions, if any, received from the Directors are incorporated in the Minutes, in consultation with the Chairman. The Minutes are confirmed by the Members and signed by the Chairman of such meeting at any time before the next meeting is held or by the Chairman of the next Board / Committee Meetings. All Minutes of the Committee Meetings are placed before the Board Meeting for perusal and noting.

Post Meeting Mechanism

The important decisions taken at the Board / Board Committee meetings are communicated to the concerned department/s and/or division.

Board Support

The Company Secretary attends the Board meetings and advises the Board on Compliances with applicable laws and governance.

Board Diversity Policy

The Company has a Board approved policy on Board diversity. The objective of the policy is to ensure that the Board comprises of adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company. The Board composition, as at present, broadly meets with the above objective.

Familiarization Programme for Directors

At the time of appointing Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the Compliance required from him/her under the Companies Act, 2013, requirements of Listing Regulations, 2015 and other relevant regulations and affirmation taken with respect to the same. The Chairman & Managing Director also has one to one discussion with the newly appointed Director to familiarize him/her with the Company's operations. Further, the Company has put in place a system to familiarize the Independent Directors about the Company, its services, business and the on-going events relating to the Company.

Further, at the time of appointment of Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The format of the letter of appointment is available on Company website.

In terms of the SEBI Listing Regulations, your Company conducts the Familiarisation Program for Independent Directors about their roles, rights and responsibilities in your Company, nature of the industry in which your Company operates, business model of your Company etc., through various initiatives. The details of the same can be found at the link <http://www.tunitextiles.com/companyDetails-policy.html>

Details of Board Meetings

The Board of Directors met 7 times on 25th May, 28th June, 3rd July, 6th July, 14th August and on 10th November in year 2023 and on 13th February in year 2024 during the financial year 2023-24.

Attendance of Board of Directors at the Board Meetings and at the last Annual General Meeting:

Name	Designation	Attendance at the AGM	Meetings Attended
Narendra Kumar Sureka*	Chairman & CEO	Yes	7
Pradeep Kumar Sureka	Executive Director	Yes	7
Mrs. Urmila Devi Sureka	Non-Executive Director	Yes	7
Pramod Kumar Bajaj	Independent Director	Yes	7
Mr. Mahendra S Agarwal	Independent Director	Yes	7
Mr. Mineketan Nayak@	Independent Director	N.A.	2
Mr. Gaurav Tibe#	Independent Director	Yes	5

*Chairman of the Board; #Appointed w.e.f 3rd July 2023; @Resigned w.e.f. 3rd July 2023

COMMITTEES OF THE BOARD

In terms of the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Committees play an important role in the overall Management of day-to-day affairs and governance of the

Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board for noting.

The Company has three Board Level Committees:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders' Relationship Committee

AUDIT COMMITTEE

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulations. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.

In view of the amendments to the Listing Regulations and SEBI PIT Regulations, the Board amended the terms of reference of the Committee, effective from 1 April 2019.

These broadly include oversight of the Company's financial reporting process and disclosure of its financial information, review of financial statements, review of compliances and review of systems and controls, approval or any subsequent modification of transactions of the Company with related parties, review compliance with regulation 9A of the SEBI PIT Regulations, etc.

TERMS OF REFERENCE

The Board has framed the Audit Committee Charter for the purpose of effective compliance of provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations. The Audit Committee inter alia performs the functions to:

1. Review with the Company's Chief Financial Officer ('CFO'), the preparation, execution and results of the Company's annual internal audit work program;
2. Review the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
3. Review with the management, performance of statutory and internal auditors and review of adequacy of the internal control systems;
4. Discussion with statutory auditors before audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
5. Discussion with internal auditors on any significant findings and follow up thereon;
6. Recommend appointment of Statutory, Internal and Cost Auditors and their remuneration;
7. Look after the risk assessment including fraud risk and risk guidelines governing the risk management process;
8. Review the management discussion and analysis of financial condition and results of operations;
9. Review statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
10. Review the internal audit reports relating to internal control weaknesses;
11. Scrutinize inter-corporate loans and investments;
12. Review the functioning of the Whistle blower mechanism; and
13. Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 with reference to events which were regarded as UPSI, whether such UPSI were shared in the manner expected, instances of leaks, if any, instance of breaches of the Code, efficiency of sensitization process, etc. at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

FUNCTIONS OF AUDIT COMMITTEE

The Audit Committee, while reviewing the Annual Financial Statements also reviews the applicability of various Accounting Standards (AS) referred to in Section 133 of the Companies Act, 2013. Compliance of the Accounting Standards as applicable to the Company has been ensured in the preparation of the Financial Statements for the year ended March 31, 2024.

The Audit Committee bridges the gap between the Internal Auditors and the Statutory Auditors. To ensure good Governance, the Company has been rotating Partners of Statutory Auditors. The Statutory Auditors are responsible for performing Independent audit of the Company's financial statements in accordance with the generally accepted auditing practices and issuing reports based on such audits, while the Internal Auditors are responsible for the internal risk controls.

Besides the above, Chairman and Managing Director, Chief Financial Officer, the representatives of the Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee Meetings. The Company Secretary acts as a Secretary to the Committee as required by Regulation 18(1)(e) of the Listing Regulations.

The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Un-audited Financial Results as required by the Regulation 33 of the Listing Regulations. The Company's quarterly Un-audited Standalone Financial Results are made available on the website www.tunitextiles.com and are also sent to the Stock Exchanges where the Company's equity shares are listed for display at their respective websites.

The Audit Committee also oversees and reviews the functioning of a vigil mechanism (implemented in the Company as a Whistle Blower Policy) and reviews the finding of investigation into cases of material nature and the actions taken in respect thereof.

INTERNAL CONTROLS AND GOVERNANCE PROCESSES

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with the CFO formulates a detailed plan to the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors attend the meetings of Audit Committee at regular intervals and submit their recommendations to the Audit Committee and provide a road map for the future.

CONSTITUTION AND MEETINGS OF AUDIT COMMITTEE

During the FY 2023-24, there was no change in the composition of Audit Committee.

The members of Audit Committee met four times on dated 25th May, 14th August and on 10th November in year 2023 and on 13th February in the year 2024 during the financial year ended on 31st March 2024.

Name	Position	Number of Meetings Held	Meetings Attended
Mr. Pramod Kumar Bajaj	Chairman	4	4
Mr. Narendra Kr. Sureka	Member	4	4
Mr. Mahendra S Agarwal	Member	4	4

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of three Non-executives, Independent Directors. All members of the Nomination and Remuneration Committee are financially literate and they have accounting or related financial management expertise. The Composition of Remuneration and Nomination Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations.

Terms of Reference

The broad terms of reference of the NRC, as approved by the Board, are in compliance with Section 178 of the Act and Regulation 19 of the Listing Regulations, which are as follows.

1. to help the Board in determining the appropriate size, diversity and composition of the Board;
3. to recommend to the Board appointment/ reappointment and removal of Directors and Senior Management;
4. to frame criteria for determining qualifications, positive attributes and independence of Directors;
5. to recommend to the Board, remuneration payable to the Directors and Senior Management (while fixing the remuneration to Executive Directors the restrictions contained in the Act is to be considered);
6. to create an evaluation framework for Independent Directors and the Board;
7. to provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
8. to assist in developing a succession plan for the Board and Senior Management;
9. to assist the Board in fulfilling responsibilities entrusted from time-to-time;
10. delegation of any of its powers to any Member of the Committee or the Compliance Officer.

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

PRINCIPLE AND RATIONALE

Section 178 of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 require the Nomination and Remuneration Committee of the Board of Directors of every listed entity, among other classes of companies, to –

- formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal
- carry out evaluation of every director's performance - formulate the criteria for evaluation of Independent Directors and the Board

Accordingly, in adherence to the above said requirements and in line with the Company philosophy towards nurturing its human resources, the Nomination and Remuneration Committee of the Board of Directors of Tuni Textile Mills Limited herein below recommends to the Board of Directors for its adoption the Nomination and Remuneration Policy for the directors, key managerial personnel and other employees of the Company as set out below:

Criteria of selection of Non-Executive Directors

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of accounting, finance, taxation, law etc. However Women Director is exempted from said criteria.
- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director –
 - a. Qualification, expertise and experience of the Directors in their respective fields;
 - b. Personal, Professional or business standing;
 - c. Diversity of the Board.
- In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Remuneration

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CEO & Managing Director – Criteria for selection / appointment

For the purpose of selection of the CEO & MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the CEO & Managing Director

- At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- The remuneration of the CEO & Managing Director is paid by way of salary, allowances, perquisites, amenities and retirement benefits.

GENERAL

This Policy shall apply to all future employment of Company's Senior Management including Key Managerial Personnel and Board of Directors.

Any or all the provisions of this Policy would be subject to the revision/ amendment in the Companies Act, 2013, related rules and regulations, guidelines and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the subject as may be notified from time to time. Any such amendment shall automatically have the effect of amending this Policy without the need of any approval by the Nomination and Remuneration Committee and/ or the Board of Directors.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Chairman and Managing Director and the Non Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

Constitution and Meetings of Nomination & Remuneration Committee

There was no change in constitution of Nomination & Remuneration Committee during the financial year.

The Committee met twice on 25th May and on 3rd July 2023; during the financial year ended on 31st March 2024.

The Composition of the Remuneration Committee and their attendance to the meetings of the committee are as under:

Name	Position	Number of Meetings Held	Meetings Attended
Mr. Mahendra S Agarwal	Chairman	2	2
Mr. Pramod Kumar Bajaj	Member	2	2
Mr. Pradeep Kr. Sureka	Member	2	2

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee is constituted in line with the provisions of Regulation 20 of the SEBI LODR Regulations 2015, read with Section 178 of the Act and rules made thereunder.

Terms of Reference

The Board approved 'Terms of Reference' of the Committee of Directors (Stakeholders Relationship Committee) in compliance with Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the Listing Regulations. This Committee generally meets once a month. The Committee looks into the matters of Shareholders/Investors grievances along with other matters listed below:

1. to consider and resolve the grievances of security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
2. to consider and approve demat/ remat of shares / split / consolidation / sub-division of share / debenture certificates;
3. to consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transposition of names, deletion of names transfer and transmission of securities, etc.;
4. to oversee and review all matters connected with the transfer of the Company's securities;
5. to consider and approve opening/modification of operation and closing of bank accounts;

6. to grant special/general Power of Attorney in favour of employees of the Company from time to time in connection with the conduct of the business of the Company particularly with Government and Quasi- Government Institutions;
7. to fix record date/book closure of share/debenture transfer book of the Company from time to time;
8. to appoint representatives to attend the General Meeting of other companies in which the Company is holding securities;
9. to change the signatories for availing of various facilities from Banks/Financial Institution;
10. to grant authority to execute and sign foreign exchange contracts and derivative transactions;
11. to monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading;
12. to review measures taken for effective exercise of voting rights by shareholders;
13. to review adherence to the standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
14. to review of the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
15. to assist the Board in reviewing and implementing policies under the Business Responsibility Reporting of the Company as may be delegated by the Board;
16. to carry out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Companies Act, 2013 and other applicable laws as amended from time to time; and
17. to carry out any other duties that may be delegated to the Committee by the Board of Directors from time-to-time.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Committee of Directors (Stakeholders Relationship Committee) Meetings are circulated to the Board and noted by the Board of Directors.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

Compliance Officer

The Company has appointed Ms. Jyoti Kothari, Company Secretary as a Compliance Officer within the meaning of Regulation 6 of Listing Regulations.

Composition of Committee and Meetings attended

There was no change in constitution of Stakeholders' Relationship Committee during the financial year.

During the year, one meeting of the Committee of Directors were held on 25th May 2023 during the financial year ended on 31st March 2024.

Brief Details of Names, Position, Category and meeting attended by Members of Committee is as follows:

Name	Position	Category	Meetings Attended
Mr. Pramod Kr. Bajaj	Chairman	Independent, Non-Executive	1
Mr. Mahendra S Agarwal	Member	Independent, Non-Executive	1
Mr. Narendra Kr. Sureka	Member	Chairman & Managing Director	1

Details of Shareholders' Complaints

There was Nil Complaint pending at the beginning of the Financial Year. During the year the Company did not receive any complaint from any of the shareholders. Further, there was no pending complaint at the close of the financial year.

As required under Regulation 40(g) of Listing Regulations, a Certificate on half-yearly basis confirming due compliance of share transfer formalities by the Company from Practicing Company Secretary has been submitted to the Stock Exchanges within stipulated time.

The Company has designated email id info@tunitextiles.com to lodge Investor complaints. Apart from this, the SEBI has also facilitated Investors to lodge complaints directly on SCORES on SEBI website for faster addressing and resolutions of Investor Complaints.

Independent Directors' Meeting

During the year under review, the Independent Directors met on March 20, 2024, inter alia, to:

- Evaluate performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluate performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluate and assess the key transactions (including related party transactions) undertaken since the last independent directors meeting, and the assessment of the performance of the same;
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties;
- Recommend measures for corporate governance; and
- Review recommendation from the last Independent Directors meeting.

All the Independent Directors were present at the Meeting.

GENERAL BODY MEETINGS

Location & time for the last three Annual General Meetings:

Annual General Meeting	Date & Time	Venue
36 th Annual General Meeting	27 th September 2023, 2.00 PM	Online Meeting via Video Conferencing (VC) / Other Audio Visual Means (OAVM)
35 th Annual General Meeting	29 th September 2022, 2.00 PM	Online Meeting via Video Conferencing (VC) / Other Audio Visual Means (OAVM)
34 th Annual General Meeting	27 th September 2021, 3.00 PM	Online Meeting via Video Conferencing (VC) / Other Audio Visual Means (OAVM)

Location and time of Extra-Ordinary General Meetings:

No Extra-Ordinary General Meeting was being held during last three financial years.

POSTAL BALLOT

No Resolution has been passed during last three financial years by way of Postal Ballot.

At the forthcoming Annual General Meeting, there is no item on the agenda that needs approval by Postal Ballot.

SPECIAL RESOLUTION PASSED AT LAST THREE ANNUAL GENERAL MEETINGS:

A Special Resolution was passed in the 35th Annual General Meeting held on 29th September 2022 at 2.00 PM for re-appointment of Mr. Narendra Kr. Sureka as Chairman & Managing Director for a period of 5 years.

Further, Special Resolutions were passed in the 36th Annual General Meeting held on 27th September 2023 at 2.00 PM for re-appointment of Mr. Mahendra S. Agarwal for his 2nd term as Independent Director and appointment of Mr. Gaurav Tibe as an Independent Director for the 1st term of 5 years.

Apart from above, no Special Resolution was proposed or passed in remaining two out of last three Annual General Meetings.

BOARD DISCLOSURES

Compliance with Governance Framework

The Company is in compliance with all mandatory requirements under Listing Regulations, 2015.

STRICTURES AND PENALTIES

BSE has levied fine of Rs. 16.05 Lakh for the period from Dec 2020 up to June 2021; for violation of Regulation 17(1) of SEBI LODR Regulations, 2015.

Apart from above sole instance, no strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets activities during the last three years.

DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements. There was no deviation in following the treatments prescribed in any of the Accounting Standards (AS) in the preparation of the financial statements of the Company.

RISK MANAGEMENT

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is examined periodically by the Board and the Audit Committee.

DETAILS OF UTILISATION OF FUND RAISED

During the year, the Company has not raised any funds through preferential allotment, right issue or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations.

SEBI / STOCK EXCHANGE COMPLIANCE

The Company has complied with all requirements of the Listing Agreement entered into with Stock Exchanges and also SEBI Listing Regulations. Consequently there were no strictures or penalties imposed either by SEBI or Stock Exchange or any Statutory Authority for non-compliance of any matter related to the Capital Markets during the last three years.

PREVENTION OF INSIDER TRADING

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons ("the Code")' in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time ("the PIT Regulations").

The Code is applicable to Promoters, Member of Promoter's Group, all Directors and such Designated Persons who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations.

The Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements of the PIT Regulations. A structured digital database is being maintained by the Company, which contains the names and other particulars as prescribed of the persons covered under the Codes drawn up pursuant to the PIT Regulations.

The Company has formulated the 'Policy on Procedure of Inquiry in case of leak / suspected leak of Unpublished Price Sensitive Information' ('UPSI'). The policy is formulated to maintain ethical standards in dealing with sensitive information of the Company by persons who have access to UPSI. The rationale of the policy is to strengthen the internal control systems to ensure that the UPSI is not communicated to any person except in accordance with the Insider Trading Regulations. The Policy also provides an investigation procedure in case of leak/suspected leak of UPSI.

The Company has also formulated a Policy for determination of 'legitimate purposes' as a part of the Code of Practices and Procedures for Fair Disclosure of UPSI as per the requirements of the Insider Trading Regulations. The Company Secretary has been appointed as the Compliance Officer for ensuring implementation of the codes for fair disclosure and conduct. The Board, designated persons and other connected persons have affirmed compliance with the Code. This Code is displayed on the Company's website.

CREDIT RATINGS

Apart from Cash-Credit limits from Bank and vehicle financing, the Company has not borrowed any money from money market or from corporate entities, and has not raised any funds. Hence, disclosure pertaining to utilization of funds and Credit Rating is not applicable.

Compliance with the requirements of Corporate Governance

All the requirements of Corporate Governance specified in Regulation 17 to 27 of Listing Regulations and of sub-regulation (2) of Regulation 46 of Listing Regulations have been complied with.

DISCLOSURES

(a) There are no materially significant related party transactions made by the Company with its Promoters, Directors or Management, Subsidiaries or Relatives that may have potential conflict of interest with the Company at large.

- (b) Attention to the members is drawn to the disclosures of transactions with the related parties set out in the Notes of Financial Statement.
- (c) There has been no instance of non-compliance by the Company on any matter related to Capital Markets and hence the question of penalties or strictures being imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority does not arise.
- (d) In Compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading Regulations, 2015) as amended till date, on Prohibition of Insider Trading, the Company has a comprehensive Code of Conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof.
- (e) **Reconciliation of Share Capital:** As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are Listed the audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

CODE OF BUSINESS CONDUCT & ETHICS

The Company has adopted Code of Business Conduct and Ethics ("the Code") which is applicable to the Board of Directors and Senior Management team (one level below the Board of Directors) of the Company. The Board of Directors and the members of Senior Management team are required to affirm semi-annual compliance of this Code. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company website.

CONFLICT OF INTEREST

Each Director informs the Company on an annual basis about the Board and the Committee positions he/she occupies in other companies including Chairmanships and notifies changes during the year. Members of Board while discharging their duties, avoid conflict of interest in the decision making process. The members of Board restrict themselves from any discussions and voting in transactions that they have concern or interest.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a whistle blower policy encompassing vigil mechanism pursuant to the requirements of the section 177(g) of the Act and regulation 22 of the Listing Regulations. The Board of Directors, at its meeting held on 14th February 2019, revised whistle blower policy containing, inter alia, leak or suspected leak of unpublished price sensitive information in view of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, (SEBI PIT Regulations). The policy/vigil mechanism enables directors and employees to report to the Management their concerns about unethical behaviors, actual or suspected fraud or violation of the Company's code of conduct or ethics policy and leak or suspected leak of unpublished price sensitive information.

This mechanism provides safeguards against victimization of directors/employees who avail of the mechanism and provides for direct access to the Chairman of the Audit Committee in exceptional cases. The policy has been appropriately communicated to the employees within the Organisation and has also been hosted on the Company's website viz. www.tunitextiles.com

COMPLIANCES REGARDING INSIDER TRADING

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has a Board approved code of conduct to regulate, monitor and report trading by insiders ('code of conduct') and a Code of Practices and Procedures for Fair Disclosure of unpublished price sensitive information ('code of fair disclosure').

During the year under review, SEBI amended the SEBI PIT Regulations. In view of the amendments to the said Regulations, the Board of Directors, at its meeting held on 14th February 2019, inter alia approved the following, with effect from 1 April 2019:

- a. Revised code of conduct to regulate, monitor and report trading by Designated Persons;
- b. Revised code of practices and procedures for fair disclosure of unpublished price sensitive information;
- c. Revised whistle blower policy;
- d. Institutional mechanism for prevention of insider trading; and

- e. Amendment to the terms of reference of the Audit Committee.

The code of conduct and code of fair disclosure framed by the Company have helped in ensuring compliance with the requirements.

COMMUNICATION WITH THE MEMBERS/SHAREHOLDERS

- The unaudited quarterly / half yearly / yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the close of the financial year as per the requirements of the Listing Regulations.
- The approved financial results are forthwith sent to the Stock Exchanges and are published in a national English newspaper and in local language (Marathi) newspaper, within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
- The Company's financial results and official press releases are displayed on the Company's Website- www.tunitextiles.com.
- Any presentation made to the institutional investors or/and analysts are also posted on the Company's website.
- Management Discussion and Analysis forms part of the Annual Report, which is sent to the shareholders of the Company.
- The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre.
- The Company also informs by way of intimation to BSE, all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members.
- A separate dedicated section under 'Investor Relation' on the Company's website gives information on unclaimed dividends, quarterly compliance reports / communications with the Stock Exchanges and other relevant information of interest to the investors / public.
- Sections 20 and 136 of the Act, read with the Companies (Accounts) Rules, 2014 permit companies to deliver the documents electronically to the registered email IDs of the members.

DISCLOSURES ON MANDATORY REQUIREMENTS

The Company has complied with the mandatory requirements of the Listing Regulations.

DISCLOSURES ON DISCRETIONARY REQUIREMENTS

The Company has also complied with the discretionary requirements as under:

A. The Board

A Chairman's office has been made available for the non-executive Chairman and he is allowed reimbursement of expenses incurred in performance of his duties.

B. Shareholder rights

The Company communicates all material events to its shareholders as and when it occurs.

C. Modified opinion(s) in the audit report

The Company confirms that its financial statements are with unmodified audit opinion.

D. Reporting of internal auditor

The internal auditor reports directly to the Audit Committee.

DISCLOSURES ON NON-MANDATORY REQUIREMENTS

Adoption of non-mandatory requirements of Listing Regulations is being reviewed by the Board from time-to-time.

GENERAL SHAREHOLDER INFORMATION

Detailed information in this regard is provided in section "Shareholders Information" which forms part of this Annual Report.

SHAREHOLDERS' INFORMATION

a. Next Annual General Meeting

The information regarding Annual General Meeting for the financial year ended on 31st March 2024 is as follows :-

The 37th Annual General Meeting for the financial year ended on 31st March 2024 will be held on Friday, September 27, 2024 at 2:00 PM (IST), through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

b. **Book Closure** : 21st September 2024 to 27th September 2024 (both days inclusive)

c. **Listing of Shares** : BSE Limited (BSE)

d. **Stock Code & ISIN** : BSE – 531411
ISIN – INE560D01027 on both NSDL & CDSL.

e. Listing Fees

Annual listing fee to BSE for the year 2023-24 shall be paid in due course by the Company.

f. Depository Fees

Annual custody/ issuer fee for the year 2023-24 has been paid to CDSL and shall be paid in due course by the Company to NSDL.

g. Financial Calendar

The financial year of the Company is from April 1 to March 31, each year.

h. Website

The Company's website www.tunitextiles.com contains a separate dedicated section called 'Investor Relations'. It contains comprehensive database of information of interest to our investors including the financial results, annual reports, dividends declared, if any, any price sensitive information disclosed to the regulatory authorities from time to time and the services rendered / facilities extended to our investors.

i. Future Calendar for next financial year :

Subject Matter	Tentative Dates
Financial Reporting of 1 st Quarter ended on 30 th June 2024	Mid of August, 2024
Financial Reporting of 2 nd Quarter ended on 30 th September 2024	Mid of November, 2024
Financial Reporting of 3 rd Quarter ended on 31 st December 2024	Mid of February 2025
Financial Reporting of 4 th Quarter ended on 31 st March 2025	On or before May30, 2025
Date of Annual General Meeting	During September 2025

j. **Dividend Payment** : No Dividend has been recommended for the year.

k. **Dividend History** : The Company has not paid any Dividend during last 10 years.

l. Unclaimed Dividend / Share Certificates

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125.

Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority (IEPFA) in case of unpaid/ unclaimed dividend on shares for a consecutive period of seven years

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the IEPF Rules.

Details of Unclaimed Dividend and Due Dates for transfer are as follows as on March 31, 2024:

Sr. No.	Year of Declaration of Dividend	Date of Declaration of Dividend	Unclaimed Amount ₹	Due Date for transfer to IEPF Account
1.	N.A.	N.A.	N.A.	N.A.

Further, as required to be disclosed under Regulation 34(3) read with Schedule V of Listing Regulations, Nil Shares are lying at the beginning or at the close of financial year in the Suspense Account. Further the Company did not moved in/out any Equity Share in said Suspense Account during the current financial year.

m. Disclosures with respect to Demat Suspense Account/ Unclaimed Suspense Account

The Company has Nil Shares of ₹ 1/- each in respect of Nil Shareholders, lying into Nil folio, in the demat account held with NSDL/CDSL.

n. Market Price Data (Equity Shares of Face Value of ₹ 1) :

Month	Price on BSE (₹) & Volume			S&P BSE Sensex	
	High	Low	Volume	High	Low
April 2023	1.95	1.48	30,50,080	61,209.46	58,793.08
May 2023	1.89	1.52	63,01,871	63,036.12	61,002.17
June 2023	1.76	1.60	42,31,673	64,768.58	62,359.14
July 2023	1.95	1.47	62,52,678	67,619.17	64,836.16
August 2023	1.68	1.48	48,31,539	66,658.12	64,723.63
September 2023	1.85	1.50	58,40,379	67,927.23	64,818.37
October 2023	1.64	1.34	34,05,390	66,592.16	63,092.98
November 2023	1.62	1.45	46,25,971	67,069.89	63,550.46
December 2023	2.25	1.47	1,34,69,487	72,484.34	67,149.07
January 2024	2.70	1.64	78,55,974	73,427.59	70,001.60
February 2024	2.15	1.45	84,36,130	73,413.93	70,809.84
March 2024	2.68	1.76	2,35,06,287	74,245.17	71,674.42

o. Investors' correspondence may be addressed to the Registrar and Transfer Agent of the Company

Shareholders/ Investors are requested to forward documents related to share transfer, dematerialization requests (through their respective Depository Participant) and other related correspondences directly to M/s. Purva Sharegistry (India) Pvt. Ltd. at the below mentioned address for speedy response.

p. Registrar & Share Transfer Agent

M/s. Purva Sharegistry (India) Pvt. Ltd. has been appointed as Registrar & Share Transfer Agent for all work relating to share registry in terms of both physical mode. All transfer, transmission, request related to correspondence/queries, intimation of change of address etc. should be addressed to our RTA directly at the following Address:

M/s. Purva Sharegistry (India) Private Limited

9, Shiv Shakti Ind. Estate, Ground Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011
Tel: 022-3522 0056, Email: support@purvashare.com, Website: www.purvashare.com

q. Share Transfer System and Transfer of Shares

The transfer of shares in physical form is processed and completed by Registrar & Transfer Agent within a period of fifteen days from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the

securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

r. Consolidation of Folios and avoidance of multiple mailing

In order to enable the Company to reduce costs and duplicity of efforts for providing services to investors, members who have more than one folio in the same order of names are requested to consolidate their holdings under one folio. Members may write to the Registrars and Transfer Agents indicating the folio numbers to be consolidated along with the original shares certificates to be consolidated.

s. Review of Governance Practices

We have in this Report attempted to present the governance practices and principles being followed at the Company, as evolved over a period, and as best suited to the needs of our business and stakeholders.

Our disclosures and governance practices are continually revisited, reviewed and revised to respond to the dynamic needs of our business and ensure that our standards are at par with the globally recognized practices of governance, so as to meet the expectations of all our stakeholders.

t. Compliance with Secretarial Standards

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with each one of them.

u. Distribution Schedule as on 31st March 2024

Shareholding of Nominal Value of	No. of Share Holders	% of Share Holders	Total No. of Shares Held	% of Share Holding
Up to 5000	41618	93.49	26335129	20.16
5001-10000	1440	2.24	11574220	8.86
10001-20000	720	1.62	10409045	7.97
20001-30000	255	0.57	6331551	4.85
30001-40000	120	0.27	4260518	3.26
40001-50000	108	0.24	5146172	3.94
50001-100000	151	0.34	11316669	8.66
100001 and Above	103	0.23	55257696	42.30
Total	44515	100.00	130631000	100.00

v. Shareholding Pattern with Categories of Shareholders as on 31st March 2024

Categories	No. of Shares	% of Shareholding
Promoters, Directors, Relatives & PAC	28382750	21.73
Indian Mutual Fund	494000	0.38
Private Corporate Bodies	4033303	3.09
Resident Individuals	94819825	72.59
Clearing Members	79851	0.06
NRIs	1403198	1.07
Hindu Undivided Families	1418071	1.09
LLP	2	0.00
Total	130631000	100.00

w. Details of Shareholders holding more than 5% holding under Public Category

Details of Shareholders holding more than 5% Equity Shares in the Company at the end of Financial Year ended on 31st March 2024 –

Name of Shareholder	No. of Shares Held	% of Shareholding
N. A.	Nil	Nil

x. Dematerialization of Equity Shares & Liquidity

The Company's Equity Shares are in Demat trading segment and the Company had established connectivity with both NSDL & CDSL by signing the necessary agreements.

As on 31st March 2024, 98.73% public shareholdings of the Company are in dematerialized form.

Procedures for dematerialization / re-materialization of Equity Shares:-

Shareholders who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail the benefits of dealing in shares in demat form. For convenience of shareholders, the process of getting the shares dematerialized is given hereunder:

- a) Demat account should be opened with a Depository Participant (DP).
- b) Shareholders should submit the Dematerialization Request Form (DRF) along with share certificates in original, to their DP.
- c) DP will process the DRF and will generate a Dematerialization Request Number (DRN).
- d) DP will submit the DRF and original share certificates to the Registrar and Transfer Agents (RTA), which is Purva Sharegistry (India) Private Limited.
- e) RTA will process the DRF and confirm or reject the request to DP/ depositories
- f) Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP

y. Important Points

Investors should hold securities in dematerialized form, as transfer of shares in physical form is no longer permissible.

As mandated by SEBI, w.e.f. April 1, 2019, request for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository except for transmission and transposition of securities.

Members are advised to dematerialize securities in the Company to facilitate transfer of securities.

Holding securities in dematerialized form is beneficial to the investors in the following manner:

- A safe and convenient way to hold securities;
- Elimination of risk(s) associated with physical certificates such as bad delivery, fake securities, delays, thefts, etc.;
- Immediate transfer of securities;
- No stamp duty on electronic transfer of securities;
- Reduction in transaction cost;
- Reduction in paperwork involved in transfer of securities;
- No odd lot problem, even one share can be traded;
- Availability of nomination facility;
- Ease in effecting change of address / bank account details as change with Depository Participants (DPs) gets registered with all companies in which investor holds securities electronically;
- Easier transmission of securities as the same is done by DPs for all securities in demat account;
- Automatic credit in to demat account of shares, arising out of bonus / split / consolidation / merger / etc.;
- Convenient method of consolidation of folios/accounts;
- Holding investments in Equity, Debt Instruments, Government securities, Mutual Fund Units etc. in a single account;
- Ease of pledging of securities; and
- Ease in monitoring of portfolio.

Members holding Shares in Physical mode:

- a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company / RTA, if not registered with the Company as mandated by SEBI.
- b) are advised to register the nomination in respect of their shareholding in the Company. Nomination Form SH-13 ([Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.
- c) are requested to register / update their e-mail address with the Company / RTA for receiving all communications from the Company electronically.

Members holding Shares in Electronic mode:

- a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
- b) are advised to contact their respective DPs for registering the nomination.
- c) are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.

The Securities and Exchange Board of India vide its circular no. SEBI / HO / MIRSD / DOS3 / CIR / P / 2019 / 30 dated February 11, 2019, with a view to address the difficulties in transfer of shares, faced by non-residents and foreign nationals, has decided to grant relaxations to non-residents from the requirement to furnish PAN and permit them to transfer equity shares held by them in listed entities to their immediate relatives subject to the following conditions:

- a) The relaxation shall only be available for transfers executed after January 1, 2016.
- b) The relaxation shall only be available to non-commercial transactions, i.e. transfer by way of gift among immediate relatives.
- c) The non-resident shall provide copy of an alternate valid document to ascertain identity as well as the non-resident status.
- d) Non-Resident Indian members are requested to inform Purva Sharegistry (India) Private Limited, Company's Registrar and Transfer Agent immediately on the change in the residential status on return to India for permanent settlement.

z. Electronic Payment Services

Investors should avail the Electronic Payment Services for payment of dividend as the same reduces risk attached to physical dividend warrants. Some of the advantages of payment through electronic credit services are as under:

- Avoidance of frequent visits to banks for depositing the physical instruments;
- Prompt credit to the bank account of the investor through electronic clearing;
- Fraudulent encashment of warrants is avoided;
- Exposure to delays / loss in postal service avoided; and
- As there can be no loss in transit of warrants, issue of duplicate warrants is avoided.

Printing of bank account numbers, names and addresses of bank branches on dividend warrants provide protection against fraudulent encashment of dividend warrants. Members are requested to provide the same to the Company's Registrar and Transfer Agent (RTA) for incorporation on their dividend warrants.

aa. Register for SMS alert facility

Investor should register with Depository Participants for the SMS alert facility. Both Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) alert investors through SMS of the debits and credits in their demat account.

bb. Intimate Mobile Number

Shareholders are requested to intimate their mobile number and changes therein, if any, to Company's RTA viz. Purva Sharegistry (India) Private Limited to their dedicated e-mail id i.e., "support@purvashare.com", if shares are held in physical form or to their DP if the holding is in electronic form, to receive communications on corporate actions and other information of the Company.

cc. Submit Nomination Form and avoid Transmission hassle

Nomination helps nominees to get the shares transmitted in their favour without any hassles. Investors should get the nomination registered with the Company in case of physical holding and with their Depository Participants in case shares are held in dematerialised form.

Form may be downloaded from the Company's website, under the section 'Investor Relations'. However, if shares are held in dematerialised form, nomination has to be registered with the concerned Depository Participants directly, as per the form prescribed by the Depository Participants.

dd. Deal only with SEBI registered intermediaries

Investors should deal only with SEBI registered intermediaries so that in case of deficiency of services, investor may take up the matter with SEBI.

ee. Corporate benefits in electronic form

Investor holding shares in physical form should opt for corporate benefits like bonus / split / consolidation / merger / etc. in electronic form by providing their demat account details to the Company's RTA.

ff. Register e-mail address

Investors should register their e-mail address with the RTA / Depository Participants. This will help them in receiving all communication from the Company electronically at their e-mail address. This also avoids delay in receiving communications from the Company. Prescribed form for registration may please be downloaded from the Company's website.

gg. Facility for a Basic Services Demat Account (BSDA)

SEBI has stated that all the depository participants shall make available a BSDA for the shareholders unless otherwise opted for regular demat account with (a) No Annual Maintenance charges if the value of holding is upto ₹ 50,000; and (b) Annual Maintenance charges not exceeding ₹ 100 for value of holding from ₹ 50,001 to ₹ 2,00,000. (Refer circular CIR/MRD/ DP/22/2012 dated August 27, 2012 and circular CIR/MRD/ DP/20/2015 dated December 11, 2015).

hh. For the Attention of Shareholders holding shares in electronic form

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

ii. Details on use of Public Funds Obtained in the last three years :

No Public Fund has been raised during last three financial years.

jj. Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion data likely impact on Equity :

Not Any.

kk. Commodity Price Risk / Foreign Exchange Risk

For Company's business, cotton is the key raw material/ commodity and the company is exposed to price variation in cotton. Pursuant to SEBI circular dated November 15, 2018, bearing reference SEBI/HO/CFD/CMD1/CIR/P/2018/000000141, the Board has approved Commodity Risk Management Policy. The Company regularly monitors cotton prices and take appropriate decisions to minimize the risks. During the year under review, the Company has not done any commodity hedging on the exchanges. As regards foreign exchange risks, the Company evaluates foreign exchange rate exposure arising from these transactions and take appropriate steps to mitigate such exposure and to minimize the impact of volatility in foreign exchange fluctuations on the earnings.

ll. Investors' Correspondence

Shareholders can contact the following Officials for secretarial matters of the Company:

Ms. Jyoti Kothari – tunitextilemills@gmail.com

mm. Code of Conduct

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Managing Director & Chief Executive Officer is annexed to this report.

nn. Address for Correspondence

Tuni Textile Mills Limited
Unit No. 207, 2nd Floor, Building No. 3A, Mittal Industrial Estate, Andheri Kurla Road, Andheri (E), Mumbai 400 059
Email: info@tunitextiles.com ; Tel: +91 22 4604 3970

oo. Plant Location

Tuni Textile Mills Limited
B-5, MIDC Murbad, Dist. Thane (Maharashtra)

ANNUAL CERTIFICATE UNDER REGULATION 26(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To the Members of **TUNI TEXTILE MILLS LIMITED**

As provided under Regulation 26(3) of the SEBI Listing Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with M/s. Tuni Textile Mills Limited Code of Business Conduct and Ethics for the year ended March 31, 2024.

By order of the Board
For **TUNI TEXTILE MILLS LIMITED**

Mumbai, August 13, 2024

S/d-
Narendra Kumar Sureka
DIN : 01963265
Managing Director

Certificate of Non-Disqualification of Directors

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

To,
The Members of
Tuni Textile Mills Limited, Mumbai

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Tuni Textile Mills Limited having CIN L17120MH1987PLCo43996 and having Registered Office at Unit No. 207, 2nd Floor, Building No. 3A, Mittal Industrial Estate, Andheri Kurla Road, Andheri (E), Mumbai 400 059 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment / Re-appointment	Date of Cessation
1.	Mr. Narendra Kumar Sureka	01963265	6 th July 1987	N. A.
2.	Mr. Pradeep Kumar Sureka	01632706	6 th July 1987	N. A.
3.	Mrs. Urmila Devi Sureka	02344028	23 rd March 2015	N. A.
4.	Mr. Pramod Kumar Bajaj	01438374	1 st April 2019	N. A.
5.	Mr. Mahendra S Agarwal	01882316	14 th Aug 2018	N. A.
6.	Mr. Mineketan Nayak	09217847	30 th June 2021	3 rd July 2023
7.	Mr. Gaurav Tibe	09106922	3 rd July 2023	N. A.

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

Place: Kolkata
Date: April 16, 2024

S/d-
KRITI DAGA
Company Secretaries
ACS No.: A26425, C. P. No. 14023
PRC No. 2380/2022
UDIN: A026425F000147436

CEO / CFO CERTIFICATION

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

1. We have reviewed the Balance Sheet as at March 31, 2024, Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information of the Company, and the Board's report for the year ended March 31, 2024.
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. The financial statements, and other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as at, and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations.
4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct and Ethics, except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.
5. We are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company.
6. We have disclosed, based on our most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Company's auditors and the audit committee of the Company's Board (and persons performing the equivalent functions):
 - a. Any deficiencies in the design or operation of internal controls, that could adversely affect the Company's ability to record, process, summarize and report financial data, and have confirmed that there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.
 - b. Any significant changes in internal controls during the year covered by this report.
 - c. All significant changes in accounting policies during the year, if any, and the same have been disclosed in the notes to the financial statements.
 - d. Any instances of significant fraud of which we are aware, that involve the Management or other employees who have a significant role in the Company's internal control system.
7. We affirm that we have not denied any personnel access to the audit committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistle blowers from unfair termination and other unfair or prejudicial employment practices.
8. We further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

For TUNI TEXTILE MILLS LIMITED

S/d-
Archit P. Sureka
 Chief Financial Officer

Mumbai, August 13, 2024

For TUNI TEXTILE MILLS LIMITED

S/d
Narendra Kumar Sureka
 DIN : 01963265
 Managing Director
 Mumbai, August 13, 2024

Compliance Certificate from Auditors on Corporate Governance

The Members of TUNI TEXTILE MILLS LIMITED

I have examined the compliance of conditions of Corporate Governance by Tuni Textile Mills Limited, for the year ended March 31, 2024, as stipulated in Regulations 17 to 27, 46 (2) (b) to (i) and para C, D and E of Schedule V of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations").

I state that the compliance of conditions of Corporate Governance is the responsibility of the management. My examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to my examination of relevant records and the explanations given to me and the representation made by the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 as applicable.

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

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

S/d-
KRITI DAGA
Company Secretaries
ACS No.: A26425, C. P. No. 14023
PRC No. 2380/2022

Place: Kolkata
Date: July 25, 2024

UDIN: A026425F000819118

INDEPENDENT AUDITOR'S REPORT

To
The Members of
TUNI TEXTILE MILLS LIMITED

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying financial statements of **Tuni Textile Mills Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive income, its changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Emphasis of Matters

We draw your attention to the following matters:

- i. As stated in note 48 to the financial statements, the balances of Trade Receivables, Trade Payable and Advances given etc. are subject to confirmation from the respective parties and consequential reconciliation/adjustment arising there from, if any.

Our opinion is not modified in respect of these matters.

Key Audit Matters

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

We have determined the matter described below the key audit matters to be communicated in our report

Key Audit Matters	How our Audit addressed the key Audit Matters
<p>Appropriateness of revenue recognition on sale of goods.</p> <p>Refer Note 2.4 and Note 29 of the financial statements.</p> <p>The Company has revenue from sale of goods and sale of services.</p> <p>Revenue from sale of goods is recognised under Ind AS 115- 'Revenue from Contracts with Customers' at a point in time when the control has been transferred, which generally coincides with dispatch of products to customers in case of domestic sales and on the basis of</p>	<p>Our audit procedures relating to revenue recognition include the following:</p> <ol style="list-style-type: none"> a. Understood and performed procedures to assess the design and test the operating effectiveness of relevant controls related to recording of revenue. b. Assessed whether the policy of recognizing revenue was in line with Ind AS - 115. c. Tested the reconciliation of the amounts as per the sales register to the general ledger.

<p>bill of lading in the case of export sales.</p> <p>Revenue from services is recognized by measuring progress towards satisfaction of performance obligation for the services rendered</p> <p>We determined this to be a key audit matter due to significant time and effort involved in assessing the appropriateness of revenue recognition and covering the aspects of completeness, accuracy, occurrence and cut off.</p>	<p>d. Performed tests, on sample basis by validating the amounts recorded with the underlying documents which inter - alia includes invoices, dispatch documents, customer orders/ contracts, receipt of consideration from customers, where applicable.</p> <p>e. Performed cut off testing, on sample basis and ensured that the revenue from sale of goods is recognised in the appropriate period.</p> <p>Based on the above procedures performed, we did not identify any exceptions in revenue recognition on sale of goods.</p>
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Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon.

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

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

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

Responsibilities of Management and Those Charged with Governance for the 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 (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable matters related to going concern and using the going concern basis of accounting unless Board of Directors 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 scepticism 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. A. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity 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 the Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e) on the basis of written representations received from the directors as on 31 March 2024, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024, from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) The modification relating to the maintenance of accounts and other matters connected therewith is as stated in paragraph (b) above.
 - g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and

the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and

- B. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to our best of our information and according to the explanations given to us:
- a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements— Refer Note 38 to the financial statements;
 - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c) There were no amounts which were required to be transferred to the Investor Education and protection Fund by the Company; and
 - d)
 - i. The management of the Company has represented that, to the best of its knowledge and belief, as disclosed in the note 51 (ix) A to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries; and
 - ii. The management of the Company has represented, that, to the best of its knowledge and belief, as disclosed in note 50 (ix) (b) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
 - iii. Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) of Rule 11(e), as provided under d(i) and (d)(ii) above, contain any material mis-statement.
 - e) The Company has not declared or paid any dividend during the year therefore, the provisions of Section 123 of the Act are not applicable.
 - f) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024, however the same does not have a feature of recording audit trail (edit log) facility. We are informed that the Company is in process of upgrading the existing software which will have a feature of recording audit trail (edit log) facility, consequently, we are unable to comment on the audit trail feature of the said software.
- C. With respect to the matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
- In our opinion and according to the information and 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 read with schedule V of the Act.

For **DBS & Associates**
Chartered Accountants
FRN - 081627N

Place: Mumbai
Date: May 28, 2024

S/d-
CA Roxy Teniwal
Partner
Membership No. 141538
UDIN: 24141538BKG EAB1291

“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF TUNI TEXTILE MILLS LIMITED

Referred to in paragraph 1 under the heading of “Report on Other Legal and Regulatory Requirements” of our report of even date

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- i. In respect of the Company’s Property, Plant and Equipment and Intangible Assets:
 - a) (A) The Company has maintained proper records, showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets;
 - (B) The Company has maintained proper records showing full particulars Intangible Assets;
 - b) As explained to us, the Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so as to cover all the assets once every year which, in our opinion, is reasonable having regards to the size of the Company and nature of its assets. Pursuant to the program, certain Property, Plant and Equipment which were due for physical verification during the year, were physically verified by the Management. According to the information and explanations given to us, no material discrepancies were noticed on such verification;
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in the financial statements are held in the name of the Company;
 - d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and Intangible Assets during the year; and
 - e) No proceedings have been initiated during the year or are pending against the Company as at 31st March 2024 for holding any benami property under the Benami Transactions (Prohibition) Act 1088 as amended and rules made thereunder.
- ii. a) As certified by the management, physical verification of inventories was conducted by the Management during the year except goods in transit and stock lying with third parties. As explained to us, in our opinion, the coverage and procedure of such verification by the Management is reasonable having regards to the size of the Company and nature of its inventories. No discrepancies of 10% or more in the aggregate of each class of inventories were noticed on such physical verification of inventories as compared to book records; and
- b) As per the sanction letter produced to us, the Company has been sanctioned working capital limits in excess of ₹ 5.00 crores, in aggregate, during the year, from a bank on the basis of security of current assets. The quarterly returns and statements filed by the Company with the bank are not in agreement with the books of accounts. Books debts and stocks are higher than the stock statement submitted to the Bank.
- iii. The Company has, during the year, not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to the Companies, Firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions of paragraph 3(iii) of the Order are not applicable.
- iv. The Company has, during the year, not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans in accordance with the provisions of section 185 and 186 of the Act. Accordingly, the provisions of paragraph 3(iv) of the Order are not applicable.
- v. The Company has not accepted any deposit or amount which is deemed to be deposits during the year in accordance with the provisions of sections 73 to 76 of the Act and rules framed there under. Accordingly, the provisions of paragraph 3(v) of the Order are not applicable.
- vi. The Central Government has not specified the maintenance of cost records under sub section 1 of section 148 of the Act for any of the products of the Company for the year under audit.
- vii. (a) On the basis of books and records examined by us, amount deducted/accrued in the books of account in respect of undisputed statutory dues including goods and services tax, provident fund, employees state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues have been deposited delayed with the appropriate authorities, details of which is given hereunder:

Sr. No.	Nature of Statutory Dues	Amount	Due date	Date deposited on
a.	TDS	0.19	07/05/2023	06/07/2023
		0.08	07/05/2023	25/07/2023

		1.11	07/05/2023	22/09/2023
		0.08	07/06/2023	25/07/2023
		0.73	07/06/2023	05/12/2023
		0.05	07/07/2023	25/07/2023
		0.86	07/07/2023	19/12/2023
		0.14	07/08/2023	26/10/2023
		0.83	07/08/2023	28/02/2024
		1.01	07/09/2023	02/03/2024
		0.31	07/10/2023	19/02/2024
		0.76	07/10/2023	02/03/2024
		0.57	07/11/2023	14/03/2024
		0.09	07/11/2023	04/01/2024
		0.03	07/11/2023	05/04/2024
		0.59	07/11/2023	15/03/2024
		0.32	07/12/2023	14/03/2024
		0.43	07/12/2023	15/03/2024
		0.01	07/12/2023	27/04/2024
		0.21	07/01/2024	14/03/2024
		0.53	07/01/2024	15/03/2024
		0.31	07/01/2024	19/03/2024
		0.01	07/01/2024	05/04/2024
		0.03	07/02/2024	22/05/2024
		1.09	07/02/2024	21/06/2024
		0.12	07/03/2024	22/05/2024
		0.18	07/03/2024	21/06/2024
		1.45	07/03/2024	04/07/2024
		0.29	07/04/2024	22/05/2024
		1.20	07/04/2024	15/06/2024
		5.79	07/04/2024	10/07/2024
b.	Provident Fund	0.03	15/05/2023	31/05/2023
		0.04	15/05/2023	24/07/2023
		0.07	15/05/2023	24/01/2024
		0.03	15/06/2023	06/07/2023
		0.04	15/06/2023	06/07/2023
		0.07	15/06/2023	24/01/2024
		0.03	15/07/2023	24/07/2023
		0.04	15/07/2023	24/07/2023
		0.07	15/07/2023	24/01/2024
		0.03	15/08/2023	25/08/2023
		0.07	15/08/2023	24/01/2024
		0.04	15/08/2023	25/08/2023
		0.07	15/09/2023	24/01/2024
		0.03	15/09/2023	22/09/2023
		0.04	15/09/2023	22/09/2023
		0.14	15/11/2023	23/11/2023
		0.14	15/12/2023	22/12/2023
		0.13	15/01/2024	23/01/2024
		0.12	15/02/2024	16/02/2024
		0.14	15/03/2024	19/03/2024
		0.14	15/04/2024	26/04/2024
c.	ESIC	0.01	15/05/2023	31/05/2023
		0.01	15/06/2023	06/07/2023
		0.01	15/07/2023	24/07/2023
		0.01	15/08/2023	25/08/2023
		0.01	15/09/2023	22/09/2023
		0.01	15/11/2023	23/11/2023
		0.01	15/12/2023	22/12/2023

		0.01	15/01/2024	20/01/2024
		0.01	15/02/2024	16/02/2024
		0.01	15/03/2024	19/03/2024
		0.01	15/04/2024	25/04/2024
d.	Profession Tax	0.13	30/04/2023	#
		0.13	31/05/2023	#
		0.12	30/06/2023	#
		0.13	31/07/2023	#
		0.12	31/08/2023	#
		0.13	30/09/2023	#
		0.12	31/10/2023	#
		0.12	30/11/2023	#
		0.13	31/12/2023	#
		0.16	31/01/2024	#
		0.23	29/02/2024	#
		0.12	31/03/2024	#

Not paid till the date of this report

There are no arrears of undisputed statutory dues as at the last day of financial year concerned, outstanding for a period of more than six months from the date they became payable except the followings:

Name of the statute	Nature of the dues	Amount	Period to which the amount relates	Due Date	Date of Payment	Remarks, if any
Profession Tax	Profession Tax	3.04	Till FY 22-23	31.03.2023	#	-
Profession Tax	Profession Tax	0.13	Apr-23	30.04.2023	#	-
Profession Tax	Profession Tax	0.13	May-23	31.05.2023	#	-
Profession Tax	Profession Tax	0.12	Jun-23	30.06.2023	#	-
Profession Tax	Profession Tax	0.13	Jul-23	31.07.2023	#	-
Profession Tax	Profession Tax	0.12	Aug-23	31.08.2023	#	-
Profession Tax	Profession Tax	0.13	Sep-23	30.09.2023	#	-

Not paid till the date of this report

- b) On the basis of books and records examined by us, there are no statutory dues referred to in sub clause (a) above which have not been deposited with appropriate authorities on account of any dispute except the followings:

Name of Statute	Nature of Dues	Amount	Period to which the amount relates*	Forum where dispute is pending
Income Tax Act	Interest	9.74	1995-96	@
Income Tax Act	Interest	3.39	1996-97	@
Income Tax Act	Interest	1.58	1997-98	@
Income Tax Act	Disallowance of Certain Expenses and Levy of MAT and Interest	1.08	2017-18	#

*Assessment Year

@ For the above demands, as informed to us, the company has filed waiver petitions before Chief Commissioner of Income Tax for waiver of interest, those petitions are pending to be heard;

The waiver of above demands have been considered in scheme of rehabilitation by BIFR; and

The Company has represented before the Tax Recovery officer, to give effect to the order of Honorable BIFR.

Rectification application is pending with the Jurisdictional Assessing Officer

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

- ix. a) On the basis of selective checks carried out during the course of audit, we are of the opinion that the Company has not defaulted in the repayment of loans and other borrowing and in the payment of interest thereon.
- b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority;

- c) In our opinion, the term loan was applied for the purpose for which the loan was obtained raised;
 - d) On an overall examination of the Financial Statements of the Company, funds raised on short-term basis have, prima facie, not been used for long-term purposes by the Company;
 - e) The Company does not have any Subsidiary, Associate or Joint Venture, hence provisions the paragraph (ix)(e) & (f) of the Order are not applicable to the Company.
- x. a) As per the records of the Company, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, provisions of paragraph 3(x)(a) of the Order are not applicable to the Company.
- b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partially or optionally convertible) during the year. Accordingly, provisions of paragraph 3(x)(b) of the Order are not applicable to the Company.
- xi. a) According to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of our audit;
- b) No report under sub-section 12 of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed in rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto date of this report; and
- c) As per the records of the Company, no whistle blower complaint has been received by the Company during the year and upto date of this report.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, provisions of paragraph 3(xii) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us, transactions with the related parties are in compliance with Section 177 and Section 188 of the Act as applicable and details of such transactions have been disclosed in the financial statements 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 nature of its business.
- b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, provisions of paragraph 3(xv) of the Order are not applicable to the Company.
- xvi. a) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provisions of paragraph 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.
- b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Direction 2016) and accordingly, provisions of paragraph 3 (xvi) (d) of the Order are not applicable to the Company.
- xvii. The Company has not incurred cash losses during the financial year under audit and 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 the realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of 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 the 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 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. According to the information and explanations given to us, the provisions of section 135 of the Act are not applicable to the Company. Hence, the provisions of paragraph (xx)(a) & (b) of the Order are not applicable to the Company.

For **DBS & Associates**
Chartered Accountants
FRN - 081627N

Place: Mumbai
Date: May 28, 2024

S/d-
CA Roxy Teniwal
Partner
Membership No. 141538
UDIN: 24141538BKGEAB1291

Annexure B to the Independent Auditor's Report

Referred to in paragraph 2A(f) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

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

Opinion

We have audited the internal financial controls over financial reporting of **Tuni Textile Mills Limited** ("the Company") as of 31st March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note")

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the Internal Control over Financial Reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("the ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, 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.

Auditor's 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 prescribed under section 143(10) of the Act, to the extent applicable to an audit of Internal Financial Controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal Financial Controls over Financial Reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls System over Financial Reporting and their operating effectiveness. Our audit of Internal Financial Controls over Financial Reporting included obtaining an understanding of Internal Financial Controls over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Controls system over Financial Reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's Internal Financial Control over Financial Reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's Internal Financial Control over Financial Reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with

authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Place: Mumbai
Date: May 28, 2024

For **DBS & Associates**
Chartered Accountants
FRN - 081627N

S/d-
CA Roxy Teniwal
Partner
Membership No. 141538
UDIN: 24141538BKGEAB1291

STANDALONE BALANCE SHEET AS AT MARCH 31, 2024			
PARTICULARS	Note No.	As at March 31, 2024	As at March 31, 2023
ASSETS			
NON-CURRENT ASSETS			
Property, Plant and Equipment	3A	90.19	99.47
Right-of-use Assets	3B	30.02	16.18
Investment in Property	4	9.53	9.53
Intangible Assets	5	1.56	1.66
Financial Assets			
(i) Other Financial Assets	6	18.55	16.97
(ii) Other Tax Assets (Net)	7	46.22	51.60
(iii) Income Tax Assets (Net)	8	2.83	2.76
Other Non-Current Assets	9	19.35	19.35
Total Non-Current Assets		218.05	216.31
CURRENT ASSETS			
Inventories	10	2337.71	1963.66
Financial Assets			
(i) Trade Receivables	11	1737.68	1044.94
(ii) Cash and Cash Equivalents	12	3.43	3.94
(iii) Other Financial Assets	13	1.68	3.74
Other Current Assets	14	124.23	111.27
Total Current Assets		4204.73	3127.55
TOTAL ASSETS		4422.78	3343.86
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Equity Share Capital	15	1317.93	1317.93
Other Equity	16	18.51	(18.31)
		1336.44	1299.62
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial Liabilities			
(i) Borrowings	17	141.40	278.92
(ii) Lease Liability	18	23.69	7.26
(iii) Other Financial Liabilities	19	4.19	3.82
Provisions	20	20.94	17.79
Other Non-Current Liabilities	21	1.18	1.54
Total Non-Current Liabilities		191.40	309.33
CURRENT LIABILITIES			
Financial Liabilities			
(i) Borrowings	22	1135.17	729.22
(ii) Lease Liability	23	8.17	9.26
(ii) Trade Payables			
Total outstanding dues of Micro Enterprises and Small Enterprises	24	28.33	0.00
Total outstanding dues of Creditors other than Micro Enterprises and Small enterprises		1661.18	904.69
(iii) Other Financial Liabilities	25	13.94	14.27
Other Current Liabilities	26	23.53	54.73
Provisions	27	23.35	22.74
Income Tax Liabilities (Net)	28	1.27	-
Total Current Liabilities		2894.94	1734.91
TOTAL EQUITY & LIABILITIES		4422.78	3343.86
Contingent Liabilities and Commitments (To the extent not provided for)		38	
Significant Accounting Policies		2	
The accompanying Notes form part of Financial Statements		1 to 53	
As per our Report of Even date	For & on behalf of the Board of Tuni Textile Mills Ltd.		
For DBS & Associates			
Chartered Accountants		S/d-	S/d-
FRN- 081627N		Narendra Kr. Sureka	Pradeep Kr. Sureka
S/d-		Managing Director	Whole Time Director
CA Roxy Teniwal		(DIN: 01963265)	(DIN: 01632706)
Partner			
Membership No: 141538		S/d-	S/d-
UDIN: 24141538BKGEAB1291		Archit Sureka	Jyoti Kothari
Mumbai, Date: May 28, 2024		CFO	Company Secretary

Standalone Statement of Profit & Loss for the Year ended March 31, 2024			
			Amount in ₹ in Lakh
PARTICULARS	Note No.	Year Ended March 31, 2024	Year Ended March 31, 2023
INCOME			
Revenue from Operations	29	5649.84	4295.53
Other Income	30	14.56	59.85
Total Revenue		5664.40	4355.38
EXPENSES			
Cost of Materials Consumed	31	471.27	445.73
Purchases of Stock-in-Trade	32	4810.88	3437.55
Changes in inventories of finished goods, Stock-in-trade and work-in-progress	33	(436.35)	(197.65)
Employee Benefits Expense	34	243.70	222.13
Finance Costs	35	145.32	114.68
Depreciation and Amortization Expense	3A, 3B & 5	30.50	36.64
Other Expenses	36	354.57	260.29
Total Expenses		5619.89	4319.37
PROFIT BEFORE TAXATION			
Extra-Ordinary Items		-	-
Profit before Tax		44.51	36.01
TAX EXPENSES			
Current Tax		16.28	6.25
Mat Credit Entitlement		-	(3.47)
Deferred Tax Assets		(5.39)	7.67
Tax adjustments for earlier years		1.51	-
Net Profit/(Loss) for the Year		32.11	25.56
Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss			
Re-measurement of post-employment benefit obligations		6.37	2.80
Less: Income tax relating to above item		1.66	0.73
Total other Comprehensive Income		4.71	2.07
Total Comprehensive Income for the period		36.82	27.63
Earnings Per Equity Share:			
Basic and Diluted (FV of ₹ 1/- each, PY ₹ 1/- each)	37	0.025	0.020
Contingent Liabilities and Commitments (To the extent not provided for)			
Significant Accounting Policies	2		
The accompanying notes form part of Financial Statements			
		1 to 53	
As per our Report of Even date		For & on behalf of the Board of Tuni Textile Mills Ltd.	
For DBS & Associates			
Chartered Accountants			
FRN- 081627N			
S/d-		S/d-	S/d-
CA Roxy Teniwal		Narendra Kr. Sureka	Pradeep Kr. Sureka
Partner		Managing Director	Whole Time Director
Membership No: 141538		(DIN: 01963265)	(DIN: 01632706)
UDIN: 24141538BKGEAB1291			
		S/d-	S/d-
		Archit Sureka	Jyoti Kothari
		CFO	Company Secretary
Mumbai, Date: May 28, 2024			

Amount in ₹ in Lakh

Statement of Cash Flow Annexed to the Balance Sheet for the Year ended March 31, 2024		
PARTICULARS	Year Ended March 31, 2024	Year Ended March 31, 2023
A. Cash Flow from Operating Activities		
<i>Net Profit before Tax and Extra-Ordinary Items</i>	44.51	36.01
<i>Adjustments for</i>		
Depreciation & Amortization Expenses	30.50	36.63
Profit / Loss on Sale of Property, Plant and Equipments	(2.17)	(45.62)
Interest Income	(0.71)	(0.67)
Unrealised Exchange (Gain)/Loss	(0.17)	(2.26)
Gain on termination of Lease	(0.24)	-
Gain on sale of investment property	-	(1.64)
Allowance for Doubtful Debts	4.77	1.24
Interest and other Borrowing Cost	145.32	114.68
Operating Profit before Working Capital changes	221.81	138.37
Adjustments for Working Capital Changes		
Trade Receivables	(697.50)	(254.33)
Other Receivable	(12.65)	(14.64)
Inventories	(374.05)	(160.26)
Trade Payables	784.82	386.82
Other Payables	(22.59)	25.29
Cash Generated from Operations	(100.16)	121.25
Direct Taxes Paid	(7.49)	(6.82)
Net Cash Flow from Operating Activities	(107.65)	114.43
B. Cash Flow From Investing Activities		
Purchase of Fixed Assets	(12.66)	(58.77)
Sale of Fixed Assets	2.75	92.00
(Purchase) / Sale of Investments (Net)	-	-
(Increase) / Decrease In Fixed Deposits	-	3.07
Interest Income	0.05	0.05
Dividend received	-	-
Net Cash from Investing Activities	(9.86)	36.35
C. Cash Flow from Financing Activities		
Proceeds from issue of Share Capital	-	-
Proceeds from Long Term Borrowings	124.77	93.69
Repayment of Long Term Borrowings	(276.82)	(126.85)
Proceeds from Short Term Borrowings	247.77	118.25
Repayment of Short Term Borrowings	(67.16)	(116.97)
Repayment of Lease Liability	(7.31)	(8.33)
Change in Working Capital Borrowing from Banks	239.87	(0.23)
Interest Paid	(144.12)	(108.27)
Net Cash used in Financing Activities	117.00	(148.71)
Net Increase in Cash & Cash Equivalents (A+B+C)	(0.51)	2.07
Opening Balance of Cash & Cash Equivalents	3.94	1.87
Closing Balance of Cash & Cash Equivalents	3.43	3.94
Notes on Cash Flow Statement:		
1. The above cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard 7 on "Statement of Cash Flow" notified u/s 133 of Companies Act, 2013 ("Act") read with relevant rules issued thereunder and the relevant provisions of the Act.		
2. Change in Liabilities arising from Financing Activities:		
Particulars	Non-Current Borrowing	Current Borrowing
Balance as at 1 st April 2022	445.72	594.53
Net Cash Flows	(33.15)	1.04
Balance as at 31 st March 2023	412.57	595.57
Net Cash Flows	(152.06)	420.49
Balance as at 31 st March 2024	260.51	1016.06
3. All the figures in brackets are Outflows		
4. Previous year's figures have been regrouped wherever necessary.		

Contingent Liabilities and Commitments (To the extent not provided for)	38	
Significant Accounting Policies	2	
The accompanying notes form part of Financial Statements	1 to 53	
As per our Report of Even date For DBS & Associates Chartered Accountants FRN- 081627N	For & on behalf of the Board of Directors of Tuni Textile Mills Ltd.	
S/d- CA Roxy Teniwal Partner Membership No: 141538 UDIN: 24141538BKGEAB1291	S/d- Narendra Kr. Sureka Managing Director (DIN: 01963265)	S/d- Pradeep Kr. Sureka Whole Time Director (DIN: 01632706)
Mumbai, Date: May 28, 2024	S/d- Archit Sureka CFO	S/d- Jyoti Kothari Company Secretary

Statement of Changes in Equity for the Year ended March 31, 2024					
PARTICULARS					
A. Equity Share Capital					
Balance as at April 1, 2022					1317.93
Changes during the year					-
Balance as at March 31, 2023					1317.93
Balance as at April 1, 2023					1317.93
Changes during the year					-
Balance as at March 31, 2024					1317.93
B. Other Equity					
Particulars	Reserves & Surplus			Other Comprehensive Income	Total
	Capital Reserve	Securities Premium Reserves	Retained Earnings		
Balance at the Opening of Reporting Period i.e. 1 st April 2023	45.00	75.86	(161.23)	22.06	(18.31)
Profit for the Year	-	-	32.11	-	32.11
Other Comprehensive Income for the Year*	-	-	-	4.71	4.71
Balance at the end of Reporting Period i.e. 31st March 2024	45.00	75.86	(129.12)	26.77	18.51
Balance at the Opening of Reporting Period i.e. 1 st April 2022	45.00	75.86	(186.79)	19.99	(45.94)
Profit for the Year	-	-	25.56	-	25.56
Other Comprehensive Income for the Year*	-	-	-	2.07	2.07
Balance at the end of Reporting Period i.e. 31st March 2023	45.00	75.86	(161.23)	22.06	(18.31)
*Movement in other comprehensive income relates to re-measurements of the net defined benefit plans					
Nature of Reserves:					
a) Securities Premium Reserve: Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.					
b) Retained Earnings: Retained earnings are the profits that the Company has earned till date, less any transfers to other reserve, dividends or other distributions paid to shareholders.					
c) Capital Reserve: The reserve is utilised in accordance with the provision of the Companies Act, 2013.					
Contingent Liabilities and Commitments (To the extent not provided for)			38		
Significant Accounting Policies			2		
The accompanying notes form part of Financial Statements			1 to 53		
As per our Report of Even date For DBS & Associates Chartered Accountants FRN- 081627N			For & on behalf of the Board of Tuni Textile Mills Ltd.		
S/d- CA Roxy Teniwal Partner Membership No: 141538 UDIN: 24141538BKGEAB1291			S/d- Narendra Kr. Sureka Managing Director (DIN: 01963265)		S/d- Pradeep Kr. Sureka Whole Time Director (DIN: 01632706)
Mumbai, Date: May 28, 2024			S/d- Archit Sureka CFO		S/d- Jyoti Kothari Company Secretary

(All amounts are in ₹ in Lakh except share data and unless otherwise stated)

TUNI TEXTILE MILLS LIMITED

Notes to the financial statements for the year ended 31st March 2024

Note 1: CORPORATE INFORMATION

Tuni Textile Mills Limited ("the Company") is a public limited Company domiciled in India with its registered office at Unit No. 207, 2nd Floor, Building No. 3A, Mittal Industrial Estate, Andheri Kurla Road, Andheri (E), Mumbai 400 059. The Company is listed on the BSE Limited (BSE). The Company is manufacturer of grey Fabrics.

Note 2: MATERIAL ACCOUNTING POLICIES

2.1) STATEMENT OF COMPLIANCE

- a) These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.
- b) The financial statements of the Company for the year ended 31st March, 2024 were approved for issue in accordance with the resolution of the Board of Directors on 28th May 2024.

2.2) BASIS OF PREPARATION & MEASUREMENT

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between 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 or non-current classification of assets and liabilities.

The financial statements have been prepared on a historical cost basis, except for the following:

- a) Certain financial assets and liabilities that are measured at fair value (refer- Accounting policy regarding financial instruments).
- b) Defined benefit plans –present value of defined benefit obligation unless otherwise indicated.

The Company's accounting policies and disclosures require the measurement of fair values for, both financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

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

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Further information about the assumptions made in measuring fair values is included in the Note 43.

2.3) FUNCTIONAL AND PRESENTATION CURRENCY

These financial statements are presented in Indian Rupees, the functional currency of the Company. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated. Items included in the financial statements of

the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency').

2.4) REVENUE RECOGNITION

The Company derives revenues primarily from sale of manufactured goods.

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the retrospective effect method. The adoption of the new standard did not have a material impact on the Company.

Sale of Goods

Revenue from sale of products is recognised when control of the products has transferred, being when the products are delivered to the customer. Delivery occurs when the products have been shipped or delivered to the specific location as the case may be, the risks of loss has been transferred, and either the customer has accepted the products in accordance with the sales contract, or the Company has objective evidence that all criteria for acceptance have been satisfied. Sale of products includes related ancillary services, if any.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

Sale of Services

Revenue from services is recognized by measuring progress towards satisfaction of performance obligation for the services rendered.

Other operating revenue - Export incentives

The benefits, on account of entitlement to import duty free raw material under the Advance License Scheme in respect of goods already exported, are not valued and brought into the books in the year of export. The raw materials are recorded at cost at which they are procured in the year of import.

The benefits under FMS/FPS/Incremental Export Incentivisation Scheme and Duty Drawback Scheme are recognized when the exports are made.

2.5) EMPLOYEE BENEFITS

a) Short term employee benefits

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Short-term benefits such as salaries, wages, bonus, ex gratia, short-term compensation absences, etc., are determined on an undiscounted basis and recognized in the period in which the employee renders the related service.

b) Post-Employment Benefits

Defined Contribution Plans

Obligations for contributions to defined contribution plans such as Provident Fund maintained with Regional Provident Fund Office and Employees State Insurance Corporation ('ESIC') are expensed as the related service is provided.

Defined Benefit Plans

The following post – employment benefit plans are covered under the defined benefit plans:

- Gratuity Fund

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. 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 with the Company. The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income.

c) Other Long-Term Employee Benefits

Compensated Absences

The Company does not have any leave encashment policy. Further any unutilized leave at the end of the year is lapsed and not eligible for carry forward.

2.6) FOREIGN CURRENCY TRANSACTIONS AND TRANSLATION

Transactions in foreign currencies are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items (assets and liabilities) are restated using the exchange rate prevailing at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to finance costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or Statement of Profit and Loss are also recognised in OCI or Statement of Profit and Loss, respectively).

2.7) ACCOUNTING FOR TAXES ON INCOME

Income tax expense for the period comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised 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 current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

MAT credit entitlement is recognized and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

2.8) PROPERTY, PLANT & EQUIPMENT

Property, plant and equipment are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of purchase price and any attributable cost such as duties, freight, borrowing costs, erection and commissioning expenses incurred in bringing the asset to its working condition for its intended use. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of profit and loss during the period in which they are incurred.

Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the Statement of profit and loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

2.9) INTANGIBLE ASSETS

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

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

2.10) INVESTMENT PROPERTIES

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

2.11) DEPRECIATION

Depreciation on Property, Plant & Equipment is provided on straight line method at the rates and in the manner specified in Schedule II to the Companies Act, 2013. In the case of revalued assets, depreciation is calculated on straight line method on the revalued amounts as determined by the valuer.

Depreciation on Property, Plant & Equipment added/disposed-off/discarded during the period has been provided on the pro-rata basis with reference to the date of addition/disposal/discarding.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

2.12) AMORTIZATION

Intangible assets (Application Software) acquired by the Company are amortised on a straight line basis over its useful life i.e. three years, as decided by the management.

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

2.13) BORROWING COSTS

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

2.14) LEASES

As a Lessee

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

At the commencement date of the lease, the Company recognises a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is lessee, except for short-term leases (leases with a term of twelve months or less), leases of low value assets and, for contract where the lessee and lessor has right to terminate a lease without permission from the other party with no more than an insignificant penalty. The lease expense of such short-term leases, low value assets leases and cancellable leases, are recognised as an operating expense on a straight-line basis over the term of the lease.

At commencement date, lease liability is measured at the present value of the lease payments to be paid during non-cancellable period of the contract, discounted using the incremental borrowing rate. The right-of-use assets is initially recognised at the amount of the initial measurement of the corresponding lease liability, lease payments made at or before commencement date less any lease incentives received and any initial direct costs.

Subsequently the right-of-use asset is measured at cost less accumulated depreciation and any impairment losses. Lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using effective interest rate method) and reducing the carrying amount to reflect the lease payments made. The right-of-use asset and lease liability are also adjusted to reflect any lease modifications or revised in-substance fixed lease payments.

As a lessor:

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

All other leases are classified as operating leases.

Income from operating leases where the Company is a lessor is recognised as income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the Standalone Balance Sheet based on their nature. Leases of property, plant and equipment where the Company as a lessor has substantially transferred all the risks and rewards are classified as finance lease. Finance leases are capitalised at the inception of the lease at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rent receivables, net of interest income, are included in other financial assets. Each lease receipt is allocated between the asset and interest income. The interest income is recognised in the Standalone Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the asset for each period.

2.15) PROVISION, CONTINGENT LIABILITIES & CONTINGENT ASSETS

Provisions are recognized when the Company has a present obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arise from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is probable that an outflow of resources will not be required to settle the obligation. However, if the possibility of outflow of resources, arising out of present obligation, is remote, it is not even disclosed as contingent liability. The company does not recognize a contingent liability but discloses its existence in the financial statement.

Contingent assets are neither recognized nor disclosed in the financial statements.

2.16) IMPAIRMENT OF NON-FINANCIAL ASSETS

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's

recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Cash generating units ("CGU"). The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognised in profit or loss. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognized.

2.17) EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted-average number of equity shares outstanding during the period. The weighted-average number of equity shares outstanding during the period and for all years presented is adjusted for events such as bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

2.18) INVENTORIES

Inventories are valued at lower of cost and estimated net realisable value. Obsolete, defective and unserviceable stocks are provided for. Materials-in-process are valued at raw material cost and estimated cost of conversion. Cost of finished goods includes conversion and other costs incurred in bringing the inventories to their present location and condition

Cost of Inventories is computed on FIFO basis. Goods in transit, if any, are stated at actual cost incurred up to the date of balance sheet.

2.19) FINANCIAL INSTRUMENTS

I. FINANCIAL ASSETS

A) Initial Recognition And Measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction costs are attributed to the acquisition value of the financial asset. Trade receivables and debt securities are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

B) Classification And Subsequent Measurement

- a) **Amortised cost:** A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- b) **Fair value through other comprehensive income (FVOCI):** A financial asset is measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- c) **Fair value through profit and loss (FVTPL):** A financial asset which is not classified in any of the above categories is measured at FVTPL.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

C) Cash And Bank Balances

- i. **Cash and Cash Equivalents** which includes cash in hand, deposits held at call with banks and other short term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have maturities of 3 months or less from the date of such deposits. These balances with banks are unrestricted for withdrawal and usage.
- ii. **Other Bank Balances** which includes balances and deposits with banks that are restricted for withdrawal and usage.

D) **Equity Instruments**

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

E) **Trade Receivables and Loans**

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

F) **Debt Instruments**

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till de-recognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

G) **Impairment of Financial Asset**

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, security deposits, bank deposits and bank balance.
- b) Trade receivables

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

The impairment losses and reversals are recognised in Statement of Profit and Loss.

H) **Income recognition**

Interest Income

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and effective interest rate applicable.

Dividend Income

Dividend income from investments is recognised when the right to receive payment has been established.

II. FINANCIAL LIABILITIES

A) **Initial Recognition And Measurement**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they

are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

B) Classification And Subsequent Measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss; are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

C) De-Recognition of Financial Instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

III. Offsetting of Financial Assets and Financial Liabilities

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

2A RECENT INDIAN ACCOUNTING STANDARDS (IND AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2024, MCA has not notified any new Standard or amended any existing standard which are applicable from April 1, 2024.

2B SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

- a) The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities prospectively.
- b) Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:
 - i. Measurement of defined benefit obligations - Note 20
 - ii. Measurement and likelihood of occurrence of provisions and contingencies - Note 20 & 27 and 38
 - iii. Recognition of Deferred Tax Liabilities - Note 7

Schedule 3A : Property, Plant & Equipment

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK
	Cost as on April 1, 2023	Additions During the Year	Deductions for the Year	As on March 31, 2024	Up to March 31, 2023	For the Year	Written back for the Year	Up to March 31, 2024	As on March 31, 2024
Tangible Assets									
Leasehold Land	1.99	0.00	0.00	1.99	0.22	0.03	0.00	0.25	1.74
Factory Building	50.76	0.00	0.00	50.76	45.88	0.00	0.00	45.88	4.88
Office Premises	7.31	0.00	0.00	7.31	1.22	0.18	0.00	1.40	5.91
Plant & Machineries	253.01	8.08	0.00	261.09	173.08	17.77	0.00	190.85	70.24
Electrical Equipments	8.17	0.00	0.00	8.17	6.49	0.23	0.00	6.72	1.45
Furniture & Fixtures	0.79	2.44	0.00	3.23	0.18	0.11	0.00	0.29	2.94
Office Equipments	5.56	0.45	0.00	6.01	4.02	0.42	0.00	4.44	1.57
Computers	8.49	0.95	0.00	9.44	7.38	0.94	0.00	8.32	1.12
Vehicles	8.87	0.00	7.93	0.94	7.01	0.94	7.35	0.60	0.34
Total as on 31-03-2024	344.95	11.92	7.93	348.94	245.48	20.62	7.35	258.75	90.19

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK
	Cost as on April 1, 2022	Additions During the Year	Deductions for the Year	As on March 31, 2023	Up to March 31, 2019	For the Year	Written back for the Year	Up to March 31, 2023	As on March 31, 2023
Tangible Assets									
Leasehold Land	1.99	0.00	0.00	1.99	0.19	0.03	0.00	0.22	1.77
Factory Building	50.76	0.00	0.00	50.76	39.21	6.67	0.00	45.88	4.88
Office Premises	7.31	0.00	0.00	7.31	1.05	0.17	0.00	1.22	6.09
Plant & Machineries	229.73	36.02	12.74	253.01	166.04	15.79	8.75	173.08	79.93
Electrical equipment	8.17	0.00	0.00	8.17	6.21	0.28	0.00	6.49	1.68
Furniture & Fixtures	0.15	0.64	0.00	0.79	0.14	0.04	0.00	0.18	0.61
Office Equipments	4.96	0.60	0.00	5.56	3.45	0.57	0.00	4.02	1.54
Computers	8.12	0.37	0.00	8.49	6.58	0.80	0.00	7.38	1.11
Vehicles	72.99	0.00	64.12	8.87	25.22	3.53	21.74	7.01	1.86
Total as on 31-03-2023	384.18	37.63	76.86	344.95	248.09	27.88	30.49	245.48	99.47

3A(i) Security

Property, plant and equipment are hypothecated /pledged against Borrowings refer Note 17 & 22

Schedule 3B : Right to Use Assets

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK
	Cost as on April 1, 2023	Additions During the Year	Deductions for the Year	As on March 31, 2024	Up to March 31, 2024	For the Year	Written back for the Year	Up to March 31, 2024	As on March 31, 2024
Buildings	21.86	32.07	13.36	40.57	5.68	9.58	4.71	10.55	30.02
Total	21.86	32.07	13.36	40.57	5.68	9.58	4.71	10.55	30.02

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	Cost as on April 1, 2022	Additions During the Year	Deductions for the Year	As on March 31, 2023	For the Year	Written back for the Year	Up to March 31, 2023	As on March 31, 2023	As on March 31, 2023
Buildings	11.18	21.87	11.19	21.86	8.25	8.62	11.19	5.68	16.18
Total	11.18	21.87	11.19	21.86	8.25	8.62	11.19	5.68	16.18

Note 5: Intangible Assets

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK
	Cost as on April 1, 2023	Additions During the Year	Deductions for the Year	As on March 31, 2024	Up to March 31, 2023	For the Year	Written back for the Year	Up to March 31, 2024	As on March 31, 2024
Software	2.45	-	-	2.45	0.79	0.30	0.00	1.09	1.36
Total as on 31-03-2023	2.45	-	-	2.45	0.79	0.30	0.00	1.09	1.36

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK
	Cost as on April 1, 2021	Additions During the Year	Deductions for the Year	As on March 31, 2023	Up to March 31, 2022	For the Year	Written back for the Year	Up to March 31, 2023	As on March 31, 2022
Buildings	0.65	1.80	-	2.45	0.65	0.14	-	0.79	1.66
Total as on 31-03-2022	0.65	1.80	-	2.45	0.65	0.14	-	0.79	1.66

Note 4: INVESTMENT IN PROPERTY		
Particulars	As at March 31, 2024	As at March 31, 2023
Immovable Properties* [refer note no.34(b)(i)]	9.53	9.53
TOTAL	9.53	9.53
* Residential flat has not been completed, hence depreciation has not taken. Uncalled and unpaid amt. is ₹ 1422500.		
# Since fair value is higher than carrying value, therefore impairment/depreciation not required to be provided.		
In view of the non-completion of residential Flat, the Fair Value has not been obtained.		

Note 6: OTHER NON-CURRENT FINANCIAL ASSETS		
(Unsecured, considered good unless otherwise stated)		
Security Deposits	5.84	5.81
Security Deposits – Lease	2.64	1.75
Long term deposits with banks having maturity more than 12 months*	8.20	8.20
Interest Accrued on Fixed Deposits	1.87	1.21
TOTAL	18.55	16.97
*Lien against Bank Guarantee	8.20	8.20

Note 7: DEFERRED TAX ASSETS (Net)		
A. The reconciliation of estimated income tax expense at Indian statutory income tax rate to income expense reported in statement of profit and loss is as follows:		
Particulars	As at March 31, 2024	As at March 31, 2023
Profit before Tax	44.51	36.01
Enacted tax rate	26.00%	26.00%
Expected income tax expense at statutory income tax rate	11.57	9.36
Income exempt from Tax/Items not deductible	-0.68	4.56
Tax in respect of Earlier Years	1.51	0.00
Tax Expense for the year	12.40	13.92
Deferred Tax Liabilities (Net)		
Difference between Book and Tax Depreciation	1.43	2.71
Deferment of Disallowances	0.54	0.46
Deferred Tax Assets		
Difference between Book and Tax Depreciation	-	-
MAT Credit Entitlement*	29.31	38.43
Gratuity	11.40	10.41
Deferment of Allowances-Provision for Debtors	7.00	5.76
Deferment of Allowances	0.48	0.17
TOTAL	46.22	51.60

*As per Ind AS 12, the Company has considered MAT entitlement credit as deferred tax asset being unused tax credit entitlement.

The movement in Deferred Tax Assets and Liabilities during the year ended March 31, 2023 and March 31, 2024:

Particulars	As at 01.04.2021 Deferred Tax (Liabilities)/ Asset	(Charge)/Cre dit in statement of Profit and Loss	As at 31.03.2023 Deferred Tax (Liabilities)/ Asset	(Charge)/ Credit in statement of Profit and Loss	As at 31.03.2024 Deferred Tax (Liabilities)/ Asset
Depreciation and amortization	6.36	(9.07)	-2.71	1.28	(1.43)
Deferment of Disallowances	0	-0.46	-0.46	(0.08)	(0.54)
MAT Credit Entitlement*	34.96	3.47	38.43	(9.12)	29.31
Gratuity	9.68	0.73	10.41	0.99	11.40
Deferment of Allowances- Provision for Debtors	5.44	0.32	5.76	1.24	7.00
Deferment of Allowances	0.1	0.07	0.17	0.31	0.48

Note 8: INCOME TAX ASSETS (NET)		
Particulars	As at March 31, 2024	As at March 31, 2023
Tax Paid (Net of Provisions for Taxes)	2.83	2.76
TOTAL	2.83	2.76

Note 9: OTHER NON-CURRENT ASSETS		
Particulars	As at March 31, 2024	As at March 31, 2023
Capital Advances	19.35	19.35
TOTAL	19.35	19.35

Note 10: INVENTORIES		
(Refer Note 2.18)		
Raw Materials and components	222.35	282.26
Work-in-progress	37.83	38.41
Finished goods	1607.06	1318.96
Stock in Trade	402.27	253.43
Stores and spares	68.20	70.60
TOTAL	2337.71	1963.66

Note 11: TRADE RECEIVABLES		
Trade receivable considered good - Unsecured	1752.08	1054.57
Trade receivable - Credit impaired	12.53	12.53
	1764.61	1067.10
Less: Allowance for doubtful trade receivables	26.93	22.16
TOTAL	1737.68	1044.94

Trade Receivables ageing schedules for the year ended 31st March, 2023 and 31st March 2023						
Particulars	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivable - Considered Good	1722.35	9.35	3.31	0.87	16.20	1752.08
	1014.03	0.05	16.21	0.19	24.09	1054.57
Undisputed Trade Receivable - Credit Impaired	0.00	0.00	0.00	0.00	12.53	12.53
	0.00	0.00	0.00	0.00	12.53	12.53
Total...	1722.35	9.35	3.31	0.87	28.73	1764.61
	1014.03	0.05	16.21	0.19	36.62	1067.10
Less: Allowances to Credit Loss						26.93
						22.16
Net Receivable						1737.68
						1044.94

Note: Figures in italics represent the figures for Previous Year

Note 12: CASH AND BANK BALANCES		
Cash and Cash equivalents		
Balances with Bank	3.14	0.10
Cash on hand	0.29	3.84
TOTAL	3.43	3.94

Note 13: OTHER CURRENT FINANCIAL ASSETS		
Security Deposit	0.00	0.00
Others	1.68	2.53
TOTAL	1.68	2.53

Note 14: OTHER CURRENT ASSETS		
(Unsecured, considered good unless otherwise stated)		
Advance to Staff	11.24	2.57
Advance to suppliers	58.67	78.37
GST Receivable	52.95	29.92
Prepaid Expenses	1.37	0.41
TOTAL	124.23	111.27

Note 15: EQUITY				
Particulars	As At March 31, 2024		As At March 31, 2023	
	Number	Amount	Number	Amount
Authorised:				
Equity Shares of ₹ 1/- each	13,50,00,000	1350.00	13,50,00,000	1350.00
Issued, Subscribed & Paid-up				
Equity Shares of ₹ 1/- each	13,06,31000	1306.31	13,06,31000	1306.31
Add: Forfeited Shares (amount originally paid up in respect of 2,27,500 shares)		11.62		11.62
TOTAL	1306.31	1317.93	1306.31	1317.93
a) During the current year and in the previous year, there have been no movements in the numbers of equity shares outstanding.				
b) Details of Shareholders holding more than 5% of shares of the company				
	Number of Shares held	% of Shareholding	Number of Shares held	% of Shareholding
Mr. Prabhudayal Sureka	8713000	6.67	8713000	6.67
Mr. Narendra Sureka	9946000	7.61	9946000	7.61
c) Terms/Rights attached to Equity Shares:				
i. The Company has only one class of Equity shares having par value of ₹ 1/- per share.				
ii. Each holder of Equity share is entitled to one vote per share.				
iii. In the event of Liquidation of the Company, the holders of Equity shares will be entitled to receive the realised value of the assets of the Company, remaining after payment of all preferential dues(if any). The distribution will be in proportion to the number of equity shares held by the shareholders.				

d) Shareholding of Promoters

Sl. No.	Name of Promoter	No. of Shares held	% of Shareholding	% Change during the year
1.	Mr. Prabhudayal Sureka	8713000	6.67	0.00
2.	Mr. Narendra Kumar Sureka	6797500	5.20	0.00
3.	Mr. Pradeep Kumar Sureka	5115500	3.92	0.00
4.	Mr. Narendra Kumar Sureka, HUF	3148500	2.41	0.00
5.	Urmiladevi Sureka	1633750	1.25	0.00
6.	Annpurna Devi Sureka	1165500	0.89	0.00
7.	Archit Pradeepkumar Sureka	1100000	0.84	0.00
8.	Pradeep Kumar Sureka, HUF	648000	0.50	0.00
9.	Neha Narendra Kumar Sureka	36000	0.03	0.00
10.	Ruchi Siddarth Saraf	25000	0.02	0.00

Note 16: OTHER EQUITY

Particulars	As at March 31, 2024	As at March 31, 2023
a. Capital Reserves		
Balance as per the last financial statements	45.00	45.00
Sub-Total	45.00	45.00
b. Securities Premium Account		
Balance as per the last financial statements	75.86	75.86
Sub-Total	75.86	75.86
c. Surplus in the Statement of Profit and Loss		
Balance as per the last financial statements	(161.23)	(186.79)
Add/(Less): Net Profit/(Loss) for the year	32.11	25.56
Sub-Total	(129.12)	(161.23)
d. Other Comprehensive Income		
Balance as per the last financial statements	22.06	19.99
Add: Movement in OCI (Net) during the year	4.71	2.07
Sub-Total	26.77	22.06
GRAND TOTAL ----	18.51	(18.31)

Note 17: NON-CURRENT BORROWINGS

Secured		
Term Loans		
From Banks	68.75	139.31
From Other Parties	-	-
Dropline overdraft facility from Bank	-	88.67
Un-secured		
Term Loans		
From Banks	35.63	18.06
From Other Parties	37.02	32.88
TOTAL	141.40	278.92

Note 17: NON-CURRENT BORROWINGS (Continued)**Note 17.1: Terms of Repayment and Security details of Term Loans:**

Name of the Bank / Entity	ICICI Bank Limited	ICICI Bank Limited
Type of Loan	Working Capital Term Loan under GECL	Working Capital Term Loan under GECL
Amount sanctioned	125.00	80.00
Amount availed	125.00	80.00
Sanction Date	27-11-2021	23-12-2021
Rate of Interest	8.25%	8.25%
Total No. of Instalments	36	36
Moratorium period	12 months	24 months
No. of Instalments paid	17	3
No. of balance Instalments to be paid	19	33
Amount of each Instalment	3.47	2.22
Repayment type	Monthly	Monthly

Nature of Security:

- Cash Credit and Dropline Overdraft Facilities from ICICI Bank are secured by:
 - a) Exclusive charge in favour of Bank by way of hypothecation of all present and future stocks, books debts, other moveable assets and plant & machineries of the Company.
 - b) Exclusive charge by way of equitable mortgage of the land and factory building situated at B-5 MIDC, Murbad 421401 and 3 office premises situated at Tax Center 26-A, Chandivali Road, Andheri (East) belonging to the Company.
 - c) Exclusive charge by way of equitable mortgage of 2 office premises situated at Tax Center 26-A, Chandivali Road, Andheri (East) belonging to the relative(s) of directors respectively.
 - d) Personal guarantee of Mr. Pradeep Sureka, Narendra Sureka and Urmiladevi Sureka, all Directors of the Company and Mr. Archit Sureka Chief Financial Officer of the Company.
- Working Capital term loans from ICICI Bank Limited are secured by extension of second ranking charge over all the existing securities including mortgages created in favour of the Bank

Unsecured Loan

- a) Term Loan of Rs. 29.65 lakhs from ICICI Bank limited is repayable in 27 monthly instalments of Rs. 1.40 lakhs starting from 4th June 2023.
- b) Term Loan of Rs. 49.68 lakhs from Tata Capital Limited is repayable in 36 monthly instalments of Rs. 1.73 lakhs starting from 10th November 2023.
- c) Term Loan of Rs. 29.94 lakhs from Bajaj Finance Limited is repayable in 36 monthly instalments of Rs. 1.10 lakhs starting from 2nd October 2022.
- d) Term Loan of Rs. 38.97 lacs from Tata Capital Limited is repayable in 36 monthly instalments of Rs. 1.43 lakhs starting from 3rd December 2023.
- e) Term Loan of Rs. 6.47 lacs from Bajaj Finance Limited is repayable in 36 monthly instalments of Rs. 0.25 lakhs starting from 2nd December 2025.

Note 18: NON-CURRENT LEASE LIABILITIES

Lease Liability	23.69	7.26
TOTAL	23.69	7.26

Note 19: NON-CURRENT OTHER FINANCIAL LIABILITIES		
Security Deposits	4.19	3.82
TOTAL	4.19	3.82

Note 20: NON-CURRENT PROVISIONS		
Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Employee Benefits		
Gratuity (unfunded)	20.94	17.79
TOTAL	20.94	17.79

20.a : The Disclosure required under Accounting Standard 15" Employee Benefits notified in the Companies (Accounting Standards) Rules, 2006 are given below:

i. Defined Contribution Plan:

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue.

Particulars	As at March 31, 2024	As at March 31, 2023
Employer's Contribution to Provident Fund	0.74	0.98

ii. Defined Benefit Plan:

Particulars	As at March 31, 2024	As at March 31, 2023
Leave Encashment	0.46	0.48

Gratuity:

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible to gratuity at the rate of fifteen days wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee.

The employee's gratuity scheme is non -fund based. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date.

I. Reconciliation of Opening and closing balances of Defined Benefit Obligation:	Gratuity (Unfunded)	
	2023-24	2022-23
Defined Benefit obligation at beginning of the year	40.04	37.25
Recognised in Statement of Profit and Loss		
Current Service Cost	7.99	8.07
Past Service Cost	-	-
Interest Cost	2.18	2.24
Recognised in Other Comprehensive Income -Actuarial (gains)/losses on obligations		
Re-measurements - due to demographic assumptions		
Re-measurements - due to financial assumptions	1.07	(0.67)
Re-measurements - due to experience adjustments	(7.44)	(2.13)
Benefits paid	-	(4.72)
Defined Benefit obligation at year end		
Current Liability	22.90	22.25
Non-Current Liability	20.94	17.79
II. Net liability / (asset) recognised in the Balance Sheet:	Gratuity (Unfunded)	
	2023-24	2022-23
Present value of defined benefit obligation	43.84	40.04
Fair value of plan assets	-	-
Net liability / (asset)	43.84	40.04
Effect of asset ceiling / onerous liabilities	-	-
Liability / (asset) recognised in the balance sheet	43.84	40.04
Of which short term defined benefit obligation at end of the year	22.90	22.25
III. Expense recognized during the year (under the head "Payments to and Provisions for Employees"	Gratuity (Unfunded)	
	2023-24	2022-23

Current Service Cost	7.99	8.07
Past Service Cost	-	-
Interest Cost	2.18	2.24
Defined benefit cost included in Statement of profit and loss	10.17	10.31
Re-measurements of the net defined benefit plans-Actuarial (gains)/losses on obligations	(6.37)	(2.80)
Defined benefit cost included in Other Comprehensive Income	(6.37)	(2.80)
Total defined benefit recognized in Statement of profit & loss and Other Comprehensive Income	3.80	7.51
IV. Actuarial Assumption	Gratuity (Unfunded)	
	2023-24	2022-23
Mortality Table (LIC)	Indian Assured Lives Mortality (2012-14) Ult table	Indian Assured Lives Mortality (2012-14) Ult table
Discount rate (per annum)	7.20%	7.50%
Rate of escalation in salary (per annum)	7.00%	7.00%

Sensitivity of the defined benefit obligation:

The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.

Particulars	March 31, 2024		March 31, 2023	
	Increase	Decrease	Increase	Decrease
Discount rate (50 bps movement)	-4.62%	5.20%	-4.59%	5.15%
Rate of increase in salaries (50bps movement)	4.73%	-4.28%	4.73%	-4.30%

- The above sensitivity analyses have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the reporting date. In practice, generally it does not occur. When we change one variable, it affects to others. In calculating the sensitivity, project unit credit method at the end of the reporting period has been applied.
- Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.
- The Company's philosophy is to not to externally fund these liabilities but instead create an accounting provisions in its books of accounts and pay the gratuity to its employees directly from its own resources as and when the employee leaves the Company.
- The expected contribution payable to the plan next year is therefore Nil.
- The expected maturity analysis of undiscounted gratuity is as follows:

Particulars	Up to 1 year	Between 1-2 years	Between 2-5 years	More than 5 years	Total
31 March 2024	22.90	0.54	2.28	95.61	121.33
31 March 2023	22.25	0.44	1.97	90.81	115.47

The weighted average duration to the payment of these cash flows is 9.71 years (31 March 2023 : 9.68 years)

Note 21: OTHER NON-CURRENT LIABILITIES

Deferred Revenue	1.18	1.54
TOTAL	1.18	1.54

Note 22: CURRENT BORROWINGS

Particulars	As at March 31, 2024	As at March 31, 2023
Secured		
<u>Loans repayable on demand:</u>		
Working Capital Loan from Bank	759.86	519.99
Current maturities of long-term debts (refer note no 17)	119.11	133.65
Un-Secured		
Loan from Corporate	35.00	45.00
Loan from Directors	221.20	30.58
TOTAL	1135.17	729.22

Nature of Security:

1. Cash Credit and Dropline Overdraft Facilities from ICICI Bank are secured by:
 - a) Exclusive charge in favour of Bank by way of hypothecation of all present and future stocks, books debts, other moveable assets and plant & machineries of the Company.

- b) Exclusive charge by way of equitable mortgage of the land and factory building situated at B-5 MIDC, Murbad 421401 and 3 office premises situated at Tax Center 26-A, Chandivali Road, Andheri (East) belonging to the Company
- c) Exclusive charge by way of equitable mortgage of 2 office premises situated at Tax Center 26-A, Chandivali Road, Andheri (East) belonging to the relative(s) of directors respectively.
- d) Personal guarantee of Mr. Pradeep Sureka, Narendra Sureka and Urmiladevi Sureka, all directors of the Company and Mr. Archit Sureka, Chief Financial Officer of the Company.

Note 23: CURRENT LEASE LIABILITIES

Lease Liability	8.17	9.26
TOTAL	8.17	9.26

Note 24: TRADE PAYABLES

Due to Micro and Small Enterprises*	28.33	-
Others	1661.18	904.49
TOTAL	1689.51	904.49

*Based on the information available with the company in response to the enquiries from all existing suppliers with whom the company deals, there are no suppliers who are registered as micro and small enterprises under 'The Micro, Small and Medium Enterprises Development Act, 2006, as at 31.03.2024.

Trade Payable ageing schedules for the year ended 31st March 2024 and 31st March 2023

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Payables –MSME	28.33	-	-	-	28.33
	-	-	-	-	-
Undisputed Trade Payables - Others	1619.83	7.13	5.35	28.87	1661.18
	<i>849.48</i>	<i>7.34</i>	<i>6.70</i>	<i>41.17</i>	<i>904.69</i>
Total...	<i>1648.16</i>	<i>7.13</i>	<i>5.35</i>	<i>28.87</i>	<i>1689.51</i>
	<i>849.48</i>	<i>7.34</i>	<i>6.7</i>	<i>41.17</i>	<i>904.69</i>

Figures in italics represent the figures for Previous Year

Note 25: OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2024	As at March 31, 2023
Interest Accrued but not Due	7.63	6.43
Other Accrued Expenses To others	6.31	7.84
TOTAL	13.94	14.27

Note 26: OTHER CURRENT LIABILITIES

Statutory Liabilities	21.14	22.42
Advance from Customers	2.39	32.31
TOTAL	23.53	54.73

Note 27: CURRENT PROVISIONS

Provision for Employee Benefits	23.35	22.74
TOTAL	23.35	22.74

Note 28: INCOME-TAX LIABILITIES (Net)

Provision for Current Tax (Net)	1.27	-
TOTAL	1.27	-

Note 29: REVENUE FROM OPERATIONS			
Particulars		2023-2024	2022-2023
Sale of Goods			
Manufactured Goods			
Grey Fabrics		12.58	21.10
Finished Fabrics		887.17	708.85
Goods traded in:			
Finished Fabrics		4148.64	3468.22
Readymade Garments		559.69	-
Yarn Sales		2.41	3.84
Sub-Total		5,610.49	4,202.01
Sale of Services :			
Job charges		39.55	93.52
TOTAL		5,649.84	4,295.53
Sales of Goods Geographical Regions wise			
Domestic		5,649.84	4,295.53
Export		-	-
Revenue based on timing of recognition			
Revenue recognition at a point in time		5,649.84	4,295.53
Revenue recognition over period of time		-	-
Reconciliation of Revenue recognised with Contract Price:			
Contract price		5,661.85	4,297.40
Less: Discount		12.01	1.87
Revenue from Operations		5,649.84	4,295.53

Note 30: OTHER INCOME			
Rent		11.22	9.60
Dividend		-	-
Interest		0.71	0.67
Unwinding of Security Deposit		0.13	0.07
Profit on Sale of Fixed Assets		2.17	45.62
Net Foreign Exchange Loss (Gain)		0.09	2.25
Gain on Sale of Investment		-	1.64
Gain on termination of Lease		0.24	-
TOTAL		14.56	59.85

Note 31: COST OF MATERIALS CONSUMED			
Yarn		300.22	373.68
Grey Fabrics		171.05	72.05
TOTAL		471.27	445.73

Note 32: PURCHASES OF STOCK IN TRADE			
Finished Fabrics		4,810.88	3,437.55
TOTAL		4,810.88	3,437.55

Note 33: CHANGES IN INVENTORIES			
Opening Stock:			
Finished Goods		1,318.97	1,148.38
Stock in Trade		253.43	216.98
Stock in Progress		38.41	47.80
Closing Stock:			
Finished Goods		1,607.06	1,318.97
Stock in Trade		402.27	253.43
Stock in process		37.83	38.41
TOTAL		(436.35)	(197.65)

Note 34: EMPLOYEE BENEFIT EXPENSES		
Salaries and Wages	235.84	212.58
Contribution to Provident and Other Funds	0.84	1.13
Staff Welfare	7.02	5.42
TOTAL	243.70	222.13

Note 35: FINANCE COST		
Interest Expenses on		
Borrowings	119.69	99.37
Lease Liability	2.92	1.07
Others	17.27	12.45
Other Borrowing Cost	5.44	1.79
TOTAL	145.32	114.68

Note 36: OTHER EXPENSES		
a) Manufacturing Expenses		
Processing and labour charges	129.57	115.65
Packing charges	8.04	0.84
Power and fuel (refer note 38)	44.40	43.32
Water expenses	1.26	1.29
Stores and spares consumed	22.25	22.03
Inward Transportation & Fright	2.58	0.21
Repairs and maintenance :		
Building	-	-
Machine	1.47	1.08
Others	5.12	5.59
TOTAL (a)	214.69	190.01
b) Administrative and General Expenses		
Printing and stationery	0.89	0.64
Postage and telephones	0.80	0.54
Rent (refer note no. 42)	1.63	0.49
Rates and taxes	8.23	0.06
Insurance	1.41	2.53
Auditors remuneration (refer note no. 36)	1.00	1.00
Security charges	3.97	3.69
Electricity expenses	1.72	1.29
Legal and professional charges	12.81	6.71
Donation	0.24	1.22
General Expenses	6.87	8.89
Membership and subscription charges	8.63	5.61
Provision for doubtful trade receivables	4.77	1.24
Travelling and conveyance	21.89	11.65
Office expenses	7.07	6.90
TOTAL (b)	81.93	52.46
c) Selling and Distribution Expenses		
Sales Promotion Expenses	7.89	10.81
Transportation & Fright	8.26	3.99
Brokerage and commission	41.80	3.02
TOTAL (c)	57.95	17.82
TOTAL (a+b+c)	354.57	260.29

Note 37: Earnings per Equity Share			
Particulars	Unit	2023-2024	2022-2023
Weighted average number of Equity Shares	Number in Lakh	1306.31	1306.31
Nominal Value of Share	₹	1	1
Profit/(Loss) for the Year	₹ in Lakh	32.11	25.56
Basic & Diluted Earnings Per Share	₹	0.025	0.020

Note 38: Contingent Liabilities & Commitments**(a) Contingent liabilities not provided:**

		2023-2024	2022-2023
(i) Penalty levied by SEBI for delay in submission of certain information to BSE	₹ in Lakh	1.70	1.70
(ii) Disputed income tax matters in appeal	₹	-	-
(iii) Undertaking given under EPCG Scheme for fulfillment of export obligation	₹ in Lakh	130.00	130.00
(iv) Principal and Interest due on Electricity charges due to non - receipt of subsidy from MSEDCL of earlier years	₹ in Lakh	48.05	48.05
(v) Fine imposed by the BSE for late compliance of certain SEBI (LODR) Regulations 2015	₹ in Lakh	16.05	16.05
(b) Commitments:			
(i) Uncalled money payable for residential flat to the developers	₹	14.23	14.23

Note 39: Payment to Auditors

Particulars	2023-2024	2022-2023
Audit Fees	1.00	1.00
Total	1.00	1.00

Note 40:

The management is of view that as per Ind AS 36, no impairment loss is required to be recognised, as the present values of assets are higher than the carrying amount of such assets.

Note 41: Related Party Disclosures

Related party disclosures as required by Ind AS -24 " Related Party Disclosures" are given below :

a) Key Management Personnel & their Relatives**Key Management**

Shri Narendra Kr. Sureka

Shri Pradeep Kr. Sureka

Relatives

Smt. Annapurnadevi Sureka (wife of Key management personnel)

Archit Sureka (Son of Key management personnel)

Urmiladevi Sureka (Wife of Key management personnel)

b) Transactions during the year and balances outstanding at year end with the related parties are as follows:

Particulars	Volume of Transaction		Balances as on	
	2023-2024	2022-2023	2023-2024	2022-2023
Remuneration Paid/Payable				
Shri Narendra Kr. Sureka	9.22	9.22	(0.46)	(0.87)
Shri Pradeep Kr. Sureka	9.22	9.22	(0.32)	(0.17)
Interest Paid				
Shri Narendra Kr. Sureka	2.58	2.44	(2.32)	(2.20)
Shri Pradeep Kr. Sureka	4.48	2.00	(4.03)	(1.80)
Salary Paid/Payable				
Archit Sureka	9.32	9.32	(0.29)	(3.05)
Loan Taken/(Repayments made)/Payables				
Shri Narendra Kr. Sureka	39.30	13.00	(48.18)	(22.78)
	(16.10)	(19.00)		
Shri Pradeep Kr. Sureka	208.47	55.25	(166.67)	(3.81)
	(47.41)	(76.97)		
Reimbursement of Expenses				
Shri Narendra Kr. Sureka	9.51	4.55	-	-
Shri Pradeep Kr. Sureka	42.44	37.97	-	-
Archit Sureka	6.87	3.79	-	-
Power & Fuel Charges				
Shri Narendra Kr. Sureka				
Shri Pradeep Kr. Sureka				

Refer Note 46

Note:

- 1) Related party relationship is identified by the Company and relied upon by the auditors.

- 2) Personal guarantee of the Narendra Kumar Sureka, Pradeep Kumar Sureka and Smt. Urmiladevi Sureka has been provided for the facilities sanctioned to the Company- Refer Note 17 & Note 22.

Compensation of Key Management Personnel	2023-2024	2022-2023
Short-term benefits	18.00	18.00
Post-Employment benefits*	0.44	0.44
* Remuneration does not include gratuity as employee wise break up is not available.		
Terms and conditions of transactions with related parties:		
Outstanding balances at the year-end are unsecured and settlement occurs in cash.		

Note 42: Capital Management

The Company's policy is to maintain a strong capital base so as to maintain creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders. The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

The Company monitors capital using a ratio of 'net debt' to 'equity'. For this purpose, net debt is defined as total borrowings less cash & cash equivalents, bank deposit (including earmarked balances) and current investments.

The table below summarizes the capital, net debt and net debt to equity ratio of the Company.

Particulars	31-03-2024	31-03-2023
Equity Share Capital	1,317.93	1,317.93
Other Equity	18.51	(18.31)
Total Equity (A)	1,336.44	1,299.62
Non-Current Borrowings	165.09	286.18
Short-Term Borrowings	1,024.23	604.83
Current maturities of Long-Term Borrowings	119.11	133.65
Gross Debt (B)	1,308.43	1,024.66
Total (A+B)	2,644.87	2,324.28
Gross Debt as above	1,308.43	1,024.66
Less: Current Investments	-	-
Less: Cash & Cash Equivalents	3.43	3.94
Less: Other balances with bank (including earmarked balances)	8.20	8.20
Net Debt (C)	1,296.80	1,012.52
Net Debt to Equity	0.97	0.78

Note 43: Financial Instruments and Risk Review

A. Financial Instrument

Fair value measurement hierarchy

The fair values of financial instruments as below have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows

Level 1: Quoted prices (unadjusted) in active markets: This level of hierarchy includes financial assets or liabilities that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of mutual fund investments.

Level 2: Valuation techniques with observable inputs: This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: Valuation techniques with significant unobservable inputs: This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model did not based on assumptions that are supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The following tables presents the carrying value and Fair value measurement hierarchy of each category of financial assets and liabilities

	31-03-2024		31-03-2023	
	Carrying Amt.	Level 1	Carrying Amt.	Level 1
Financial Assets				
Financial assets measured at fair value through profit & loss				
Investments (refer note 6)	-	-	-	-
Financial assets measured at amortised cost				
Trade receivables	1,737.68	-	1,044.94	-
Cash and cash equivalents	3.43	-	3.94	-
Loans	-	-	-	-
Other financial assets	20.23	-	19.50	-
Total	1,761.34	-	1,068.38	-
Financial Liabilities				
Financial liabilities measured at amortised cost				
Borrowings	1,276.57	-	1,008.14	-
Lease Liability	31.86	-	16.52	-
Trade payables	1,689.51	-	904.69	-
Other financial liabilities	13.94	-	14.27	-
Total	3,011.88	-	1,943.62	-

There have been no financial assets and financial liabilities which have been fair valued under level 1, 2 and 3 categories therefore no details for the same given in the table above.

Valuation

The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent.

Financial Assets and Liabilities measured at Fair Value as at Balance Sheet date:

- Short-term Financial Assets and Liabilities are stated at carrying value which is approximately equal to their fair value.
- Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realized or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

B. Financial Risk Management Framework

The Company's business activities are exposed to a variety of financial risks, namely credit risk, liquidity risk and market risk (currency risk and interest rate risk). The Company's management and the Board of Directors have the overall responsibility for establishing and governing the Company's risk management framework. The Board of Directors which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee and Board of Directors of the Company.

i) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. Financial instruments that are subject to credit risk principally consist of trade receivables, investments, loans, cash and cash equivalents, other balances with banks and other financial assets. None of the financial instruments of the Company result in material credit risk.

Trade Receivable: The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country, in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company has established a credit policy under which each new customer is analyzed individually for creditworthiness before entering into contract.

Expected Credit Loss Assessment

This Company makes provision for expected credit losses on trade receivable using provision matrix to mitigate the risk of default payment and make appropriate provision at each reporting period.

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

Particulars	31-03-2024	31-03-2023
Balance as at beginning of the year	22.16	20.92
Impairment loss recognised	4.77	1.24
Provisions written-back during the year	-	-
Balance as at end of the year	26.93	22.16

Management believes that the unimpaired amounts that are past due by more than 365 days are fully collectible, based on historical payment behavior and extensive analysis of customer credit risk, including underlying customers credit ratings, of that are available.

Credit risk on cash and cash equivalents, other bank balances with bank is limited as the Company generally invests in deposits with banks. Investments primarily include investment in liquid mutual fund units.

The Company's maximum exposure to credit risk as at 31st March, 2024 and 31st March 2023 is the carrying value of each class of financial assets.

ii) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The following table shows a maturity analysis of the anticipated cash flows including interest obligations for the Company's financial liabilities. Cash flows in foreign currencies are translated using the period end spot rates.

Particulars	31-03-2024			
	Carrying Value	0-1 Year	1-3 Years	Above 3 Years
Borrowings	1276.57	1135.17	137.16	4.24
Lease Liability	31.86	8.17	23.69	0.00
Trade payables	1689.51	1689.51	0.00	0.00
Other financial liabilities	13.94	13.94	0.00	0.00
Total	3011.88	2846.79	160.85	4.24
				31-03-2023
Borrowings	1008.14	729.22	258.92	20.00
Lease Liability	16.52	9.26	7.26	0.00
Trade payables	904.69	904.69	0.00	0.00
Other financial liabilities	14.27	14.27	0.00	0.00
Total	1943.62	1657.44	266.18	20.00

iii) Market Risk

Market risk is the risk that the changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long-term debt. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

a) Currency Risk

The Company is subject to the risk that changes in foreign currency values impact the Company's exports revenue. As at 31st March, 2023, the net unhedged exposure to the Company on holding assets (trade receivables) other than in their functional currency is as under:

The Company is exposed to foreign exchange risk arising from US Dollar.

Particulars	As at 31-03-2024		As at 31-03-2023	
	USD	INR	USD	INR
Receivables	0.15	12.25	0.25	20.30
Unhedged Exposure	0.15	12.25	0.25	20.30

Sensitivity analysis of 1% change in exchange rate at the end of reporting period net unhedged exposure:

	31-03-2024	31-03-2023
1% Depreciation in INR		
Impact on Statement of profit and loss	0.12	0.20

1% Appreciation in INR		
Impact on Statement of Profit and Loss	(0.12)	0.20
b) Interest Rate Risk		
Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the Company's cash flows as well as costs. The Company is subject to variable interest rates on some of its interest bearing liabilities. The Company's interest rate exposure is mainly related to borrowing obligations.		
The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows:		
	31-03-2024	31-03-2023
Long term borrowing-fixed rate instruments	123.43	80.26
Long term borrowing-floating rate instruments	137.08	332.31
Short term borrowing-floating rate instruments	1,016.06	595.57
Total	1,276.57	1,008.14
Impact on Interest Expenses for the year on 1% change in Interest rate:		
	31-03-2024	31-03-2023
1% Increase in Interest Rate		
Impact on Statement of profit and loss	(11.53)	(9.28)
1% Decrease in Interest Rate		
Impact on Statement of profit and loss	11.53	9.28

Note 44:

The Company operates in a single segment i.e. textile having the same risk and return. Hence reporting as per Indian Accounting Standard (Ind AS) 108 "Operating Segments" is not applicable.

Note 45: Leases

The Company adopted Ind AS 116, 'Lease' effective from April 01, 2019, and has elected to apply this standard to its leases with modified retrospective approach with the cumulative effect, recognised at the date of initial application. Initial lease liability has been measured at present value of the remaining lease payments, and discounted at incremental borrowing rate of the Company as on April 01, 2019, with an equivalent amount for the right-of-use asset. The comparative information of previous year is not restated as permitted by Ind AS 116.

a) As a Lessee**Right-of-use Assets**

Cost	Lease Hold Land	
	31-03-2024	31-03-2023
At the beginning of the Year (On transition to Ind AS 116)	21.86	11.18
Additions	32.07	21.87
Disposals	13.36	11.19
At the Close of the Year	40.57	21.86
Accumulated depreciation and impairment		
At the beginning of the Year	5.68	8.25
Depreciation	9.58	8.62
Impairment loss	0.00	0.00
Eliminated on disposals of assets	(4.71)	(11.19)
At the Close of the Year	10.55	5.68
Carrying amounts		
At the beginning of the Year	16.18	2.93
At the Close of the Year	30.02	16.18
Breakdown of Lease Expenses		
Short-term Lease Expenses	1.63	0.49
Total Lease Expenses	-	-
Cash outflow on Leases		
Repayment of lease liabilities	7.31	8.33
Interest on lease liabilities	2.92	1.07
Short-term lease expense	1.63	0.49
Total cash outflow on leases	11.86	9.89
Movement in Lease Liability		
Balance at the beginning of the year	31.32	21.55

Additions on account of lease modification	2.92	1.07
Interest on lease liabilities accrued during the year	8.67	0.00
Deletions	10.23	9.40
Payment of lease liabilities including adjustments	31.86	16.52

Maturity analysis of Lease Liability

	Total Lease Payable	Less than 1 Year	1 and 5 Years	Over 5 Years	Weighted average effective Interest Rate
March 31, 2024 Lease Liabilities	31.86	8.17	23.69	0.00	11.00%

b) As a Lessor

The company has taken industrial gala under operating lease or on leave and license basis. These is generally not non-cancellable and for a period ranging between 12 months and above and is renewable at mutual consent on mutually agreeable terms. The company has given refundable interest free security deposit in accordance with the agreed terms. The rent paid in accordance with these agreements is debited to the statement of profit and loss for the year.

The company has given industrial gala under operating lease or on leave and license basis. These is generally not non-cancellable and for a period ranging between 12 months and above and is renewable at mutual consent on mutually agreeable terms. The company has taken refundable interest free security deposit in accordance with the agreed terms. The rent received in accordance with these agreements is credited to the statement of profit and loss for the year.

Note 46:

During an earlier year, a Memorandum of Understanding (MOU) was entered between the company and its two directors. As per the terms of MOU, the company will use the power supplied by the meters standing in the name of such directors and makes payment of electricity bills directly to the power supply company.

Note 47: Disclosure under section 186(4) of the Companies Act, 2013

The required details of the investments made during the year and investments outstanding as on 31.03.2024 are given in note 6 to the financial statements.

Note 48:

The company could not take balance confirmations from some of trade receivables and trade payables as at close of the year; therefore, the balances of some of trade receivables and trade payables are subject to confirmation and consequential reconciliation/adjustments arising therefrom if any.

Note 49: Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

Sl. No.	Particulars	As at 31-03-2024	As at 31-03-2023
1.	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the year Principle Amount Interest thereon	28.33 -	- -
2.	The amount of interest paid in terms of section 16, along with the amount of the payment made to the suppliers beyond the appointed day: Principle Amount Interest thereon	- -	- -
3.	The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the act.	- -	- -
4.	The amount of interest accrued and remaining unpaid	-	-
5.	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues about are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of this Act.	-	-

Note 50: Financial Ratios

Ratio	Numerator	Denominator	FY 2023-24	FY 2022-23	% variance	Remarks for variance more than 25%
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Current ratio (in times)	Current assets	Current Liabilities	1.45	1.80	-19.44	Not Applicable
Debt-Equity Ratio (in times)	Total Debt	Shareholder's Equity	0.98	0.79	24.00	Not Applicable
Debt Service Coverage ratio (in times)	Earnings before Interest, Depreciation and Tax	Debt Service	0.48	0.71	-32.00	Decrease in ratio is due to increase debt repayment.
Return on Equity ratio (%)	Net profit after tax	Equity	0.02	0.02	0.00	Not Applicable
Inventory turnover ratio (in times)	Cost of Goods sold	Average Inventory	2.25	1.96	15.00	Not Applicable
Trade receivables turnover ratio (in times)	Net Sales	Average accounts receivables	4.06	4.68	-13.00	Not Applicable
Trade Payables Turnover Ratio (in times)	Purchase/Services Utilised	Average accounts payables	4.30	5.78	-26.00	Decrease in ratio is due to increase in creditors.
Net Capital Turnover Ratio (in times)	Net Sales	Working Capital	1.83	1.60	14.00	Not Applicable
Net Profit Ratio (%)	Net profit after tax	Net Sales	0.57%	0.60%	-4	Not Applicable
Return on Capital Employed (%)	Earnings before Interest and Tax	Capital employed	7.18%	6.48%	11	Not Applicable
Return on Investment (%)	Income generated from investments	Average Investments	N.A	N.A	NA	N.A

Note 51: Additional regulatory information required by Schedule III of the Companies Act 2013:

- a) **Valuation of PP&E and Intangible Assets:** The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- b) **Loans and Advances in the nature of Loans to Promoters, Directors, KMPs and the related parties:** The Company has not granted loans and advances in the nature of loans to Promoters, Directors, KMPs and the related parties either severally or jointly with any other person.
- c) **Details of Benami Property:** No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- d) **Willful Defaulter:** The Company has not been declared willful defaulter by any bank or financial institution or Government and any Government Authority.
- e) **Relationship with Struck off Companies :** The Company does not have any transaction/relationship with any struck off company
- f) **Registration of Charges or Satisfaction with Registrar of Companies:** The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- g) **Compliance with number of layers of companies:** The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- h) **Compliance with approved scheme(s) of arrangements:** The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- i) **Utilisation of borrowed funds and share premium:**
 - A. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries), or
 - b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

- B. The Company has not received any fun from any person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Company shall:
- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries), or
 - b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- j) **Undisclosed Income:** There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- k) **Details of Crypto Currency or Virtual Currency:** The Company has not traded or invested in any crypto currency or virtual currency during the current or previous year.

Note 52: Audit Trail

The Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024, however the same does not have a feature of recording audit trail (edit log) facility. The Company is in process of upgrading the existing software which will have a feature of recording audit trail (edit log) facility.

Note 53:

The Company has reclassified previous year figures to conform to this year's classification.

As set out in our attached report of even date

For and on behalf of the Board of Directors

For **DBS & ASSOCIATES**

Chartered Accountants
Firm Registration no. 081627N

S/d-

CA Roxy Teniwal

Partner
Membership no. 141538
UDIN: 24141538BKGEAB1291

Mumbai, May 28, 2024

S/d-

Narendra Kr. Sureka
Managing Director
DIN 01963265

S/d-

Archit Sureka
Chief Financial Officer

S/d-

Pradeep Kr. Sureka
Whole Time Director
DIN 01632706

S/d-

Jyoti Kothari
Company Secretary